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.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: BUTLER FAMILY FOUNDATION

A Employer identification number: 36-6101775

Number and street (or P O box number if mail is not delivered to street address): 1550 NORTHWEST HIGHWAY

Room/suite: 108-D

B Telephone number: 847-299-2244

City or town, state or province, country, and ZIP or foreign postal code: PARK RIDGE, IL 60068

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: [X] 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)* ▶$ 18,565,521.

J Accounting method [X] 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))	(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	292,917.		N/A	
2 Check ▶ [ ] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	389,463.	389,463.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	324,718.			
b Gross sales price for all assets on line 6a 908,817.				
7 Capital gain net income (from Part IV, line 2)		324,718.		
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)				
11 Other income	4,035.	0.		STATEMENT 2
12 **Total.** Add lines 1 through 11	1,011,133.	714,181.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	7,400.	1,850.		5,550.
c Other professional fees STMT 4	12,000.	3,000.		9,000.
17 Interest				
18 Taxes STMT 5	22,504.	8,619.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	93,230.	92,476.		754.
24 **Total operating and administrative expenses.** Add lines 13 through 23	135,134.	105,945.		15,304.
25 Contributions, gifts, grants paid	625,400.			625,400.
26 **Total expenses and disbursements.** Add lines 24 and 25	760,534.	105,945.		640,704.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	250,599.			
b **Net investment income** (if negative, enter -0-)		608,236.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,072,696.	918,520.	918,520.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 7	7,105,698.	7,510,473.	17,647,001.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	8,178,394.	8,428,993.	18,565,521.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	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			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	195,819.	195,819.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	7,982,575.	8,233,174.	
	30	**Total net assets or fund balances**	8,178,394.	8,428,993.	
	31	**Total liabilities and net assets/fund balances**	8,178,394.	8,428,993.	

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	8,178,394.
2	Enter amount from Part I, line 27a	2	250,599.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,428,993.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,428,993.

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)
1a	SALES OF SECURITIES-SEE ATTACHED STMT	P		
b	SALES OF SECURITIES-SEE ATTACHED STMT	P		
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(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	90,862.		87,305.	3,557.
b	817,562.		496,794.	320,768.
c	393.			393.
d				
e				

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				3,557.
b				320,768.
c				393.
d				
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 — 324,718.

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)
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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 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))
2013	594,562.	15,471,962.	.038428
2012	594,299.	13,389,373.	.044386
2011	569,424.	12,582,489.	.045255
2010	538,221.	11,071,695.	.048612
2009	593,340.	9,875,137.	.060084

2	**Total** of line 1, column (d)	2	.236765
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	.047353
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	17,573,928.
5	Multiply line 4 by line 3	5	832,178.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,082.
7	Add lines 5 and 6	7	838,260.
8	Enter qualifying distributions from Part XII, line 4	8	640,704.

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 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	12,165.
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	0.
3	Add lines 1 and 2			3	12,165.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	12,165.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	13,400.		
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	13,400.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,235.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶	1,235.	Refunded ▶	11	0.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
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	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
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	X	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

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

			Yes	No
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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RHETT BUTLER Telephone no ▶847-299-2244

Located at ▶1550 NORTHWEST HIGHWAY, STE 108-D, PARK RIDGE, IL ZIP+4 ▶60068

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 N/A

			Yes	No
16	At any time during calendar year 2014, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 instructions)?	N/A	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 2014?		1c		X
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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)	N/A	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 ▶ ____, ____, ____, ____				
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 2014 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 2014)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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 2014?		4b		X

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

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 4945(d)(4)(A)? (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)?	N/A	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? N/A	☐ 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		X
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?	N/A	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.

(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
LYNNE G BUTLER ADAMS 890 AUDUBON WAY #310 LINCOLNSHIRE, IL 60069	TRUSTEE 0.00	0.	0.	0.
RHETT BUTLER 335 MEADOW LAKE LANE LAKE FOREST, IL 60045	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services	▶	0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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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	16,778,203.
b	Average of monthly cash balances	1b	1,063,348.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,841,551.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,841,551.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	267,623.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,573,928.
6	**Minimum investment return** Enter 5% of line 5	6	878,696.

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	878,696.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	12,165.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	12,165.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	866,531.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	866,531.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	866,531.

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	640,704.
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	640,704.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	640,704.

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

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				866,531.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			161,783.	
b Total for prior years ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 640,704.				
a Applied to 2013, but not more than line 2a			161,783.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				478,921.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				387,610.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a 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 foundation 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))

NONE

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

NONE

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 or e-mail address of the person to whom applications should be addressed

SEE STATEMENT 8

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 ATTACHED SCHEDULE				625,400.
Total			▶ 3a	625,400.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	389,463.	
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					4,035.
8 Gain or (loss) from sales of assets other than inventory			18	324,718.	
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)		0.		714,181.	4,035.

13 Total. Add line 12, columns (b), (d), and (e) 13 718,216.

(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)
	NOT APPLICABLE

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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) is based on all information of which preparer has any knowledge

Rhett W Butler 4/30/15 Trustee

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
TIMOTHY J CURRIE		4/28/15		P00294543

Firm's name ▶ TIMOTHY J. CURRIE, CPA, LTD — Firm's EIN ▶ 20-2092632

Firm's address ▶ 12101 KENT TRAIL
MOKENA, IL 60448-1610 — Phone no 708-478-5309

423622
11-24-14

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 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

2014

Name of the organization	**Employer identification number**
BUTLER FAMILY FOUNDATION	36-6101775

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, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling $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 990-PF, 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	Employer identification number
BUTLER FAMILY FOUNDATION	36-6101775

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	GLADYS A BUTLER CHARITABLE TRUST 1550 NORTHWEST HIGHWAY, SUITE 108-D PARK RIDGE, IL 60068	$ 292,917.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
BUTLER FAMILY FOUNDATION	36-6101775

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
1	1,418 SHARES, VERIZON COMMUNICATIONS (NYSE STOCK SYMBOL VZ)	$ 66,547.	12/18/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	500 SHARES, ACCENTURE PLC (NYSE STOCK SYMBOL ACN)	$ 44,695.	12/18/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	160 SHARES, APPLE INC (NASDAQ STOCK SYMBOL AAPL)	$ 17,865.	12/18/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	300 SHARES, CHUBB CORP (NYSE STOCK SYMBOL CB)	$ 30,870.	12/18/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	415 SHARES, IHS INC (NYSE STOCK SYMBOL IHS)	$ 48,617.	12/18/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	800 SHARES, SUNCOR ENERGY (NYSE STOCK SYMBOL SU)	$ 24,892.	12/18/14

Name of organization	Employer identification number
BUTLER FAMILY FOUNDATION	36-6101775

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. 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 info once) ▶ $

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #648-809535 DIVIDENDS	21,335.	147.	21,188.	21,188.	
FIDELITY #648-809535 INTEREST	3.	0.	3.	3.	
FIDELITY #648-809543 DIVIDENDS	21,664.	1.	21,663.	21,663.	
FIDELITY #648-815438 DIVIDENDS	35,891.	245.	35,646.	35,646.	
FIDELITY #648-815438 INTEREST	5.	0.	5.	5.	
FIDELITY #648-815454 DIVIDENDS	36,902.	0.	36,902.	36,902.	
FIDELITY #648-815454 INTEREST	2.	0.	2.	2.	
WILLIAM BLAIR #145-14019 DIVIDENDS	206,582.	0.	206,582.	206,582.	
WILLIAM BLAIR #145-14020 DIVIDENDS	67,472.	0.	67,472.	67,472.	
TO PART I, LINE 4	389,856.	393.	389,463.	389,463.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBUTIONS	4,034.	0.	
FIDELITY #648-809543 TAX EXEMPT INTEREST	1.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,035.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,400.	1,850.		5,550.
TO FORM 990-PF, PG 1, LN 16B	7,400.	1,850.		5,550.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	12,000.	3,000.		9,000.
TO FORM 990-PF, PG 1, LN 16C	12,000.	3,000.		9,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	13,885.	0.		0.
FOREIGN TAXES	8,619.	8,619.		0.
TO FORM 990-PF, PG 1, LN 18	22,504.	8,619.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	15.	0.		15.
DUES & SUBSCRIPTIONS	725.	0.		725.
INVESTMENT FEES	88,267.	88,267.		0.
SUNDRY EXPENSE	4,209.	4,209.		0.
OFFICE SUPPLIES	14.	0.		14.
TO FORM 990-PF, PG 1, LN 23	93,230.	92,476.		754.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BLAIR #145-14019 PORTFOLIO	3,268,031.	9,665,500.
BLAIR #145-14020 PORTFOLIO	2,381,546.	5,783,445.
FIDELITY #648-815438 PORTFOLIO	583,135.	755,509.
FIDELITY #648-815454 PORTFOLIO	582,041.	621,066.
FIDELITY #648-809535 PORTFOLIO	347,507.	450,172.
FIDELITY #648-809543 PORTFOLIO	348,213.	371,309.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,510,473.	17,647,001.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RHETT BUTLER
1550 NORTHWEST HIGHWAY, SUITE 108-D
PARK RIDGE, IL 60068

TELEPHONE NUMBER

847-299-2244

FORM AND CONTENT OF APPLICATIONS

THERE ARE NO STANDARD APPLICATION FORMS. A LETTER REQUESTING A CONTRIBUTION IS SUFFICIENT.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS MUST BE EDUCATIONAL, RELIGIOUS, OR CHARITABLE AS DEFINED UNDER IRC SECTION 170(C).

BUTLER FAMILY FOUNDATION
GAINS(LOSSES) - 2014

DESCRIPTION OF SECURITY	ACCOUNT	HOW ACQUIRED	NO OF SHARES SOLD	ACQUISITION DATE	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ (LOSS)
SHORT-TERM GAINS(LOSSES):								
Scotts Miracle-Gro	WB #145-14019	P-Purchase	415	05/07/13	01/17/14	25,928	16,705	9,223
Scotts Miracle-Gro	WB #145-14020	P-Purchase	100	05/07/13	01/17/14	6,248	4,751	1,497
Vodafone Group	Fidelity #648-81543	P-Purchase	0 36364	02/25/14	02/25/14	15	18	(3)
Verizon Communications	Fidelity #648-81543	P-Purchase	181	02/24/14	02/26/14	8,340	8,368	(28)
Verizon Communications	Fidelity #648-81543	P-Purchase	0 00	02/27/14	02/27/14	22	0	22
Vodafone Group	Fidelity #648-81545	P-Purchase	0 72727	02/25/14	02/25/14	30	37	(7)
Verizon Communications	Fidelity #648-81545	P-Purchase	160	02/24/14	02/26/14	7,371	7,397	(26)
Verizon Communications	Fidelity #648-81545	P-Purchase	0 00	02/27/14	02/27/14	20	0	20
Alstom UNSP	Fidelity #648-81545	P-Purchase	2,585	08/20/13	01/27/14	7,339	9,565	(2,226)
Alstom UNSP	Fidelity #648-81545	P-Purchase	1,735	08/20/13	04/02/14	5,075	6,420	(1 344)
Deutsche Telekon	Fidelity #648-81545	P-Purchase	240	09/13/13	05/29/14	3,961	3,174	787
Lukoil Oil	Fidelity #648-81545	P-Purchase	65	11/08/13	08/29/14	3,598	4,120	(523)
Vodafone Group	Fidelity #648-80953	P-Purchase	0 63636	02/25/14	02/25/14	26	32	(6)
Verizon Communications	Fidelity #648-80953	P-Purchase	107	02/24/14	02/26/14	4,926	4,947	(21)
Verizon Communications	Fidelity #648-80953	P-Purchase	0 00	02/27/14	02/27/14	38	0	38
Alstom UNSP	Fidelity #648-80954	P-Purchase	1,030	08/20/13	04/02/14	3,013	3,811	(798)
Alstom UNSP	Fidelity #648-80954	P-Purchase	1,545	08/20/13	01/27/14	4,386	5,717	(1,330)
Vodafone Group	Fidelity #648-80954	P-Purchase	0 909	02/25/14	02/25/14	38	46	(8)
Verizon Communications	Fidelity #648-80954	P-Purchase	92	02/24/14	02/26/14	4,234	4,253	(19)
Verizon Communications	Fidelity #648-80954	P-Purchase	0 00	02/27/14	02/27/14	2	0	2
Lukoil Oil	Fidelity #648-80954	P-Purchase	40	11/08/13	08/29/14	2,210	2,538	(327)
Lukoil Oil	Fidelity #648-81545	P-Purchase	55	11/08/13	10/28/14	2,599	3,486	(887)
Lukoil Oil	Fidelity #648-80954	P-Purchase	30	11/08/13	10/28/14	1,413	1,903	(490)
Halyard Health Inc	Fidelity #648-81543	P-Purchase	0 25	11/06/14	11/06/14	10	6	4
Halyard Health Inc	Fidelity #648-80953	P-Purchase	0 50	11/06/14	11/06/14	20	12	7
TOTAL SHORT-TERM GAINS(LOSSES)						90,862	87,305	3,557
LONG-TERM GAINS(LOSSES):								
Scotts Miracle-Gro	WB #145-14019	P-Purchase	135	06/15/10	01/17/14	8,434	5,434	3,000
Scotts Miracle-Gro	WB #145-14019	P-Purchase	200	03/03/10	01/17/14	12,495	8,051	4,445
Scotts Miracle-Gro	WB #145-14019	P-Purchase	150	04/15/10	01/17/14	9,372	6,038	3,334
Scotts Miracle-Gro	WB #145-14019	P-Purchase	450	06/19/09	01/17/14	28,115	18,114	10,001
Scotts Miracle-Gro	WB #145-14020	P-Purchase	550	06/15/10	01/17/14	34,362	25,869	8,494
Scotts Miracle-Gro	WB #145-14020	P-Purchase	600	03/03/10	01/17/14	37,486	24,124	13,362
Genpact Ltd	WB #145-14019	P-Purchase	3,550	11/21/11	03/14/14	60,209	54,166	6,043
Genpact Ltd	WB #145-14019	P-Purchase	1,775	01/03/12	03/14/14	30,105	27,083	3,022
Citrix Systems Inc	WB #145-14019	P-Purchase	175	01/25/11	03/14/14	10,343	10,437	(93)
Citrix Systems Inc	WB #145-14019	P-Purchase	575	10/22/10	03/14/14	33,985	34,292	(307)
Citrix Systems Inc	WB #145-14020	P-Purchase	725	10/22/10	03/14/14	42,850	42,938	(88)
Citrix Systems Inc	WB #145-14020	P-Purchase	175	01/25/11	03/14/14	10,343	11,034	(691)
Kraft Foods Group	Fidelity #648-81543	P-Purchase	76 36	02/17/12	02/05/14	3,881	3,083	798
Kraft Foods Group	Fidelity #648-81543	P-Purchase	44 82	03/20/12	02/05/14	2,278	1,824	454
Kraft Foods Group	Fidelity #648-81543	P-Purchase	44 82	05/11/12	02/05/14	2,278	1,857	421
Boeing Co	Fidelity #648-81543	P-Purchase	85	02/17/12	03/06/14	10,952	6,416	4,536
Boeing Co	Fidelity #648-81543	P-Purchase	45	03/20/12	03/06/14	5,798	3,391	2,407
Raytheon Co	Fidelity #648-81543	P-Purchase	105	04/10/12	03/20/14	10,414	5,404	5,009
Astrazeneca	Fidelity #648-81543	P-Purchase	195	02/17/12	05/23/14	14,128	8,802	5,326
Astrazeneca	Fidelity #648-81543	P-Purchase	35	03/20/12	05/23/14	2,536	1,601	934
Dominion Resources Inc	Fidelity #648-81543	P-Purchase	100	02/17/12	06/10/14	6,886	5,048	1,839
Dominion Resources Inc	Fidelity #648-81543	P-Purchase	60	03/20/12	06/10/14	4,132	3,053	1,079
Dominion Resources Inc	Fidelity #648-81543	P-Purchase	50	05/11/12	06/10/14	3,443	2,625	818
ABB Ltd	Fidelity #648-81545	P-Purchase	235	02/17/12	01/08/14	6,074	4,925	1,149
ABB Ltd	Fidelity #648-81545	P-Purchase	60	03/20/12	05/29/14	1,414	1,242	172
ABB Ltd	Fidelity #648-81545	P-Purchase	90	03/20/12	05/05/14	2,079	1,863	216
ABB Ltd	Fidelity #648-81545	P-Purchase	100	03/20/12	01/08/14	2,585	2,070	515
Bayer AG	Fidelity #648-81545	P-Purchase	85	02/17/12	01/08/14	11,564	6,310	5,254
Bayer AG	Fidelity #648-81545	P-Purchase	10	03/20/12	04/02/14	1,331	717	614
Bayer AG	Fidelity #648-81545	P-Purchase	20	03/20/12	01/08/14	2,721	1,434	1,287
BOC Hong Kong	Fidelity #648-81545	P-Purchase	55	02/17/12	05/29/14	3,275	3,113	162
BOC Hong Kong	Fidelity #648-81545	P-Purchase	15	03/20/12	05/29/14	893	839	55
Canadian Oil Sands	Fidelity #648-81545	P-Purchase	245	02/17/12	02/26/14	4,616	5,704	(1,088)

Canadian Oil Sands	Fidelity #648-81545	P-Purchase	190	03/20/12	02/26/14	3,580	4,197	(617)
Deutsche Post AG	Fidelity #648-81545	P-Purchase	215	02/17/12	01/08/14	7,569	3,823	3,747
Deutsche Post AG	Fidelity #648-81545	P-Purchase	5	03/20/12	01/08/14	176	95	81
Kirin Holdings Company	Fidelity #648-81545	P-Purchase	290	04/02/13	04/14/14	4,012	4,544	(532)
Lukoil Oil Co	Fidelity #648-81545	P-Purchase	40	01/31/13	05/29/14	2,268	2,693	(426)
Lukoil Oil Co	Fidelity #648-81545	P-Purchase	20	01/31/13	05/05/14	1,034	1,347	(312)
Manulife Financial Corp	Fidelity #648-81545	P-Purchase	235	03/11/13	05/29/14	4,283	3,574	709
Roche Holdings	Fidelity #648-81545	P-Purchase	5	03/20/12	01/08/14	342	220	121
Siemens AG	Fidelity #648-81545	P-Purchase	45	02/17/12	05/07/14	5,976	4,269	1,707
Smiths Group	Fidelity #648-81545	P-Purchase	125	02/17/12	05/29/14	2,751	2,114	637
Smiths Group	Fidelity #648-81545	P-Purchase	280	02/17/12	01/22/14	7,088	4,735	2,353
Smiths Group	Fidelity #648-81545	P-Purchase	40	03/20/12	05/29/14	880	672	208
Tesco ADR	Fidelity #648-81545	P-Purchase	60	03/20/12	04/02/14	872	964	(93)
Tesco ADR	Fidelity #648-81545	P-Purchase	130	04/26/12	04/02/14	1,889	2,011	(122)
Deutsche Post AG	Fidelity #648-81545	P-Purchase	210	03/20/12	08/29/14	6,852	3,999	2,853
Taiwan Semiconductor	Fidelity #648-81545	P-Purchase	95	03/20/12	10/28/14	2,030	1,422	607
Taiwan Semiconductor	Fidelity #648-81545	P-Purchase	200	04/26/12	10/28/14	4,273	3,168	1,106
Total SA Spon ADR	Fidelity #648-81545	P-Purchase	65	03/20/12	10/28/14	3,747	3,605	142
Vodafone Group	Fidelity #648-81545	P-Purchase	51 246	02/17/12	10/28/14	1,664	2,607	(943)
Vodafone Group	Fidelity #648-81545	P-Purchase	70 754	04/26/12	10/28/14	2,297	3,637	(1,340)
Lukoil Oil Co	Fidelity #648-81545	P-Purchase	60	01/31/13	12/26/14	2,490	4,040	(1,550)
Astrazeneca	Fidelity #648-80953	P-Purchase	95	02/17/12	05/23/14	6,880	4,293	2,586
Astrazeneca	Fidelity #648-80953	P-Purchase	40	03/20/12	05/23/14	2,897	1,832	1,065
Boeing Co	Fidelity #648-80953	P-Purchase	40	02/17/12	03/06/14	5,152	3,025	2,127
Boeing Co	Fidelity #648-80953	P-Purchase	35	03/20/12	03/06/14	4,508	2,640	1,868
Boeing Co	Fidelity #648-80953	P-Purchase	5	05/11/12	03/06/14	644	370	274
Dominion Resources Inc	Fidelity #648-80953	P-Purchase	50	02/17/12	06/10/14	3,442	2,529	913
Dominion Resources Inc	Fidelity #648-80953	P-Purchase	40	03/20/12	06/10/14	2,753	2,039	715
Dominion Resources Inc	Fidelity #648-80953	P-Purchase	40	05/11/12	06/10/14	2,753	2,102	651
Kraft Foods Group	Fidelity #648-80953	P-Purchase	38 06897	02/17/12	02/05/14	1,933	1,543	390
Kraft Foods Group	Fidelity #648-80953	P-Purchase	29 79310	03/20/12	02/05/14	1,513	1,217	295
Kraft Foods Group	Fidelity #648-80953	P-Purchase	28 13793	05/11/12	02/05/14	1,429	1,170	259
Raytheon Co	Fidelity #648-80953	P-Purchase	60	04/10/12	03/20/14	5,946	3,090	2,856
ABB Ltd	Fidelity #648-80954	P-Purchase	25	03/20/12	05/29/14	586	518	68
ABB Ltd	Fidelity #648-80954	P-Purchase	50	03/20/12	05/05/14	1,150	1,036	114
ABB Ltd	Fidelity #648-80954	P-Purchase	20	03/20/12	01/08/14	508	414	93
ABB Ltd	Fidelity #648-80954	P-Purchase	10	04/26/12	05/29/14	234	192	43
Bayer AG	Fidelity #648-80954	P-Purchase	45	02/17/12	01/08/14	6,119	3,345	2,774
Bayer AG	Fidelity #648-80954	P-Purchase	15	03/20/12	01/08/14	2,040	1,077	963
BOC Hong Kong	Fidelity #648-80954	P-Purchase	25	02/17/12	05/29/14	1,485	1,417	68
BOC Hong Kong	Fidelity #648-80954	P-Purchase	10	02/17/12	04/01/14	558	567	(9)
BOC Hong Kong	Fidelity #648-80954	P-Purchase	10	03/20/12	05/29/14	594	560	34
Canadian Oil Sands	Fidelity #648-80954	P-Purchase	120	02/17/12	02/26/14	2,260	2,799	(539)
Canadian Oil Sands	Fidelity #648-80954	P-Purchase	120	03/20/12	02/26/14	2,260	2,654	(394)
Deutsche Post AG	Fidelity #648-80954	P-Purchase	90	02/17/12	01/08/14	3,166	1,602	1,564
Deutsche Post AG	Fidelity #648-80954	P-Purchase	40	03/20/12	01/08/14	1,407	762	645
Kirin Holdings Company	Fidelity #648-80954	P-Purchase	180	04/02/13	04/14/14	2,487	2,821	(334)
Lukoil Oil Co	Fidelity #648-80954	P-Purchase	20	01/31/13	05/29/14	1,129	1,347	(219)
Lukoil Oil Co	Fidelity #648-80954	P-Purchase	15	01/31/13	05/05/14	773	1,011	(237)
Manulife Financial Corp	Fidelity #648-80954	P-Purchase	145	03/11/13	05/29/14	2,639	2,205	434
Roche Holdings	Fidelity #648-80954	P-Purchase	90	02/17/12	01/08/14	6,320	3,978	2,342
Roche Holdings	Fidelity #648-80954	P-Purchase	25	03/20/12	01/08/14	1,756	1,102	654
Siemens AG	Fidelity #648-80954	P-Purchase	30	02/17/12	05/07/14	3,981	2,851	1,129
Smiths Group	Fidelity #648-80954	P-Purchase	15	02/17/12	05/29/14	329	254	75
Smiths Group	Fidelity #648-80954	P-Purchase	55	02/17/12	04/16/14	1,147	931	216
Smiths Group	Fidelity #648-80954	P-Purchase	45	03/20/12	05/29/14	986	757	229
Tesco ADR	Fidelity #648-80954	P-Purchase	50	02/17/12	04/02/14	727	760	(33)
Tesco ADR	Fidelity #648-80954	P-Purchase	90	03/20/12	04/02/14	1,308	1,450	(142)
Tesco ADR	Fidelity #648-80954	P-Purchase	80	04/26/12	04/02/14	1,163	1,241	(79)
Deutsche Post AG	Fidelity #648-80954	P-Purchase	120	03/20/12	08/29/14	3,911	2,287	1,624
Deutsche Post AG	Fidelity #648-80954	P-Purchase	5	04/26/12	08/29/14	163	94	69
Lukoil Oil Co	Fidelity #648-80954	P-Purchase	40	01/31/13	12/26/14	1,657	2,695	(1,038)
Express Scripts	WB #145-14019	P-Purchase	1,600	08/12/04	09/12/14	119,140	12,347	106,794
Express Scripts	WB #145-14020	P-Purchase	700	09/01/04	09/12/14	52,124	5,642	46,482
Express Scripts	WB #145-14020	P-Purchase	800	01/12/05	09/12/14	59,570	7,771	51,800
Taiwan Semiconductor	Fidelity #648-80954	P-Purchase	45	03/20/12	10/28/14	960	675	286
Taiwan Semiconductor	Fidelity #648-80954	P-Purchase	115	04/26/12	10/28/14	2,454	1,826	628
Total SA Spon ADR	Fidelity #648-80954	P-Purchase	40	03/20/12	10/28/14	2,302	2,221	81
BHP Billiton Limited ADR	Fidelity #648-80954	P-Purchase	15	04/26/12	11/14/14	872	1,105	(233)
TOTAL LONG-TERM GAINS(LOSSES)						817,562	496,794	320,768
CAPITAL GAIN DIVIDENDS						393	0	393
TOTAL GAINS(LOSSES)						908,817	584,099	324,718

Part XV, Line 3(a) - Grants and Contributions Paid During the Year

	Recipient	Status of Recipient	Purpose of Contribution	Amount
1	Alice Lloyd College Pippa Pass, KY	Public	Unrestricted	$10,000
2	American Brain Tumor Association Des Plaines, IL	Public	Unrestricted	$10,000
3	American Diabetes Association Alexandria, VA	Public	Unrestricted	$2,000
4	Arizona 5 Arts Circle Phoenix, AZ	Public	Unrestricted	$7,000
5	Arizona Bridge to Independent Living Phoenix, AZ	Public	Unrestricted	$5,000
6	Art Institute of Chicago Chicago, IL	Public	Unrestricted	$3,000
7	Arthritis Foundation Chicago, IL	Public	Unrestricted	$2,000
8	ASU Foundation Art Museum Tempe, AZ	Public	Unrestricted	$5,000
9	Atlantic Salmon Federation Chicago, IL	Public	Unrestricted	$1,600
10	Avenues to Independence Park Ridge, IL	Public	Unrestricted	$2,000
11	Ballet Arizona Phoenix, AZ	Public	Unrestricted	$5,000
12	Big Shoulders Fund Chicago, IL	Public	Unrestricted	$6,000
13	Bishop Anderson House Chicago, IL	Public	Unrestricted	$5,000
14	Cancer Wellness Center Northbrook, IL	Public	Unrestricted	$50,350
15	Career Resource Center Lake Forest, IL	Public	Unrestricted	$2,000
16	Carl Hayden Science Club Phoenix, AZ	Public	Unrestricted	$5,000
17	Chicago Botanic Garden Glencoe, IL	Public	Unrestricted	$4,250
18	Chicago Children's Choir Chicago, IL	Public	Unrestricted	$2,000
19	Chicago Children's Theatre Chicago, IL	Public	Unrestricted	$3,000
20	Chicago Openlands Chicago, IL	Public	Unrestricted	$3,500
21	Chicago Shakespeare Theatre Chicago, IL	Public	Unrestricted	$7,000
22	Chicago Symphony Orchestra Chicago, IL	Public	Unrestricted	$3,000

23 Children's Home and Aid Chicago, IL	Public	Unrestricted	$5,000
24 Children's Oncology Services Chicago, IL	Public	Unrestricted	$6,000
25 Children's Place Assosciation Chicago, IL	Public	Unrestricted	$5,000
26 Christ Church of the Ascension Paradise Valley, AZ	Public	Unrestricted	$5,000
27 Christ Episcopal Church River Forest, IL	Public	Unrestricted	$2,000
28 Christopher & Dana Reeve Foundation Short Hills, NJ	Public	Unrestricted	$5,000
29 Church of the Holy Spirit Lake Forest, IL	Public	Unrestricted	$5,000
30 College Bound Opportunities Riverwoods, IL	Public	Unrestricted	$10,000
31 College of the Ozarks Point Lookout, MO	Public	Unrestricted	$5,000
32 Culver Educational Foundation Culver, IN	Public	Unrestricted	$25,000
33 Cumberland College Williamsburg, KY	Public	Unrestricted	$10,000
34 DePauw Univ (Butler Scholars) Greencastle, IN	Public	Unrestricted	$25,000
35 Dominican University River Forest, IL	Public	Unrestricted	$10,000
36 East West Institute New York, NY	Public	Unrestricted	$11,000
37 ECO Myths Lake Forest, IL	Public	Unrestricted	$1,000
38 Eiteljorg Museum Indianapolis, IN	Public	Unrestricted	$5,000
39 Emerald City Theatre Chicago, IL	Public	Unrestricted	$3,000
40 Equestrian Connection Chicago, IL	Public	Unrestricted	$3,600
41 Exponent Philanthropy Washington, DC	Public	Unrestricted	$1,000
42 Extreme Kids & Crew Brooklyn, NY	Public	Unrestricted	$3,000
43 Facets Chicago, IL	Public	Unrestricted	$1,000
44 Family Action Network Winnetka, IL	Public	Unrestricted	$5,000
45 Field Museum of Natural History Chicago, IL	Public	Unrestricted	$9,500
46 Fort Greene Park Conservancy Brooklyn, NY	Public	Unrestricted	$10,000

47 Frontier Nursing Service Wendover, KY	Public	Unrestricted	$5,000
48 Glenwood School for Boys & Girls Glenwood, IL	Public	Unrestricted	$5,000
49 Golden Apple Foundation Chicago, IL	Public	Unrestricted	$3,000
50 Goodman Theatre Chicago, IL	Public	Unrestricted	$2,000
51 Greater Chicago Food Depository Chicago, IL	Public	Unrestricted	$10,000
52 Guide Dogs for the Blind, Inc Englewood, CO	Public	Unrestricted	$3,000
53 Hall of Flame Phoenix, AZ	Public	Unrestricted	$2,000
54 H O M E Chicago, IL	Public	Unrestricted	$5,000
55 Hospice of the Valley Phoenix, Arizona	Public	Unrestricted	$2,000
56 Hubbard Street 2 Dancers Chicago, IL	Public	Unrestricted	$2,000
57 Jackson Laboratory Bar Harbor, Maine	Public	Unrestricted	$10,000
58 Joffrey Ballet of Chicago Chicago, IL	Public	Unrestricted	$8,900
59 John Austin Cheley Foundation Atlanta, GA	Public	Unrestricted	$5,000
60 John G Shedd Aquarium Chicago, IL	Public	Unrestricted	$3,200
61 Junior Achievement Chicago, IL	Public	Unrestricted	$5,000
62 KAET Channel 8 Tempe, AZ	Public	Unrestricted	$3,000
63 Lake Forest Graduate School of Management Lake Forest, IL	Public	Unrestricted	$5,000
64 Lake Forest Open Lands Assn Lake Forest, IL	Public	Unrestricted	$7,700
65 Lake Forest Symphony Lake Forest, IL	Public	Unrestricted	$10,000
66 Leukemia & Lymphoma Society Chicago, IL	Public	Unrestricted	$10,000
67 Little Brothers Friends of the Elderly Chicago, IL	Public	Unrestricted	$5,000
68 Lookingglass Theatre Chicago, IL	Public	Unrestricted	$1,500
69 Lurie Children's Hospital of Chicago Foundation Chicago, IL	Public	Unrestricted	$3,300
70 Merit School of Music Chicago, IL	Public	Unrestricted	$3,000
71 Metropolis Performing Arts Centre Arlington Heights, IL	Public	Unrestricted	$1,000

72	Midwest Palliative & Hospice CareCenter Glenview, IL	Public	Unrestricted	$2,000
73	Montessori School of Lake Forest Lake Forest, IL	Public	Unrestricted	$5,000
74	Museum of Contemporary Photography Chicago, IL	Public	Unrestricted	$500
75	Museum of Science & Industry Chicago, IL	Public	Unrestricted	$12,000
76	Nature Conservancy Arlington, VA	Public	Unrestricted	$1,000
77	Navy Seal Foundation Chicago, IL	Public	Unrestricted	$2,500
78	New Foundation Center Northfield, IL	Public	Unrestricted	$4,000
79	North Shore Senior Center Northfield, IL	Public	Unrestricted	$5,000
80	Northbrook Symphony Orchestra Northbrook, IL	Public	Unrestricted	$5,000
81	Northfield Township Food Pantry Glenview, IL	Public	Unrestricted	$3,000
82	Northwestern Lake Forest Hospital Lake Forest, IL	Public	Unrestricted	$1,000
83	Northwestern Women's Board Chicago, IL	Public	Unrestricted	$10,000
84	Orchard School Indianapolis, IN	Public	Unrestricted	$1,000
85	Orthogenic School Chicago, IL	Public	Unrestricted	$10,000
86	PADS Crisis Services, Inc North Chicago, IL	Public	Unrestricted	$3,000
87	Phoenix Children's Hospital Foundation Phoenix, Arizona	Public	Unrestricted	$10,000
88	Phoenix Rising Fdn/Lake County Food Pantry Lake Bluff, IL	Public	Unrestricted	$3,000
89	Phoenix Symphony Phoenix, Arizona	Public	Unrestricted	$15,000
90	Phoenix Zoo Phoenix, AZ	Public	Unrestricted	$3,000
91	Primo Center for Women and Children Chicago, IL	Public	Unrestricted	$1,000
92	Ragdale Foundation Lake Forest, IL	Public	Unrestricted	$1,000
93	Rainbow Hospice, Inc Mt Prospect, IL	Public	Unrestricted	$5,000
94	Ravinia Festival Highland Park, IL	Public	Unrestricted	$4,000
95	Revive Center for Housing and Healing Chicago, IL	Public	Unrestricted	$10,000
96	Rotary Club/Chest Fund Chicago, IL	Public	Unrestricted	$5,000

97 Salvation Army Chicago, IL	Public	Unrestricted	$10,000
98 St Giles Episcopal Church Northbrook, IL	Public	Unrestricted	$5,000
99 St Leonard's House Chicago, IL	Public	Unrestricted	$3,000
100 St Stephen's & St Agnes School Alexandria, VA	Public	Unrestricted	$10,000
101 Unified School District #483 Plains, KS	Public	Unrestricted	$15,000
102 United Negro College Fund Chicago, IL	Public	Unrestricted	$3,000
103 University of Chicago Medical Center Chicago, IL	Public	Unrestricted	$5,000
104 WBEZ Public Radio Chicago, IL	Public	Unrestricted	$2,000
105 Westminster School New York, NY	Public	Unrestricted	$10,000
106 WTTW Channel 11 Chicago, IL	Public	Unrestricted	$5,000
		Total	**$625,400**

All the above contributions were made for the general charitable, religious, educational or scientific purpose of each donee organization.