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

2015

Open to Public Inspection

For calendar year 2015 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: ☒ 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)* ▶$ 17,740,152.

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	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	391,279.	391,279.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<14,757.>			
	b	Gross sales price for all assets on line 6a 1,812,984.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	268.	0.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	669,707.	391,279.		
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	7,450.	1,863.		5,587.
	c	Other professional fees STMT 4	12,000.	3,000.		9,000.
	17	Interest				
	18	Taxes STMT 5	17,947.	6,982.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,311.	0.		1,311.
	22	Printing and publications				
	23	Other expenses STMT 6	81,751.	80,775.		976.
	24	**Total operating and administrative expenses** Add lines 13 through 23	120,459.	92,620.		16,874.
	25	Contributions, gifts, grants paid	1,084,075.			1,084,075.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,204,534.	92,620.		1,100,949.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<534,827.>			
	b	**Net investment income** (if negative, enter -0-)		298,659.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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	918,520.	289,643.	289,643.
	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	7,510,473.	7,604,523.	17,450,509.
	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)	8,428,993.	7,894,166.	17,740,152.
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 ▶ ☒ 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	8,233,174.	7,698,347.	
	30 **Total net assets or fund balances**	8,428,993.	7,894,166.	
	31 **Total liabilities and net assets/fund balances**	8,428,993.	7,894,166.	

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	8,428,993.
2	Enter amount from Part I, line 27a	2	<534,827.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,894,166.
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	7,894,166.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	1,812,984.		1,827,741.	<14,757.>

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				
b				
c				
d				
e				<14,757.>

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	<14,757.>
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))
2014	640,704.	17,573,928.	.036458
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

2 **Total** of line 1, column (d)	2	.213139
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	.042628
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	18,000,750.
5 Multiply line 4 by line 3	5	767,336.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,987.
7 Add lines 5 and 6	7	770,323.
8 Enter qualifying distributions from Part XII, line 4	8	1,100,949.

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	2,987.
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	2,987.
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	2,987.
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 12,200.		
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	12,200.
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	9,213.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶	9,213. **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 2015 or the taxable year beginning in 2015 (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	

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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 2015, 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. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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 2015 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 2015.)*	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 2015?		4b		X

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

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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.

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	17,564,867.
b	Average of monthly cash balances			1b	710,006.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	18,274,873.
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	18,274,873.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	274,123.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	18,000,750.
6	**Minimum investment return** Enter 5% of line 5			6	900,038.

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	900,038.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,987.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,987.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	897,051.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	897,051.
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	897,051.

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	1,100,949.
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	1,100,949.
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	2,987.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,097,962.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				897,051.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			387,610.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 1,100,949.				
a Applied to 2014, but not more than line 2a			387,610.	
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 2015 distributable amount				713,339.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				183,712.
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 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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				1,084,075.
Total			▶ **3a**	1,084,075.
b *Approved for future payment* NONE				
Total			▶ **3b**	0.

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11-24-15

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	391,279.	
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					268.
8 Gain or (loss) from sales of assets other than inventory			18	<14,757.>	
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.		376,522.	268.

13 Total Add line 12, columns (b), (d), and (e) 13 376,790.

(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 — 4/28/16 — ▶ 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		4/27/2016		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

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

Schedule of Contributors

▶ Attach to Form 990, 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

2015

Name of the organization

BUTLER FAMILY FOUNDATION

Employer identification number

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)
		$	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	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	4,321 SHARES, VERIZON COMMUNICATIONS (NYSE STOCK SYMBOL VZ)	$ 194,970.	11/17/15

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,800 SHARES, SUNCOR ENERGY (NYSE STOCK SYMBOL SU)	$ 51,894.	11/17/15

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	670 SHARES, IDEXX LABORATORIES (NASDAQ STOCK SYMBOL IDXX)	$ 45,553.	11/17/15

(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	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	9,384.	150.	9,234.	9,234.	
FIDELITY #648-809535 INTEREST	1.	0.	1.	1.	
FIDELITY #648-809543 DIVIDENDS	12,089.	0.	12,089.	12,089.	
FIDELITY #648-815438 DIVIDENDS	15,760.	250.	15,510.	15,510.	
FIDELITY #648-815438 INTEREST	3.	0.	3.	3.	
FIDELITY #648-815454 DIVIDENDS	20,566.	0.	20,566.	20,566.	
FIDELITY #648-815454 INTEREST	2.	0.	2.	2.	
WILLIAM BLAIR #145-14019 DIVIDENDS	227,992.	0.	227,992.	227,992.	
WILLIAM BLAIR #145-14020 DIVIDENDS	82,290.	0.	82,290.	82,290.	
WILLIAM BLAIR GDG BFF DIVIDENDS	14,912.	125.	14,787.	14,787.	
WILLIAM BLAIR GDG LBAF DIVIDENDS	8,880.	75.	8,805.	8,805.	
TO PART I, LINE 4	391,879.	600.	391,279.	391,279.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBUTIONS	267.	0.	
FIDELITY #648-809543 TAX EXEMPT INTEREST	1.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	268.	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	7,450.	1,863.		5,587.
TO FORM 990-PF, PG 1, LN 16B	7,450.	1,863.		5,587.

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	10,965.	0.		0.
FOREIGN TAXES	6,982.	6,982.		0.
TO FORM 990-PF, PG 1, LN 18	17,947.	6,982.		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	750.	0.		750.
INVESTMENT FEES	77,569.	77,569.		0.
SUNDRY EXPENSE	3,206.	3,206.		0.
OFFICE SUPPLIES	211.	0.		211.
TO FORM 990-PF, PG 1, LN 23	81,751.	80,775.		976.

FORM 990-PF — CORPORATE STOCK — STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BLAIR #145-14019 PORTFOLIO	3,163,673.	9,363,439.
BLAIR #145-14020 PORTFOLIO	2,469,462.	5,759,604.
FIDELITY #648-815438 PORTFOLIO	0.	0.
FIDELITY #648-815454 PORTFOLIO	0.	0.
FIDELITY #648-809535 PORTFOLIO	0.	0.
FIDELITY #648-809543 PORTFOLIO	0.	0.
BLAIR GDG BFF PORTFOLIO	1,236,942.	1,460,452.
BLAIR GDG LBAF PORTFOLIO	734,446.	867,014.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,604,523.	17,450,509.

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).

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	$5 000
4	Arie Crown Hebrew Day School Skokie IL	Public	Unrestricted	$5,000
5	Arizona 5 Arts Circle Phoenix AZ	Public	Unrestricted	$7,000
6	Arizona Bridge to Independent Living Phoenix AZ	Public	Unrestricted	$5 000
7	Art Institute of Chicago Chicago IL	Public	Unrestricted	$3 000
8	Arthritis Foundation Chicago IL	Public	Unrestricted	$5,000
9	ASU Foundation Art Museum Tempe AZ	Public	Unrestricted	$5 000
10	Avenues to Independence Park Ridge IL	Public	Unrestricted	$10,000
11	Ballet Arizona Phoenix, AZ	Public	Unrestricted	$10,000
12	Bernie s Book Bank Lake Forest, IL	Public	Unrestricted	$10 000
13	Big Shoulders Fund Chicago IL	Public	Unrestricted	$16,000
14	Bishop Anderson House Chicago, IL	Public	Unrestricted	$5 000
15	Brady Center Washington, DC	Public	Unrestricted	$5 000
16	Bounce Childen s Foundation Deerfield, IL	Public	Unrestricted	$5 000
17	Bush School of Government & Public Service College Station TX	Public	Unrestricted	$10 000
18	Cancer Wellness Center Northbrook IL	Public	Unrestricted	$50 000
19	Career Resource Center Lake Forest IL	Public	Unrestricted	$2 000
20	Carl Hayden Science Club Phoenix, AZ	Public	Unrestricted	$5 000
21	Chicago Botanic Garden Glencoe, IL	Public	Unrestricted	$10 000
22	Chicago Children's Choir Chicago IL	Public	Unrestricted	$5,000
23	Chicago Children s Theatre Chicago IL	Public	Unrestricted	$4,000
24	Chicago Openlands Chicago IL	Public	Unrestricted	$3 500
25	Chicago Shakespeare Theatre Chicago, IL	Public	Unrestricted	$21 750
26	Chicago Symphony Orchestra Chicago IL	Public	Unrestricted	$3 000
27	Children s Home and Aid Chicago, IL	Public	Unrestricted	$5 000
28	Children's Hospital of Wisconsin Milwaukee WI	Public	Unrestricted	$5 000
29	Children's Oncology Services Chicago IL	Public	Unrestricted	$6 000

30	Children's Place Association Chicago, IL	Public	Unrestricted	$5 000
31	Christ Church of the Ascension Paradise Valley AZ	Public	Unrestricted	$5 000
32	Christ Episcopal Church River Forest IL	Public	Unrestricted	$10 000
33	Christopher & Dana Reeve Foundation Short Hills NJ	Public	Unrestricted	$5,000
34	Church of the Holy Spirit Lake Forest, IL	Public	Unrestricted	$5 000
35	College Bound Opportunities Riverwoods, IL	Public	Unrestricted	$10,000
36	College of the Ozarks Point Lookout MO	Public	Unrestricted	$10 000
37	Crisis Nursery Phoenix AZ	Public	Unrestricted	$5 000
38	Culver Educational Foundation Culver IN	Public	Unrestricted	$25 000
39	Cumberland College Williamsburg KY	Public	Unrestricted	$10 000
40	DePauw Univ (Butler Scholars) Greencastle IN	Public	Unrestricted	$25 000
41	Dominican University River Forest IL	Public	Unrestricted	$30 000
42	East West Institute New York NY	Public	Unrestricted	$10 000
43	Eiteljorg Museum Indianapolis IN	Public	Unrestricted	$5 000
44	Emerald City Theatre Chicago IL	Public	Unrestricted	$3 000
45	Equestrian Connection Chicago IL	Public	Unrestricted	$15 800
46	Exponent Philanthropy Washington, DC	Public	Unrestricted	$1 000
47	Extreme Kids & Crew Brooklyn NY	Public	Unrestricted	$5,000
48	Facets Chicago IL	Public	Unrestricted	$1 000
49	Family Action Network Winnetka IL	Public	Unrestricted	$5,000
50	Field Museum of Natural History Chicago IL	Public	Unrestricted	$1 500
51	Fort Greene Park Conservancy Brooklyn NY	Public	Unrestricted	$15 000
52	Franklin College Switzerland New York NY	Public	Unrestricted	$10 000
53	Frontier Nursing Service Wendover KY	Public	Unrestricted	$15 000
54	Glenwood School for Boys & Girls Glenwood IL	Public	Unrestricted	$20,000
55	Global Education Fund Boulder CO	Public	Unrestricted	$5 000
56	Golden Apple Foundation Chicago IL	Public	Unrestricted	$3 000
57	Goodman Theatre Chicago IL	Public	Unrestricted	$2 000
58	Gorton Community Center Lake Forest IL	Public	Unrestricted	$10,000
59	Guide Dogs for the Blind Inc Englewood CO	Public	Unrestricted	$3 000
60	Hall of Flame Phoenix AZ	Public	Unrestricted	$2 000

61 H O M E Chicago IL	Public	Unrestricted	$5,000
62 Hospice of the Valley Phoenix Arizona	Public	Unrestricted	$2,000
63 Hubbard Street 2 Dancers Chicago IL	Public	Unrestricted	$5 000
64 Jackson Laboratory Bar Harbor, Maine	Public	Unrestricted	$35,000
65 Joffrey Ballet of Chicago Chicago, IL	Public	Unrestricted	$13 900
66 John Austin Cheley Foundation Atlanta GA	Public	Unrestricted	$10 000
67 John Burroughs School St Louis MO	Public	Unrestricted	$10 000
68 John G Shedd Aquarium Chicago IL	Public	Unrestricted	$10 000
69 Junior Achievement Chicago, IL	Public	Unrestricted	$5 000
70 KAET Channel 8 Tempe AZ	Public	Unrestricted	$10 000
71 Lake Forest Country Day School Lake Forest IL	Public	Unrestricted	$21 000
72 Lake Forest Garden Club Lake Forest IL	Public	Unrestricted	$6 000
73 Lake Forest Graduate School of Management Lake Forest, IL	Public	Unrestricted	$5,000
74 Lake Forest Open Lands Assn Lake Forest, IL	Public	Unrestricted	$7 725
75 Lake Forest Symphony Lake Forest, IL	Public	Unrestricted	$15,000
76 Leukemia & Lymphoma Society Chicago IL	Public	Unrestricted	$10 000
77 Little Brothers Friends of the Elderly Chicago IL	Public	Unrestricted	$5 000
78 Lookingglass Theatre Chicago IL	Public	Unrestricted	$1 500
79 Lurie Children s Hospital of Chicago Foundation Chicago IL	Public	Unrestricted	$17 000
80 Make a Wish America Phoeinx, AZ	Public	Unrestricted	$30 000
81 Merit School of Music Chicago IL	Public	Unrestricted	$3 000
82 MetroSquash Chicago IL	Public	Unrestricted	$5 000
83 Montesson School of Lake Forest Lake Forest IL	Public	Unrestricted	$15 500
84 Museum of Science & Industry Chicago IL	Public	Unrestricted	$10 000
85 Navy Seal Foundation Chicago IL	Public	Unrestricted	$10 000
86 New Foundation Center Northfield IL	Public	Unrestricted	$4 000
87 Night Ministry Chicago IL	Public	Unrestricted	$5 000
88 North Shore Senior Center Northfield, IL	Public	Unrestricted	$5 000
89 Northbrook Symphony Orchestra Northbrook, IL	Public	Unrestricted	$5 000
90 Northfield Township Food Pantry Glenview IL	Public	Unrestricted	$3 000

91 Northwestern Lake Forest Hospital Lake Forest, IL	Public	Unrestricted	$6,000
92 Northwestern Women's Board Chicago IL	Public	Unrestricted	$2,000
93 Northwestern Memorial Foundation Chicago IL	Public	Unrestricted	$5 000
94 Orchard School Indianapolis, IN	Public	Unrestricted	$1,000
95 PADS Lake County North Chicago IL	Public	Unrestricted	$5 000
96 Phoenix Children's Hospital Foundation Phoenix, Arizona	Public	Unrestricted	$20 000
97 Phoenix Rising Fdn/Lake County Food Pantry Lake Bluff IL	Public	Unrestricted	$3 000
98 Phoenix Symphony Phoenix Arizona	Public	Unrestricted	$12 500
99 Phoenix Zoo Phoenix, AZ	Public	Unrestricted	$5,000
100 Primo Center for Women and Children Chicago IL	Public	Unrestricted	$15,000
101 Ragdale Foundation Lake Forest, IL	Public	Unrestricted	$22 400
102 Rainbow Hospice Inc Mt Prospect IL	Public	Unrestricted	$10,000
103 Ravinia Festival Highland Park, IL	Public	Unrestricted	$4,000
104 Revive Center for Housing and Healing Chicago, IL	Public	Unrestricted	$10 000
105 Rhode Island School of Design Providence RI	Public	Unrestricted	$10 000
106 Rotary Club/Chest Fund Chicago, IL	Public	Unrestricted	$5 000
107 SAIC Chicago IL	Public	Unrestricted	$11 000
108 Salvation Army Chicago IL	Public	Unrestricted	$10 000
109 SPAH Troy MI	Public	Unrestricted	$3,000
110 St Giles Episcopal Church Northbrook, IL	Public	Unrestricted	$5 000
111 St Leonard s House Chicago, IL	Public	Unrestricted	$5 000
112 St Stephen s & St Agnes School Alexandria VA	Public	Unrestricted	$10 000
113 Thomas Jefferson Foundation Charlottesville VA	Public	Unrestricted	$5,000
114 TGEN Foundation Phoenix AZ	Public	Unrestricted	$10 000
115 Unified School District #483 Plains KS	Public	Unrestricted	$45,000
116 United Negro College Fund Chicago, IL	Public	Unrestricted	$3 000
117 WBEZ Public Radio Chicago, IL	Public	Unrestricted	$3,000
118 Westminster School New York, NY	Public	Unrestricted	$10 000
119 Wood Family Foundation Chicago IL	Public	Unrestricted	$5 000
120 WTTW Channel 11 Chicago IL	Public	Unrestricted	$10 000
		Total	$1,084,075

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

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	FIDELITY #648-815438-SEE ATTACHED	P		
b	FIDELITY #648-815454-SEE ATTACHED	P		
c	FIDELITY #648-815454-SEE ATTACHED	P		
d	FIDELITY #648-815454-SEE ATTACHED	P		
e	FIDELITY #648-809535-SEE ATTACHED	P		
f	FIDELITY #648-809543-SEE ATTACHED	P		
g	FIDELITY #648-809543-SEE ATTACHED	P		
h	WILLIAM BLAIR #145-89500-SEE ATTACHED	P		
i	WILLIAM BLAIR #145-89500-SEE ATTACHED	P		
j	WILLIAM BLAIR #145-89876-SEE ATTACHED	P		
k	WILLIAM BLAIR #145-89876-SEE ATTACHED	P		
l	WILLIAM BLAIR #145-14019-SEE ATTACHED	P		
m	WILLIAM BLAIR #145-14020-SEE ATTACHED	P		
n	CAPITAL GAINS DIVIDENDS			
o				

	(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	21,497.		10,388.	11,109.
b	10,763.		14,625.	<3,862.>
c	2.		1.	1.
d	48,121.		46,764.	1,357.
e	12,998.		6,338.	6,660.
f	2,522.		4,900.	<2,378.>
g	35,343.		32,514.	2,829.
h	151,165.		156,203.	<5,038.>
i	547,021.		577,893.	<30,872.>
j	89,911.		92,883.	<2,972.>
k	331,613.		349,542.	<17,929.>
l	425,434.		426,966.	<1,532.>
m	135,994.		108,724.	27,270.
n	600.			600.
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				11,109.
b				<3,862.>
c				1.
d				1,357.
e				6,660.
f				<2,378.>
g				2,829.
h				<5,038.>
i				<30,872.>
j				<2,972.>
k				<17,929.>
l				<1,532.>
m				27,270.
n				600.
o				

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	<14,757.>
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

As of April 15, 2016
BUTLER FAMILY FOUNDATION GDG
145-89500-1-9

Standard Realized Capital Gain Loss

From August 5, 2015 to December 31, 2015

Open Date	Close Date	Quantity	Symbol	Description	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
2/24/2015	8/28/2015	405.00	HMC	HONDA MOTOR CO LTD - SPONS ADR	13,457 59	12,919.26	(538 33)		(538.33)
2/17/2012	8/28/2015	155.00	BTI	BRITISH AMERICAN TOB - SP ADR	15,584.70	16,534.67		949 97	949.97
7/24/2013	8/28/2015	785 00	NTT	NIPPON TELEGRAPH & TELE - ADR	20,933.99	29,991.94		9,057.95	9,057.95
2/17/2012	8/28/2015	705 00	ENGIY	ENGIE - SPON ADR	16,047.72	12,682 71		(3,365 01)	(3,365.01)
3/20/2012	8/28/2015	125.00	BHKLY	BOC HONG KONG HLDS - SPONS ADR	7,217 07	8,432 50		1,215.43	1,215.43
2/17/2012	8/28/2015	520 00	SGAPY	SINGAPORE TELECOMMUNICAT - ADR	12,913 00	13,992 94		1,079 94	1,079.94
4/13/2012	8/28/2015	105.00	TLK	TELEKOMUNIK INDONESIA - SP ADR	3,445.28	4,242 56		797.28	797.28
2/5/2015	8/28/2015	875 00	MGDDY	MICHELIN (CGDE) - UNSPON ADR	18,189 66	16,817.18	(1,372 48)		(1,372.48)
12/18/2012	8/28/2015	280 00	RIOCF	RIOCAN REAL ESTATE INVST TR	7,830 71	5,205.10		(2,625 61)	(2,625.61)
3/28/2014	8/28/2015	875 00	SSEZY	SSE PLC - SPN ADR	22,114.77	19,827 13	(244 91)	(2,042 73)	(2,287 64)
7/14/2014	8/28/2015	870.00	NADL	NORTH ATLANTIC DRILLING LTD	9,170 50	644 65		(8,525.85)	(8,525.85)
3/20/2012	8/28/2015	395.00	SMGZY	SMITHS GROUP PLC - SPON ADR	6,750 44	6,892.62		142 18	142 18
2/17/2012	8/28/2015	925 00	MURGY	MUENCHENER RUECK - UNSPON ADR	13,766 57	16,927.18		3,160 61	3,160.61
1/31/2014	8/28/2015	2,200.00	ORKLY	ORKLA ASA - SPON ADR	18,393 84	15,817.70		(2,576 14)	(2,576 14)
10/23/2014	8/28/2015	815.00	JAPAY	JAPAN TOBACCO INC - UNSPON ADR	13,219 06	14,351.88	1,132.82		1,132 82
5/29/2015	8/28/2015	66 00	SOUHY	SOUTH32 - ADR	545.82	354.41	(191 41)		(191.41)
6/9/2014	8/28/2015	200 00	REXMY	REXAM PLC - SPONSORED ADR	9,034 64	8,253 84		(780.80)	(780.80)
4/30/2013	8/28/2015	270.00	ITYBY	IMPERIAL TOBACCO GR - SPON ADR	20,441 88	26,103 11		5,661 23	5,661 23
2/17/2012	8/28/2015	65.00	CC	CHEMOURS CO/THE	886 99	607 73		(279.26)	(279 26)
3/20/2012	9/1/2015	165.00	BHP	BHP BILLITON LTD - SPON ADR	11,974 32	5,663 20		(6,311.12)	(6,311.12)
7/15/2014	9/1/2015	160 00	CEO	CNOOC LTD - SPON ADR	29,532.93	18,855 65		(10,677 28)	(10,677 28)
2/12/2013	9/1/2015	825 00	BCE	BCE INC	35,999 54	32,958 14		(3,041.40)	(3,041 40)
3/11/2013	9/1/2015	770 00	MFC	MANULIFE FINANCIAL CORP	12,147 18	12,142.67		(4 51)	(4.51)
3/20/2012	9/1/2015	270 00	STO	STATOIL ASA - SPON ADR	7,283.69	4,009 42		(3,274.27)	(3,274.27)
2/17/2012	9/1/2015	405.00	UOVEY	UNITED OVERSEAS BANK - SP ADR	11,727.07	10,776 85		(950 22)	(950.22)
3/12/2014	9/1/2015	775.00	SYMC	SYMANTEC CORP	15,495 84	15,429.96		(65 88)	(65 88)
2/17/2012	9/1/2015	920.00	MTNOY	MTN GROUP LTD - SPONS ADR	16,316.22	11,922 97		(4,393.25)	(4,393 25)
2/17/2012	9/8/2015	330 00	COP	CONOCOPHILLIPS	18,434.14	15,753.60		(2,680 54)	(2,680 54)
2/5/2013	9/8/2015	280 00	DO	DIAMOND OFFSHORE DRILLING	18,753.76	6,104.75		(12,649.01)	(12,649 01)
2/17/2012	9/29/2015	250.00	NEE	NEXTERA ENERGY INC	15,372 72	24,288 05		8,915.33	8,915 33
2/17/2012	9/29/2015	625 00	BAESY	BAE SYSTEMS PLC - SPON ADR	12,473 23	16,512 19		4,038 96	4,038 96
2/17/2012	9/29/2015	590.00	HCP	HCP INC	22,861 82	21,729.41		(1,132.41)	(1,132.41)
2/17/2012	9/29/2015	375 00	HCN	WELLTOWER INC	19,946.42	24,712 15		4,765.73	4,765 73
3/25/2015	9/29/2015	875.00	UBS	UBS GROUP AG - REG	16,834.57	15,942 29	(892.28)		(892 28)

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40BFFGDG

William Blair

Standard Realized Capital Gain Loss

From August 5, 2015 to December 31, 2015

Open Date	Close Date	Quantity	Symbol	Description	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
2/17/2012	9/29/2015	640.00	ZURVY	ZURICH INSURANCE GROUP - ADR	13,128 85	15,398 11		2,269.26	2,269.26
4/26/2012	10/12/2015	245.00	ABB	ABB LTD - SPON ADR	4,275 16	4,586 31		311.15	311.15
12/12/2014	10/12/2015	380 00	GLW	CORNING INC	7,969 97	6,551.07	(1,418.90)		(1,418.90)
3/22/2013	10/12/2015	360.00	MET	METLIFE INC	14,447 27	17,420.07		2,972.80	2,972 80
1/8/2014	10/12/2015	340 00	BNPQY	BNP PARIBAS - ADR	13,506 23	10,425.32		(3,080 91)	(3,080.91)
2/17/2012	10/12/2015	586.00	VOD	VODAFONE GROUP PLC - SP ADR	29,714.37	18,906.30		(10,808.07)	(10,808.07)
10/12/2015	11/20/2015	600.00	LVS	LAS VEGAS SANDS CORP	28,074.00	26,887.90	(1,186 10)		(1,186.10)
2/17/2012	11/24/2015	580 00	HSBC	HSBC HOLDINGS PLC - SPONS ADR	26,240 73	23,065 47		(3,175 26)	(3,175.26)
2/17/2012	11/24/2015	210.00	GPC	GENUINE PARTS CO	13,655 80	18,840.35		5,184 55	5,184.55
3/20/2012	11/24/2015	70.00	BAYRY	BAYER AG - SPONSORED ADR	4,922 81	9,121 53		4,198.72	4,198 72
9/13/2013	11/24/2015	1,270.00	DTEGY	DEUTSCHE TELEKOM AG - SPON ADR	17,446.75	22,643.68		5,196.93	5,196.93
2/17/2012	11/24/2015	390 00	RDS.B	ROYAL DUTCH SHELL - SPON ADR - B	27,775.85	19,425 54		(8,350.31)	(8,350.31)
8/28/2015	12/23/2015	385.00	UPS	UNITED PARCEL SERVICE - CL B	37,839 43	37,513.47	(325.96)		(325.96)
				Total Realized Gain/Loss	734,094.90	698,185.53	(5,037.55)	(30,871.82)	(35,909.37)

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40BFFGDG

William Blair

As of April 15, 2016
BUTLER FAMILY FOUNDATION LBA FUND
GDG
145-89876-1-5

Standard Realized Capital Gain Loss

From August 5, 2015 to December 31, 2015

Open Date	Close Date	Quantity	Symbol	Description	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
2/24/2015	8/28/2015	240 00	HMC	HONDA MOTOR CO LTD - SPONS ADR	7,976.46	7,655 85	(320.61)		(320 61)
2/17/2012	8/28/2015	110 00	BTI	BRITISH AMERICAN TOB - SP ADR	10,925.90	11,734 28		808.38	808 38
7/24/2013	8/28/2015	465.00	NTT	NIPPON TELEGRAPH & TELE - ADR	12,405.72	17,765.93		5,360.21	5,360.21
4/13/2012	8/28/2015	60 00	TLK	TELEKOMUNIK INDONESIA - SP ADR	1,970.63	2,424.32		453.69	453 69
2/5/2015	8/28/2015	520.00	MGDDY	MICHELIN (CGDE) - UNSPON ADR	10,814 27	9,994 21	(820.06)		(820 06)
3/20/2012	8/28/2015	75 00	BHKLY	BOC HONG KONG HLDS - SPONS ADR	4,327.58	5,059 50		731 92	731.92
6/9/2014	8/28/2015	120 00	REXMY	REXAM PLC - SPONSORED ADR	5,428 81	4,952.30		(476 51)	(476 51)
2/17/2012	8/28/2015	300 00	SGAPY	SINGAPORE TELECOMMUNICAT - ADR	7,465 35	8,072.85		607.50	607.50
2/17/2012	8/28/2015	550.00	MURGY	MUENCHENER RUECK - UNSPON ADR	8,200 89	10,064.81		1,863.92	1,863.92
3/28/2014	8/28/2015	555 00	SSEZY	SSE PLC - SPN ADR	14,042 76	12,576.06	(153.55)	(1,313.15)	(1,466.70)
3/20/2012	8/28/2015	235.00	SMGZY	SMITHS GROUP PLC - SPON ADR	4,024 69	4,100.67		75 98	75.98
10/23/2014	8/28/2015	485.00	JAPAY	JAPAN TOBACCO INC - UNSPON ADR	7,866.56	8,540 69	674.13		674.13
12/18/2012	8/28/2015	165.00	RIOCF	RIOCAN REAL ESTATE INVST TR	4,617.43	3,067 29		(1,550 14)	(1,550 14)
1/31/2014	8/28/2015	1,310 00	ORKLY	ORKLA ASA - SPON ADR	10,956.09	9,418.72		(1,537 37)	(1,537.37)
7/14/2014	8/28/2015	515.00	NADL	NORTH ATLANTIC DRILLING LTD	5,428.52	381.61		(5,046.91)	(5,046.91)
4/30/2013	8/28/2015	160 00	ITYBY	IMPERIAL TOBACCO GR - SPON ADR	12,140 53	15,468 51		3,327 98	3,327 98
2/17/2012	8/28/2015	38 00	CC	CHEMOURS CO/THE	519.53	355.29		(164 24)	(164.24)
2/17/2012	8/28/2015	420 00	ENGIY	ENGIE - SPON ADR	9,601 24	7,555.66		(2,045 58)	(2,045.58)
5/29/2015	8/28/2015	34 00	SOUHY	SOUTH32 - ADR	281.18	182 57	(98.61)		(98 61)
3/11/2013	9/1/2015	455 00	MFC	MANULIFE FINANCIAL CORP	7,181.48	7,175.21		(6 27)	(6.27)
3/20/2012	9/1/2015	160 00	STO	STATOIL ASA - SPON ADR	4,289 31	2,375 95		(1,913.36)	(1,913 36)
2/12/2013	9/1/2015	490.00	BCE	BCE INC	21,388 08	19,575 13		(1,812.95)	(1,812.95)
3/12/2014	9/1/2015	460.00	SYMC	SYMANTEC CORP	9,198 87	9,158.43		(40.44)	(40.44)
2/17/2012	9/1/2015	240.00	UOVEY	UNITED OVERSEAS BANK - SP ADR	6,966 60	6,386 28		(580.32)	(580.32)
2/17/2012	9/1/2015	510 00	MTNOY	MTN GROUP LTD - SPONS ADR	9,091 27	6,609 47		(2,481.80)	(2,481 80)
3/20/2012	9/1/2015	85.00	BHP	BHP BILLITON LTD - SPON ADR	6,159.08	2,917.40		(3,241 68)	(3,241 68)
7/15/2014	9/1/2015	95 00	CEO	CNOOC LTD - SPON ADR	17,497.31	11,195.54		(6,301.77)	(6,301 77)
2/17/2012	9/8/2015	195 00	COP	CONOCOPHILLIPS	10,909.99	9,308 94		(1,601 05)	(1,601.05)
2/5/2013	9/8/2015	165 00	DO	DIAMOND OFFSHORE DRILLING	11,076.43	3,597.44		(7,478 99)	(7,478 99)
2/17/2012	9/29/2015	155.00	NEE	NEXTERA ENERGY INC	9,582.53	15,058.59		5,476 06	5,476.06
2/17/2012	9/29/2015	350.00	HCP	HCP INC	13,608 61	12,890.33		(718 28)	(718 28)
2/17/2012	9/29/2015	225 00	HCN	WELLTOWER INC	11,990.97	14,827 29		2,836 32	2,836 32
2/17/2012	9/29/2015	370 00	BAESY	BAE SYSTEMS PLC - SPON ADR	7,389.46	9,775 21		2,385 75	2,385.75
2/17/2012	9/29/2015	260 00	ZURVY	ZURICH INSURANCE GROUP - ADR	5,301 50	6,255 48		953 98	953 98

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40BFFLBA

William Blair

As of April 15, 2016
BUTLER FAMILY FOUNDATION LBA FUND
GDG
145-89876-1-5

Standard Realized Capital Gain Loss

From August 5, 2015 to December 31, 2015

Open Date	Close Date	Quantity	Symbol	Description	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
3/25/2015	9/29/2015	520.00	UBS	UBS GROUP AG - REG	10,004 54	9,474 27	(530.27)		(530.27)
4/26/2012	10/12/2015	145 00	ABB	ABB LTD - SPON ADR	2,486 34	2,714 34		228.00	228 00
12/12/2014	10/12/2015	225.00	GLW	CORNING INC	4,721.19	3,878.92	(842 27)		(842.27)
3/22/2013	10/12/2015	215.00	MET	METLIFE INC	8,631.95	10,403.65		1,771.70	1,771 70
2/17/2012	10/12/2015	413.00	VOD	VODAFONE GROUP PLC - SP ADR	20,993.64	13,324 74		(7,668.90)	(7,668.90)
1/8/2014	10/12/2015	205.00	BNPQY	BNP PARIBAS - ADR	8,146 29	6,285 86		(1,860.43)	(1,860.43)
10/12/2015	11/20/2015	350 00	LVS	LAS VEGAS SANDS CORP	16,376.50	15,684.61	(691.89)		(691.89)
2/17/2012	11/24/2015	130.00	GPC	GENUINE PARTS CO	8,436 27	11,663 07		3,226 80	3,226.80
2/17/2012	11/24/2015	345 00	HSBC	HSBC HOLDINGS PLC - SPONS ADR	15,619.49	13,719.98		(1,899.51)	(1,899 51)
3/20/2012	11/24/2015	65.00	BAYRY	BAYER AG - SPONSORED ADR	5,602 46	8,469 99		2,867.53	2,867 53
2/17/2012	11/24/2015	230 00	RDS.B	ROYAL DUTCH SHELL - SPON ADR - B	16,371.60	11,456.08		(4,915.52)	(4,915.52)
9/13/2013	11/24/2015	900.00	DTEGY	DEUTSCHE TELEKOM AG - SPON ADR	12,296.80	16,046 70		3,749.90	3,749.90
8/28/2015	12/23/2015	225.00	UPS	UNITED PARCEL SERVICE - CL B	22,112.78	21,923.46	(189 32)		(189 32)
				Total Realized Gain/Loss	442,425.48	421,523.48	(2,972.45)	(17,929.55)	(20,902.00)

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40BFFLBA

William Blair

BFF
William Blair #145-14019
Stock Sales
12/31/15

Account	Purchase Date	Sale Date	Quantity	Description	Net Proceeds	Cost Basis	Long Term Gain/Loss
BUTLER FAMILY FOUNDATION (40BUTFFD, 145-14019-1-1)	06/24/03	11/24/15	1,800.00	SUNCOR ENERGY INC	49,931.25	53,722 00	-3,790.75
BUTLER FAMILY FOUNDATION (40BUTFFD, 145-14019-1-1)	06/15/98	11/24/15	4,321 00	VERIZON COMMUNICATIONS INC	194,665.24	211,590 14	-16,924.90
BUTLER FAMILY FOUNDATION (40BUTFFD, 145-14019-1-1)	10/23/08	11/24/15	670	IDEXX LABORATORIES INC	45,960 21	45,553.30	406 91
BUTLER FAMILY FOUNDATION (40BUTFFD, 145-14019-1-1)	03/27/13	11/20/15	100	AKAMAI TECHNOLOGIES INC	5,570 89	3,499.63	2,071 26
BUTLER FAMILY FOUNDATION (40BUTFFD, 145-14019-1-1)	03/22/11	11/20/15	800	DISCOVERY COMMUNICATIONS - A	24,484.58	16,103 32	8,381.26
BUTLER FAMILY FOUNDATION (40BUTFFD, 145-14019-1-1)	03/22/11	11/20/15	800	DISCOVERY COMMUNICATIONS - C	23,119.57	15,827 00	7,292 57
BUTLER FAMILY FOUNDATION (40BUTFFD, 145-14019-1-1)	03/14/14	04/27/15	3,000 00	HMS HOLDINGS CORP	50,853.26	60,013 80	-9,160.54
BUTLER FAMILY FOUNDATION (40BUTFFD, 145-14019-1-1)	03/09/12	01/26/15	800	KLX INC	30,284 92	20,656 88	9,628.04
BUTLER FAMILY FOUNDATION (40BUTFFD, 145-14019-1-1)	Various	01/26/15	0	SECS LITIGATION SETTLEMENT AIG	564 46	0 00	564 46
					425,434 38	426,966.07	-1,531.69

BFF
Willima Blair #145-14020
Stock Sales
12/31/15

Account	Purchase Date	Sale Date	Quantity	Description	Net Proceeds	Cost Basis	Long Term Gain/Loss
BUTLER FAMILY FDN LYNNE BUTLER ADAMS FD (40BUTLFF, 145-14020-1-8)	11/10/11	06/30/15	790	YUM! BRANDS INC	70,503 44	43,219 95	27,283 49
BUTLER FAMILY FDN LYNNE BUTLER ADAMS FD (40BUTLFF, 145-14020-1-8)	03/14/14	04/27/15	2,500 00	HMS HOLDINGS CORP	42,377 71	50,011 50	-7,633 79
BUTLER FAMILY FDN LYNNE BUTLER ADAMS FD (40BUTLFF, 145-14020-1-8)	03/09/12	01/26/15	600	KLX INC	22,713 69	15,492 66	7,221.03
BUTLER FAMILY FDN LYNNE BUTLER ADAMS FD (40BUTLFF, 145-14020-1-8)	Various	01/25/15	0	SECS LITIGATION SETTLEMENT AIG	399 49	0 00	399 49
					135,994 33	108,724 11	27,270 22