Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
T B BUTLER FOUNDATION

A Employer identification number
75-2737670

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

B Telephone number (see instructions)
(903) 574-5747

City or town, state or province, country, and ZIP or foreign postal code
TYLER, TX 75711

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 1,087,434

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1		Contributions, gifts, grants, etc , received (attach schedule)				
	2		Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3		Interest on savings and temporary cash investments				
	4		Dividends and interest from securities	21,691	21,691	21,691	
	5a		Gross rents				
	b		Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	26,199			
	b		Gross sales price for all assets on line 6a 280,377				
	7		Capital gain net income (from Part IV, line 2)		26,199		
	8		Net short-term capital gain			1,088	
	9		Income modifications				
	10a		Gross sales less returns and allowances				
	b		Less Cost of goods sold				
	c		Gross profit or (loss) (attach schedule)				
	11		Other income (attach schedule)				
	12		**Total.** Add lines 1 through 11	47,890	47,890	22,779	
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc				
	14		Other employee salaries and wages	1,517	152		1,365
	15		Pension plans, employee benefits				
	16a		Legal fees (attach schedule)				
	b		Accounting fees (attach schedule)	2,812	2,812		
	c		Other professional fees (attach schedule)	5,818	5,818		
	17		Interest				
	18		Taxes (attach schedule) (see instructions)	1,252	1,148		104
	19		Depreciation (attach schedule) and depletion				
	20		Occupancy				
	21		Travel, conferences, and meetings				
	22		Printing and publications				
	23		Other expenses (attach schedule)	262	26		236
	24		**Total operating and administrative expenses.** Add lines 13 through 23	11,661	9,956		1,705
	25		Contributions, gifts, grants paid	51,600			51,600
	26		**Total expenses and disbursements.** Add lines 24 and 25	63,261	9,956		53,305
	27		Subtract line 26 from line 12				
	a		**Excess of revenue over expenses and disbursements**	-15,371			
	b		**Net investment income** (if negative, enter -0-)		37,934		
	c		**Adjusted net income**(if negative, enter -0-)			22,779	

Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	791	741	741
2	Savings and temporary cash investments	92,269	54,360	54,360
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	40,000	52,123	50,248
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	853,677	873,113	982,085
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	986,737	980,337	1,087,434
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	398	9,369	
23	**Total liabilities**(add lines 17 through 22)	398	9,369	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	986,339	970,968	
30	**Total net assets or fund balances** (see instructions)	986,339	970,968	
31	**Total liabilities and net assets/fund balances** (see instructions)	986,737	980,337	

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	986,339
2	Enter amount from Part I, line 27a	2	-15,371
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	970,968
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	970,968

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	26,199
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	1,088

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	54,561	1,104,756	0 04939
2014	53,397	1,112,811	0 04798
2013	52,189	1,059,320	0 04927
2012	50,701	1,025,614	0 04944
2011	49,964	1,026,797	0 04866

2	**Total** of line 1, column (d)	2	0 244733
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048947
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,062,947
5	Multiply line 4 by line 3	5	52,028
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	379
7	Add lines 5 and 6	7	52,407
8	Enter qualifying distributions from Part XII, line 4	8	53,305

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	379
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	379
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	379
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	724		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	724
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	345
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 345	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THOMAS CLYDE Telephone no ▶(903) 574-5747

Located at ▶P O BOX 10000 TYLER TX ZIP+4 ▶757110000

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. (Yes / No)

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No

			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☑ No
If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** **No**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** **No**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
THOMAS CLYDE P O BOX 10000 TYLER, TX 757110000	DIRECTOR/PRES 1 00	0		
ELOISE CLYDE CHANDLER P O BOX 10000 TYLER, TX 757110000	Director/SEC 1 00	0		
ANNA C MALONE P O BOX 10000 TYLER, TX 757110000	Director/VP 2 00	0		
CAROLINE CHANDLER P O BOX 10000 tyler, TX 757110000	Director 1 00	0		

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
NONE				

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE APPLICABLE	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities.			1a	1,010,621
b	Average of monthly cash balances.			1b	68,513
c	Fair market value of all other assets (see instructions).			1c	0
d	**Total** (add lines 1a, b, and c).			1d	1,079,134
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0		
2	Acquisition indebtedness applicable to line 1 assets.			2	
3	Subtract line 2 from line 1d.			3	1,079,134
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	16,187
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,062,947
6	**Minimum investment return.** Enter 5% of line 5.			6	53,147

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

1	Minimum investment return from Part X, line 6.			1	53,147
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	379		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	379
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	52,768
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	52,768
6	Deduction from distributable amount (see instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	52,768

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	53,305
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	53,305
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	379
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	52,926

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				52,768
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			41,010	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 53,305				
a Applied to 2015, but not more than line 2a			41,010	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				12,295
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				40,473
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

THOMAS CLYDE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

THOMAS CLYDE
P O BOX 10000
TYLER, TX 75711
(903) 574-5747

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

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

c Any submission deadlines

DEADLINE IS USUALLY IN APRIL

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				51,600
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	21,691	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	26,199	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				47,890	

13 Total. Add line 12, columns (b), (d), and (e). 13 47,890

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2017-04-24	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Clark B Stowe				P00187427

Firm's name ▶ SQUYRES JOHNSON SQUYRES & CO LLP — Firm's EIN ▶

Firm's address ▶ 821 ESE LOOP 323 STE 100
TYLER, TX 75701 — Phone no (903) 597-2021

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2439 024 THE ARBITRAGE EVENT DRIVEN FUND-I	P	2014-12-31	2016-02-24
920 579 CULLEN HIGH DIV EQUITY FUND CL I	P	2014-12-31	2016-09-26
735 655 FIDELITY CONTRAFUND	P	2014-12-31	2016-09-26
197 064 FIDELITY CONTRAFUND	P	2014-12-31	2016-10-24
480 725 GODMAN SACHS MID-CAP VALUE INST FD	P	2015-06-19	2016-12-05
4954 128 IVY HIGH INCOME FUND CL I	P	2014-12-31	2016-01-13
3472 222 PIMCO LONG TER US GOVT FD #101	P	2014-12-31	2016-10-24
2008 032 PIMCO FOREIGN BOND FUND-IN	P	2014-12-31	2016-07-14
2788 104 PRUDENTIAL HIGH YIELD FUND CL Z	P	2016-01-13	2016-07-14
1027 749 VICTORY INCORE FUND FOR INCOME CL I	P	2014-12-31	2016-09-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
21,488		25,000	-3,512
16,276		12,244	4,032
74,926		37,230	37,696
20,055		9,973	10,082
17,931		20,700	-2,769
33,985		43,200	-9,215
22,917		40,000	-17,083
20,020		20,001	19
15,056		13,968	1,088
10,010		11,562	-1,552

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,512
			4,032
			37,696
			10,082
			-2,769
			-9,215
			-17,083
			19
			1,088
			-1,552

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
381 518 ARTISAN MID CAP FUND INVESTOR	P	2014-12-31	2016-12-05
47 016 ARTISAN MID CAP FUND INVESTOR	P	2015-06-19	2016-12-05
Capital Gain Dividends			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
13,975		18,073	-4,098
1,722		2,227	-505
			12,016

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-4,098
			-505

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DISCOVERY SCIENCE PLACE 308 N BROADWAY TYLER, TX 75702	NONE	PUBLIC	STAFF CONFERENCES	4,000
TYLER DAY NURSERY 2901 W GENTRY PARKWAY TYLER, TX 75702	NONE	PUBLIC	OPERATING EXPENSES	1,950
ANDY WOODS PTA 3131 FRY AVE TYLER, TX 75701	NONE	PUBLIC	PURCHASE EQUIPMENT	250
CHILDREN'S ADVOCACY CENTER 2210 FRANKSTON HWY TYLER, TX 75701	NONE	PUBLIC	GENERAL SUPPORT	2,275
BULLARD MISSION HOUSE 307 W CAIN ST BULLARD, TX 75757	NONE	PUBLIC	GENERAL SUPPORT- GREAT STRIDES	750
CASA FOR KIDS 3728 SOUTHPARK DR TYLER, TX 75703	NONE	PUBLIC	CHILDREN'S DIABETES CAMP	1,775
SAMARITAN COUNSELING CENTER 218 N COLLEGE AVE TYLER, TX 75702	NONE	PUBLIC	kid reach program	1,300
SALVATION ARMY OF TYLER 633 N BROADWAY TYLER, TX 75702	NONE	PUBLIC	GENERAL SUPPORT	2,075
TYLER LIONS YOUTH SPORTS P O BOX 1354 TYLER, TX 75710	NONE	PUBLIC	GENERAL SUPPORT	2,000
ST PAUL CHILDREN'S FOUNDATION 1358 E RICHARDS TYLER, TX 75702	NONE	PUBLIC	GENERAL SUPPORT	2,400
EAST TEXAS CRISIS CENTER 2401 OLD NOONDAY RD TYLER, TX 75701	NONE	PUBLIC	CHILDREN'S COUNSELING PROGRAM	2,075
SIMPLY GRACE HOUSE P O BOX 180172 DALLAS, TX 75218	NONE	PUBLIC	GENERAL BUDGET	1,000
JUNIOR ACHIEVEMENT 2737 S BROADWAY SUITE 207 TYLER, TX 75701	NONE	PUBLIC	GENERAL SUPPORT	850
LITERACY COUNCIL OF TYLER 1530 S SOUTHWEST LOOP 323 20 TYLER, TX 75701	NONE	PUBLIC	GED PROGRAM	1,175
BOYS GIRLS CLUB OF EAST TX 504 W 32ND TYLER, TX 75702	NONE	PUBLIC	SUMMER FOOD PROGRAM	2,000
Total . . . . ▶ **3a**				51,600

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
TYLER CIVIC THEATRE CENTER 400 ROSE PARK DR TYLER, TX 75702	NONE	PUBLIC	YOUTH programs	1,000
LEUKEMIA LYMPHOMA SOCIETY 8111 lbj freeway ste 425 dallas, TX 75251	NONE	PUBLIC	GENERAL SUPPORT	1,000
LINDALE LIBRARY 200 e hubbard lindale, TX 75771	NONE	PUBLIC	GENERAL SUPPORT	1,000
GIRL SCOUTS OF NORTHEAST TEXAS 9126 US HIGHWAY 271 TYLER, TX 75708	NONE	PUBLIC	OPERATING EXPENSES	300
CHILDREN'S VILLAGE OF SMITH COUNTY 3659 FM 724 TYLER, TX 75704	NONE	PUBLIC	GENERAL SUPPORT	2,000
EAST TEXAS FOOD BANK 3201 ROBERTSON ROAD TYLER, TX 75701	NONE	PUBLIC	GENERAL SUPPORT	2,500
EAST TEXAS SYMPHONY ORCHESTRA 107 E ERWIN TYLER, TX 75702	NONE	PUBLIC	GENERAL SUPPORT	2,500
SMITH CO CHAMPIONS FOR CHILDREN 421 S BONNER TYLER, TX 75702	NONE	PUBLIC	GENERAL SUPPORT	1,100
THERAPET FOUNDATION PO BOX 130118 TYLER, TX 75713	NONE	PUBLIC	GENERAL SUPPORT	2,000
BULLARD LIBRARY 211 WEST MAIN STREET BULLARD, TX 75757	NONE	PUBLIC	GENERAL SUPPORT	500
HABITAT FOR HUMANITY 822 WEST FRONT STREET TYLER, TX 75702	NONE	PUBLIC	GENERAL OPERATING	2,025
SUSAN G KOMEN TYLER 1800 SHILOH ROAD SUITE 106 TYLER, TX 75703	NONE	PUBLIC	GENERAL OPERATIONS	1,750
TYLER AREA AMBUCS 5380 OLD BULLARD RD STE 600 230 TYLER, TX 75703	NONE	PUBLIC	COMMUNITY SERVICE	1,500
ANGEL LAYETTES P O BOX 6618 TYLER, TX 75711	NONE	PUBLIC	GENERAL OPERATIONS	1,500
CAMP TYLER OUTDOOR SCHOOL 15143 CAMP TYLER RD WHITEHOUSE, TX 75791	NONE	PC	EDUCATION	3,675
Total . . . . ▶ **3a**				51,600

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EAST TEXAS CONERSTONE 200 N BECKHAM AVE TYLER, TX 75702	NONE	PC	GENERAL OPERATIONS	500
MAKE A WISH FOUNDATION 215 WINCHESTER DR TYLER, TX 75701	NONE	PC	GENERAL OPERATING	475
NINOS DE PROMESA 301 WEST FERGUSON TYLER, TX 75702	NONE	PC	GENERAL OPERATING	400
Total . . . . ▶ **3a**				51,600

TY 2016 Accounting Fees Schedule

Name: T B BUTLER FOUNDATION

EIN: 75-2737670

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP ACCTG FEES	2,812	2,812	0	0

TY 2016 Investments Government Obligations Schedule

Name:	T B BUTLER FOUNDATION
EIN:	75-2737670
Software ID:	16000303
Software Version:	2016v3.0
US Government Securities - End of Year Book Value:	52,123
US Government Securities - End of Year Fair Market Value:	50,248
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2016 Investments - Other Schedule

Name: T B BUTLER FOUNDATION
EIN: 75-2737670
Software ID: 16000303
Software Version: 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RBTD---MF-AMERICAN EUROPACIFIC GRTH-F2	FMV	58,980	57,715
RBTD---MF-Fidelity ContraFund 022	FMV	62,056	120,735
RBTD-MF-MFS Intl New Discovery Fund Cl I	FMV	12,831	22,010
RBTD---MF-MFS Value Fund CL I	FMV	106,242	149,870
RBTD---MF-Pimco Foreign Bond Fund-IN	FMV	32,632	30,173
RTBD-MF-DODGE & COX #145	FMV	28,915	46,651
RBTD-MF-ISHARES IBOXX INV GR CORP BD	FMV	65,062	63,277
RBTD- MF-VICTORY FUND FOR INCOME CL I	FMV	28,438	23,787
RBTD--MF-SWAN DEFINED RISK FUND	FMV	74,000	74,438
RBTB--MF-DOUBLE LINE TOTAL RT BD FD CL I	FMV	105,000	101,097
RBTD--MF-DRIEHAUS ACTIVE INC FD	FMV	25,000	23,543
RBTD-MF-AMERICAN CENTURY SMALL CAP VALUE	FMV	20,700	19,937
RBTD-MF-WILLIAM BLAIR MACRO ALLOCATION F	FMV	22,911	22,497
RBTD-MF-AQR MANAGED FUTURES STRATEGY	FMV	20,000	18,203
RBTD-MF-MAINGATE MLP FD	FMV	28,000	29,404
RBTD-MF-VICTORY RS SMALL CAP GRTH FD	FMV	35,700	33,360
RBTD-MF-BARON EMERGING MKT INST	FMV	55,000	50,992
RBTD-MF-ISHARES CORE S&P MID-CAP ETF	FMV	35,092	35,713
RBTD-MF-CALAMOS MARKET NEU INC FD-I	FMV	21,488	22,411
RBTD-MF-MFS CORPORATE BOND I	FMV	15,000	14,403
RBTD-MF-PRUDENTIAL HIGH YIELD FD CL Z	FMV	20,066	21,869

TY 2016 Other Expenses Schedule

Name: T B BUTLER FOUNDATION

EIN: 75-2737670

Software ID: 16000303

Software Version: 2016v3.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER EXP OFFICE SUPPLIES & POSTAGE ETC	262	26		236

TY 2016 Other Liabilities Schedule

Name: T B BUTLER FOUNDATION

EIN: 75-2737670

Software ID: 16000303

Software Version: 2016v3.0

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL LIABILITES	398	232
deposit in error		9,137

TY 2016 Other Professional Fees Schedule

Name: T B BUTLER FOUNDATION

EIN: 75-2737670

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY FEES	5,818	5,818	0	0

TY 2016 Taxes Schedule

Name: T B BUTLER FOUNDATION

EIN: 75-2737670

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2014 EXCISE TAX	969	969		
FOREIGN TAXES	167	167		
PAYROLL TAXES	116	12		104