AMENDED

Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052 | **2009**

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [X] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: H. E. BUTT FOUNDATION

A Employer identification number: 74-1239819

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 290670 | Room/suite

B Telephone number (see page 10 of the instructions): (830) 792-1246

City or town, state, and ZIP code: KERRVILLE, TX 78029-0670

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 89,685,610.

J Accounting method: [ ] Cash [X] 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 page 11 of the 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)	7,490,710.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	188,332.	188,332.	188,332.	
	4 Dividends and interest from securities	2,066,884.	2,066,884.	2,066,884.	
	5a Gross rents	3,722.	3,722.	3,722.	
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,869,269.			
	b Gross sales price for all assets on line 6a 3,503,750.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain			141,470.	
	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)	61,288.	2,338.	61,288.	ATCH 1
	12 **Total** Add lines 1 through 11	7,941,667.	2,261,276.	2,461,696.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	222,381.	13,517.	13,517.	208,864.
	14 Other employee salaries and wages	2,586,169.	2,592.	2,592.	2,583,577.
	15 Pension plans, employee benefits	325,261.	1,865.	1,865.	323,396.
	16a Legal fees (attach schedule) ATCH 2	17,312.	0.	0.	17,312.
	b Accounting fees (attach schedule) ATCH 3	12,000.	2,400.	2,400.	9,600.
	c Other professional fees (attach schedule) *	73,647.	73,647.	73,647.	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	232,136.	1,232.	1,232.	230,904.
	19 Depreciation (attach schedule) and depletion	801,087.			
	20 Occupancy				
	21 Travel, conferences, and meetings	410,940.		58,950.	351,990.
	22 Printing and publications	28,829.			28,829.
	23 Other expenses (attach schedule) ATCH 6	1,859,882.	19,462.	19,462.	1,840,420.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,569,644.	114,715.	173,665.	5,594,892.
	25 Contributions, gifts, grants paid	493,916.			493,916.
	26 Total expenses and disbursements Add lines 24 and 25	7,063,560.	114,715.	173,665.	6,088,808.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	878,107.			
	b **Net investment income** (if negative, enter -0-)		2,146,561.		
	c **Adjusted net income** (if negative, enter -0-)			2,288,031.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	127,265.	123,793.	123,793.
2	Savings and temporary cash investments	21,514,928.	18,835,329.	18,835,329.
3	Accounts receivable ▶ 876,468.			
	Less allowance for doubtful accounts ▶	866,015.	876,468.	876,468.
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 page 16 of the 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	34,948.	44,075.	44,075.
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 7	33,794,529.	34,371,566.	29,020,869.
c	Investments - corporate bonds (attach schedule) ATCH 8	12,048,748.	18,303,004.	19,289,594.
11	Investments - land buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 9	3,608,264.	824,107.	2,800,708.
14	Land, buildings, and equipment basis ▶ 16,994,053.			
	Less accumulated depreciation (attach schedule) ▶ 9,795,267.	7,712,424.	7,198,786.	18,694,774.
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	79,707,121.	80,577,128.	89,685,610.
17	Accounts payable and accrued expenses	118,458.	125,958.	
18	Grants payable			
19	Deferred revenue	15,600.	0.	
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)	134,058.	125,958.	
	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	79,573,063.	80,451,170.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		0.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	79,573,063.	80,451,170.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	79,707,121.	80,577,128.	

(Side labels: Assets — lines 1–16; Liabilities — lines 17–23; Net Assets or Fund Balances — lines 24–31)

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	79,573,063.
2	Enter amount from Part I, line 27a	2	878,107.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	80,451,170.
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	80,451,170.

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	SEE PART IV SCHEDULE			
b				
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				

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				

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	-1,869,269.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	141,470.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	6,328,076.	58,675,322.	0.107849
2007	4,988,319.	41,081,216.	0.121426
2006	4,448,541.	34,687,355.	0.128247
2005	4,697,097.	31,811,893.	0.147652
2004	5,088,111.	27,777,132.	0.183176

2 **Total** of line 1, column (d)	2	0.688350
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	0.137670
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	59,324,485.
5 Multiply line 4 by line 3	5	8,167,202.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,466.
7 Add lines 5 and 6	7	8,188,668.
8 Enter qualifying distributions from Part XII, line 4	8	6,376,956.

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 on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling 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	42,931.
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	42,931.
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 ✓ 48,769.00	42,931.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 49,398.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d O.R. OVERPAYMENT -627.	7	48,771.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	2.
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	5,838.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 0. **Refunded** ▶	11	5,838.

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 page 19 of the instructions for 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 ▶ $ ______ (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		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?	4b		X
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 page 19 of the 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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.HEBUTTFOUNDATION.ORG

14 The books are in care of ▶ F. DWIGHT LACY Telephone no ▶ 830-896-2505

Located at ▶ 719 EARL GARRETT STREET KERRVILLE, TX ZIP + 4 ▶ 78028

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 |

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.

			Line	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 page 20 of the instructions)?		1b		X
	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 page 20 of the 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 ▶ ____, ____, ____, ____				
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 2009 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 2009.)*		3b		X
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 2009?		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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) [ ] Yes [X] 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 [X] 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 page 22 of the instructions)? **5b** X

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 [X] 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**

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 [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X

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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		222,381.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions) If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		492,320.	0.	0.

Total number of other employees paid over $50,000 ▶ 10

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 12		239,610.

Total number of others receiving over $50,000 for professional services . . . . . ▶ NONE

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 SEE STATEMENT 15	1,342,527.
2 SEE STATEMENT 15	2,791,852.
3 SEE STATEMENT 15	383,944.
4 SEE STATEMENT 15	1,663,557.

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	44,198,691.
b	Average of monthly cash balances	1b	16,029,213.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	60,227,904.
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	60,227,904.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	903,419.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	59,324,485.
6	**Minimum investment return.** Enter 5% of line 5	6	2,966,224.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5 2a		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see page 25 of the 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	6,088,808.
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	288,148.
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	6,376,956.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,376,956.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			0.	
b	Total for prior years 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009				
a	From 2004				
b	From 2005				
c	From 2006				
d	From 2007				
e	From 2008				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2009 from Part XII, line 4 $				
a	Applied to 2008, but not more than line 2a			0.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2009 *(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				
b	Prior years' undistributed income Subtract line 4b from line 2b				
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 page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008				
e	Excess from 2009				

Form **990-PF** (2009)

Part XIV Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling

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

	Tax year (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	2,288,031.	2,248,636.	1,718,197.	1,395,355.	7,650,219.
b 85% of line 2a	1,944,826.	1,911,341.	1,460,467.	1,186,052.	6,502,686
c Qualifying distributions from Part XII, line 4 for each year listed	6,376,956.	6,328,076.	4,988,319.	4,448,541.	22,141,892.
d Amounts included in line 2c not used directly for active conduct of exempt activities	140,100.	186,961.	36,550.	53,500.	417,111.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	6,236,856.	6,141,115.	4,951,769.	4,395,041.	21,724,781.
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)					0.
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	1,977,483.	1,955,844.	1,369,374.	1,156,245.	6,458,946.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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 page 28 of the 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))

HOWARD E. BUTT, JR.

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 [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 13				
Total . . . . ▶ **3a**				493,916.
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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a REGISTRATION INCOME					58,950.
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	188,332.	
4 Dividends and interest from securities			14	2,066,884.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	3,722.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,338.	
8 Gain or (loss) from sales of assets other than inventory			18	-1,869,269.	
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)				392,007.	58,950.

13 Total Add line 12, columns (b), (d), and (e) . . . . 13 450,957.

(See worksheet in line 13 instructions on page 28 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 page 29 of the instructions)
1A	A FORUM-STYLE EVENT HOSTED FOR CHRISTIAN BUSINESS LEADERS
	FROM ACROSS THE WORLD TO COME TOGETHER IN AN ATMOSPHERE
	CONDUCIVE TO THE ENCOURAGEMENT AND PROMOTION OF DISCUSSING
	AND LIVING FAITH IN THE WORKPLACE.

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		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

Sign Here

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

J. Dwight Lacy — Signature of officer or trustee | 11-14-2013 — Date | SENIOR V.P. — Title

Paid Preparer's Use Only

Preparer's signature: Stewart Goodson, CPA	Date 11/14/13	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00084462
Firm's name (or yours if self-employed), address, and ZIP code: ERNST & YOUNG U.S. LLP, P.O. BOX 2938, SAN ANTONIO, TX 78299-2938			EIN ▶ 34-6565596; Phone no 210-228-9696

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.**

OMB No 1545-0047

2009

Name of the organization
H. E. BUTT FOUNDATION

Employer identification number
74-1239819

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization H. E. BUTT FOUNDATION

Employer identification number 74-1239819

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	H. E. BUTT GROCERY COMPANY P.O. BOX 839999 SAN ANTONIO, TX 78283	$ 3,700,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	H. E. BUTT GROCERY COMPANY P.O. BOX 839999 SAN ANTONIO, TX 78283	$ 699,258.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	MR. AND MRS. HOWARD E. BUTT, JR. P.O. BOX 290670 KERRVILLE, TX 78029	$ 2,800,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	MR. AND MRS. STEPHEN W. BUTT P.O. BOX 839999 SAN ANTONIO, TX 78283	$ 75,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	MR. AND MRS. HOWARD E. BUTT, III P.O. BOX 839999 SAN ANTONIO, TX 78283	$ 75,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	MR. AND MRS. DAVID ROGERS P.O. BOX 290670 KERRVILLE, TX 78029	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization H. E. BUTT FOUNDATION

Employer identification number 74-1239819

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	LAITY RENEWAL FOUNDATION P.O. BOX 290670 KERRVILLE, TX 78029	$ 74,352.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
8	MR. C. WILLIAM POLLARD 207 S. REBER STREET, #100 WHEATON, IL 60187	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization H. E. BUTT FOUNDATION

Employer identification number 74-1239819

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	EMPLOYEE HEALTH INS., FOOD, GROCERIES, & SUPPLIES FOR USE IN SUPPORTING THE PROGRAMS OF A CHRISTIAN RETREAT CENTER, SUMMER YOUTH CAMP, & FREE CAMP PROGRAM.	$ 699,258.	VARIOUS

(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
		$	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INVESTMENT SETTLEMENT	2,338.	2,338.	2,338.
REGISTRATION INCOME	58,950.		58,950.
TOTALS	61,288.	2,338.	61,288.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COX SMITH MATTHEWS LEGAL FEES	9,005.			9,005.
DWAINE MACHANN LEGAL FEES	88.			88.
K&L/GATES LEGAL FEES	8,219.			8,219.
TOTALS	17,312.	0.	0.	17,312.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG LLP - AUDIT SVCS	12,000.	2,400.	2,400.	9,600.
TOTALS	12,000.	2,400.	2,400.	9,600.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ASSET STRATEGY CONSULTING	30,000.	30,000.	30,000.
FROST BANK INVESTMENT FEES	21,489.	21,489.	21,489.
ING GROWTH EQUITY INVEST. FEES	22,158.	22,158.	22,158.
TOTALS	73,647.	73,647.	73,647.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	181,945.	1,232.	1,232.	180,713.
PROPERTY TAXES	49,191.			49,191.
EXCISE TAXES	1,000.			1,000.
TOTALS	232,136.	1,232.	1,232.	230,904.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONSULTANTS	295,114.			295,114.
DUES & SUBSCRIPTIONS	16,144.			16,144.
CAMP & OFFICE REPAIRS/MAINT.	327,626.			327,626.
CAMP & OFFICE SUPPLIES	96,960.			96,960.
GENERAL INSURANCE	155,088.			155,088.
TELEPHONE & UTILITIES	151,909.			151,909.
MISCELLANEOUS	15,526.			15,526.
FACILITIES/SUPPORT REIMB.	-804,712.			-804,712.
PROMOTION OF LAY RENEWAL	90,664.			90,664.
WEBSITE MAINTENANCE	19,492.			19,492.
POSTAGE AND SHIPPING	10,079.			10,079.
AIRTIME - RADIO	1,280,855.			1,280,855.
COMPUTER/IT EXPENSE	67,651.			67,651.
WRITERS/EDITORS/SPEAKERS	19,012.			19,012.
MEDIA RESTORATION	22,173.			22,173.
GROUP SUPPORT	7,635.			7,635.
STAFF RECRUITING/HIRING	27,213.			27,213.
RADIO PRODUCTION	10,741.			10,741.
HONORARIUMS	31,250.			31,250.
OTHER DEDUCTIONS - PINE GROVE	19,462.	19,462.	19,462.	
TOTALS	1,859,882.	19,462.	19,462.	1,840,420.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KEELEY SMALL CAP VALUE FUND	4,161,988.	2,876,720.
VANGAURD WINDSOR II	4,998,289.	4,345,801.
T. ROWE PRICE GROWTH STOCK FUN	3,661,079.	3,133,446.
AELTUS GROWTH EQUITY FUND	0.	0.
MATTHEWS ASAIN GROWTH & INCOME	1,454,170.	1,277,526.
H-E-B PREFERRED STOCK	5,873,555.	5,873,555.
U.S. GLOBAL EASTERN EUROPEAN F	936,755.	553,384.
DODGE & COX INTERNATIONAL STOC	4,133,437.	3,448,822.
ARTIO INTERNATIONAL EQUITY FUN	2,948,612.	2,783,691.
RECEIVABLE ACQUISITION COMPANY	448.	40.
ING GLOBAL REAL ESTATE FUND	1,100,823.	734,856.
ALPINE INTERNATIONAL REAL ESTA	1,078,057.	595,384.
ING GROWTH EQUITY TRUST	4,024,353.	3,397,644.
TOTALS	34,371,566.	29,020,869.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PIMCO TOTAL RETURN FUND	6,488,978.	6,621,168.
WESTERN ASSET CORE PLUS BOND F	6,400,291.	6,300,277.
PIMCO INV. GRADE CORP. BD FUND	3,263,670.	3,652,205.
T. ROWE PRICE HIGH YIELD FUND	2,150,065.	2,715,944.
TOTALS	18,303,004.	19,289,594.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LUTHER KING PRIVATE DISCIPLINE	734,120.	611,870.
COLLINS CAPITAL LOW VOLATILITY	728,062.	743,626.
PINE GROVE INSTITUTIONAL PARTN	-638,075.	1,445,212.
TOTALS	824,107.	2,800,708.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
HOWARD E. BUTT, JR. P.O. BOX 290670 KERRVILLE, TX 78029-0670	PRESIDENT 40.00	0.
BARBARA DAN BUTT P.O. BOX 290670 KERRVILLE, TX 78029-0670	VP/SEC-TREAS 5.00	0.
DEBORAH BUTT ROGERS P.O. BOX 290670 KERRVILLE, TX 78029-0670	VICE PRESIDENT 5.00	0.
DAVID M. ROGERS P.O. BOX 290670 KERRVILLE, TX 78029-0670	VICE PRESIDNET 40.00	87,213.
HOWARD E. BUTT, III P.O. BOX 839986 SAN ANTONIO, TX 78283	TRUSTEE 5.00	0.
STEPHEN W. BUTT P.O. BOX 839986 SAN ANTONIO, TX 78283	TRUSTEE 5.00	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
F. DWIGHT LACY P.O. BOX 290670 KERRVILLE, TX 78029-0670	VP/ ASST. SEC-TREAS 40.00	135,168.
	GRAND TOTALS	222,381.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KEITH S. MIRRER P.O. BOX 290670 KERRVILE, TX 78029	DIR. OF COMMUN. 40.00	93,344.	0.	0.
GLENN L. ECHOLS, JR. P.O. BOX 290670 KERRVILLE, TX 78029	DIR. OF OPER. 40.00	81,381.	0.	0.
STEVEN PURCELL P.O. BOX 290670 KERRVILLE, TX 78029	DIR. OF LL 40.00	90,104.	0.	0.
TERRY TIGNER P.O. BOX 290670 KERRVILLE, TX 78029	DIR. OF LLI 40.00	115,841.	0.	0.
MARK D. ROBERTS P.O. BOX 290670 KERRVILLE, TX 78029	SR. DIR. OF LL 40.00	111,650.	0.	0.
	TOTAL COMPENSATION	492,320.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
PENPOINT ADVERTISING INC. 13750 U.S. 281 NORTH SUITE 600 SAN ANTONIO, TX 78232	RADIO PRODUCTION	53,068.
TRINET INTERNET SOLUTIONS, INC. 108 DISCOVERY IRVINE, CA 92618	WEB DESIGN/CONSULT.	64,183.
TIGNER EXECUTIVE CONSULTING 23 GOLDEN STAR IRVINE, CA 92604	STRATEGIC PLANNING	60,000.
MERIDIAN CONSULTING GROUP 1330 POST OAK BLVD., SUITE 1600 HOUSTON, TX 78028	STRATEGIC PLANNING	62,359.
TOTAL COMPENSATION		239,610.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAITY RENEWAL FOUNDATION PO BOX 290670 KERRVILLE, TX 78029	501(C)(3)	FOOD, GROCERIES, ETC	123,862
LAITY LODGE FOUNDATION PO BOX 290670 KERRVILLE, TX 78029	501(C)(3)	CHRISTIAN RETREAT CENTER FOOD, GROCERIES, ETC	229,954
DIVIDE VOLUNTEER FIRE DEPARTMENT PO BOX 259 MOUNTAIN HOME, TX 78058	501(C)(3)	CHRISTIAN YOUTH CAMP COMMUNITY SAFETY	1,000
REAL COUNTY JUNIOR LIVESTOCK SHOW P O BOX 163 LEAKEY, TX 78873	501(C)(3)	YOUTH EDUCATION	1,000
ST MARY'S SEWANEE P O BOX 188 SEWANEE, TN 37375	501(C)(3)	MENTAL/SPIRITUAL HEALTH	25,000
FRIENDS OF THE FRIO LIBRARY P O BOX 488 LEAKEY, TX 78873	501(C)(3)	COMMUNITY EDUCATION	1,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEAKEY VOLUNTEER FIRE DEPT P O BOX 250 LEAKEY, TX 78873	501(C)(3)	COMMUNITY SAFETY	3,000
FRIO CANYON EMS P O BOX 803 LEAKEY, TX 78873	501(C)(3)	COMMUNITY SAFETY	2,500
CANYON PERFORMING ARTS P O BOX 512 LEAKEY, TX 78873	501(C)(3)	PERFORMING ARTS	500
PATH NORTH 1717 RHODE ISLAND AVENUE, NW SUITE 700 WASHINGTON, DC 20036	501(C)(3)	LAY RENEWAL, LEADERSHIP DEVELOPMENT	100,000
SOUTHWEST TEXAS YOUTH HIGHWAY 83 LEAKEY, TX 78873	501(C)(3)	YOUTH DEVELOPMENT	500
FIRST BAPTIST CHURCH 13248 ROSCOE BLVD SUN VALLEY, CA 91352	501(C)(3)	SPIRITUAL RENEWAL	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRACE COMMUNITY SCHOOL 13248 ROSCOE BLVD SUN VALLEY, CA 91352	501(C)(3)	YOUTH EDUCATION	100
		TOTAL CONTRIBUTIONS PAID	493,916

FEDERAL FOOTNOTES

FORM 990-PF, PART VII-B

DIRECTORS, OFFICERS, AND KEY EMPLOYEES ARE REIMBURSED FOR OUT-OF-POCKET EXPENSES INCURRED ON BEHALF OF THE ORGANIZATION IN THE ORDINARY COURSE OF BUSINESS. GOODS, SERVICES, AND FACILITIES ARE RECEIVED BY DIRECTORS, OFFICERS, AND KEY EMPLOYEES WHILE PARTICIPATING IN PROGRAMS OFFERED BY THE ORGANIZATION TO THE GENERAL PUBLIC AND ARE FUNCTIONALLY RELATED TO THE EXERCISE AND PERFORMANCE BY THE ORGANIZATION OF ITS CHARITABLE PURPOSES.

FEDERAL FOOTNOTES

FORM 990-PF, PART IX-A - SUMMARY OF DIRECT CHARITABLE ACTIVITIES

1. FREE CAMPING FACILITIES ON A 1900-ACRE RANCH PROVIDED FOR OVER 250 NONPROFIT GROUPS WITH OVER 22,000 PEOPLE. YOUTH, ADULTS, ELDERLY, MINORITIES, AND THE HANDICAPPED SHARED FELLOWSHIP AND LEARNING IN THIS BEAUTIFUL SETTING.

2. SUPPORT OF TWO PUBLIC CHARITIES THAT HOST ADULT CHRISTIAN RETREATS, FAMILY CAMP RETREATS, AND CHRISTIAN SUMMER YOUTH CAMPS ON PROPERTY OWNED BY THE FOUNDATION.

3. A FORUM-STYLE EVENT TO BE HOSTED IN EARLY 2009 FOR CHRISTIAN BUSINESS LEADERS FROM ACROSS THE WORLD TO COME TOGETHER IN AN ATMOSPHERE CONDUCIVE TO THE ENCOURAGEMENT AND PROMOTION OF DISCUSSING AND LIVING FAITH IN THE WORKPLACE.

4. PROMOTION OF LAY RENEWAL AS A THERAPEUTIC FORCE IN THE CHURCH AND IN SOCIETY THROUGH INSPIRATIONAL RADIO SPOTS (BROADCAST ON OVER 400 STATIONS) AND A WEBSITE WITH MATERIAL TO ENCOURAGE PEOPLE IN THEIR EVERYDAY WORKING LIVES.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LT SALES THRU VARIOUS INSTRUMENTS					VARIOUS	VARIOUS
3,503,750.		5,373,019.					-1869269.	
TOTAL GAIN(LOSS)							-1869269.	