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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE BUTLER FAMILY FUND
% MARTHA TOLL

A Employer identification number
52-1786778

Number and street (or P O box number if mail is not delivered to street address)
1634 I STREET NW
Suite 1000

Room/suite

B Telephone number (see instructions)
(202) 463-8288

City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20006

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 11,543,504

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ____
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	67,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	13	13		
	4	Dividends and interest from securities	189,969	189,969		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	739,359			
	b	Gross sales price for all assets on line 6a 4,236,028				
	7	Capital gain net income (from Part IV, line 2)		739,359		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	996,341	929,341		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	106,425			106,425
	14	Other employee salaries and wages	30,166			30,166
	15	Pension plans, employee benefits	10,643			10,643
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	9,858	3,286		6,572
	c	Other professional fees (attach schedule)	59,418	53,967		5,451
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	36,243	1,022		10,773
	19	Depreciation (attach schedule) and depletion	453			
	20	Occupancy	20,464			20,464
	21	Travel, conferences, and meetings	21,049			21,049
	22	Printing and publications				
	23	Other expenses (attach schedule)	13,774	59		13,715
	24	**Total operating and administrative expenses.** Add lines 13 through 23	308,493	58,334		225,258
	25	Contributions, gifts, grants paid	441,680			441,680
	26	**Total expenses and disbursements.** Add lines 24 and 25	750,173	58,334		666,938
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	246,168			
	b	**Net investment income** (if negative, enter -0-)		871,007		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	385,432	645,253	645,253
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,056,392	6,688,381	6,688,381
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,230,552	4,206,458	4,206,458
	14	Land, buildings, and equipment basis ▶ 2,675 Less accumulated depreciation (attach schedule) ▶ 863		1,812	1,812
	15	Other assets (describe ▶)	1,600	1,600	1,600
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,673,976	11,543,504	11,543,504
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	9,673,976	11,543,504	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	9,673,976	11,543,504	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,673,976	11,543,504	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,673,976
2	Enter amount from Part I, line 27a	2	246,168
3	Other increases not included in line 2 (itemize) ▶	3	1,623,360
4	Add lines 1, 2, and 3	4	11,543,504
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,543,504

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE STATEMENT	P		
b	SEE STATEMENT	P		
c	SEE STATEMENT	P		
d	SEE STATEMENT	P		
e	CLASS ACTION STLMT	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	419,138		323,716	95,422
b	1,675,244		935,720	739,524
c	193,073		187,282	5,791
d	1,920,852		2,050,013	-129,161
e				62

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				95,422
b				739,524
c				5,791
d				-129,161
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	739,359
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	857,573	9,497,638	0 090293
2011	1,278,699	9,629,541	0 132789
2010	879,706	9,138,172	0 096267
2009	931,870	7,854,546	0 118641
2008	907,970	9,499,189	0 095584

2	**Total** of line 1, column (d).	2	0 533574
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 106715
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	10,670,498
5	Multiply line 4 by line 3.	5	1,138,702
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,710
7	Add lines 5 and 6.	7	1,147,412
8	Enter qualifying distributions from Part XII, line 4.	8	666,938

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	17,420
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	17,420
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	17,420
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 14,800		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	14,800
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,620
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b		No
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW BUTLERFAMILYFUND ORG

14 The books are in care of ▶MARTHA TOLL Telephone no ▶(202) 463-8288

Located at ▶1634 I STREET NW 1000 WASHINGTON DC ZIP+4 ▶20006

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MARTHA A TOLL 5616 WESTERN AVENUE CHEVY CHASE,MD 20815	EXECUTIVE DIRECTOR 40 0	106,425	10,643	0
SEE STATEMENT 1634 I STREET NW WASHINGTON,DC 20006	SEE STATEMENT 0	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
HARRIS ASSOCIATES LP 2 N LASALLE ST 500 CHICAGO, IL 606023703	INVESTMENT ADVISOR	53,967
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	10,156,398
b	Average of monthly cash balances.	1b	673,183
c	Fair market value of all other assets (see instructions).	1c	3,412
d	**Total** (add lines 1a, b, and c).	1d	10,832,993
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	10,832,993
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	162,495
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,670,498
6	**Minimum investment return.** Enter 5% of line 5.	6	533,525

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.			1	533,525
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	17,420		
b	Income tax for 2013 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	17,420
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	516,105
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	516,105
6	Deduction from distributable amount (see instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	516,105

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	666,938
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	666,938
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	666,938

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				516,105
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 440,870				
b From 2009. 542,875				
c From 2010. 428,775				
d From 2011. 806,328				
e From 2012. 397,139				
f Total of lines 3a through e.	2,615,987			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 666,938				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				516,105
e Remaining amount distributed out of corpus	150,833			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,766,820			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	440,870			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,325,950			
10 Analysis of line 9				
a Excess from 2009. . . . 542,875				
b Excess from 2010. . . . 428,775				
c Excess from 2011. . . . 806,328				
d Excess from 2012. . . . 397,139				
e Excess from 2013. . . . 150,833				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT SEE STATEMENT SEE STATEMENT, DC 20006	NONE	501(C)(3)	SEE STATEMENT	441,680
Total . . . . ▶ 3a				441,680
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	13	
4 Dividends and interest from securities. . . .			14	189,969	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	739,359	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				929,341	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 929,341

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2014-04-25	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶	CRAMER & OLER LLC		Firm's EIN ▶	
Firm's address ▶	6106 MACARTHUR BOULEVARD SUITE 108 BETHESDA, MD 20816		Phone no (301) 320-0100	

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Name of the organization
THE BUTLER FAMILY FUND

Employer identification number
52-1786778

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE BUTLER FAMILY FUND

Employer identification number
52-1786778

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	OAK FOUNDATION 1216 COINTRIN GENEVA, SZ	$ 67,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
THE BUTLER FAMILY FUND

Employer identification number
52-1786778

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE BUTLER FAMILY FUND

Employer identification number
52-1786778

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2013 Contractor Compensation Explanation

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Contractor	Explanation
HARRIS ASSOCIATES LP	INVESTMENT ADVISOR

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	1995-05-15	410	410	M7					
PRINTER	2002-03-13	482	482	M5					
COMPUTERS +	2007-12-15	3,166	3,166	M5					
DELL OPTIPLEX 7010	2013-05-07	1,071		M5		214			
DELL OPTIPLEX 7010	2013-05-20	1,194		M5		239			

TY 2013 Investments Corporate Stock Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HARRIS ASSOCIATES	6,684,725	6,684,725
DIVIDENDS RECEIVABLE	3,656	3,656

TY 2013 Investments - Land Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

TY 2013 Investments - Other Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HARRIS ASSOCIATES-MUTUAL FUNDS	FMV	4,206,458	4,206,458

TY 2013 Land, Etc. Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE	410	410		
PRINTER				
COMPUTERS +				
DELL OPTIPLEX 7010	1,071	214	857	
DELL OPTIPLEX 7010	1,194	239	955	

TY 2013 Other Assets Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	1,600	1,600	1,600

TY 2013 Other Expenses Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	2,737			2,737
PROFESSIONAL DEVELOPMENT	974			974
OFFICE EXPS	4,051			4,051
INSURANCE	1,853			1,853
COMPUTER EXPS	489			489
OTHER EXPENSES	2,100			2,100
FOREIGN DIVIDENDS FEES	59	59		
CHARITABLE DONATION	10			10
GRANT RECOVERY EXPS	1,501			1,501

TY 2013 Other Increases Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	1,623,360

TY 2013 Other Professional Fees Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HARRIS ASSOC-INVEST ADVISOR	53,967	53,967		
CONSULTING	5,451			5,451

TY 2013 Taxes Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL	10,773			10,773
FOREIGN	1,022	1,022		
EXCISE	24,448			

HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/A1S DSFIXE
From 01-01-13 Through 12-31-13

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
COMMON STOCKS								
02-28-13	11-20-13	1,000 00	American Intl Group	37,816 00		48,185 66	10,369 66	
01-30-13	11-26-13	400 00	American Intl Group	15,062.40		19,771.25	4,708 85	
				52,878 40	0 00	67,956 91	15,078 51	0 00
03-31-09	03-11-13	200 00	Apache	12,925 60		15,076.38		2,150 78
02-23-09	03-11-13	600 00	Apache	37,088.52		45,229 14		8,140 62
02-23-09	03-11-13	400 00	Apache	24,725.68		30,138 04		5,412 36
				74,739.80	0 00	90,443 56	0 00	15,703 76
03-18-03	04-17-13	3,000 00	Bristol-Myers Squibb	67,621 80		122,157 61		54,535 81
11-28-05	04-17-13	1,200 00	Bristol-Myers Squibb	26,576 32		48,863.05		22,286 73
				94,198 12	0 00	171,020 66	0 00	76,822 54
02-01-12	04-29-13	4,500 00	Carnival	139,641.40		156,278 87		16,637 47
02-16-12	04-29-13	300 00	Carnival	9,200 13		10,418 59		1,218.46
02-16-12	04-29-13	700 00	Carnival	21,466 97		24,302 20		2,835 23
				170,308 50	0 00	190,999 66	0.00	20,691 16
08-27-09	11-20-13	500 00	Comcast Cl A	7,732 93		23,387 59		15,654 66
08-27-09	11-26-13	300.00	Comcast Cl A	4,639.76		14,913.24		10,273 48
				12,372 69	0 00	38,300 83	0.00	25,928 14
05-14-08	03-21-13	2,000 00	CNO Financial	21,611 31		22,841 48		1,230 17
05-14-08	05-16-13	3,700 00	CNO Financial	39,980 92		44,722 36		4,741 44
05-14-08	05-21-13	1,800.00	CNO Financial	19,412.24		21,301.98		1,889 74
05-14-08	11-19-13	3,400.00	CNO Financial	36,667.56		54,953 10		18,285.54
05-14-08	11-27-13	600 00	CNO Financial	6,470 75		10,140 02		3,669 27
05-14-08	12-03-13	1,600 00	CNO Financial	17,255 32		26,502 81		9,247 49
05-14-08	12-03-13	500 00	CNO Financial	5,392 29		8,296.30		2,904 01
05-14-08	12-19-13	1,400.00	CNO Financial	15,098.41		24,126 67		9,028 26
10-05-11	12-19-13	5,000 00	CNO Financial	26,769 00		86,166 69		59,397 69
				188,657 78	0 00	299,051.41	0 00	110,393 63
10-05-05	04-17-13	1,200.00	Discovery Comm Cl C	14,507 32		84,133 79		69,626 47
10-05-05	04-24-13	410.00	Discovery Comm Cl C	4,956.67		29,074 21		24,117 54
10-05-05	04-25-13	397 00	Discovery Comm Cl C	4,799 50		28,178 67		23,379 17
07-16-02	04-25-13	1,493 00	Discovery Comm Cl C	12,636 05		105,971.67		93,335 62
				36,899.54	0 00	247,358 34	0 00	210,458 80
05-06-13	11-20-13	200 00	Forest Laboratories	7,508 00		10,248 82	2,740 82	
05-06-13	11-20-13	1,000 00	Forest Laboratories	37,376 37		51,244 10	13,867 73	
05-06-13	11-27-13	500 00	Forest Laboratories	18,688.18		25,619 60	6,931 42	
				63,572 55	0.00	87,112 52	23,539.97	0 00
03-08-12	11-20-13	400.00	Howard Hughes	24,529.00		42,330.46		17,801.46

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HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/A1S DSFIXE
From 01-01-13 Through 12-31-13

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-08-12	11-26-13	300 00	Howard Hughes	18,396 75		33,185 68		14,788 93
				42,925 75	0.00	75,516.14	0 00	32,590 39
09-19-12	05-21-13	800 00	Intel	18,653 76		19,371 56	717 80	
10-10-12	05-21-13	200 00	Intel	4,353 61		4,842 89	489.28	
				23,007.37	0 00	24,214.45	1,207 08	0.00
03-01-13	05-31-13	200 00	Illinois Tool Works	12,374 98		14,182.59	1,807 61	
03-01-13	11-20-13	200 00	Illinois Tool Works	12,374 98		15,742 03	3,367 05	
02-28-13	11-20-13	600 00	Illinois Tool Works	36,950 02		47,226 07	10,276 05	
03-04-13	11-27-13	500.00	Illinois Tool Works	30,733 00		39,729 35	8,996 35	
				92,432.98	0 00	116,880.04	24,447.06	0.00
03-01-13	11-20-13	400 00	Medtronic	18,004.40		22,621 21	4,616.81	
12-16-10	11-20-13	400 00	Medtronic	14,345.36		22,621.20		8,275 84
12-16-10	11-26-13	100 00	Medtronic	3,586 34		5,693 80		2,107 46
08-27-10	11-26-13	300 00	Medtronic	9,737.15		17,081.40		7,344 25
				45,673 25	0 00	68,017 61	4,616 81	17,727 55
08-16-05	07-01-13	0 50	Mallinckrodt	12 64		21 35		8 71
08-16-05	08-08-13	99 50	Mallinckrodt	2,514 42		4,503.91		1,989 49
10-20-05	08-08-13	87 50	Mallinckrodt	2,020 85		3,960 72		1,939 87
				4,547 91	0 00	8,485 98	0 00	3,938 07
01-08-13	01-08-13	92.69	Dell Litigation **Consult Tax**	0 00		92 69	92 69 X	
10-28-13	10-28-13	399 96	Washington Mutual Litig **Consult Tax**	0 00		399 96	399 96 X	
02-28-13	05-16-13	100 00	Omnicare	3,717 07		4,558 39	841 32	
02-28-13	05-21-13	900 00	Omnicare	33,453 63		41,495 27	8,041 64	
10-10-12	08-08-13	500 00	Omnicare	16,706.98		27,442.32	10,735 34	
10-10-12	11-20-13	100 00	Omnicare	3,341 40		5,664 26		2,322 86
08-03-09	11-20-13	100 00	Omnicare	2,363 63		5,664 26		3,300 63
12-01-09	11-20-13	300.00	Omnicare	7,020 75		16,992.78		9,972 03
12-01-09	11-22-13	200 00	Omnicare	4,680 50		11,454 72		6,774.22
12-01-09	11-22-13	200 00	Omnicare	4,680 50		11,461 40		6,780 90
				75,964 46	0 00	124,733 40	19,618 30	29,150 65
02-28-13	11-27-13	500 00	TE Connectivity	19,942 50		26,364 59	6,422 09	
04-13-07	01-16-13	825 00	Tenet Healthcare	22,946.10		29,228 82		6,282 72
04-13-07	01-30-13	500 00	Tenet Healthcare	13,906 73		19,261 21		5,354 48
04-13-07	03-11-13	500 00	Tenet Healthcare	13,906.73		21,571 21		7,664 48
				50,759 55	0 00	70,061 24	0 00	19,301.69

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HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/A1S DSFIXE
From 01-01-13 Through 12-31-13

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-16-12	11-20-13	800 00	Texas Instruments	24,253 71		33,514.21		9,260 50
08-16-12	11-26-13	1,100 00	Texas Instruments	33,348 85		46,975 56		13,626 71
				57,602 57	0 00	80,489 77	0 00	22,887 20
04-07-10	01-30-13	500 00	Unilever (GB shs) ADR	14,990 25		20,251 64		5,261 39
01-27-11	01-30-13	200 00	Visa Cl A	14,154 18		31,069 32		16,915 14
01-27-11	11-20-13	200 00	Visa Cl A	14,154 18		39,625 91		25,471 73
				28,308 35	0 00	70,695 23	0 00	42,386 88
05-09-06	03-11-13	450 00	Viacom Cl B	17,865.59		27,824 32		9,958 74
10-26-05	03-11-13	350.00	Viacom Cl B	13,104 79		21,641 13		8,536 34
10-26-05	05-02-13	300 00	Viacom Cl B	11,232.68		19,976 37		8,743 69
05-19-06	05-02-13	800 00	Viacom Cl B	29,930 00		53,270.33		23,340 33
09-11-08	05-02-13	1,400 00	Viacom Cl B	37,520 34		93,223 07		55,702 73
				109,653 40	0 00	215,935 22	0 00	106,281 83
				1,259,435 71	0.00	2,094,381 85	95,422 47	739,523 67
TOTAL GAINS							95,422 47	739,523.67
TOTAL LOSSES							0.00	0 00
				1,259,435.71	**0.00**	**2,094,381.85**	**95,422.47**	**739,523.67**

TOTAL SUPERVISED REALIZED GAIN/LOSS 834,946.14

323,715.88 419,138.35 95,422.47 ST

739,523.67 LT

CAPITAL GAIN DISTRIBUTIONS

935,719.83 1,675,243.50

12-19-13	Oakmark International		3,434 34 *
TOTAL DISTRIBUTIONS	3,434 34	0 00	3,434 34
		95,422.47	**742,958.01**

TOTAL GAIN/LOSS 838,380 48

Unsupervised Assets

UNSUP FIXED INCOME OPEN END MUTUAL FUNDS

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
12-31-07	02-20-13	475 499	Calamos Investment Trust Conv Fd	9,424 39		8,112 01		-1,312.38
03-21-11	02-20-13	150 257	Calamos Investment Trust Conv Fd	2,975 09		2,563 38		-411 71
06-21-07	02-20-13	381 582	Calamos Investment Trust Conv Fd	7,490 45		6,509.79		-980 66
09-25-03	02-20-13	665 070	Calamos Investment Trust Conv Fd	12,982 17		11,346 09		-1,636 08
11-17-05	02-20-13	7,735 892	Calamos Investment Trust Conv Fd	151,004 61		131,974 32		-19,030 29

* CAP GAIN DIVIDENDS

HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/A1S DSFIXE
From 01-01-13 Through 12-31-13

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-21-06	02-20-13	401.722	Calamos Investment Trust Conv Fd	7,821 53		6,853 38		-968 15
12-20-10	02-20-13	467 398	Calamos Investment Trust Conv Fd	9,086 21		7,973 81		-1,112 40
12-20-10	02-20-13	3,395 085	Calamos Investment Trust Conv Fd	66,000.45		57,920 15		-8,080 30
06-20-11	02-20-13	719 218	Calamos Investment Trust Conv Fd	13,981 60		12,269.86		-1,711 74
12-29-05	02-20-13	2,485 260	Calamos Investment Trust Conv Fd	47,965 52		42,398 54		-5,566 98
11-16-06	02-20-13	5,581 167	Calamos Investment Trust Conv Fd	107,158 41		95,214 71		-11,943 70
06-26-03	02-20-13	467 277	Calamos Investment Trust Conv Fd	8,967 05		7,971 75		-995 30
03-18-10	02-20-13	814 192	Calamos Investment Trust Conv Fd	15,616 20		13,890 12		-1,726 08
03-22-07	02-20-13	594 578	Calamos Investment Trust Conv Fd	11,380 22		10,143 50		-1,236 72
12-28-06	02-20-13	1,523 358	Calamos Investment Trust Conv Fd	29,096 14		25,988 49		-3,107 65
09-20-10	02-20-13	628.025	Calamos Investment Trust Conv Fd	11,888 52		10,714 11		-1,174 41
06-22-06	02-20-13	445 424	Calamos Investment Trust Conv Fd	8,422 97		7,598 93		-824 04
06-17-10	02-20-13	1,376.756	Calamos Investment Trust Conv Fd	25,580 13		23,487 46		-2,092 67
12-21-09	02-20-13	1,142 282	Calamos Investment Trust Conv Fd	21,177 90		19,487 33		-1,690 57
09-17-09	02-20-13	833 014	Calamos Investment Trust Conv Fd	15,319 13		14,211.22		-1,107 91
03-26-12	02-20-13	278 017	Calamos Investment Trust Conv Fd	5,054 34		4,742.97	-311 37	
01-09-03	02-20-13	69,754 470	Calamos Investment Trust Conv Fd	1,257,673 09		1,190,011 25		-67,661 84
03-27-03	02-20-13	418 485	Calamos Investment Trust Conv Fd	7,235 61		7,139 35		-96 26
12-27-11	02-20-13	411 777	Calamos Investment Trust Conv Fd	7,045 51		7,024 92		-20 59
12-27-11	02-20-13	8,905 842	Calamos Investment Trust Conv Fd	152,378 96		151,933 66		-445 30
06-25-12	02-20-13	200 097	Calamos Investment Trust Conv Fd	3,381 64		3,413 65	32 01	
12-21-12	02-20-13	159 328	Calamos Investment Trust Conv Fd	2,628 92		2,718 14	89 22	
12-21-12	02-20-13	10,679 821	Calamos Investment Trust Conv Fd	176,217 05		182,197 74	5,980 69	

HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 ESL/A1S DSFIXE
From 01-01-13 Through 12-31-13

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-22-09	02-20-13	917 313	Calamos Investment Trust Conv Fd	14,933 86		15,649.36		715 50
03-23-09	02-20-13	835.364	Calamos Investment Trust Conv Fd	12,204 67		14,251 31		2,046 64
12-22-08	02-20-13	813 825	Calamos Investment Trust Conv Fd	11,588.87		13,883 86		2,294 99
12-22-08	02-20-13	253 751	Calamos Investment Trust Conv Fd	3,613 41		4,328 99		715 58
				2,237,294 62	0 00	2,113,924 15	5,790 55	-129,161 02
				2,237,294 62	0 00	2,113,924 15	5,790 55	-129,161 02
TOTAL GAINS							6,101.92	5,772 71
TOTAL LOSSES							-311 37	-134,933 73
				2,237,294.62	**0.00**	**2,113,924.15**	**5,790.55**	**-129,161.02**
TOTAL UNSUPERVISED REALIZED GAIN/LOSS			-123,370.47	187,281.95		193,072.30	5790.55	(129,161.02)
GRAND TOTAL GAIN/LOSS			715,010 01	2,050,012.67		1,920,851.65		

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CAPITAL GAIN DISTRIBUTIONS

	Date	Security	Short Term	Long Term
	04-02-13	Vanguard Fxd Inc Secs Int Inv Grade Ad		5,602 12
	04-02-13	Vanguard Fxd Inc Secs St Inv Grade Ad		954 57
	04-02-13	Vanguard Fxd Inc Secs St Fed Fd Admr		222.22
	12-17-13	Franklin Cvt Security Fund		7,699 11
	12-18-13	Vanguard Fxd Inc Secs Int Inv Grade Ad		8,724 14
	12-18-13	Vanguard Fxd Inc Secs St Inv Grade Ad		1,084 30
	04-02-13	Vanguard Fxd Inc Secs Int Inv Grade Ad	920 90	
	04-02-13	Vanguard Fxd Inc Secs St Inv Grade Ad	280 76	
	04-02-13	Vanguard Fxd Inc Secs St Fed Fd Admr	111 11	
TOTAL DISTRIBUTIONS		25,599 23	(*) 1,312 77	24,286.46 *
			7,103.32	**-104,874.56**
TOTAL GAIN/LOSS		-97,771 24		

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* CAP GAIN DIVIDENDS

(*) DIVIDENDS

Butler Family Fund
2013 Program and Discretionary Grants

PROGRAM GRANTS

Org	DonationAmount	DonationNotes	Address	City	Stat	Zip
Join	$15,000.00	for its supported employment program working in collaboration with Central City Concern	1435 NE 81st Avenue Suite 100	Portland	OR	97213-
ACLU Foundation of Delaware	$10,000.00	for the Delaware Repeal Project	100 West 10th Street Suite 603	Wilmington	DE	19801-
Arizona Capital Representation Project	$25,000.00	for general support	131 E. Broadway Blvd	Tucson	AZ	85701-
Atlantic Center for Capital Representatior	$40,000.00	for general operating support	1315 Walnut Street Suite 1331	Philadelphia	PA	19107-
Billings Forge Community Works	$20,000.00	for a project to research and develop long term, better paid employment opportunities for trainees	140 Russ Street Suite N110	Hartford	CT	06106-
California Coalition for Rural Housing	$15,000.00	for the Permanent Source Housing Action Project	717 K Street Suite 400	Sacramento	CA	95814-
Center on Budget and Policy Priorities	$20,000.00	for advocacy to maximize federal funding for rental assistance	820 First Street, NE Suite 510	Washington	DC	20036-
Citizens for Juvenile Justice	$10,000.00	for general support	101 Tremont Street Suite 1000	Boston	MA	02108-
Coalition for Nonprofit Housing and Economic Development	$10,000.00	for the Housing for All Campaign	1432 U ST, NW 1st Floor Annex	Washington	DC	20009-
Community Solutions	$15,000.00	for homelessness prevention work in Brownsville, Brooklyn	125 Maiden Lane Suite 16C	New York	NY	10038-
Good Old Lower East Side	$15,000.00	for general support	169/171 Avenue B	New York	NY	10009-
Housing Alliance of Pennsylvania	$20,000.00	to support advocacy through the Homeless Advocacy and PA Provider Network (HAPPN), a statewide homeless coalition	309 Florence Avenue 914N	Jenkintown	PA	19146-
Housing California	$25,000.00	for work to capitalize housing trust fund and to support criminal justice reform	900 J Street 2nd Floor	Sacramento	CA	95814-
National Consensus Project	$28,000.00	for general operating support	2230 Prince Street #5	Berkeley	CA	94705-
National Housing Law Project	$20,000.00	for technical support, legal advocacy and policy leadership to sustain affordable housing under sequestration	703 Market Street Suite 2000	San Francisco	CA	94103-
National Transitional Jobs Network	$25,000.00	for planning the implementation of a Homeless Employment Hub	33 W. Grand Avenue Suite 500	Chicago	IL	60654-
New City Initiative	$20,000.00	for the New City Kitchen Project	1435 NE 81st Avenue Suite 100	Portland	OR	97213-
Proteus Fund	$30,000.00	for the Systemic Litigation Fund	15 Research Drive Suite B	Amherst	MA	01002-
CAF America: directed to	$1,080.00		1800 Diagonal Road, Suite 150	Alexandria	VA	22314
Reprieve		for general operating support				

MH 4/24/14
PJC 4/24/14

Butler Family Fund
2013 Program and Discretionary Grants

Supportive Housing Network of New York	$25,000.00	for the Supportive Housing Youth Initiative and Advocacy	247 West 37th Street 18th Floor	New York	NY	10018-
Texas Defender Service	$30,000.00	for the Preliminary Mitigation Investigation Project	510 S. Congress Suite 304	Austin	TX	78704-
United Way of Greater Los Angeles	$15,000.00	for the Skid Row Rapid Results Initiative	1150 South Olive Street	Los Angeles	CA	90015-
TOTAL Program Grants	$434,080.00					

Discretionary Grants

CAF America: directed to			1800 Diagonal Road, Suite 150	Alexandria	VA	22314
Disasters Emergency Community	$675.00	for the Phillipine Typhoon Appeal				
The Howard League for Penal Reform	$675.00	for general operating support	1 Ardleigh Road	London		
Clare Foundation	$625.00	for general operating support	909 Pico Boulevard	Santa Monica	CA	90405-
Community Resource Initiative	$750.00	for general operating support	83C Wiese Street	San Francisco	CA	94103-
Drexel University	$625.00	for the Center for Hunger Free Communities	1505 Race Street 11th Floor, MS1035	Philadelphia	PA	19102-
Living Yoga	$1,250.00	for the development of curriculum specific to i	5100 SW Macadam Avenue #360	Portland	OR	97239-
Lovin' Spoonfuls	$1,250.00	general operating suppoprt	418 Commonwealth Avenue	Boston	MA	02215-
Summer Camp	$625.00	for general operating support	8 Church Street	Bridgton	ME	04009-
The Soldiers Project	$500.00	general operating support	4605 Lankersheim Blvd Suite 221	North Hollywood	CA	91602-
United Way of Greater Los Angeles	$625.00	for the Home for Good Coordinated Entry Syst	1150 South Olive Street	Los Angeles	CA	90015-
TOTAL Discretionary Grants	$7,600.00					

GRAND TOTAL **$441,680.00**

BUTLER FAMILY FUND
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