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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
T B BUTLER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
P O BOX 10000

City or town, state, and ZIP code
TYLER, TX 75711

A Employer identification number
75-2737670

B Telephone number (see page 10 of the instructions)
(903) 596-6336

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 ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)☐\$ 1,007,163

J Accounting method☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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)	1,500			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	23,999	23,999		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	10,335			
	b Gross sales price for all assets on line 6a _____120,405				
	7 Capital gain net income (from Part IV , line 2)		10,335		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	<input type="checkbox"/> -5,502	-5,502		
	12 Total. Add lines 1 through 11	30,332	28,832		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	2,600			
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	<input type="checkbox"/> 5,847	5,847		
	17 Interest	1	1		
	18 Taxes (attach schedule) (see page 14 of the instructions)	<input type="checkbox"/> 783	783		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	<input type="checkbox"/> 490	105		385
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	9,721	6,736		385
	25 Contributions, gifts, grants paid	49,800			49,800
	26 Total expenses and disbursements. Add lines 24 and 25	59,521	6,736		50,185
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-29,189			
	b Net investment income (if negative, enter -0-)		22,096		
	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	3,365	866	866
	2	Savings and temporary cash investments	47,368	74,887	74,887
	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 page 15 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			
	10a	Investments—U S and state government obligations (attach schedule)	144,648	144,648	145,299
	b	Investments—corporate stock (attach schedule)			
	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)	816,603	762,393	786,111
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,011,984	982,794	1,007,163
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	398	398	
	23	Total liabilities (add lines 17 through 22)	398	398	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	1,011,586	982,396	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,011,586	982,396	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,011,984	982,794	

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	1,011,586
2	Enter amount from Part I, line 27a	2	-29,189
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	982,397
5	Decreases not included in line 2 (itemize) ▶ _____	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	982,396

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				
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) <div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>		2	10,335
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>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</div>		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 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))
2010	44,784	982,771	0 04557
2009	40,884	888,009	0 04604
2008	55,326	1,029,567	0 05374
2007	56,634	1,146,245	0 04941
2006	43,085	1,073,529	0 04013
2 Total of line 1, column (d).			2 0 23489
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 04698
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.			4 1,026,797
5 Multiply line 4 by line 3.			5 48,237
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 221
7 Add lines 5 and 6.			7 48,458
8 Enter qualifying distributions from Part XII, line 4.			8 50,185
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 VIExcise 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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	221
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	221
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	221
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	398	
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	398
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	177
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 177	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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 page 19 of the instructions) TX			
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	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of SHERRY CLYDE Telephone no (903) 596-6336 Located at P O BOX 10000 TYLER TX ZIP+4 757110000			
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.			
16	At any time during calendar year 2011, 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?	15		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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 page 20 of the instructions).	2b		No
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?			
b	If "Yes," did it have excess business holdings in 2011 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 2011.).	3b		No
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 2011?	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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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)? Organizations relying on a current notice regarding disaster assistance check here.

YesNo

5b

No

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?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

YesNo

If "Yes" to 6b, file Form 8870.

6b

No

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

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

YesNo

7b

No

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
See Additional Data Table				

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
NONE				

Total

number of other employees paid over \$50,000.

Part VIII

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
NONE		

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.

1	NONE APPLICABLE	0
2		
3		
4		

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

1	
2	
All other program-related investments See page 24 of the instructions	
3	

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	976,501
b	Average of monthly cash balances.	1b	65,932
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	1,042,433
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,042,433
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	15,636
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,026,797
6	Minimum investment return. Enter 5% of line 5.	6	51,340

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 ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	51,340
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	221
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	221
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	51,119
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	51,119
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	51,119

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	50,185
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	50,185
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	221
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	49,964
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only.			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2011			
a	From 2006.			
b	From 2007.			
c	From 2008.			
d	From 2009.			
e	From 2010.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 50,185			
a	Applied to 2010, but not more than line 2a			
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 2011 distributable amount.			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2011 (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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.			
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2007. . . .			
b	Excess from 2008. . . .			
c	Excess from 2009. . . .			
d	Excess from 2010. . . .			
e	Excess from 2011. . . .			

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 2011, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 page 27 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))

See Additional Data Table

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 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

SHERRY CLYDE
P O BOX 10000
TYLER, TX 75711
(903) 596-6336

b

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

Applications are provided as requested Requests may be made in writing or verbally, via mail, telephone or in person Initial applications request the following information Name, address, telephone number, date, amount and purpose of request, purpose and activities of applicant,project description, proposed budget and financial information for the request, PORTION OF ANNUAL BUDGET USED IN organization's fund raising, copy of 501(c)(3) exemption letter from the Internal Revenue Service AND THE ORGANIZATIONS CONTACT PERSON'S NAME SIGNATURE AND TITLE NO ADDITIONAL APPLICANTS ARE REQUIRED AFTER THE INITIAL APPLICATION

c

Any submission deadlines

DEADLINE IS USUALLY IN APRIL

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	49,800
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2011)





Part XVII

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?		Yes	No
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

[illegible]

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				
	*****			2012-09-06	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature  Clark B Stowe		Date	Check if self-employed <input checked="" type="checkbox"/>
Firm's name  SQUYRES JOHNSON SQUYRES & CO LLP			Firm's EIN 		
Firm's address  821 ESE LOOP 323 STE 460 TYLER, TX 757019613			Phone no (903) 597-2021		

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID: 11000144
Software Version: 2011v1.2
EIN: 75-2737670
Name: T B BUTLER FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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
CAROLINE CHANDLER	Director 1 00	0		
P O BOX 10000 tyler,TX 757110000				
ANNA C MALONE	Director/VP 2 00	0		
P O BOX 10000 TYLER,TX 757110000				
ELOISE CLYDE CHANDLER	Director/SEC 1 00	0		
P O BOX 10000 TYLER,TX 757110000				
THOMAS CLYDE	DIRECTOR/PRES 1 00	0		
P O BOX 10000 TYLER,TX 757110000				
LLOYD W WILSON	Director 1 00	0		
P O BOX 10000 TYLER,TX 757110000				
CAROLE E WILSON	Director 1 00	0		
P O BOX 10000 TYLER,TX 757110000				

Form 990PF Part XV Line 1a - 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).

THOMAS CLYDE
LLOYD W WILSON
CAROLE E WILSON

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
TYLER ISD FOUNDATION315 N BROADWAY STE 402 TYLER,TX 75702	NONE	PUB & GOV	GENERAL SUPPORT	500
NINOS DE PROMESA PRESCHOOL 301 W FERGUSON ST TYLER,TX 75702	NONE	N/A	GENERAL SUPPORT	2,000
MADD EAST TEXAS215 WINCHESTER DRIVE STE 100 TYLER,TX 75701	NONE	PUBLIC	GENERAL SUPPORT	100
EAST TEXAS SYMPHONY ORCHESTRA107 E ERWIN TYLER,TX 75702	NONE	PUBLIC	GENERAL SUPPORT	1,000
EAST TEXAS FOOD BANK3201 ROBERTSON ROAD TYLER,TX 75701	NONE	PUBLIC	GENERAL SUPPORT	1,950
CHILDREN'S VILLAGE OF SMITH COUNTY3659 FM 724 TYLER,TX 75704	NONE	PUB & GOV	GENERAL SUPPORT	4,050
GIRL SCOUTS OF NORTHEAST TEXAS9126 US HIGHWAY 271 TYLER,TX 75708	NONE	PUBLIC	OPERATING EXPENSES	1,100
AZLEWAY INC15892 CR 26 TYLER,TX 75707	NONE	PUBLIC	OPERATING EXPENSES	900
JUNIOR LEAGUE OF TYLER1919 S DONNYBROOK TYLER,TX 75701	NONE	PUBLIC	FUND LOCAL PROGRAM- CHILDREN'S EVENTS	200
LINDALE LIBRARY200 e hubbard lindale,TX 75771	NONE	PUBLIC	furniture/teen area	575
LEUKEMIA LYMPHOMA SOCIETY 8111 lbj freeway ste 425 dallas,TX 75251	NONE	PUBLIC	light the night-east texas	1,500
YMCA OF TYLER225 S VINE TYLER,TX 75702	NONE	PUBLIC	GENERAL SUPPORT- CHILDREN'S PROGRAMS	2,600
TYLER CIVIC THEATRE CENTER 400 ROSE PARK DR TYLER,TX 75702	NONE	PUBLIC	YOUTH programs	1,000
CASA FOR KIDS OF EAST TX318 E FIFTH ST TYLER,TX 75701	NONE	PUBLIC	OPERATING BUDGET SUPERVISOR POSITION	2,500
BOYS GIRLS CLUB OF EAST TX504 W 32ND TYLER,TX 75702	NONE	PUBLIC	SUMMER FOOD PROGRAM	3,500
AMERICAN RED CROSS SMITH CO 320 EAST REICK ROAD TYLER,TX 75703	NONE	PUBLIC	FUND LOCAL PROGRAM- LEARN TO SWIM	1,425
UNITED NEGRO COLLEGE FUND 721 MAIN STREET HOUSTON,TX 77002	NONE	PUBLIC	TEXAS COLLEGE SCIENCE PROGRAM	500
LITERACY COUNCIL OF TYLER 1530 S SOUTHWEST LOOP 323 20 TYLER,TX 75701	NONE	PUBLIC	GED PROGRAM	2,500
PARENTS ANONYMOUS OF TYLER 717 W HOUSTON TYLER,TX 75702	NONE	PUBLIC	general support	2,750
JUNIOR ACHIEVEMENT2737 S BROADWAY SUITE 207 TYLER,TX 75701	NONE	PUBLIC	JA BELL elementary school	1,000
FELLOWSHIP OF CHRISTIAN ATHLETES3922 TROUP HIGHWAY TYLER,TX 75703	NONE	PUBLIC	GENERAL BUDGET	600
EAST TEXAS CRISIS CENTER2401 OLD BULLARD RD TYLER,TX 75701	NONE	PUBLIC	CHILDREN'S COUNSELING PROGRAM	3,000
ST PAUL CHILDREN'S FOUNDATION1358 E RICHARDS TYLER,TX 75702	NONE	PUBLIC	GENERAL SUPPORT	2,450
TYLER LIONS YOUTH SPORTSP O BOX 1354 TYLER,TX 75710	NONE	PUBLIC	GENERAL SUPPORT	2,000
SALVATION ARMY OF TYLER633 N BROADWAY TYLER,TX 75702	NONE	PUBLIC	GENERAL SUPPORT	1,200
PATH402 W FRONT ST TYLER,TX 75702	NONE	PUBLIC	kid reach program	1,000
ETMC FOUNDATIONP O BOX 6400 TYLER,TX 75711	NONE	PUBLIC	CHILDREN'S DIABETES CAMP	500
CYSTIC FIBROSIS FOUNDATION 305 S BROADWAY AVE 1000 TYLER,TX 75702	NONE	PUBLIC	GENERAL SUPPORT- GREAT STRIDES	500
CHILDREN'S ADVOCACY CENTER 2210 FRANKSTON HWY TYLER,TX 75701	NONE	PUBLIC	GENERAL SUPPORT	700
CHAMPIONS FOR CHILDREN910 S FLEISHEL AVE TYLER,TX 75701	NONE	PUBLIC	PURCHASE EQUIPMENT	1,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
TYLER DAY NURSERY2901 W GENTRY PARKWAY TYLER,TX 75702	NONE	PUBLIC	OPERATING EXPENSES	3,200
DISCOVERY SCIENCE PLACE308 N BROADWAY TYLER,TX 75702	NONE	PUBLIC	STAFF CONFERENCES	1,500
Total ▶ 3a				49,800

TY 2011 General Explanation Attachment

Name: T B BUTLER FOUNDATION

EIN: 75-2737670

Software ID: 11000144

Software Version: 2011v1.2

Identifier	Return Reference	Explanation
		<p>ATTACHMENT TO FORM 8886, LINE 7B THE FUND PARTICIPATED IN TRANSACTIONS WHERE LOSSES WERE CLAIMED UNDER IRC SECTION 165 THAT MAY EQUAL OR EXCEED THE RELEVANT \$2,000,000 REPORTABLE LOSS THRESHOLD AND TREATED AS ORDINARY PURSUANT TO IRC SECTION 988. HOWEVER, THE FUND CANNOT DETERMINE WITH REASONABLE CERTAINTY WHETHER THE TAX LOSS ON ANY INDIVIDUAL TRANSACTION EQUALS OR EXCEEDS \$2,000,000 OR WHETHER THESE LOSSES HAVE MET ANY OF THE EXCEPTIONS PROVIDED IN REVENUE PROCEDURE 2004-66, AND AS SUCH THE FUND IS REPORTING THESE TRANSACTIONS ON A PROTECTIVE BASIS. IN GENERAL, THE ADJUSTED TAX BASIS OF THE ASSETS OBTAINED BY THE FUND IS DETERMINED BY WAY OF CASH PAID AND MAY HAVE BEEN ADJUSTED BY ONE OR MORE STATUTORY PROVISIONS OF THE IRC AS FOLLOWS: WASH SALE ADJUSTMENTS (IRC SECTION 1091), CONSTRUCTIVE SALES (IRC SECTION 1259), STRADDLE LOSS DEFERRALS (IRC SECTION 1092) OR BY OTHER PROVISIONS OF THE IRC. ---</p> <p>-----IRS NOTICE 2006-16 MODIFIED NOTICE 2002-35 BY PROVIDING A SAFE HARBOR FROM THE DISCLOSURE REQUIREMENTS IMPOSED BY SECTION 1 6011-4 FOR TAXPAYERS THAT HAVE, SOLELY AS A RESULT OF THEIR DIRECT OR INDIRECT INTEREST IN A PASS-THROUGH ENTITY, PARTICIPATED IN A TRANSACTION THAT IS THE SAME AS OR SUBSTANTIALLY SIMILAR TO THE TRANSACTION DESCRIBED IN NOTICE 2002-35. SECTION 3 02 WILL APPLY IF A TAXPAYER RECEIVES ACKNOWLEDGEMENT THAT THE PASS-THROUGH ENTITY HAS OR WILL COMPLY WITH ITS SEPARATE DISCLOSURE OBLIGATION UNDER SECTION 1 6011-4 WITH RESPECT TO A TRANSACTION DESCRIBED IN NOTICE 2002-35, AND IF THE TAXPAYER'S ONLY OBLIGATION UNDER SECTION 1 6011-4 TO FILE A DISCLOSURE STATEMENT WITH RESPECT TO THAT TRANSACTION ARISES FROM THE TAXPAYER'S DIRECT OR INDIRECT INTEREST IN THAT PASS-THROUGH ENTITY. THE ACKNOWLEDGMENT CAN BE A COPY OF THE FORM 8886 FILED (OR TO BE FILED) BY THE PASS-THROUGH ENTITY, AND MUST BE RECEIVED BY THE TAXPAYER PRIOR TO THE TIME SET FORTH IN SECTION 1 6011-R(E) IN WHICH THE TAXPAYER WOULD OTHERWISE BE REQUIRED TO PROVIDE DISCLOSURE. TAXPAYERS MEETING THE REQUIREMENTS OF SECTION 3 02 OF THIS NOTICE WILL NOT BE TREATED AS HAVING PARTICIPATED IN AN UNDISCLOSED LISTED TRANSACTION FOR PURPOSES OF SECTION 1 66654-2(c) (3)(ii). TAXPAYER HOLDS A DIRECT INTEREST IN SERIES DIVERSIFIED-2, THE FRONTIER FUND (THE FUND) AND, AS A RESULT, PARTICIPATED IN A TRANSACTION DESCRIBED IN NOTICE 2002-35. TAXPAYER REQUESTED VERIFICATION OF THE FUND'S COMPLIANCE WITH ITS SEPARATE DISCLOSURE OBLIGATION UNDER SECTION 1 6011-4 WITH RESPECT TO THIS/THESE TRANSACTIONS. AT THIS TIME THE FUND'S 2011 PARTNERSHIP RETURN HAD NOT BEEN FILED AND IT WAS UNKNOWN IF THE FUND WOULD FILE FORM 8886. TAXPAYER, THEREFORE, IS FILING FORM 8886 AS A PROTECTIVE DISCLOSURE.</p>

TY 2011 Investments Government Obligations Schedule

Name: T B BUTLER FOUNDATION

EIN: 75-2737670

Software ID: 11000144

Software Version: 2011v1.2

US Government Securities - End of Year Book Value:	144,648
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US Government Securities - End of Year Fair Market Value:	145,299
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**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Investments - Other Schedule

Name: T B BUTLER FOUNDATION

EIN: 75-2737670

Software ID: 11000144

Software Version: 2011v1.2

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RBTD---MF-Frontier Diversified Srvs 2	FMV	71,232	74,255
RTBD-MF-DODGE & COX #145	FMV	35,000	31,142
RBTD---MF-Pimco Foreign Bond Fund Adm	FMV	53,000	57,544
RBTD---MF-Pimco Total Return Admin 435	FMV	104,297	104,049
RBTD---MF-Pimco High Yield Fund Admin	FMV	42,801	39,953
RBTD---MF-Pioneer Select Mid Cap Growth	FMV	21,984	21,215
RBTD---MF-Oppenheimer Main St Small Cap	FMV	35,733	41,688
RBTD---MF-MFS Value Fund CL A	FMV	128,598	113,532
RBTD-MF-MFS Intl New Discovery Fund CI A	FMV	15,570	19,221
RBTD---MF-Haterras Alpha Hede Strat Fd	FMV	39,000	39,975
RBTD---MF-Goldman Sachs Mid Cap Value Fu	FMV	22,149	20,504
RBTD---MF-Fidelity ContraFund 022	FMV	133,029	177,329
RBTD---MF-AMERICAN EUROPACIFIC GRTH-F2	FMV	60,000	45,704
RBTD---MF-Eaton Vance Large-Cap Value	FMV		

TY 2011 Other Decreases Schedule

Name: T B BUTLER FOUNDATION

EIN: 75-2737670

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
PRIOR YEAR LATE PAYMENT PENALTY	1

TY 2011 Other Expenses Schedule**Name:** T B BUTLER FOUNDATION**EIN:** 75-2737670**Software ID:** 11000144**Software Version:** 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
P O BOX RENTAL	112	56		56
ON-SITE PROMOTION OF CHARITABLE ORG	203			203
OFFICE SUPPLIES & POSTAGE- GRANT LETTERS	77			77
MISCELLANEOUS OFFICE SUPPLIES & EXPENSES	98	49		49

TY 2011 Other Income Schedule**Name:** T B BUTLER FOUNDATION**EIN:** 75-2737670**Software ID:** 11000144**Software Version:** 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-5,502	-5,502	

TY 2011 Other Liabilities Schedule**Name:** T B BUTLER FOUNDATION**EIN:** 75-2737670**Software ID:** 11000144**Software Version:** 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL LIABILITES	398	398

TY 2011 Other Professional Fees Schedule**Name:** T B BUTLER FOUNDATION**EIN:** 75-2737670**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY FEES	5,847	5,847	0	0

TY 2011 Taxes Schedule**Name:** T B BUTLER FOUNDATION**EIN:** 75-2737670**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	199	199		
FOREIGN TAXES	170	170		
2011 EXCISE TAX	398	398		
2010 EXCISE TAX	16	16		