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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
THE BUTLER FAMILY FUND

% MARTHA TOLL

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

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

A Employer identification number
52-1786778

B Telephone number (see instructions)

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)*▶$ 12,030,717

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))*

			(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)	440,869			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	19	19		
	4	Dividends and interest from securities	205,945	205,945		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	537,390			
	b	Gross sales price for all assets on line 6a 1,074,642				
	7	Capital gain net income (from Part IV, line 2)		537,390		
	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	1,184,223	743,354		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	101,991			101,991
	14	Other employee salaries and wages	31,843			31,843
	15	Pension plans, employee benefits	17,392			17,392
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	11,958	5,000		6,958
	c	Other professional fees (attach schedule)	69,407	58,832		10,575
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	31,689	907		10,562
	19	Depreciation (attach schedule) and depletion	725			
	20	Occupancy	17,522			17,522
	21	Travel, conferences, and meetings	19,511			19,511
	22	Printing and publications				
	23	Other expenses (attach schedule)	74,353	174		74,179
	24	**Total operating and administrative expenses.** Add lines 13 through 23	376,391	64,913		290,533
	25	Contributions, gifts, grants paid	719,515			719,515
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,095,906	64,913		1,010,048
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	88,317			
	b	**Net investment income** (if negative, enter -0-)		678,441		
	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	645,253	553,521	553,521
	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)	6,688,381	7,117,420	7,117,420
	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)	4,206,458	4,337,089	4,337,089
	14	Land, buildings, and equipment basis ▶ 2,675			
		Less accumulated depreciation (attach schedule) ▶ 1,588	1,812	1,087	1,087
	15	Other assets (describe ▶)	1,600	21,600	21,600
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	11,543,504	12,030,717	12,030,717
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	11,543,504	12,010,717	
	25	Temporarily restricted	0	20,000	
	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 instructions)	11,543,504	12,030,717	
	31	**Total liabilities and net assets/fund balances** (see instructions)	11,543,504	12,030,717	

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	11,543,504
2	Enter amount from Part I, line 27a	2	88,317
3	Other increases not included in line 2 (itemize) ▶	3	398,896
4	Add lines 1, 2, and 3	4	12,030,717
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	12,030,717

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	HARRIS ST-SEE STMT			
b	HARRIS LT-SEE STMT			
c				
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	566,443		259,337	307,106
b	414,861		277,915	136,946
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				307,106
b				136,946
c				
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	537,390
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 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	666,938	10,670,498	0 062503
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

2	**Total** of line 1, column (d).	2	0 500493
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 100099
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	11,755,366
5	Multiply line 4 by line 3.	5	1,176,700
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,784
7	Add lines 5 and 6.	7	1,183,484
8	Enter qualifying distributions from Part XII, line 4.	8	1,010,048

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	13,569
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	13,569
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	13,569
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 17,600		
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	17,600
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	4,031
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 4,031 **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 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 2014 or the taxable year beginning in 2014 (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 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**		**No**
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)?	**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**		**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 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 ▶ 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 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.)*.	**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 2014?	**4b**		**No**

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)? **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 0	101,991		
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	58,832
BARBARA POPPE & ASSOCIATES 340 CLINTON HEIGHTS AVENUE COLUMBUS, OH 43202	CONSULTING	53,589
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 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	11,151,877
b	Average of monthly cash balances	1b	759,818
c	Fair market value of all other assets (see instructions)	1c	22,687
d	**Total** (add lines 1a, b, and c)	1d	11,934,382
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	11,934,382
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	179,016
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,755,366
6	**Minimum investment return.** Enter 5% of line 5	6	587,768

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	587,768
2a	Tax on investment income for 2014 from Part VI, line 5	2a	13,569		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	13,569
3	Distributable amount before adjustments Subtract line 2c from line 1			3	574,199
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	574,199
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	574,199

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	1,010,048
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	1,010,048
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	1,010,048

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					574,199
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.				0	
b Total for prior years 2012 , 2011 , 2010			0		
3 Excess distributions carryover, if any, to 2014					
a From 2009.	542,875				
b From 2010.	428,775				
c From 2011.	806,328				
d From 2012.	397,139				
e From 2013.	150,833				
f **Total** of lines 3a through e.		2,325,950			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,010,048					
a Applied to 2013, 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 2014 distributable amount.					574,199
e Remaining amount distributed out of corpus		435,849			
5 Excess distributions carryover applied to 2014 *(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		2,761,799			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
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)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .		542,875			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		2,218,924			
10 Analysis of line 9					
a Excess from 2010. . . .	428,775				
b Excess from 2011. . . .	806,328				
c Excess from 2012. . . .	397,139				
d Excess from 2013. . . .	150,833				
e Excess from 2014. . . .	435,849				

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 2014, 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			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
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 or email address 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	719,515
Total . . . . ▶ **3a**				719,515
b *Approved for future payment*				
MILE HIGH UNITED WAY 711 PARK AVENUE WEST DENVER, CO 80205	NONE	PC	FAMILY UNIFICATION VOUCHER	25,000
Total . . . . ▶ **3b**				25,000

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	19	
4 Dividends and interest from securities. . . .			14	205,945	
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	537,390	
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). .				743,354	

13 Total. Add line 12, columns (b), (d), and (e). 13 743,354

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

******	2015-04-23	******
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
MICHAEL S OLER				P00889622

Firm's name ▶ CRAMER & OLER LLC

Firm's EIN ▶

Firm's address ▶ 6106 MACARTHUR BOULEVARD SUITE 108 BETHESDA, MD 20816

Phone no (202) 463-8288

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

2014

Name of the organization	Employer identification number
THE BUTLER FAMILY FUND	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, contributions totaling $5,000 or more (in money or other 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 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	$ 440,869	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., 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 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 2014 Contractor Compensation Explanation

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Contractor	Explanation
HARRIS ASSOCIATES LP	INVESTMENT ADVISOR
BARBARA POPPE ASSOCIATES	CONSULTING-GRANT RECOVERY-SUMMIT

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

TY 2014 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					
DELL OPTIPLEX 7010	2013-05-07	1,071	214	M5		343			
DELL OPTIPLEX 7010	2013-05-20	1,194	239	M5		382			

TY 2014 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 (FMV)	7,117,420	7,117,420
DIVIDENDS RECEIVABLE	0	0

TY 2014 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	4,337,089	4,337,089

TY 2014 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		
DELL OPTIPLEX 7010	1,071	557	514	
DELL OPTIPLEX 7010	1,194	621	573	

TY 2014 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
DUE FROM GRANTE	0	20,000	20,000

TY 2014 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	2,605			2,605
PROFESSIONAL DEVELOPMENT	3,156			3,156
OFFICE EXPS	4,460			4,460
INSURANCE	1,917			1,917
WEBSITE EXPS	2,464			2,464
OTHER EXPENSES	1,692			1,692
FOREIGN DIVIDENDS FEES	174	174		
GRANT RECOVERY EXPS	57,885			57,885

TY 2014 Other Increases Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	398,896

TY 2014 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	58,832	58,832		
CONSULTING	10,575			10,575

TY 2014 Taxes Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL	10,562			10,562
FOREIGN	907	907		
EXCISE	20,220			

Recipient's Name and Address:

BUTLER FAMILY FUND INC
C/O EVE WILDRICK

Account Number: AUG-720769

Recipient's Identification Number **-***6778

2014 TAX and YEAR-END STATEMENT
As of 02/09/2015

IMPORTANT MESSAGE: Certain types of securities (e.g., mutual funds, REMICs, REITs) are more likely to receive adjustments to dividend payments that will reduce your dividend income and the purchase price of your securities. The final information needed typically becomes available between January and March Additionally, for the 2014 tax year, many adjustments are being made to properly reflect amortization and accretion on bonds. In an effort to reduce the need to refile your taxes, Pershing will not accelerate the 1099 mailing for accounts holding these types of assets. Tax statement mailings will occur in a four-phased approach. January 31, February 17, February 28 and March 16. As a result of this phased mailing, you and members of your household may receive 1099 tax statements at different times based on the types of securities held in each account. For additional information, please visit mytaxhandbook.com.

2014 Form 1099-B — Proceeds From Broker and Barter Exchange Transactions — OMB No. 1545-0715
([illegible] on Form 8949)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments D=Market Discount O=Option Premium W=Wash Sale Loss	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 3)								
Description (Box 1a): CALPINE CORP COM NEW					CUSIP: 131347304			
SELL	HIGH COST	100	08/13/2014	11/24/2014	2,325 95	2,183.50		142.45
SELL	HIGH COST	200	08/13/2014	11/24/2014	4,651.90	4,363.38		288.52
SELL	HIGH COST	100	08/13/2014	11/24/2014	2,325.94	2,179.83		146.11
SALE DATE TOTAL		**400**	**VARIOUS**	**11/24/2014**	**9,303.79**	**8,726.71**		**577.08**
Description (Box 1a): FOREST LABS INC COM					CUSIP: 345838106			
SELL	HIGH COST	2,700	04/17/2013	02/18/2014	248,494.94	96,305.50		152,189.44
SELL	HIGH COST	300	04/17/2013	02/18/2014	27,610.55	10,686.40		16,924.15
SALE DATE TOTAL		**3,000**	**VARIOUS**	**02/18/2014**	**276,105.49**	**106,991.90**		**169,113.59**
SELL	HIGH COST	800	04/17/2013	02/28/2014	78,495 84	28,497 08		49,998.76
SELL	HIGH COST	100	04/17/2013	02/28/2014	9.890.27	3,562.13		6,328.14

Seq # (AUG 39329)

Recipient's Name and Address:

BUTLER FAMILY FUND INC
C/O EVE WILDRICK

Account Number: AUG-720769

Recipient's Identification Number: **-***6778

2014 TAX and YEAR-END STATEMENT
As of 02/09/2015

2014 Form 1099-B Proceeds from Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments D=Market Discount O=Option Premium W=Wash Sale Loss	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 3) *(Continued)*								
Description (Box 1a): FOREST LABS INC COM					CUSIP: 345838106 *(Continued)*			
SALE DATE TOTAL		**900**	**VARIOUS**	**02/28/2014**	**88,386.11**	**32,059.21**		**56,326.90**
SELL	HIGH COST	900	04/17/2013	03/03/2014	86,990.76	32,059.22		54,931.54
SELL	HIGH COST	200	04/17/2013	03/03/2014	19,343.94	7,124 27		12,219.67
SALE DATE TOTAL		**1,100**	**VARIOUS**	**03/03/2014**	**106,334.70**	**39,183.49**		**67,151.21**
SECURITY TOTAL					**470,826.30**	**178,234.60**		**292,591.70**
Description (Box 1a): INTEL CORP COM					CUSIP: 458140100			
SELL	HIGH COST	500	03/04/2014	11/24/2014	18,037 10	12,302 25		5,734.85
Description (Box 1a): ORACLE CORP COM					CUSIP: 68389X105			
SELL	HIGH COST	600	12/19/2013	11/24/2014	24,904.44	22,168.77		2,735 67
Description (Box 1a): WAL MART STORES INC COM					CUSIP: 931142103			
SELL	HIGH COST	500	05/20/2014	12/30/2014	43,371.54	37,904.85		5,466 69
Short-Term Covered Total					**566,443.17**	**259,337.18**		**307,105.99**
Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.								
Covered (Box 3)								
Description (Box 1a): TE CONNECTIVITY LTD REG SHS ISIN#CH01029 93182					CUSIP: H84989104			
SELL	HIGH COST	500	02/28/2013	11/24/2014	31,499.55	19,942.50		11,557.05

Seq.# (AUG 39329)

Recipient's Name and Address:

BUTLER FAMILY FUND INC
C/O EVE WILDRICK

Account Number: AUG-720769

Recipient's Identification
Number: **-***6778

2014 TAX and YEAR-END STATEMENT
As of 02/09/2015

2014 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments D=Market Discount O=Option Premium W=Wash Sale Loss	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.								
Covered (Box 3) *(Continued)*								
Description (Box 1a): AMERICAN INTL GROUP INC COM NEW					**CUSIP:** 026874784			
SELL	HIGH COST	400	01/30/2013	11/24/2014	21,951 51	15,062.40		6,889.11
Description (Box 1a): HOWARD HUGHES CORP C OM					**CUSIP:** 44267D107			
SELL	HIGH COST	100	03/08/2012	11/24/2014	15,095 22	6,132.25		8,962.97
SELL	HIGH COST	100	03/08/2012	11/24/2014	15,095.21	6,055.36		9,039.85
SALE DATE TOTAL		**200**	**VARIOUS**	**11/24/2014**	**30,190.43**	**12,187.61**		**18,002.82**
Description (Box 1a): INTEL CORP COM					**CUSIP:** 458140100			
SELL	HIGH COST	1,000	10/10/2012	11/24/2014	36,074.20	21,768.06		14,306.14
SELL	HIGH COST	600	10/10/2012	12/01/2014	22,305.60	13,060.83		9,244.77
SELL	HIGH COST	900	03/01/2013	12/01/2014	33,458 41	18,905 40		14,553.01
SALE DATE TOTAL		**1,500**	**VARIOUS**	**12/01/2014**	**55,764.01**	**31,966.23**		**23,797.78**
SELL	HIGH COST	900	02/28/2013	12/29/2014	33,531.00	18,896.04		14,634.96
SELL	HIGH COST	100	03/01/2013	12/29/2014	3,725.67	2,100.60		1,625.07
SALE DATE TOTAL		**1,000**	**VARIOUS**	**12/29/2014**	**37,256.67**	**20,996.64**		**16,260.03**
SECURITY TOTAL					**129,094.88**	**74,730.93**		**54,363.95**
Description (Box 1a): LIBERTY INTERACTIVE CORP INTERACTIVE COM SER A					**CUSIP:** 53071M104			
SELL	HIGH COST	1,500	09/24/2012	12/01/2014	43,409 04	23,474 59		19,934.45

Seq # (AUG 39329)

Recipient's Name and Address:

BUTLER FAMILY FUND INC
C/O EVE WILDRICK

Account Number: AUG-720769

Recipient's Identification Number **-***6778

2014 TAX and YEAR-END STATEMENT
As of 02/09/2015

2014 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments D=Market Discount O=Option Premium W=Wash Sale Loss	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.								
Covered (Box 3) *(Continued)*								
Description (Box 1a): LIBERTY INTERACTIVE CORP LIBERTY VENTURE S COM SER A					**CUSIP:** 53071M880			
SELL	HIGH COST	200	09/24/2012	12/29/2014	7,491.84	3 846 11		3,645.73
SELL	HIGH COST	84.340	09/24/2012	12/29/2014	3,154.00	1,621.91		1,532.09
SALE DATE TOTAL		**284.340**	**VARIOUS**	**12/29/2014**	**10,645.84**	**5,468.02**		**5,177.82**
Description (Box 1a): NEWFIELD EXPL CO COM MON					**CUSIP:** 651290108			
SELL	HIGH COST	1,000	02/29/2012	02/28/2014	27,652.13	36,012.10		(8,359 97)
SELL	HIGH COST	700	05/18/2012	02/28/2014	19,356 48	19,923 60		(567.12)
SALE DATE TOTAL		**1,700**	**VARIOUS**	**02/28/2014**	**47,008.61**	**55,935.70**		**(8,927.09)**
Description (Box 1a): NOW INC COM					**CUSIP:** 67011P100			
SELL	HIGH COST	875	03/11/2013	11/24/2014	25,023.89	23,859 45		1,164.44
Description (Box 1a): TEXAS INSTRUMENTS IN C					**CUSIP:** 882508104			
SELL	HIGH COST	400	08/16/2012	11/24/2014	21,143.53	12,126.86		9,016.67
Description (Box 1a): WELLS FARGO & CO NEW COM					**CUSIP:** 949746101			
SELL	HIGH COST	500	02/28/2013	11/24/2014	27,121.90	17,563.25		9,558.65
SELL	HIGH COST	500	02/28/2013	12/30/2014	27,771.88	17,563.25		10,208.63
SECURITY TOTAL					**54,893.78**	**35,126.50**		**19,767.28**
Long-Term Covered Total					**414,861.06**	**277,914.56**		**136,946.50**

Seq # (AUG 39329)

BUTLER FAMILY FUND INC
C/O EVE WILDRICK

Recipient's Identification Number **-***6778

2014 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments D=Market Discount O=Option Premium W=Wash Sale Loss	Realized Gain or (Loss)
Covered Total					981,304.23	537,251.74		444,052.49
Total					981,304.23	537,251.74		444,052.49

IRS Form 1099-B - Proceeds from Broker and Barter Exchange Transactions:

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, covered options, the option premium portion of reverse convertibles and bond maturities Short-term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949, for dispositions of covered and noncovered securities Since your financial organization subscribes to our premium Tax and Year-End Statement, the date of acquisition, cost or other basis, type of gain or loss (short-term or long-term), whether any loss is disallowed due to a wash sale and market discount for both covered and noncovered securities transactions will be displayed when available Please note that such detail for noncovered transactions is not reported to the IRS

Type of Gain or Loss (Box 2). The section headings within the 1099-B indicate the type of gain or loss for the transactions, short-term or long-term

Covered (Box 3) or Noncovered (Box 5) Security. The section headings within the 1099-B indicate whether your security transaction is or is not a covered security under the IRS cost basis reporting program

Description and Quantity (Box1a). Shows a brief description of the item or service for which the proceeds are being reported, as well as the number of shares included in the sale or exchange for the lot reported If fractional shares are part of the disposition, those shares will be displayed to three decimal places.

CUSIP. Broker transactions may show the Committee on Uniform Security Identification Procedures (CUSIP) number of the item reported

Disposition Transaction. This column will denote the type of transaction, for example, SELL

Disposition Method. The method used to select which lot will be disposed, for example, first-in first-out (FIFO) Please refer to the Client Service Information Section in your brokerage account statement for your account's existing tax-lot disposition method.

Date Acquired (Box 1b). This box represents the date you acquired the security or, for short sales, the date you opened the short sale. You may see the word "VARIOUS" displayed in this column if the disposition transaction includes multiple lots with various acquisition dates

Date Sold or Disposed (Box 1c). Shows the trade date of the sale or exchange. For short sales, the date shown is the date you closed the short sale

Proceeds (Box 1d). Gross proceeds from transactions involving stocks, bonds and other debt obligations are reported in Box 1d. These amounts do not reflect net profits and are net of transaction costs (for instance, commissions and option premiums). Report the gross proceeds from each transaction separately on IRS Form 8949 (Sales and Other Dispositions of Capital Assets) and IRS Form 1040, Schedule D (Capital Gains and Losses). See the Instructions for Form 8949 for exceptions to reporting each transaction on a separate row This box does not include proceeds from regulated futures or foreign currency forward contracts.

Cost or Other Basis (Box 1e). This box shows the original cost, or adjusted cost basis, due to a corporate action, gifted or inherited cost basis The IRS provides a detailed description of cost or other basis reporting in the 2014 Instructions for Form 1099-B, available at irs.gov For additional information about cost basis and its use during your tax preparation, please refer to the following IRS publications IRS instructions for Schedule D and Form 8949, IRS Publication 550 (Investment Income and Expenses [Including Capital Gains and Losses]) and IRS Publication 551 (Basis of Assets). Average cost is segregated among covered, noncovered and gifted (see the Tax Guide at mytaxhandbook.com for more specific details).

Adjustments - Code (Box 1f): The adjustment column may display one or more codes D, O, or W.

D = Market Discount. An adjustment code (D) will be displayed in Box 1f next to an amount for market discount. A market discount condition exists when the purchase cost of a bond is below the adjusted issue price of an original issue discount bond (OID bond) or below the redemption value of a non-OID bond. Investors may elect to recognize market discount as income throughout the time held If no election has been made, Pershing is required to defer this recognition of income until the time of sale or maturity. The market discount displayed within Box 1g represents ordinary interest income up to the instrument's accrued market discount.

O = Option Premium (Not Reportable to the IRS). An adjustment code (O) will be displayed next to the amount for an option premium within the Adjustment column. When stock is sold based upon the assignment of either a put or a call option, the proceeds of that sale are adjusted by the price of the option or the option premium The proceeds amount is increased by the option premium received or decreased by the option premium paid. See the Tax Guide or IRS Publication 550 for more information

W = Wash Sale Loss Disallowed. An adjustment code (W) will be displayed in Box 1f next to an amount for a disallowed wash sale loss within the adjustments column This loss is being reported as disallowed because the sale of the covered security has been adjusted under the broker wash sale rule This occurs when you re-purchase the identical security, as determined by CUSIP number, in the same brokerage account within the 30-day period preceding or following the date of the original loss The wash sale loss is displayed within Box 1g as a positive amount as required by the IRS. For additional information about wash sales, please refer to the following: 2014 Instructions for Schedule D and Form 8949, and IRS Publication 550 (Investment Income and Expenses [Including Capital Gains and Losses]).

Adjustment Amount (Box 1g). Provides the amount of nondeductible loss in a wash sale transaction and/or the amount of accrued market discount. For details on wash sales and market discount, see Schedule D (Form 1040) instructions and IRS Publication 550

Realized Gain or (Loss). The realized gain or loss for the transaction may be displayed; it is not reported to the IRS

BUTLER FAMILY FUND
BOARD OF DIRECTORS 2014
1634 I Street, NW, Suite 1000 Washington, D.C. 20006
TEL: 202-463-8288 FAX: 202-783-8499
WEBSITE: www.butlerfamilyfund.org
(*Indicates person's preferred address)

Eve B. Wildrick, President (5 hrs/week)
50 East 72nd Street, Apt. 9D
New York, NY 10021
cell: (215) 681-0003
w: (215) 448-6262
f: (215) 448-6264
Executive Interiors, Inc.
2 Logan Square, Suite 400
Philadelphia, PA 19103
ewildrick@exint.com

Eleanor Leyden Dunbar, Treasurer (2 hrs/week)
10 Afghan Road
London SW11 2QD
England
w: 011 44 300 0123 087
cell: 011 44 7773 769 939
hirsch.eleanor@gmail.com
Eleydendunbar@octopusinvestments.com

Dina Hirsch (2 hrs/week)
1560 Alice Street, Apartment 26
Oakland, CA 94612
c: 510-246-2255
dehirsch@att.net

Jennifer Gravin (2 hrs/week)
2006 S. Beverly Glen Blvd
Los Angeles, CA 90025
w: (310) 444-2406
*c: (310) 433-0494
therhinestonecowgirl@me.com
* Oakwood Worldwide
2222 Corinth Ave,
Los Angeles, CA 90064

Rebecca Morrison (Becky), Secretary (2 hrs/week)
115 First Place
Brooklyn, NY 11231
h: (718) 243-2881
f: (718) 243-2881
cell: (917) 685-2287
mobecky@gmail com

Nina Morrison (2 hrs/week)
*Innocence Project
40 Worth Street, Suite 701
New York, NY 10013
Direct line: (212) 364-5357
General phone: (212) 364-5340
cell: (917) 612-4861 f: (212) 364 5341
nmorrison@innocenceproject.org
Home:
225 Park Place #3B
Brooklyn, New York 11238
**ninamorrison@yahoo.com*

Joanne Binswanger Snider (Jody)
Vice President and Treasurer
(2 hrs/week)
*172 Beacon Street
Boston, MA 02116
h: (617) 266-5737
cell: (617) 947-5639
w: (617) 600-2300
Work:
Soup2Nuts
311 Arsenal Street
Watertown, MA 02472
jody@soup2nuts.tv

Butler Family Fund
Grants 2014

Org	DonationAmount	DonationNotes	Address	City	Stat	Zip
Arizona Capital Representation Project	$25,000.00	for general support	101 E. Pennington St Suite 201	Tucson	AZ	85701-
Bayaud Enterprises	$65,000.00	OAK GRANT: expansion of employment programs for Homeless People	333 W. Bayaud Avenue	Denver	CO	80223-
Bazelon Center for Mental Health Law	$25,000.00	OAK GRANT - to promote emplyment services for people with serious mental illness	1101 15th Street, NW Suite 1212	Washington	DC	20005-
Campaign for the Fair Sentencing of Youth	$15,000.00	for general support	1319 F Street NW Suite 303	Washington	DC	20004-
Center for Community Change	$15,000.00	for permanent and state-wide funding of the Housing Trust Fund in Pennsylvania	1536 U Street, NW	Washington	DC	20009-
Center on Budget and Policy Priorities	$24,000.00	for advocacy to maximize federal funding for rental assistance	820 First Street, NE Suite 510	Washington	DC	20036-
Chicago Alliance to End Homelessness	$2,000.00	Oak- grant to offset travel expenses for Partnership for Opening Doors Summit	53 W. Jackson Suite 925	Chicago	IL	60604-
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-
Coalition for the Homeless of Houston/Harris County	$2,000.00	OAK III: Grant to community teams to defray travel expenses for the Partnership for Opening Doors Summit	811 Dallas Street Suite 821	Houston	TX	77002-7429
Community Solutions	$15,000.00	for the Brownsville Neighborhood Empowerment Network within the Brownsville Project	125 Maiden Lane Suite 16C	New York	NY	10038-
Corporation for Supportive Housing	$20,000.00	for the Just-in-Reach 2.0 project to reduce recidivism through identifying housing options	50 Broadway 17th Floor	New York	NY	10004-
Drexel University	$25,000.00	OAK GRANT: for Center for Hunger Free Communities to establish a Witness to Hunger program in Washington DC	1505 Race Street 11th Floor, MS1035	Philadelphia	PA	19102-
Family Housing Fund	$2,000.00	OAK III: Grant to community teams to defray travel expenses for the Partnership for Opening Doors Summit	801 Nicollet Mall Suite 1825	Minneapolis	MN	55402-
Good Old Lower East Side	$15,000.00	for general operating support	169/171 Avenue B	New York	NY	10009-
Goodwill Industries of Middle Tennessee	$2,000.00	OAK III: Grant to community teams to defray travel expenses for the Partnership for Opening Doors Summit	937 Herman Street	Nashville	TN	37122-
Homeward	$2,000.00	OAK III: Grant to community teams to defray travel expenses for the Partnership for Opening Doors Summit	1125 Commerce Road	Richmond	VA	23224-

Butler Family Fund
Grants 2014

Org	DonationAmount	DonationNotes	Address	City	Stat	Zip
Housing California	$20,000.00	for policy advocacy at the intersection of homelessness and criminal justice reform	900 J Street 2nd Floor	Sacramento	CA	95814-
Housing Opportunities, Inc.	$2,000.00	OAK III: Grant to community teams to defray travel expenses for the Partnership for Opening Doors Summit	3595 South Main Street	Salt Lake City	UT	84115-
Juvenile Justice Initiative	$5,000.00	to support the initial convening for the North American Council on Juvenile Justice	413 W. Monroe	Springfield	IL	62704-
Martha's Table, Inc.	$25,000.00	OAK GRANT: for creating a Witnesses to Hunger chapter in Washington DC	2114 14th Street, NW	Washington	DC	20009-
Mile High United Way	$25,000.00	OAK III GRANT: for advocacy and education efforts related to former foster and homeless youth, with a particular focus on housing solutions.	711 Park Avenue West	Denver	CO	80205-
Miriam's Kitchen	$10,000.00	for the advocacy program	2401 Virginia Avenue, NW	Washington	DC	20037-2637
National Alliance to End Homelessness	$25,000.00	OAK III grant for youth homelessness work	1518 K Street, NW Suite 206	Washington	DC	20005-
National Coalition for the Homeless, Inc.	$10,000.00	for general support	2201 P Street, NW	Washington	DC	20037-1033
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 Low Income Housing Coalition	$15,000.00	for the implementation of the Housing Trust Fund	1000 Vermont Avenue, NW Suite 500	Washington	DC	20005-
National Network for Youth	$35,000.00	OAK III grant. for general support	741 8th Street SE	Washington	DC	20003-
Preble Street	$35,000.00	OAK III GRANT: to design and conduct a homeless youth count and to participate in follow-up policy work	38 Preble Street	Portland	ME	04101-
Sisters of Charity Foundation of Cleveland	$35,000.00	OAK GRANT: for comprehensive plan to end youth homelessness	2475 East 22nd Street Fourth Floor	Cleveland	OH	44115-
St Mungo's Broadway	$10,800.00	for the Peer Advice Link project	Griffin House 161 Hammersmith Road	London		
Supportive Housing Network of New York	$20,000.00	for the Supportive Housing Youth Initiative and advocacy around the issue of youth homelessness in New York City	247 West 37th Street 18th Floor	New York	NY	10018-
Themis Fund / Proteus Fund	$85,000.00	for the Themis Fund	15 Research Drive Suite B	Amherst	MA	01002-
UMOM New Day Centers	$2,000.00	OAK III: Grant to community teams to defray travel expenses for the Partnership for Opening Doors Summit	3333 E. Van Buren Street	Phoenix	AZ	85008-

Butler Family Fund
Grants 2014

Org	DonationAmount	DonationNotes	Address	City	Stat	Zip
United Way of Pioneer Valley	$2,000.00	OAK III: Grant to community teams to defray travel expenses for the Partnership for Opening Doors Summit	1441 Main Street Suite 147	Springfield	MA	01103-
University of Southern Maine, the Muskie School Of Public Service	$30,000.00	OAK III GRANT:Muskie School of Public Service to develop advocacy skills in young people experiencing homelessness and policy and practice reform	PO Box 9300	Portland	ME	04104-9300
WDC of Seattle-King County	$2,000.00	OAK III: Grant to community teams to defray travel expenses for the Partnership for Opening Doors Summit	2003 Western Avenue Suite 250	Seattle	WA	98121-
Weingart Center for the Homeless	$2,000.00	OAK III: Grant to community teams to defray travel expenses for the Partnership for Opening Doors Summit	566 S. San Pedro Street	Los Angeles	CA	90013-
Worksystems Inc.	$2,000.00	OAK III: Grant to community teams to defray travel expenses for the Partnership for Opening Doors Summit	1618 SW 1st Avenue	Portland	OR	97201-
Youth First! Initiative	$20,000.00	for the Youth First ! Initiative	1201 Connecticut Ave NW Suite 300	Washington	DC	20036-
CAF America	$2,700.00	for The Howard league of Penal Reform	1800 Diagonal Road Suite 150	Alexandria	VA	22314-2840
Clare Foundation	$1,250.00	for general operating support	909 Pico Boulevard	Santa Monica	CA	90405-
Common Ground Relief	$515.00	for the Help us Bring Calvin Duncan Home effort				
Community Resource Initiative	$1,000.00	for general operating support	83C Wiese Street	San Francisco	CA	94103-
Drive Change NYC	$500.00	for general operating support	233 Broadway 12th Floor	New York	NY	10279-
Friendship Place	$500.00	for the AimHire program	3655 Calvert Street, NW	Washington	DC	20007-
HSI, Inc.	$500.00	for general operating support	243 W. 30th St 2nd Floor	New York	NY	10001-
Martin DePorres House of Hospitality	$1,250.00	for general operating support	225 Portrero Avenue	San Francisco	CA	94103-
More than Words	$500.00	for general support	376 Moody Street	Waltham	MA	02453-
More than Words	$1,000.00	for general support	376 Moody Street	Waltham	MA	02453-
Osborne Association	$1,000.00	for general operating support	809 Westchester Avenue	Bronx	NY	10455-
Red Hook Initiative	$750.00	for advocacy for public housing residents	767 Hicks Street	Brooklyn	NY	11231-
Sierra Club Foundation	$1,250.00	for Climate Recovery Program - general project	85 Second Street Suite 750	San Francisco	CA	94105-
Summer Camp	$1,000.00	for general operating support	8 Church Street	Bridgton	ME	04009-
The Soldiers Project	$1,250.00	general operating support	4605 Lankersheim Blvd Suite 221	North Hollywood	CA	91602-
Women of Means	$750.00	for general support	148 Linden Street Suite 104A	Wellesley	MA	02482-
Women's Lunch Place	$750.00	for general operating support	67 Newbury Street	Boston	MA	02116-
WriterCoach Connection	$1,250.00	for general operating support	1191 Solano Avenue #6098	Albany	CA	94706-
TOTAL GRANTS	$719,515.00					