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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

|                                                                                                                                                                                                                                                         |                                                                                                                             |                                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>H. E. BUTT FOUNDATION</b>                                                                                                                                                                                                      |                                                                                                                             | <b>A Employer identification number</b><br>74-1239819                                                                                                                             |
| Number and street (or P O box number if mail is not delivered to street address)<br><br>Room/suite                                                                                                                                                      |                                                                                                                             | <b>B Telephone number (see instructions)</b><br>(830) 792-1246                                                                                                                    |
| City or town, state or province, country, and ZIP or foreign postal code<br><br>KERRVILLE, TX 78029-0670                                                                                                                                                |                                                                                                                             | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                 |
| <b>G Check all that apply</b>                                                                                                                                                                                                                           | <input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change | <b>D</b> 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |                                                                                                                             | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                              |
| <b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 259,504,239.</b>                                                                                                                                             |                                                                                                                             | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                           |
| <b>J Accounting method</b> <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis)                                                    |                                                                                                                             |                                                                                                                                                                                   |

| <b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>1</b> Contributions, gifts, grants, etc. (received (attach schedule) if the foundation is not required to attach Sch. B)                                               |  | 15,216,614.                        |                           |                         |                                                             |
| <b>2</b> Interest on savings and temporary cash investments                                                                                                               |  |                                    |                           |                         |                                                             |
| <b>3</b> Dividends and interest from securities                                                                                                                           |  | 5,993,866.                         | 5,993,866.                | 5,993,866.              |                                                             |
| <b>5a</b> Gross rents                                                                                                                                                     |  |                                    |                           |                         |                                                             |
| <b>b</b> Net rental income or (loss)                                                                                                                                      |  |                                    |                           |                         |                                                             |
| <b>6a</b> Net gain or (loss) from sale of assets not on line 10                                                                                                           |  | -200,081.                          |                           |                         |                                                             |
| <b>b</b> Gross sales price for all assets on line 6a                                                                                                                      |  | 25,699,835.                        |                           |                         |                                                             |
| <b>7</b> Capital gain net income (from Part IV, line 2)                                                                                                                   |  |                                    |                           |                         |                                                             |
| <b>8</b> Net short-term capital gain                                                                                                                                      |  |                                    |                           | 6.                      |                                                             |
| <b>9</b> Income modifications                                                                                                                                             |  |                                    |                           |                         |                                                             |
| <b>10a</b> Gross sales less returns and allowances                                                                                                                        |  |                                    |                           |                         |                                                             |
| <b>b</b> Less Cost of goods sold                                                                                                                                          |  |                                    |                           |                         |                                                             |
| <b>c</b> Gross profit or (loss) (attach schedule)                                                                                                                         |  |                                    |                           |                         |                                                             |
| <b>11</b> Other income (attach schedule) ATCH. 1                                                                                                                          |  | -165,658.                          | -143,613.                 | -143,613.               |                                                             |
| <b>12</b> Total Add lines 1 through 11                                                                                                                                    |  | 20,844,741.                        | 5,850,253.                | 5,850,259.              |                                                             |
| <b>13</b> Compensation of officers, directors, trustees, etc.                                                                                                             |  | 287,034.                           |                           |                         | 287,034.                                                    |
| <b>14</b> Other employee salaries and wages                                                                                                                               |  | 3,986,807.                         |                           |                         | 3,986,807.                                                  |
| <b>15</b> Pension plans, employee benefits                                                                                                                                |  | 172,560.                           |                           |                         | 172,560.                                                    |
| <b>16a</b> Legal fees (attach schedule)                                                                                                                                   |  | 75,953.                            |                           |                         | 75,952.                                                     |
| <b>b</b> Accounting fees (attach schedule) ATCH. 2                                                                                                                        |  | 44,000.                            | 8,800.                    | 8,800.                  | 35,200.                                                     |
| <b>c</b> Other professional fees (attach schedule) *                                                                                                                      |  | 222,467.                           | 222,467.                  | 222,467.                |                                                             |
| <b>17</b> Interest ATCH. 4                                                                                                                                                |  | 25,370.                            | 25,370.                   | 25,370.                 |                                                             |
| <b>18</b> Taxes (attach schedule) (see instructions) ATCH. 5                                                                                                              |  | 304,042.                           | 3,875.                    | 3,875.                  | 300,167.                                                    |
| <b>19</b> Depreciation (attach schedule) and depletion                                                                                                                    |  | 1,384,762.                         |                           |                         |                                                             |
| <b>20</b> Occupancy                                                                                                                                                       |  |                                    |                           |                         |                                                             |
| <b>21</b> Travel, conferences, and meetings                                                                                                                               |  | 75,633.                            |                           |                         | 75,633.                                                     |
| <b>22</b> Printing and publications                                                                                                                                       |  | 9,342.                             |                           |                         | 9,342.                                                      |
| <b>23</b> Other expenses (attach schedule) ATCH. 6                                                                                                                        |  | 4,862,106.                         |                           |                         | 4,862,106.                                                  |
| <b>24</b> Total operating and administrative expenses. Add lines 13 through 23                                                                                            |  | 11,450,076.                        | 260,512.                  | 260,512.                | 9,804,801.                                                  |
| <b>25</b> Contributions, gifts, grants paid                                                                                                                               |  | 654,086.                           |                           |                         | 654,086.                                                    |
| <b>26</b> Total expenses and disbursements Add lines 24 and 25                                                                                                            |  | 12,104,162.                        | 260,512.                  | 260,512.                | 10,458,887.                                                 |
| <b>27</b> Subtract line 26 from line 12                                                                                                                                   |  |                                    |                           |                         |                                                             |
| <b>a</b> Excess of revenue over expenses and disbursements                                                                                                                |  | 8,740,579.                         |                           |                         |                                                             |
| <b>b</b> Net investment income (if negative, enter -0-)                                                                                                                   |  |                                    | 5,589,741.                |                         |                                                             |
| <b>c</b> Adjusted net income (if negative, enter -0-)                                                                                                                     |  |                                    |                           | 5,589,747.              |                                                             |

JSA For Paperwork Reduction Act Notice, see instructions.

\*ATCH 3

Form 990-PF (2013)

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PAGE 4

| 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 . . . . .                                                                                             |                                                      | 365,436.          | 267,646.       | 267,646.              |
|                                                                                                                                        | 2                                                                                                                    | Savings and temporary cash investments . . . . .                                                                                  |                                                      | 18,067,442.       | 19,547,920.    | 19,547,920.           |
|                                                                                                                                        | 3                                                                                                                    | Accounts receivable ▶ 3,988,764.                                                                                                  |                                                      |                   |                |                       |
|                                                                                                                                        |                                                                                                                      | Less allowance for doubtful accounts ▶                                                                                            |                                                      | 1,010,246.        | 3,988,764.     | 3,988,764.            |
|                                                                                                                                        | 4                                                                                                                    | Pledges receivable ▶                                                                                                              |                                                      |                   |                |                       |
|                                                                                                                                        |                                                                                                                      | Less allowance for doubtful accounts ▶                                                                                            |                                                      |                   |                |                       |
|                                                                                                                                        | 5                                                                                                                    | Grants receivable . . . . .                                                                                                       |                                                      |                   |                |                       |
|                                                                                                                                        | 6                                                                                                                    | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                                                      |                   |                |                       |
|                                                                                                                                        | 7                                                                                                                    | Other notes and loans receivable (attach schedule) ▶                                                                              |                                                      |                   |                |                       |
|                                                                                                                                        |                                                                                                                      | Less allowance for doubtful accounts ▶                                                                                            |                                                      |                   |                |                       |
|                                                                                                                                        | 8                                                                                                                    | Inventories for sale or use . . . . .                                                                                             |                                                      | 51,306.           |                |                       |
|                                                                                                                                        | 9                                                                                                                    | Prepaid expenses and deferred charges . . . . .                                                                                   |                                                      | 146,876.          | 127,526.       | 127,526.              |
|                                                                                                                                        | 10 a                                                                                                                 | Investments - U S and state government obligations (attach schedule) . . . . .                                                    |                                                      |                   |                |                       |
|                                                                                                                                        | b                                                                                                                    | Investments - corporate stock (attach schedule) ATCH 7 . . . . .                                                                  |                                                      | 161,451,292.      | 159,820,153.   | 180,103,089.          |
|                                                                                                                                        | c                                                                                                                    | Investments - corporate bonds (attach schedule) ATCH 8 . . . . .                                                                  |                                                      | 2,337,286.        |                |                       |
|                                                                                                                                        | Liabilities                                                                                                          | 11                                                                                                                                | Investments - land, buildings, and equipment basis ▶ |                   |                |                       |
|                                                                                                                                        |                                                                                                                      | Less accumulated depreciation (attach schedule) ▶                                                                                 |                                                      |                   |                |                       |
| 12                                                                                                                                     |                                                                                                                      | Investments - mortgage loans . . . . .                                                                                            |                                                      |                   |                |                       |
| 13                                                                                                                                     |                                                                                                                      | Investments - other (attach schedule) . . . . . ATCH 9                                                                            |                                                      | 6,997,836.        | 13,949,191.    | 18,887,183.           |
| 14                                                                                                                                     |                                                                                                                      | Land, buildings, and equipment basis ▶ 29,633,926.                                                                                |                                                      |                   |                |                       |
|                                                                                                                                        |                                                                                                                      | Less accumulated depreciation (attach schedule) ▶ 13,512,101.                                                                     |                                                      | 14,781,739.       | 16,121,825.    | 36,582,111.           |
| 15                                                                                                                                     |                                                                                                                      | Other assets (describe ▶)                                                                                                         |                                                      |                   |                |                       |
| 16                                                                                                                                     |                                                                                                                      | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .                           |                                                      | 205,209,459.      | 213,823,025.   | 259,504,239.          |
| 17                                                                                                                                     |                                                                                                                      | Accounts payable and accrued expenses . . . . .                                                                                   |                                                      | 411,035.          | 284,022.       |                       |
| 18                                                                                                                                     |                                                                                                                      | Grants payable . . . . .                                                                                                          |                                                      |                   |                |                       |
| Net Assets or Fund Balances                                                                                                            | 19                                                                                                                   | Deferred revenue . . . . .                                                                                                        |                                                      |                   |                |                       |
|                                                                                                                                        | 20                                                                                                                   | Loans from officers, directors, trustees, and other disqualified persons . . . . .                                                |                                                      |                   |                |                       |
|                                                                                                                                        | 21                                                                                                                   | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                                                      |                   |                |                       |
|                                                                                                                                        | 22                                                                                                                   | Other liabilities (describe ▶)                                                                                                    |                                                      |                   |                |                       |
|                                                                                                                                        | 23                                                                                                                   | Total liabilities (add lines 17 through 22) . . . . .                                                                             |                                                      | 411,035.          | 284,022.       |                       |
| Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | 24                                                                                                                   | Unrestricted . . . . .                                                                                                            |                                                      | 204,798,424.      | 213,539,003.   |                       |
|                                                                                                                                        | 25                                                                                                                   | Temporarily restricted . . . . .                                                                                                  |                                                      |                   |                |                       |
|                                                                                                                                        | 26                                                                                                                   | Permanently restricted . . . . .                                                                                                  |                                                      |                   |                |                       |
|                                                                                                                                        | Foundations that do not follow SFAS 117, . . . <input type="checkbox"/> check here and complete lines 27 through 31. |                                                                                                                                   |                                                      |                   |                |                       |
|                                                                                                                                        | 27                                                                                                                   | Capital stock, trust principal, or current funds . . . . .                                                                        |                                                      |                   |                |                       |
|                                                                                                                                        | 28                                                                                                                   | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                           |                                                      |                   |                |                       |
|                                                                                                                                        | 29                                                                                                                   | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                        |                                                      |                   |                |                       |
|                                                                                                                                        | 30                                                                                                                   | Total net assets or fund balances (see instructions) . . . . .                                                                    |                                                      | 204,798,424.      | 213,539,003.   |                       |
| 31                                                                                                                                     | Total liabilities and net assets/fund balances (see instructions) . . . . .                                          |                                                                                                                                   | 205,209,459.                                         | 213,823,025.      |                |                       |

## 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 | 204,798,424. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 8,740,579.   |
| 3 | Other increases not included in line 2 (itemize) ▶                                                                                                                   | 3 |              |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 213,539,003. |
| 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 | 213,539,003. |

Form 990-PF (2013)

**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,<br>2-story brick warehouse, or common stock, 200 shs MLC Co)                                                                     |                                            |                                                 | (b) How<br>acquired<br>P - Purchase<br>D - Donation                                          | (c) Date<br>acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>b</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>c</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>d</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>e</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| (e) Gross sales price                                                                                                                                                                                   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                 |                                         |                                  |
| <b>a</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>b</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>c</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>d</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>e</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                         |                                  |
| <b>a</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>b</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>c</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>d</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>e</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                         |                                  |
| <b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 }</span>                          |                                            |                                                 | <b>2</b>                                                                                     | -200,081.                               |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>Part I, line 8 |                                            |                                                 | <b>3</b>                                                                                     | 6.                                      |                                  |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                          | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2012                                                                                                                                                                                                                          | 12,677,365.                              | 176,262,835.                                 | 0.071923                                                  |
| 2011                                                                                                                                                                                                                          | 12,014,603.                              | 87,361,716.                                  | 0.137527                                                  |
| 2010                                                                                                                                                                                                                          | 8,124,248.                               | 69,574,052.                                  | 0.116771                                                  |
| 2009                                                                                                                                                                                                                          | 6,376,956.                               | 59,324,485.                                  | 0.107493                                                  |
| 2008                                                                                                                                                                                                                          | 6,328,076.                               | 58,675,322.                                  | 0.107849                                                  |
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                          |                                          |                                              | <b>2</b> 0.541563                                         |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years                                      |                                          |                                              | <b>3</b> 0.108313                                         |
| <b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5                                                                                                                                         |                                          |                                              | <b>4</b> 191,298,552.                                     |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                            |                                          |                                              | <b>5</b> 20,720,120.                                      |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                           |                                          |                                              | <b>6</b> 55,897.                                          |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                    |                                          |                                              | <b>7</b> 20,776,017.                                      |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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<br>Part VI instructions |                                          |                                              | <b>8</b> 10,458,887.                                      |

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

|                                                                                                                                                                                                                                                  |    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>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 type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                                      |    | 1        | 111,795. |
| 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        | 111,795. |
| 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        | 111,795. |
| 6 Credits/Payments                                                                                                                                                                                                                               |    |          |          |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .                                                                                                                                                                    | 6a | 83,021.  |          |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                                | 6b |          |          |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                  | 6c | 50,000.  |          |
| d Backup withholding erroneously withheld . . . . .                                                                                                                                                                                              | 6d |          |          |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                  | 7  | 133,021. |          |
| 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 | 21,226.  |          |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 21,226. Refunded <input type="checkbox"/> <input type="checkbox"/>                                                                                  | 11 |          |          |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                        | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                      |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>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 |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                       |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                            |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                               |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                               |     | 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 . . . . .                                                                                                                 |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                               | X   |    |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                           | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                         |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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? . . . . .          | 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                                                                                                                                                                                                                     | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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. . . . .                                                                                                                                 | 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .                                                                                        | X   |    |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                        |     | X  |

Form 990-PF (2013)

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

|                                                |                                                                                                                                                                                                                                                                                                                                                |    |   |        |
|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|--------|
| 11                                             | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).                                                                                                                                                       | 11 |   | X      |
| 12                                             | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).                                                                                                                                                      | 12 |   | X      |
| 13                                             | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .                                                                                                                                                                                                                  | 13 | X |        |
| Website address <b>WWW.HEBUTTFUNDATION.ORG</b> |                                                                                                                                                                                                                                                                                                                                                |    |   |        |
| 14                                             | The books are in care of <b>F. DWIGHT LACY</b> Telephone no <b>830-792-1200</b>                                                                                                                                                                                                                                                                |    |   |        |
|                                                | Located at <b>719 EARL GARRETT STREET KERRVILLE, TX</b> ZIP+4 <b>78028</b>                                                                                                                                                                                                                                                                     |    |   |        |
| 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 |   |        |
| 16                                             | At any time during calendar year 2013, 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? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b> | 16 | X | 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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                        |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                    |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                |     |    |
| <b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/> <b>1b</b>                                                                                                                                                                                                                                                  |     | X  |
| Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                       |     |    |
| <b>c</b> 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 2013? . . . . . <b>1c</b>                                                                                                                                                                                                                                                                                                        |     | X  |
| <b>2</b> 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))                                                                                                                                                                                                                                                                                                                                      |     |    |
| <b>a</b> At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b>                                                                                                                                                                                                                                                  |     |    |
| <b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . <b>2b</b>                                                                                                                                                                                       |     |    |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b>                                                                                                                                                                                                                                                                                                                                                                                           |     |    |
| <b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                          |     |    |
| <b>b</b> If "Yes," did it have excess business holdings in 2013 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 2013) . . . . . <b>3b</b> |     |    |
| <b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <b>4a</b>                                                                                                                                                                                                                                                                                                                                                                               |     | X  |
| <b>b</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 2013? <b>4b</b>                                                                                                                                                                                                                                                                        |     | X  |

Form 990-PF (2013)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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 ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATCH 10              |                                                           | 287,034.                                  | 0                                                                     | 576.                                  |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATCH 11                                                       |                                                           | 670,176.         | 0                                                                     | 60,830.                               |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

**Total number of other employees paid over \$50,000** ☐ **20**

Form 990-PF (2013)

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| ATCH 12                                                     |                     | 1,199,268.       |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . 2

**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 16                                                                                                                                                                                                                                     |            |
|                                                                                                                                                                                                                                                        | 793,352.   |
| 2 SEE STATEMENT 16                                                                                                                                                                                                                                     |            |
|                                                                                                                                                                                                                                                        | 399,536.   |
| 3 SEE STATEMENT 16                                                                                                                                                                                                                                     |            |
|                                                                                                                                                                                                                                                        | 1,616,509. |
| 4 SEE STATEMENT 16                                                                                                                                                                                                                                     |            |
|                                                                                                                                                                                                                                                        | 1,923,876. |

**Part IX-B Summary of Program-Related Investments (see instructions)**

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

Form 990-PF (2013)

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|          |                                                                                                              |           |              |
|----------|--------------------------------------------------------------------------------------------------------------|-----------|--------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:  |           |              |
| <b>a</b> | Average monthly fair market value of securities                                                              | <b>1a</b> | 156,769,722. |
| <b>b</b> | Average of monthly cash balances                                                                             | <b>1b</b> | 37,442,006.  |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                     | <b>1c</b> |              |
| <b>d</b> | Total (add lines 1a, b, and c)                                                                               | <b>1d</b> | 194,211,728. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)    | <b>1e</b> |              |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                         | <b>2</b>  |              |
| <b>3</b> | Subtract line 2 from line 1d                                                                                 | <b>3</b>  | 194,211,728. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)   | <b>4</b>  | 2,913,176.   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4. | <b>5</b>  | 191,298,552. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                         | <b>6</b>  | 9,564,928.   |

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

|           |                                                                                                            |           |  |
|-----------|------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                              | <b>1</b>  |  |
| <b>2a</b> | Tax on investment income for 2013 from Part VI, line 5                                                     | <b>2a</b> |  |
| <b>b</b>  | Income tax for 2013 (This does not include the tax from Part VI)                                           | <b>2b</b> |  |
| <b>c</b>  | Add lines 2a and 2b                                                                                        | <b>2c</b> |  |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1.                                     | <b>3</b>  |  |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                  | <b>4</b>  |  |
| <b>5</b>  | Add lines 3 and 4                                                                                          | <b>5</b>  |  |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                     | <b>6</b>  |  |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | <b>7</b>  |  |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |             |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |             |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                        | <b>1a</b> | 10,458,887. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |             |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |             |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                 |           |             |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |             |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |             |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.                                   | <b>4</b>  | 10,458,887. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | <b>5</b>  | 0           |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.                                                                               | <b>6</b>  | 10,458,887. |

**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.

Form 990-PF (2013)

Page **9****Part XIII Undistributed Income (see instructions)**

|                                                                                                                                                                                             | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 0           |
| <b>2</b> Undistributed income, if any, as of the end of 2013                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2012 only . . . . .                                                                                                                                               |               |                            |             |             |
| <b>b</b> Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u> . . . . .                                                                                                         |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2013                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2008 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2009 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2010 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2011 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2012 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              |               |                            |             |             |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ . . . . .                                                                                                             |               |                            |             |             |
| <b>a</b> Applied to 2012, but not more than line 2a . . . . .                                                                                                                               |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            |               |                            |             |             |
| <b>d</b> Applied to 2013 distributable amount . . . . .                                                                                                                                     |               |                            |             |             |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               |               |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .                                         |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .                                                                                                                          |               |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                          |               |                            |             |             |
| <b>c</b> 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 . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .                                                                                                          |               |                            |             |             |
| <b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .                                                                            |               |                            |             |             |
| <b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .                                                                |               |                            |             |             |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              |               |                            |             |             |
| <b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 0             |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2009 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2010 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2011 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2012 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2013 . . . . .                                                                                                                                                         |               |                            |             |             |

Form **990-PF** (2013)

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

b Check box to indicate whether the foundation is a private operating foundation described in section

☒ 4942(j)(3) or ☐ 4942(j)(5)

| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                     | Tax year    | Prior 3 years |             |            | (e) Total   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|---------------|-------------|------------|-------------|
|                                                                                                                                                             | (a) 2013    | (b) 2012      | (c) 2011    | (d) 2010   |             |
| b 85% of line 2a . . . . .                                                                                                                                  | 5,589,747.  | 3,556,769.    | 2,872,438.  | 2,333,439. | 14,352,393. |
| c Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                             | 4,751,285.  | 3,023,254.    | 2,441,572.  | 1,983,423. | 12,199,534. |
| d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                           | 10,458,887. | 12,677,365.   | 12,014,603. | 8,124,248. | 43,275,103. |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .                                    | 654,086.    | 589,360.      | 350,323.    | 347,772.   | 1,941,541.  |
| 3 Complete 3a, b, or c for the alternative test relied upon                                                                                                 | 9,804,801.  | 12,088,005.   | 11,664,280. | 7,776,476. | 41,333,562. |
| 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 . . . . .                              | 6,376,619.  | 5,824,379.    | 2,912,054.  | 2,319,135. | 17,432,187. |
| 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)(ii) . . . . .                                       |             |               |             |            |             |
| (3) Largest amount of support from an exempt organization . . . . .                                                                                         |             |               |             |            |             |
| (4) Gross investment income . . . . .                                                                                                                       |             |               |             |            |             |

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )

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 ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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**

| <div>Recipient</div> <div>Name and address (home or business)</div> | <div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div> | <div>Foundation status of recipient</div> | <div>Purpose of grant or contribution</div> | <div>Amount</div> |
|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------|-------------------|
| <b>a</b> <i>Paid during the year</i><br><br>ATCH 13                 |                                                                                                                      |                                           |                                             |                   |
| <b>Total</b> .....                                                  |                                                                                                                      |                                           | <b>3a</b>                                   | 654,086.          |
| <b>b</b> <i>Approved for future payment</i>                         |                                                                                                                      |                                           |                                             |                   |
| <b>Total</b> .....                                                  |                                                                                                                      |                                           | <b>3b</b>                                   |                   |

## Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

| Line No. | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions ) |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ▼        |                                                                                                                                                                                                                                                  |

[illegible]



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

OMB No 1545-0047

**2013**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**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 foundationCheck 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, total 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 total 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

JSA

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PAGE 19

Name of organization **H. E. BUTT FOUNDATION**Employer identification number  
74-1239819**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                            | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                   |
|------------|------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | H. E. BUTT GROCERY COMPANY<br>P.O. BOX 839999<br>SAN ANTONIO, TX 78283       | \$ 1,092,918.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 2          | MR. AND MRS. HOWARD E. BUTT, JR.<br>P.O. BOX 290670<br>KERRVILLE, TX 78029   | \$ 11,000,000.             | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
| 3          | MR. AND MRS. STEPHEN W. BUTT<br>P.O. BOX 839999<br>SAN ANTONIO, TX 78283     | \$ 100,000.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
| 4          | MR. AND MRS. HOWARD E. BUTT, III<br>P.O. BOX 839999<br>SAN ANTONIO, TX 78283 | \$ 100,000.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
| 5          | MR. AND MRS. DAVID ROGERS<br>P.O. BOX 290670<br>KERRVILLE, TX 78029          | \$ 50,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
| 6          | LAITY RENEWAL FOUNDATION<br>P.O. BOX 290670<br>KERRVILLE, TX 78029           | \$ 2,864,006.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |

|                                       |  |
|---------------------------------------|--|
| <b>Employer identification number</b> |  |
|---------------------------------------|--|

**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

JSA

Name of organization **H. E. BUTT FOUNDATION**

Employer identification number

74-1239819

**Part III** **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.**For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions ) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
|---------------------------|-----------------------------------------|-------------------------|------------------------------------------|
| ---                       | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |
| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
| ---                       | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |
| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
| ---                       | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |
| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
| ---                       | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION             | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | ADJUSTED<br>NET<br>INCOME |
|-------------------------|-----------------------------------------|-----------------------------|---------------------------|
| MISCELLANEOUS INCOME    | 2,506.                                  | 2,506.                      | 2,506.                    |
| PARTNERSHIP INCOME/LOSS | -168,164.                               | -146,119.                   | -146,119.                 |
| TOTALS                  | <u>-165,658.</u>                        | <u>-143,613.</u>            | <u>-143,613.</u>          |

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| ERNST & YOUNG LLP - AUDIT SVCS | 44,000.                                           | 8,800.                               | 8,800.                             | 35,200.                        |
| TOTALS                         | <u>44,000.</u>                                    | <u>8,800.</u>                        | <u>8,800.</u>                      | <u>35,200.</u>                 |

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|------------------------------------|
| INVESTMENT FEES    | 222,467.                                          | 222,467.                             | 222,467.                           |
| TOTALS             | <u>222,467.</u>                                   | <u>222,467.</u>                      | <u>222,467.</u>                    |

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|------------------------------------|
| INTEREST EXPENSE   | 25,370.                                           | 25,370.                              | 25,370.                            |
| TOTALS             | <u>25,370.</u>                                    | <u>25,370.</u>                       | <u>25,370.</u>                     |

ATTACHMENT 5FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>     | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|------------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| PAYROLL TAXES          | 288,337.                                          |                                      |                                    | 288,337.                       |
| PROPERTY TAXES         | 11,830.                                           |                                      |                                    | 11,830.                        |
| FEDERAL TAXES WITHHELD | 3,875.                                            | 3,875.                               | 3,875.                             |                                |
| TOTALS                 | <u>304,042.</u>                                   | <u>3,875.</u>                        | <u>3,875.</u>                      | <u>300,167.</u>                |

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                  | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | CHARITABLE<br>PURPOSES |
|------------------------------|-----------------------------------------|------------------------|
| CONSULTANTS                  | 1,853,863.                              | 1,853,863.             |
| DUES & SUBSCRIPTIONS         | 28,500.                                 | 28,500.                |
| CAMP & OFFICE REPAIRS/MAINT. | 419,025.                                | 419,025.               |
| CAMP & OFFICE SUPPLIES       | 153,315.                                | 153,315.               |
| GENERAL INSURANCE            | 642,410.                                | 642,410.               |
| TELEPHONE & UTILITIES        | 291,975.                                | 291,975.               |
| SPECIAL EVENTS               | 634,549.                                | 634,549.               |
| GRAPHIC DESIGN               | 720.                                    | 720.                   |
| PROMOTION OF LAY RENEWAL     | 175,077.                                | 175,077.               |
| WEBSITE MAINTENANCE          | 203,430.                                | 203,430.               |
| POSTAGE AND SHIPPING         | 6,746.                                  | 6,746.                 |
| AIRTIME - RADIO              | 1,000,330.                              | 1,000,330.             |
| COMPUTER/IT EXPENSE          | 125,609.                                | 125,609.               |
| WRITERS/EDITORS/SPEAKERS     | 53,680.                                 | 53,680.                |
| MEDIA RESTORATION            | 18,920.                                 | 18,920.                |
| GROUP SUPPORT                | 9,675.                                  | 9,675.                 |
| STAFF RECRUITING/HIRING      | 34,337.                                 | 34,337.                |
| CONFERENCES/EDUCATION        | 39,882.                                 | 39,882.                |
| OVERHEAD                     | -970,421.                               | -970,421.              |
| PRODUCTION - GENERAL         | 111,739.                                | 111,739.               |
| LEASE EXPENSE                | 5,658.                                  | 5,658.                 |
| BANK FEES                    | 1,167.                                  | 1,167.                 |
| MISCELLANEOUS EXPENSE        | 21,920.                                 | 21,920.                |
| TOTALS                       | <u>4,862,106.</u>                       | <u>4,862,106.</u>      |

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| H-E-B PREFERRED STOCK          | 5,873,555.                   | 5,873,555.            |
| RECEIVABLE ACQUISITION COMPANY | 448.                         | 448.                  |
| M&T CUSTODIAL ACCT             | 121,285.                     | 121,287.              |
| WTIA ENHANCED CASH ACCT        | NONE                         | NONE                  |
| M&T CUSTODIAL - MUTUAL FUNDS   | 153,824,865.                 | 174,107,799.          |
| TOTALS                         | <u>159,820,153.</u>          | <u>180,103,089.</u>   |

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| FROST NATL ST BD. CUST. AGENCY | NONE                         | NONE                  |
| TOTALS                         | <u>NONE</u>                  | <u>NONE</u>           |

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| LUTHER KING PRIVATE DISCIPLINE | 1,634,120.                   | 2,240,621.            |
| COLLINS CAPITAL LOW VOLATILITY | 52,945.                      | 53,913.               |
| PINE GROVE INSTITUTIONAL PARTN | 996,453.                     | 3,494,657.            |
| TITAN MASTERS FUND             | 2,800,000.                   | 3,201,677.            |
| PERMAL PRIVATE EQUITY FUND     | 1,041,057.                   | 1,480,313.            |
| US GOV'T PROP INCOME & GROWTH  | NONE                         | NONE                  |
| DCM PRIVATE EQUITY FUND III    | 409,089.                     | 448,291.              |
| METROPOLITAN REAL ESTATE-GEN   | 455,786.                     | 509,021.              |
| TOWNSQUARE REAL ESTATE ALPHA   | 1,084,345.                   | 1,241,984.            |
| POINTER OFFSHORE-GENERAL       | 4,000,000.                   | 4,216,036.            |
| USGP I REIT HOLDINGS, LP       | 1,475,396.                   | 2,000,670.            |
| TOTALS                         | <u>13,949,191.</u>           | <u>18,887,183.</u>    |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

| <u>NAME AND ADDRESS</u>                                            | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|--------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| HOWARD E. BUTT, JR.<br>P.O. BOX 290670<br>KERRVILLE, TX 78029-0670 | PRESIDENT<br>5.00                                               | 0                   | 0                                                      | 0                                                |
| BARBARA DAN BUTT<br>P.O. BOX 290670<br>KERRVILLE, TX 78029-0670    | VP/SEC-TREAS<br>5.00                                            | 0                   | 0                                                      | 0                                                |
| DEBORAH BUTT ROGERS<br>P.O. BOX 290670<br>KERRVILLE, TX 78029-0670 | VICE PRESIDENT<br>5.00                                          | 0                   | 0                                                      | 0                                                |
| DAVID M. ROGERS<br>P.O. BOX 290670<br>KERRVILLE, TX 78029-0670     | VICE PRESIDENT<br>40.00                                         | 120,809.            | 0                                                      | 0                                                |
| HOWARD E. BUTT, III<br>P.O. BOX 839986<br>SAN ANTONIO, TX 78283    | TRUSTEE<br>1.00                                                 | 0                   | 0                                                      | 0                                                |
| STEPHEN W. BUTT<br>P.O. BOX 839986<br>SAN ANTONIO, TX 78283        | TRUSTEE<br>1.00                                                 | 0                   | 0                                                      | 0                                                |

H. E. BUTT FOUNDATION

74-1239819

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

ATTACHMENT 10 (CONT'D)

| NAME AND ADDRESS                                              | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|---------------------------------------------------------------|---------------------------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| F. DWIGHT LACY<br>P.O. BOX 290670<br>KERRVILLE, TX 78029-0670 | VP/ ASST. SEC-TREAS<br>40.00                            | 166,225.     | 0                                             | 576.                                    |
| GRAND TOTALS                                                  |                                                         | 287,034.     | 0                                             | 576.                                    |

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 11

| <u>NAME AND ADDRESS</u>                                  | <u>TITLE AND AVERAGE<br/>HOURS PER WEEK<br/>DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS EXPENSE ACCT<br/>TO EMPLOYEE AND OTHER<br/>BENEFIT PLANS ALLOWANCES.</u> |
|----------------------------------------------------------|---------------------------------------------------------------------|---------------------|-------------------------------------------------------------------------------------------|
| MARK ROBERTS<br>P.O. BOX 290670<br>KERRVILLE, TX 78029   | EX. DIR-DIGITAL MED.<br>40.00                                       | 146,430.            | 0 59,450.                                                                                 |
| WILL STRIPLING<br>P.O. BOX 290670<br>KERRVILLE, TX 78029 | EX. DIR-CAMPING PRO.<br>40.00                                       | 136,416.            | 0 0                                                                                       |
| PERRI ROSHEGER<br>P.O. BOX 290670<br>KERRVILLE, TX 78029 | EX. DIR-CONST RELAT.<br>40.00                                       | 130,854.            | 0 960.                                                                                    |
| STEVEN PURCELL<br>P.O. BOX 290670<br>KERRVILLE, TX 78029 | EX. DIR-LAITY LODGE<br>40.00                                        | 130,825.            | 0 0                                                                                       |
| GLENN ECHOLS<br>P.O. BOX 290670<br>KERRVILLE, TX 78029   | EX. DIR-CANYON OPER.<br>40.00                                       | 125,651.            | 0 420.                                                                                    |
|                                                          | TOTAL COMPENSATION                                                  | 670,176.            | 0 60,830.                                                                                 |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

| <u>NAME AND ADDRESS</u>                                                      | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|------------------------------------------------------------------------------|------------------------|---------------------|
| PAPERMATES LLC<br>103 WHIPPOORWILL LANE<br>KERRVILLE, TX 78028               | BLDG. CONSTRUCTION     | 651,476.            |
| C. GRANT & COMPANY<br>102 N. CROSS STREET, #1<br>WHEATON, IL 60187           | MRKTING CONTRACTING    | 175,758.            |
| RIO ADVISORS LP<br>1200 SMITH ST.<br>HOUSTON, TX 77002                       | LEADERSHIP CON. SER.   | 153,450.            |
| FITZGERALD & ASSOCIATES<br>9603 S. FITZGERALD WAY<br>MISSOURI CITY, TX 77459 | RECRUITING/COACHING    | 142,184.            |
| FOURTH LINE FILMS<br>2112 KELLY RIDGE ROAD<br>HENRICO, VA 23233              | VIDEO PRODUCTION       | 76,400.             |
| TOTAL COMPENSATION                                                           |                        | <u>1,199,268.</u>   |

H E. BUTT FOUNDATION

74-1239819

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

ATTACHMENT 13

| RECIPIENT NAME AND ADDRESS                                                | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                 | AMOUNT  |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------|---------|
| LAITY RENEWAL FOUNDATION<br>PO BOX 290670<br>KERRVILLE, TX 78029          | PC                                                                               | FOOD, GROCERIES, ETC                             | 107,483 |
| LAITY LODGE FOUNDATION<br>PO BOX 290670<br>KERRVILLE, TX 78029            | PC                                                                               | CHRISTIAN RETREAT CENTER<br>FOOD, GROCERIES, ETC | 292,053 |
| DIVIDE VOLUNTEER FIRE DEPARTMENT<br>PO BOX 259<br>MOUNTAIN HOME, TX 78058 | PC                                                                               | CHRISTIAN YOUTH CAMP<br>COMMUNITY SAFETY         | 3,000.  |
| REAL COUNTY JUNIOR LIVESTOCK SHOW<br>P O BOX 163<br>LEAKEY, TX 78873      | PC                                                                               | YOUTH EDUCATION                                  | 2,500.  |
| EARL PALMER MINISTRIES<br>P O BOX 85117<br>SEATTLE, WA 98145              | PC                                                                               | SPIRITUAL DEVELOPMENT                            | 25,000. |
| FRIENDS OF THE FRIO LIBRARY<br>P.O. BOX 488<br>LEAKEY, TX 78873           | PC                                                                               | COMMUNITY EDUCATION                              | 2,000.  |

H E BUTT FOUNDATION

74-1239819

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

ATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

| RECIPIENT NAME AND ADDRESS                                                                             | PURPOSE OF GRANT OR CONTRIBUTION              | AMOUNT  |
|--------------------------------------------------------------------------------------------------------|-----------------------------------------------|---------|
| LEAKEY VOLUNTEER FIRE DEPT.<br>P O. BOX 250<br>LEAKEY, TX 78873                                        | PC<br>COMMUNITY SAFETY                        | 5,000.  |
| FRIO CANYON EMS<br>P O BOX 803<br>LEAKEY, TX 78873                                                     | PC<br>COMMUNITY SAFETY                        | 5,000.  |
| PATH NORTH<br>1717 RHODE ISLAND AVENUE, NW SUITE 700<br>WASHINGTON, DC 20036                           | PC<br>LAY RENEWAL, LEADERSHIP DEVELOPMENT     | 20,000. |
| FAITH ANGLE - ETHICS AND PUBLIC POLICY CENTER<br>1730 M STREET N.W., SUITE 910<br>WASHINGTON, DC 20036 | PC<br>CHRISTIAN ISSUES, CHRISTIAN CONFERENCES | 37,500. |
| FIRST UNITED METHODIST CHURCH<br>321 THOMPSON DR<br>KERRVILLE, TX 78028                                | PC<br>SPIRITUAL DEVELOPMENT                   | 100     |
| PARTNERS IN MINISTRY<br>P O BOX 179<br>NEWARK, DE 19715-0179                                           | PC<br>YOUTH SPIRITUAL DEVELOPMENT             | 1,500   |

H E BUTT FOUNDATION

74-1239819

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

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT   |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|----------|
| NATIONAL FIRE SAFETY COUNCIL<br>4065 PAGE AVENUE<br>MICHIGAN CENTER, MI 49254                  | PC                                                                               | COMMUNITY SAFETY                 | 500.     |
| THEOLOGY OF WORK PROJECT, INC<br>265 FRANKLIN STREET<br>SUITE 1702<br>SOUTH HAMILTON, MA 02110 | PC                                                                               | FAITH IN THE WORKPLACE           | 130,000. |
| KERRVILLE BIBLE CHURCH<br>898 HARPER RD<br>KERRVILLE, TX 78028                                 | PC                                                                               | YOUTH SPIRITUAL DEVELOPMENT      | 100.     |
| EPISCOPAL DIOCESE OF WEST TEXAS<br>111 TORCIDO DR.<br>SAN ANTONIO, TX 78209                    | PC                                                                               | COMMUNITY OUTREACH               | 5,500    |
| THE PREGNANCY RESOURCE CENTER<br>P.O. BOX 291832<br>KERRVILLE, TX 78029-1832                   | PC                                                                               | COMMUNITY INVOLVEMENT            | 250.     |
| CONFERENCE OF SOUTHWEST FOUNDATIONS<br>624 N GOOD LATIMER EXPY<br>DALLAS, TX 75204             | PF                                                                               | NONPROFIT SUPPORT                | 2,500.   |

H E. BUTT FOUNDATION

74-1239819

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

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                              | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT   |
|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|----------|
| GENTIVA HOSPICE FOUNDATION<br>3350 RIVERWOOD PARKWAY<br>SUITE 1400<br>ATLANTA, GA 30339 | PF                                                                               | COMMUNITY HEALTH                 | 100      |
| LEAKEY ISD-FUNDS FOR BAND UNIFORMS<br>P O BOX 1129<br>LEAKEY, TX 78873                  | PC                                                                               | COMMUNITY INVOLVEMENT            | 3,500    |
| REAL COUNTY EMERGENCY OPERATIONS<br>P O BOX 446<br>LEAKEY, TX 78873                     | PC                                                                               | COMMUNITY HEALTH                 | 2,500.   |
| CAMPUS CRUSADE FOR CHRIST<br>100 LAKE HART DRIVE<br>ORLANDO, FL 32832                   | PC                                                                               | SPIRITUAL DEVELOPMENT            | 1,000    |
| THE WASHINGTON INSTITUTE<br>715 W. BROAD ST 2ND FLR<br>FALLS CHURCH, VA 22046           | PC                                                                               | FAITH IN THE WORKPLACE           | 2,000.   |
| GORDON-CONWELL THEOLOGICAL SEMINARY<br>130 ESSEX ST<br>SOUTH HAMILTON, MA 01982         | PC                                                                               | THEOLOGY AND ETHICS              | 5,000.   |
| TOTAL CONTRIBUTIONS PAID                                                                |                                                                                  |                                  | 654,086. |

H. E. BUTT FOUNDATION

74-1239819

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

| <u>DESCRIPTION</u> | <u>BUSINESS<br/>CODE</u> | <u>AMOUNT</u>  | <u>EXCLUSION<br/>CODE</u> | <u>AMOUNT</u>    | <u>RELATED OR EXEMPT<br/>FUNCTION INCOME</u> |
|--------------------|--------------------------|----------------|---------------------------|------------------|----------------------------------------------|
| PARTNERSHIP INCOME | 541900                   | 22,045.        | 01                        | -190,209.        | -                                            |
| TOTALS             |                          | <u>22,045.</u> |                           | <u>-190,209.</u> |                                              |

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 20,000 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. THE LAITY LEADERSHIP INITIATIVE EXISTS TO SERVE LEADERS FROM ALL WALKS OF LIFE, HELPING THEM FLOURISH IN CHRIST AS AGENTS FOR RENEWAL IN FAMILIES, CHURCHES, FIRMS, INSTITUTIONS, AND COMMUNITIES.

4. INSPIRATIONAL RADIO SPOTS (BROADCAST ON OVER 2,000 STATIONS) AND RESOURCES AT THEHIGHCALLING.ORG (OVER 30,000 SUBSCRIBERS) SUPPORT AND ENCOURAGE CHRISTIANS IN THEIR EVERYDAY LIVES.

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

| Kind of Property                             |                                       | Description                                                                      |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|----------------------------------------------|---------------------------------------|----------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                        | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 2,290,469.                                   |                                       | ING GLOBAL REAL ESTATE<br>PROPERTY TYPE: SECURITIES<br>2,480,663.                |                          |                                |                                    | P            | VARIOUS<br>-190,194. | 07/09/2013 |
| 4,000,000.                                   |                                       | LORD ABBETT<br>PROPERTY TYPE: SECURITIES<br>3,999,988.                           |                          |                                |                                    | P            | VARIOUS<br>12.       | 09/23/2013 |
| 1,542,188.                                   |                                       | LORD ABBETT<br>PROPERTY TYPE: SECURITIES<br>1,538,801.                           |                          |                                |                                    | P            | VARIOUS<br>3,387.    | 09/27/2013 |
| 99,000.                                      |                                       | LORD ABBETT<br>PROPERTY TYPE: SECURITIES<br>98,786.                              |                          |                                |                                    | P            | VARIOUS<br>214.      | 12/06/2013 |
| 5,800,000.                                   |                                       | LORD ABBETT<br>PROPERTY TYPE: SECURITIES<br>5,787,471.                           |                          |                                |                                    | P            | VARIOUS<br>12,529.   | 12/10/2013 |
| 3,500,000.                                   |                                       | LORD ABBETT<br>PROPERTY TYPE: SECURITIES<br>3,484,797.                           |                          |                                |                                    | P            | VARIOUS<br>15,203.   | 12/11/2013 |
| 423,184.                                     |                                       | LORD ABBETT<br>PROPERTY TYPE: SECURITIES<br>422,270.                             |                          |                                |                                    | P            | VARIOUS<br>914.      | 12/17/2013 |
| 104,354.                                     |                                       | LORD ABBETT<br>PROPERTY TYPE: SECURITIES<br>104,357.                             |                          |                                |                                    | P            | VARIOUS<br>-3.       | 12/30/2013 |
| 4,000,000.                                   |                                       | PIMCO TOTAL RETURN<br>PROPERTY TYPE: SECURITIES<br>4,072,380.                    |                          |                                |                                    | P            | VARIOUS<br>-72,380.  | 12/10/2013 |
| 4,000,000.                                   |                                       | WESTERN CORE ASSETS<br>PROPERTY TYPE: SECURITIES<br>3,873,664.                   |                          |                                |                                    | P            | VARIOUS<br>126,336.  | 12/10/2013 |
| 11,534.                                      |                                       | PARTIAL REDEMPTION - COLLINS CAPITAL SPE<br>PROPERTY TYPE: SECURITIES<br>11,415. |                          |                                |                                    | P            | VARIOUS<br>119.      | 01/31/2013 |
| 9,898.                                       |                                       | PARTIAL REDEMPTION - COLLINS CAPITAL SPE<br>PROPERTY TYPE: SECURITIES<br>9,954.  |                          |                                |                                    | P            | VARIOUS<br>-56.      | 04/30/2014 |

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

| Kind of Property                             |                                       | Description                                                                     |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|----------------------------------------------|---------------------------------------|---------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                       | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 6,167.                                       |                                       | PARTIAL REDEMPTION - COLLINS CAPITAL SPE<br>PROPERTY TYPE: SECURITIES<br>6,290. |                          |                                |                                    | P            | VARIOUS<br>-123.     | 07/31/2013 |
| 8,872.                                       |                                       | PARTIAL REDEMPTION - COLLINS CAPITAL SPE<br>PROPERTY TYPE: SECURITIES<br>9,080. |                          |                                |                                    | P            | VARIOUS<br>-208.     | 10/31/2013 |
| -1,242.                                      |                                       | CAPITAL DISTRIBUTION - FROST NATIONAL CU<br>PROPERTY TYPE: SECURITIES           |                          |                                |                                    | P            | VARIOUS<br>-1,242.   | VARIOUS    |
| -129,712.                                    |                                       | CAPITAL DISTRIBUTION - WTIA ENHANCED CSH<br>PROPERTY TYPE: SECURITIES           |                          |                                |                                    | P            | VARIOUS<br>-129,712. | VARIOUS    |
| 272.                                         |                                       | CAPITAL DISTRIBUTION - NET SETTLEMENT FU<br>PROPERTY TYPE: SECURITIES           |                          |                                |                                    | P            | VARIOUS<br>272.      | VARIOUS    |
| 1,931.                                       |                                       | LT SALE THRU DCM PRIVATE EQUITY FUND III<br>PROPERTY TYPE: SECURITIES           |                          |                                |                                    | P            | VARIOUS<br>1,931.    | VARIOUS    |
| 27,011.                                      |                                       | LT SALE THRU TOWNSQUARE REAL ESTATE ALPH<br>PROPERTY TYPE: SECURITIES           |                          |                                |                                    | P            | VARIOUS<br>27,011.   | VARIOUS    |
| 98.                                          |                                       | ST SALE THRU TOWNSQUARE REAL ESTATE ALPH<br>PROPERTY TYPE: SECURITIES           |                          |                                |                                    | P            | VARIOUS<br>98.       | VARIOUS    |
| 4,903.                                       |                                       | LT SALE THRU METROPOLITAN REAL ESTATE PA<br>PROPERTY TYPE: SECURITIES           |                          |                                |                                    | P            | VARIOUS<br>4,903.    | VARIOUS    |
| -92.                                         |                                       | ST SALE THRU METROPOLITAN REAL ESTATE PA<br>PROPERTY TYPE: SECURITIES           |                          |                                |                                    | P            | VARIOUS<br>-92.      | VARIOUS    |
| 1,000.                                       |                                       | LT SALE OF ATV<br>PROPERTY TYPE: OTHER                                          |                          |                                |                                    | P            | VARIOUS<br>1,000.    | VARIOUS    |
| TOTAL GAIN (LOSS) .....                      |                                       |                                                                                 |                          |                                |                                    |              | <u>-200,081.</u>     |            |

Form **8868**

(Rev. January 2014)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**► **File a separate application for each return.**  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

H. E. BUTT FOUNDATION

Employer identification number (EIN) or

74-1239819

Number, street, and room or suite no. If a P.O. box, see instructions

P.O. BOX 290670

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

KERRVILLE, TX 78029-0670

Enter the Return code for the return that this application is for (file a separate application for each return)  

| Application Is For                       | Return Code | Application Is For                | Return Code |
|------------------------------------------|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          | Form 990-T (corporation)          | 07          |
| Form 990-BL                              | 02          | Form 1041-A                       | 08          |
| Form 4720 (individual)                   | 03          | Form 4720 (other than individual) | 09          |
| Form 990-PF                              | 04          | Form 5227                         | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                         | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                         | 12          |

- The books are in the care of ► F. DWIGHT LACY

Telephone No ► 830 896-2505

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 13 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

|                                                                                                                                                                                      |       |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                   | 3a \$ | 133,402. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b \$ | 83,402.  |
| c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions      | 3c \$ | 50,000.  |

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

JSA

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PAGE 1

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box. . . . . ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

|                                                                                            |                                                                                         |                                         |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-----------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Enter filer's identifying number, see instructions                                      |                                         |
|                                                                                            | Name of exempt organization or other filer, see instructions                            | Employer identification number (EIN) or |
|                                                                                            | H. E. BUTT FOUNDATION                                                                   | 74-1239819                              |
|                                                                                            | Number, street, and room or suite no. If a P.O. box, see instructions                   | Social security number (SSN)            |
|                                                                                            | P.O. BOX 290670                                                                         |                                         |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions |                                         |
|                                                                                            | KERRVILLE, TX 78029-0670                                                                |                                         |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **0 4**

| Application Is For                       | Return Code | Application Is For                | Return Code |
|------------------------------------------|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          |                                   |             |
| Form 990-BL                              | 02          | Form 1041-A                       | 08          |
| Form 4720 (individual)                   | 03          | Form 4720 (other than individual) | 09          |
| Form 990-PF                              | 04          | Form 5227                         | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                         | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                         | 12          |

**STOP!** Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of F. DWIGHT LACY  
Telephone No 830 896-2505 Fax No
- If the organization does not have an office or place of business in the United States, check this box. . . . . ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box. . . . . ☐ If it is for part of the group, check this box. . . . . ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until 11/17, 20 14
- 5 For calendar year 2013, or other tax year beginning , 20 , and ending , 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

|                                                                                                                                                                                                                                      |       |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----------|
| 8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                                                                 | 8a \$ | 133,402. |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b \$ | 133,402. |
| c <b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                     | 8c \$ | 0        |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title CPA Date 8/12/14

Form 8868 (Rev. 1-2014)