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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

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)
1730 PENNSYLVANIA AVENUE NW Suite 2

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)*▶$ 11,422,503

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)	75,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	12	12		
	4	Dividends and interest from securities	211,917	211,917		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	611,795			
	b	Gross sales price for all assets on line 6a 4,100,792				
	7	Capital gain net income (from Part IV, line 2)		611,795		
	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	898,724	823,724		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	107,688			107,688
	14	Other employee salaries and wages	43,200			43,200
	15	Pension plans, employee benefits	21,839			21,839
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	11,367	5,000	0	6,367
	c	Other professional fees (attach schedule)	52,473	52,473		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	18,185	1,073		11,867
	19	Depreciation (attach schedule) and depletion	261			
	20	Occupancy	19,699			19,699
	21	Travel, conferences, and meetings	15,109			15,109
	22	Printing and publications				
	23	Other expenses (attach schedule)	16,269	144		16,125
	24	**Total operating and administrative expenses.** Add lines 13 through 23	306,090	58,690	0	241,894
	25	Contributions, gifts, grants paid	497,500			497,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	803,590	58,690	0	739,394
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	95,134			
	b	**Net investment income** (if negative, enter -0-)		765,034		
	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	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	764,929	849,934	849,934
	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)	6,214,329	6,881,798	6,881,798
	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)	3,911,168	3,690,380	3,690,380
	14	Land, buildings, and equipment basis ▶ 2,675 Less accumulated depreciation (attach schedule) ▶ 2,284	652	391	391
	15	Other assets (describe ▶)	1,600	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,892,678	11,422,503	11,422,503
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	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	10,892,678	11,422,503	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	10,892,678	11,422,503	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,892,678	11,422,503	

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	10,892,678
2	Enter amount from Part I, line 27a	2	95,134
3	Other increases not included in line 2 (itemize) ▶	3	434,691
4	Add lines 1, 2, and 3	4	11,422,503
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,422,503

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE STMT-SUPERVISED ST	P		
b	SEE STMT-SUPERVISED LT	P		
c	SEE STMT-UNSUPERVISED ST	P		
d	SEE STMT-UNSUPERVISED LT	P		
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	301,815		212,219	89,596
b	1,605,150		1,340,356	264,794
c	111,020		107,181	3,839
d	2,073,660		1,829,241	244,419
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				89,596
b				264,794
c				3,839
d				244,419
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	611,795
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))
2015	1,184,812	11,616,572	0 101993
2014	1,010,048	11,755,366	0 085922
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

2	**Total** of line 1, column (d)	2	0 4735
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 0947
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	10,883,264
5	Multiply line 4 by line 3	5	1,030,645
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,650
7	Add lines 5 and 6	7	1,038,295
8	Enter qualifying distributions from Part XII, line 4 , ...	8	739,394

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**	15,301
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**	15,301
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**	15,301
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	**6a**	9,600		
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**	9,600
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**	5,701
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			**10**	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶	**Refunded** ▶		**11**	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 2016 or the taxable year beginning in 2016 (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)

			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**		**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 ▶1730 PENNSYLVANIA AVE NW 275 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 2016, 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 2016?.	**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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?. ☐ **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 2016 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 2016).*	**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 2016?	**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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation (**If not paid, enter -0-**)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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	Title, and average hours per week **(b)** 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
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	10,428,382
b	Average of monthly cash balances.			1b	620,226
c	Fair market value of all other assets (see instructions).			1c	391
d	**Total** (add lines 1a, b, and c).			1d	11,048,999
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	11,048,999
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	165,735
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	10,883,264
6	**Minimum investment return.** Enter 5% of line 5.			6	544,163

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	544,163
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	15,301		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	15,301
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	528,862
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	528,862
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	528,862

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	739,394
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	739,394
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	739,394

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 2015	**(c)** 2015	**(d)** 2016
1 Distributable amount for 2016 from Part XI, line 7					528,862
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 2014 , 2013 , 2012			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.	806,328				
b From 2012.	397,139				
c From 2013.	150,833				
d From 2014.	435,849				
e From 2015.	622,473				
f **Total** of lines 3a through e.		2,412,622			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 739,394					
a Applied to 2015, 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 2016 distributable amount.					528,862
e Remaining amount distributed out of corpus		210,532			
5 Excess distributions carryover applied to 2016					
(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		2,623,154			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					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 2011 not applied on line 5 or line 7 (see instructions) . . .		806,328			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		1,816,826			
10 Analysis of line 9					
a Excess from 2012. . . .	397,139				
b Excess from 2013. . . .	150,833				
c Excess from 2014. . . .	435,849				
d Excess from 2015. . . .	622,473				
e Excess from 2016. . . .	210,532				

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 2016, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			**(e) Total**
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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	497,500
Total . . . . ▶ **3a**				497,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
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	12	
4 Dividends and interest from securities. . . .			14	211,917	
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	611,795	
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). .				823,724	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 823,724

(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

Signature of officer or trustee	Date	Title	May the IRS discuss this return with the preparer shown below (see instr)?
******	2017-04-27	******	☑ **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 ▶ OLER TOOTSEY & ASSOCIATES CPAS LLC

Firm's EIN ▶

Firm's address ▶ 555 QUINCE ORCHARD ROAD SUITE 530
GAITHERSBURG, MD 20878

Phone no (301) 320-0100

Form 990PF Part VIII Line 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
MARTHA A TOLL 1730 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20006	EXECUTIVE DIRECTOR 40 0	107,688	0	0
EVE WILDRICK 1730 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20006	PRESIDENT 5 0	0	0	0
JOANNE SNIDER 1730 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20006	VICE PRESIDENT 2 0	0	0	0
LISA SIEGEL 1730 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20006	SECRETARY 2 0	0	0	0
PHINEAS HIRSCH 1730 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20006	TREASURER 2 0	0	0	0
ALEXANDRA HIRSCH 1730 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20006	DIRECTOR 2 0	0	0	0
NINA MORRISON 1730 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20006	DIRECTOR 2 0	0	0	0

TY 2016 Accounting Fees Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX PREP	11,367	5,000		6,367

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

TY 2016 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	763	M5		123			
DELL OPTIPLEX 7010	2013-05-20	1,194	850	M5		138			

TY 2016 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)	6,881,798	6,881,798

TY 2016 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	3,690,380	3,690,380

TY 2016 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	886	185	
DELL OPTIPLEX 7010	1,194	988	206	

TY 2016 Other Assets Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	1,600	0	0

TY 2016 Other Expenses Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	2,325			2,325
PROFESSIONAL DEVELOPMENT	3,133			3,133
OFFICE EXPS	5,125			5,125
INSURANCE	2,011			2,011
WEBSITE EXPS	343			343
OTHER EXPENSES	2,373			2,373
FOREIGN DIVIDENDS FEES	144	144		
MOVING EXPS	815			815

TY 2016 Other Increases Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	434,691

TY 2016 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	41,307	41,307		
PAUL COMSTOCK-INVEST ADVISOR	10,416	10,416		
CONSULTING	750	750		

TY 2016 Substantial Contributors Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Name	Address
OAK FOUNDATION	1216 COINTRIN GENEVA SZ

TY 2016 Taxes Schedule

Name: THE BUTLER FAMILY FUND

EIN: 52-1786778

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL	11,867			11,867
FOREIGN	1,073	1,073		
EXCISE	5,245			

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

2016

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	**Employer identification number**
THE BUTLER FAMILY FUND	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	$ 75,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
THE BUTLER FAMILY FUND

Employer identification number
52-1786778

Part II Noncash Property

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

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

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

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

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

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

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

Name of organization
THE BUTLER FAMILY FUND

Employer identification number
52-1786778

Part III *Exclusively* religious, charitable, etc., 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

Butler Family Fund
Grants 2016

Org	DonationAmount	DonationNotes	Address	City	St	Zip
A New Way of Life	$20,000 00	for the Family Reunification Advocacy Project	PO Box 875288	Los Angeles	CA	90087-
Brennan Center for Justice	$20,000.00	for the Law Enforcement Leaders to Reduce Crime and Incarceration	120 Broadway Suite 1750	New York	NY	10271-
Brooklyn Public Library	$500.00	for the TeleStory Prject	10 Grand Army Plaza	Brooklyn	NY	11238-
Campaign for the Fair Sentencing of Youth	$15,000 00	for general support	1919 F Street NW Suite 303	Washington	DC	20004-
Center on Budget and Policy Priorities	$20,000 00	for the DC Fiscal Policy Institute and its anti-poverty reasearch, budget and policy work.	820 First Street, NE Suite 610	Washington	DC	20036-
Corporation for Supportive Housing	$20,000 00	For efforts to bring together criminal justice and housing partners to end the cycle of homelessness and incarceration for extremely vulnerable people in Los Angeles	50 Broadway 17th Floor	New York	NY	10004
Corporation for Supportive Housing	$22,500 00	for the Springboard to Self Sufficiency Project	50 Broadway 17th Floor	New York	NY	10004-
D.C Central Kitchen	$15,000 00	for advocacy around targeting DC's new workforce development services to those most in need	425 Second Street, NW	Washington	DC	20001-
Essie Justice Group	$20,000.00	for a research report on the effect of mass incarceration on women with incarcerated loved ones	300 Frank Ogawa Plaza Suite 420	Oakland	CA	94612-
Facing History and Ourselves National Foundation	$2,500 00	for general operating support	16 Hurd Road	Brookline	MA	02445-
Florida International University	$20,000 00	for work to end the death penalty in Florida	FIU College of Lay 11200 S.W. 8th Street, RDB building	Miami	FL	33139-
Florida International University	$5,000 00	for Florida Center for Capital Representation, for flexible funding for death penalty and juvenile justice work in Florida	FIU College of Lay 11200 S.W 8th Street, RDB building	Miami	FL	33139-
Harvard College	$25,000.00	For Matt Desmond and his work on Evicted	1033 Massachusetts Avenue	Cambridge	MA	02138-3846
Housing + Solutions, Inc.	$20,000.00	for the Women's Community Justice Project	4 West 43rd Street Suite 316	New York	NY	10036-7408
Juvenile Law Center	$30,000 00	to address resentencing needs for individuals serving juvenile life without parole following the Supreme Court decision in Montgomery v. Louisiana.	1315 Walnut Street 4th Floor	Philadelphia	PA	19107-
Living Yoga	$2,500 00	for operating costs related to programs serving incarcerated youths, foster youth and people transitioning from incarceration to the street	5100 SW Macadam Avenue #360	Portland	OR	97239-
Miriam's Kitchen	$10,000 00	for the advocacy program	2401 Virginia Avenue, NW	Washington	DC	20037-2637

Butler Family Fund
Grants 2016

National Law Center on Homelessness and Poverty	$20,000 00	to support the Data-Driven Justice Initiative	1411 K Street, NW Suite 1400	Washington	DC	20005-
New City Initiative	$20,000 00	*to form a partnership with A Social Ignition* for an employment program for people exiting incarceration	1435 NE 81st Avenue Suite 100	Portland	OR	97213-
Reprieve US	$15,000 00	for the Stop Lethal Injections Project	PO Box 3627	New York	NY	10163-
Sargent Shriver National Center on Poverty Law	$20,000.00	for advocacy around implementing key guidance to prevent race discrimination in housing	50 E. Washington Street Suite 500	Chicago	IL	60602-
Southern Poverty Law Center	*$1,500.00*	*for general operating support*	*400 Washington Avenue*	*Montgomery*	*AL*	36104-
Summer Camp	$500.00	for general support	8 Church Street	Bridgton	ME	04009-
Texas Appleseed	$15,000.00	for the Raise the Age campaign	1609 Shoal Creek Suite 201	Austin	TX	78701-
Texas Criminal Justice Coalition	$15,000.00	for the Raise the Age campaign	510 South Congress Avenue, #206	Austin	TX	78704-
Texas Defender Service	$30,000.00	for Atlantic Center for Capital Representation general support	1315 Walnut Street Suite 1331	Philadelphia	PA	19107-
The Bronx Defenders	$20,000.00	*for racial justice work and efforts to end the* death penalty	360 East 161st St Bronx	New York	NY	10451-
The Bronx Defenders	$2,500.00	for the Freedom Fund	360 East 161st St Bronx	New York	NY	10451-
Third Sector New England	$25,000.00	For A Way Home America	89 South Street	Boston	MA	02111-
Tides Center	$20,000.00	For Californians for Safety and Justice; To help ensure Proposition 47's savings are re-*allocated from corrections spending to* prevention at the community level, including investing in housing.	1970 Broadway Street Suite 260	Oakland	CA	94612-
Urban Institute	*$5,000 00*	To evaluate the US Interagency Council on Homelessness, including its contributions to evidence based practice and its impact on *local efforts to end homelessness.*	*2100 M Street, NW*	*Washington*	*DC*	20037-
Washington Legal Clinic for the Homeless	$20,000 00	for Fair Budget Coalition and advocacy around affordable housing and homelessness	1419 V St, NW	Washington	DC	20009-
TOTAL	$497,500.00					

HARRIS ASSOCIATES
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 MJM/BLH DSFIXE
From 12-31-15 Through 12-31-16

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
COMMON STOCKS								
02-07-14	12-15-16	600 00	Aflac	37,218.76		41,995 36		4,776 60
05-20-14	12-15-16	400 00	Aflac	24,515 60		27,996.91		3,481 31
				61,734 36	0.00	69,992.27	0.00	8,257.91
08-13-14	04-13-16	200.00	Calpine	4,359 67		2,984 49		-1,375.18
08-13-14	04-13-16	300 00	Calpine	6,530.50		4,476 73		-2,053 77
08-13-14	04-13-16	1,900.00	Calpine	41,327 40		28,352.61		-12,974.79
03-05-14	04-13-16	200 00	Calpine	3,891.22		2,984 48		-906.74
03-05-14	04-13-16	700 00	Calpine	13,619.28		10,418 12		-3,201.16
03-05-14	04-13-16	8,000.00	Calpine	155,572 28		119,064.20		-36,508.08
03-05-14	04-13-16	2,700.00	Calpine	52,505 64		40,237 75		-12,267.89
				277,805.99	0 00	208,518 38	0.00	-69,287.61
05-13-16	11-18-16	3,700 00	E*TRADE	92,219 36		126,389 24	34,169 88	
05-13-16	12-16-16	3,700.00	E*TRADE	92,219 36		128,326.52	36,107 16	
				184,438.72	0 00	254,715.76	70,277.04	0.00
03-19-09	04-12-16	2,500 00	Illinois Tool Works	72,508.87		261,640 29		189,131.42
02-01-05	11-18-16	2,000.00	JPMorgan Chase	74,923 18		155,714.60		80,791.42
01-27-15	06-24-16	1,800.00	Medtronic	137,179 11		149,965.60		12,786.49
06-27-03	08-10-16	2,500 00	Nestle ADR	52,065 70		199,352 15		147,286.45
04-12-16	12-15-16	700 00	Oshkosh	27,780 20		47,099 04	19,318 84	
02-28-14	02-12-16	2,700 00	Rowan	90,293 14		31,769 60		-58,523.54
02-28-14	02-12-16	1,800.00	Rowan	59,471.83		21,179 74		-38,292.09
02-28-14	02-12-16	900.00	Rowan	29,735.91		10,439.54		-19,296.37
02-28-14	02-12-16	900.00	Rowan	29,552.50		10,439 54		-19,112.96
02-28-14	02-12-16	1,000.00	Rowan	32,745 00		11,599 49		-21,145.51
05-20-14	02-12-16	1,200 00	Rowan	35,480.88		13,919.39		-21,561.49
10-02-14	02-12-16	5,000.00	Rowan	122,238.00		57,997 48		-64,240.52
10-02-14	02-12-16	500.00	Rowan	12,197.50		5,799 75		-6,397.75
				411,714.76	0 00	163,144.53	0 00	-248,570.23
08-16-12	12-15-16	1,000.00	Texas Instruments	30,317.14		72,720.91		42,403.77
03-04-14	04-12-16	500 00	Unilever (GB shs) ADR	20,633 20		23,110 85		2,477.65
03-04-13	04-12-16	500 00	Unilever (GB shs) ADR	20,182.00		23,110.84		2,928.84
02-28-13	04-12-16	500 00	Unilever (GB shs) ADR	19,857 35		23,110 85		3,253.50
04-07-10	04-12-16	1,500 00	Unilever (GB shs) ADR	44,970 75		69,332.53		24,361.78
04-07-10	08-10-16	3,000 00	Unilever (GB shs) ADR	89,941.50		139,077 26		49,135.76

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HARRIS ASSOCIATES

REALIZED GAINS AND LOSSES

BUTLER FAMILY FUND, INC

PF 0501-400022 MJM/BLH DSFIXE

From 12-31-15 Through 12-31-16

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-21-10	08-10-16	1,000.00	Unilever (GB shs) ADR	26,522.00		46,359 09		19,837 09
				222,106 80	0.00	324,101.42	0 00	101,994.62
				1,552,574 82	0.00	1,906,964 95	89,595 88	264,794.25
TOTAL GAINS							89,595 88	582,652 09
TOTAL LOSSES							0.00	-317,857 84
				1,552,574.82	**0.00**	**1,906,964.95**	**89,595.88**	**264,794.25**

TOTAL SUPERVISED REALIZED GAIN/LOSS 354,390.13

NO CAPITAL GAINS DISTRIBUTIONS

			ST	212,218.92		301,814.80	89,595.88	
			LT	1,340,355.90		1,605,150.15		264,794.25

Unsupervised Assets

UNSUP FIXED INCOME OPEN END MUTUAL FUNDS

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
09-16-16	11-16-16	743 870	Franklin Cvt Security Fund	13,828.55		13,568 19	-260 36	
09-16-15	11-16-16	750 669	Franklin Cvt Security Fund	13,504 53		13,692 20		187.67
06-16-16	11-16-16	427.344	Franklin Cvt Security Fund	7,559 71		7,794.75	235 04	
12-16-15	11-16-16	2,054.179	Franklin Cvt Security Fund	35,393.50		37,468 22	2,074 72	
12-16-15	11-16-16	1,163 293	Franklin Cvt Security Fund	20,043 53		21,218 46	1,174.93	
03-16-16	11-16-16	543.549	Franklin Cvt Security Fund	9,185 97		9,914 33	728 36	
02-28-13	11-16-16	97,646 616	Franklin Cvt Security Fund	1,546,722.40		1,781,074 29		234,351 89
				1,646,238 19	0 00	1,884,730.44	3,952 69	234,539.56
08-01-16	12-01-16	97.496	Vanguard Fxd Inc Secs St Inv Grade Ad	1,052 96		1,037.22	-15 74	
09-01-16	12-01-16	95.171	Vanguard Fxd Inc Secs St Inv Grade Ad	1,025 94		1,012.49	-13 45	
10-03-16	12-01-16	69.165	Vanguard Fxd Inc Secs St Inv Grade Ad	745 60		735 82	-9 78	
07-01-16	12-01-16	101 710	Vanguard Fxd Inc Secs St Inv Grade Ad	1,095.42		1,082 05	-13 37	
11-01-16	12-01-16	86 391	Vanguard Fxd Inc Secs St Inv Grade Ad	929.57		919 08	-10.49	
05-02-16	12-01-16	94 427	Vanguard Fxd Inc Secs St Inv Grade Ad	1,012.26		1,004 57	-7 69	
06-01-16	12-01-16	106 986	Vanguard Fxd Inc Secs St Inv Grade Ad	1,144 75		1,138.18	-6 57	
04-01-16	12-01-16	101.609	Vanguard Fxd Inc Secs St Inv Grade Ad	1,086 20		1,080.98	-5 22	
12-01-16	12-01-16	91.693	Vanguard Fxd Inc Secs St Inv Grade Ad	976 53		975 49	-1 04	
12-01-15	12-01-16	106 943	Vanguard Fxd Inc Secs St Inv Grade Ad	1,135.73		1,137 73	2 00	
02-01-16	12-01-16	95 067	Vanguard Fxd Inc Secs St Inv Grade Ad	1,007.71		1,011 38	3.67	

HARRIS ASSOCIATES

REALIZED GAINS AND LOSSES

BUTLER FAMILY FUND, INC

PF 0501-400022 MJM/BLH DSFIXE

From 12-31-15 Through 12-31-16

Accounting Method: Highest Cost

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-01-16	12-01-16	91 695	Vanguard Fxd Inc Secs St Inv Grade Ad	971 97		975.51	3 54	
12-28-15	12-01-16	10 343	Vanguard Fxd Inc Secs St Inv Grade Ad	109.33		110 04	0.71	
01-04-16	12-01-16	103 288	Vanguard Fxd Inc Secs St Inv Grade Ad	1,090.72		1,098 84	8.12	
05-29-09	12-01-16	16,793.129	Vanguard Fxd Inc Secs St Inv Grade Ad	170,623 26		178,655.62		8,032 36
				184,007 95	0 00	191,975.00	-65 31	8,032.36
07-01-16	12-01-16	49 371	Vanguard Fxd Inc Secs St Fed Fd Admr	536 17		529.13	-7 04	
08-01-16	12-01-16	50 265	Vanguard Fxd Inc Secs St Fed Fd Admr	545.37		538 72	-6 65	
10-03-16	12-01-16	43.214	Vanguard Fxd Inc Secs St Fed Fd Admr	468 44		463 15	-5.29	
04-01-16	12-01-16	47.205	Vanguard Fxd Inc Secs St Fed Fd Admr	510 76		505 92	-4.84	
09-01-16	12-01-16	49 897	Vanguard Fxd Inc Secs St Fed Fd Admr	539 89		534 77	-5.12	
11-01-16	12-01-16	47 418	Vanguard Fxd Inc Secs St Fed Fd Admr	513 06		508 20	-4.86	
05-02-16	12-01-16	44 784	Vanguard Fxd Inc Secs St Fed Fd Admr	484.11		479.97	-4 14	
03-01-16	12-01-16	38.274	Vanguard Fxd Inc Secs St Fed Fd Admr	413 36		410.20	-3.16	
02-01-16	12-01-16	40.832	Vanguard Fxd Inc Secs St Fed Fd Admr	440 58		437.62	-2.96	
06-01-16	12-01-16	47 930	Vanguard Fxd Inc Secs St Fed Fd Admr	517 16		513 69	-3 47	
12-01-15	12-01-16	47 750	Vanguard Fxd Inc Secs St Fed Fd Admr	513 79		511 76	-2 03	
12-01-16	12-01-16	45 416	Vanguard Fxd Inc Secs St Fed Fd Admr	487.31		486.75	-0 56	
12-28-15	12-01-16	87 678	Vanguard Fxd Inc Secs St Fed Fd Admr	939.03		939 69	0 66	
12-28-15	12-01-16	39 455	Vanguard Fxd Inc Secs St Fed Fd Admr	422.56		422.86	0 30	
01-04-16	12-01-16	42.380	Vanguard Fxd Inc Secs St Fed Fd Admr	453 89		454 21	0.32	
06-25-08	12-01-16	9,352 758	Vanguard Fxd Inc Secs St Fed Fd Admr	98,391 01		100,238 36		1,847.35
				106,176 49	0 00	107,975.00	-48 84	1,847.35
				1,936,422 64	0.00	2,184,680 44	3,838 54	244,419 26

HARRIS ASSOCIATES
REALIZED GAINS AND LOSSES
BUTLER FAMILY FUND, INC
PF 0501-400022 MJM/BLH DSFIXE
From 12-31-15 Through 12-31-16

Accounting Method: Highest Cost

							Gain Or Loss	
Open Date	**Close Date**	**Quantity**	**Security**	**Cost Basis**	**Amort. or Accretion**	**Proceeds**	**Short Term**	**Long Term**
TOTAL GAINS							4,232 37	244,419.26
TOTAL LOSSES							-393.83	0 00
				1,936,422.64	**0.00**	**2,184,680.44**	**3,838.54**	**244,419.26**
TOTAL UNSUPERVISED REALIZED GAIN/LOSS			248,257 80					
GRAND TOTAL GAIN/LOSS			248,257 80					
			ST	107,181.44		111,019.97	3838.54	
			LT	1,829,241.20		2,073,660.41		244,419.26