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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

H. E. BUTT FOUNDATION

A Employer identification number

74-1239819

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

Room/suite

B Telephone number (see instructions)

(830) 315-9246

P.O. BOX 290670

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

KERRVILLE, TX 78029-0670

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 415,987,085.

J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here.

D 1 Foreign organizations, check here.

2 Foreign organizations meeting the 85% test, check here and attach computation.

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

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

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

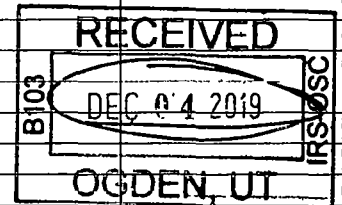
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	21,492,802.			
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	2,550,379.	2,550,379.	2,550,379.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	9,389,778.			
b	Gross sales price for all assets on line 6a	9,389,778.			
7	Capital gain net income (from Part IV, line 2)		9,389,778.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH. 1	1,471,956.	1,597,632.	1,589,823.	
12	Total. Add lines 1 through 11	34,904,915.	13,537,789.	4,140,202.	
13	Compensation of officers, directors, trustees, etc.	430,330.	51,333.	51,333.	378,997.
14	Other employee salaries and wages	7,384,604.			7,384,604.
15	Pension plans, employee benefits	3,358,463.			3,358,463.
16a	Legal fees (attach schedule)	40,493.			40,493.
b	Accounting fees (attach schedule) ATCH. 2	87,216.			87,216.
c	Other professional fees (attach schedule) [3]	235,428.	235,428.	235,428.	
17	Interest. ATCH. 4	4,099.	4,099.	4,099.	
18	Taxes (attach schedule) (see instructions) [5]	949,002.	341,764.	341,764.	607,238.
19	Depreciation (attach schedule) and depletion.	2,596,178.			
20	Occupancy				
21	Travel, conferences, and meetings	77,010.	57.	57.	76,953.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 6	5,764,457.	609,672.	609,672.	5,155,058.
24	Total operating and administrative expenses. Add lines 13 through 23.	20,927,280.	1,242,353.	1,242,353.	17,089,022.
25	Contributions, gifts, grants paid	2,347,854.			2,347,854.
26	Total expenses and disbursements. Add lines 24 and 25	23,275,134.	1,242,353.	1,242,353.	19,436,876.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	11,629,781.			
b	Net investment income (if negative, enter -0-)		12,295,436.		
c	Adjusted net income (if negative, enter -0-)			2,897,849.	



For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		5,111,126.	10,358,408.	10,358,408.
	2	Savings and temporary cash investments		4,331,536.	20,746,949.	20,746,949.
	3	Accounts receivable ▶ 1,910,978.				
		Less allowance for doubtful accounts ▶		1,027,625.	1,910,978.	1,910,978.
	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.		1,681.		
	9	Prepaid expenses and deferred charges		222,138.	207,673.	207,673.
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7		247,436,284.	192,632,134.	209,584,393.
	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) ATCH 8		101,255,505.	145,370,863.	150,391,853.	
14	Land, buildings, and equipment basis		50,181,119.			
	Less accumulated depreciation (attach schedule) ▶		22,610,233.	27,870,886.	22,786,831.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		387,156,291.	399,097,891.	415,987,085.	
Liabilities	17	Accounts payable and accrued expenses		1,264,434.	1,576,253.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons.				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		1,264,434.	1,576,253.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ X and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted		385,891,857.	397,521,638.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund.				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		385,891,857.	397,521,638.	
	31	Total liabilities and net assets/fund balances (see instructions)		387,156,291.	399,097,891.	

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	385,891,857.
2	Enter amount from Part I, line 27a	2	11,629,781.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	397,521,638.
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	397,521,638.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	9,389,778.	
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	-76,623.	

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 doesn't qualify under section 4940(e) Do not complete this part

(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))
2017	15,012,051.	376,246,852.	0.039899
2016	14,867,180.	280,258,776.	0.053048
2015	14,928,846.	234,022,019.	0.063792
2014	12,760,113.	218,041,487.	0.058521
2013	10,458,887.	191,298,552.	0.054673
2 Total of line 1, column (d)			2 0.269933
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.053987
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 399,649,458.
5 Multiply line 4 by line 3.			5 21,575,875.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 122,954.
7 Add lines 5 and 6.			7 21,698,829.
8 Enter qualifying distributions from Part XII, line 4 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			8 19,436,876.

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	245,909.
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	245,909.
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	245,909.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	452,465.
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	452,465.
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	206,556.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 206,556. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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 (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		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? 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 • 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?	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 ☐ 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 2018 or the tax year beginning in 2018? See the 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

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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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.HEBFDN.ORG</u>	X	
14 The books are in care of <u>JENNIFER HARGRAVE</u> Telephone no. <u>830-315-9246</u> Located at <u>719 EARL GARRETT STREET KERRVILLE, TX</u> ZIP+4 <u>78028</u>		
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 <u>15</u>		
16 At any time during calendar year 2018, 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 FinCEN Form 114 If "Yes," enter the name of the foreign country <u></u>		X

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		
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 Organizations relying on a current notice regarding disaster assistance, check here ☐	1b	X
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 2018?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b If "Yes," did it have excess business holdings in 2018 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 2018)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

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

	Yes	No
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.		
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?		
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?		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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 9		430,330.	48,037.	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
ATCH 10		979,800.	46,170.	0.

Total number of other employees paid over \$50,000. 49

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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 11		1,261,449.
Total number of others receiving over \$50,000 for professional services		15

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 ATTACHMENT 14	
	2,036,051.
2 SEE ATTACHMENT 14	
	1,316,531.
3 SEE ATTACHMENT 14	
	4,066,572.
4 SEE ATTACHMENT 14	
	6,899,217.

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	

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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	280,611,420.
b	Average of monthly cash balances	1b	9,512,332.
c	Fair market value of all other assets (see instructions)	1c	115,611,738.
d	Total (add lines 1a, b, and c)	1d	405,735,490.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d.	3	405,735,490.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	6,086,032.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	399,649,458.
6	Minimum investment return. Enter 5% of line 5	6	19,982,473.

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		
2a	Tax on investment income for 2018 from Part VI, line 5	2a	
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see 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	19,436,876.
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	19,436,876.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,436,876.

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.

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

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20 16 , 20 15 , 20 14				
3 Excess distributions carryover, if any, to 2018.				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions).				
d Applied to 2018 distributable amount.				
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				
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 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

Form **990-PF** (2018)

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 2018, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a	2,897,849.	2,944,278.	4,453,890.	4,024,642.	14,320,659.
c Qualifying distributions from Part XII, line 4 for each year listed	2,463,172.	2,502,636.	3,785,807.	3,420,946.	12,172,561.
d Amounts included in line 2c not used directly for active conduct of exempt activities	19,436,876.	15,012,051.	14,867,180.	14,928,846.	64,244,953.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,347,854.	726,015.	655,920.	523,147.	4,252,936.
3 Complete 3a, b, or c for the alternative test relied upon	17,089,022.	14,286,036.	14,211,260.	14,405,699.	59,992,017.
a "Assets" alternative test - enter					
(1) Value of all assets.	1				1
(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	13,321,649.	17,131,564.	9,341,959.	7,800,734.	47,595,906.
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 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))

NONE

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT 13				2,347,854.
Total			▶ 3a	2,347,854.
b Approved for future payment				
Total			▶ 3b	

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]

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

- | | | | | |
|--|--------------|--|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | | |
| (1) Cash | 1a(1) | | | X |
| (2) Other assets | 1a(2) | | | X |
| b Other transactions | | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | | X |
| (4) Reimbursement arrangements | 1b(4) | | | X |
| (5) Loans or loan guarantees | 1b(5) | | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

[illegible]

**Sign
Here**

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

Signature of officer or trustee Jennifer Hargrave 11/15/19 Date

Date _____

Title

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

STEWART GOODSON

Preparer's signature

Street Light

Date

15 Nov 2019

9 Check ☐ if self-employed

PTIN	
------	--

P00084462

Firm's name	▶ ERNST & YOUNG U.S. LLP
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Firm's EIN ▶ 34-6565596

Firm's address ► 111 W. HOUSTON ST. STE. 1901
SAN ANTONIO, TX

78205

Phone no 210-228-9696

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	H. E. BUTT GROCERY COMPANY P.O. BOX 839999 SAN ANTONIO, TX 78283	\$ 1,621,811.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	MRS. HOWARD E. BUTT, JR. P.O. BOX 290670 KERRVILLE, TX 78029	\$ 19,713,333.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	MR. AND MRS. DAVID ROGERS P.O. BOX 290670 KERRVILLE, TX 78029	\$ 70,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	LAITY RENEWAL FOUNDATION P.O. BOX 290670 KERRVILLE, TX 78029	\$ 37,658.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	MR. AND MRS. JOHN T. MCGUIRE FAMILY FDT 8700 CROWNHILL BLVD. STE. 406 SAN ANTONIO, TX 78209	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

74-1239819

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	EMPLOYEE HEALTH INS., FOOD, GROCERIES, AND SUPPLIES FOR USE IN SUPPORTING THE PROGRAM OF A CHRISTIAN RETREAT CENTER, SUMMER YOUTH CAMP, AND YEAR-ROUND CAMP.	\$ 1,621,811.	VAR
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

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

Employer identification number

74-1239819

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

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

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
278,683.		LT SALES THRU DCM PRIVATE EQUI.					VARIOUS 278,683.	VARIOUS
633.		ST SALES THRU DCM PRIVATE EQUI					VARIOUS 633.	VARIOUS
94,309.		LT SALES THRU TOWNSQUARE REAL					VARIOUS 94,309.	VARIOUS
104,957.		LT SALS THRU METROPOLITAN REAL					VARIOUS 104,957.	VARIOUS
-25.		ST SALES THRU METROPOLITAN REAL					VARIOUS -25.	VARIOUS
263,796.		LT SALES FROM GREENSPRING OPPOR					VARIOUS 263,796.	VARIOUS
290,800.		LT SALES THRU MONTAUK TRIGUARD					VARIOUS 288,412.	VARIOUS
4,035.		ST SALES THRU MONTAUK TRIGUARD					VARIOUS 4,035.	VARIOUS
58,103.		LT SALES THRU AG CORE PLUS					VARIOUS 58,103.	VARIOUS
53,570.		LT SALES THRU MADISON REALTY					VARIOUS 53,570.	VARIOUS
162.		ST SALES THRU CVI CREDIT					VARIOUS 162.	VARIOUS
52,369.		LT SALES THRU GLENDOWER CAPITAL					VARIOUS 52,369.	VARIOUS

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
614.		ST SALES THRU GLENDOWER CAPITAL					VARIOUS 614.	VARIOUS
85,604.		LT SALES THRU POLUNIN EMERG MK					VARIOUS 85,604.	VARIOUS
17,108.		ST SALES THRU POLUNIN EMERG MK					VARIOUS 17,108.	VARIOUS
-9,918.		LT SALES THRU WELLINGTON TRUST					VARIOUS -9,918.	VARIOUS
-99,150.		ST SALES THRU WELLINGTON TRUST					VARIOUS -99,150.	VARIOUS
147.		QSBS SALE THRU DCM - SONIAN, INC. 117.					05/25/2012	12/27/2018
2,904.		QSBS SALE THRU DCM - SPREDFAST, INC. 1,894.					01/30/2013	10/01/2018
9,992.		QSBS SALE THRU DCM - ALIEN VAULT SERIER 1,983.					06/29/2012	08/21/2018
1,471.		QSBS SALE THRU MONTAUK - 50% EXC					VARIOUS 735.	VARIOUS
309.		QSBS SALE THRU MONTAUK - 75% EXC					VARIOUS 77.	VARIOUS
608.		QSBS SALE THRU MONTAUK - 100% EXC					VARIOUS	VARIOUS
1,448,690.		LT CAPITAL GAIN DISTRIBUTION					VARIOUS 1,448,690.	VARIOUS

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
42571430.		LT CAPITAL GAIN M&T (SEE ATTACHMENT) 35824416.					VARIOUS 6,747,014.	VARIOUS
TOTAL GAIN(LOSS)							<u>9,389,778.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MISCELLANEOUS INCOME	7,775.	7,775.	7,775.
PARTNERSHIP INCOME/LOSS	1,464,062.	1,581,929.	1,581,929.
965 TRANSITION TAX INCOME		7,809.	
ROYALTIES	119.	119.	119.
TOTALS	<u>1,471,956.</u>	<u>1,597,632.</u>	<u>1,589,823.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG LLP - AUDIT SVCS	87,216.			87,216.
TOTALS	<u>87,216.</u>			<u>87,216.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INVESTMENT FEES	235,428.	235,428.	235,428.
TOTALS	<u>235,428.</u>	<u>235,428.</u>	<u>235,428.</u>

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INVESTMENT INTEREST FEE	4,099.	4,099.	4,099.
TOTALS	<u>4,099.</u>	<u>4,099.</u>	<u>4,099.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	516,196.			516,196.
PROPERTY TAXES	51,766.			51,766.
FEDERAL EXCISE TAXES	255,938.	255,938.	255,938.	
FOREIGN TAXES	125,102.	85,826.	85,826.	39,276.
TOTALS	<u>949,002.</u>	<u>341,764.</u>	<u>341,764.</u>	<u>607,238.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONSULTANTS	1,690,868.	609,636.	609,636.	1,081,232.
DUES & SUBSCRIPTIONS	86,269.	36.	36.	86,233.
CAMP & OFFICE REPAIRS/MAINT.	1,169,823.			1,169,823.
CAMP & OFFICE SUPPLIES	350,154.			350,154.
GENERAL INSURANCE	355,590.			355,590.
TELEPHONE & UTILITIES	308,176.			308,176.
SPECIAL EVENTS	62,475.			62,475.
WEBSITE MAINTENANCE	31,294.			31,294.
POSTAGE AND SHIPPING	5,344.			5,344.
COMPUTER/IT EXPENSE	203,165.			203,165.
GROUP SUPPORT	7,425.			7,425.
STAFF RECRUITING/HIRING	248,708.			248,708.
CONFERENCES/EDUCATION	95,197.			95,197.
PRODUCTION	3,706.			3,706.
MISCELLANEOUS EXPENSE	20,622.			20,622.
PROMOTION	168,898.			168,898.
HEALTH INSURANCE	705,690.			705,690.
OTHER PURCHASES	134,357.			134,357.
PROJECTS AND RESEARCH	116,696.			116,969.
TOTALS	<u>5,764,457.</u>	<u>609,672.</u>	<u>609,672.</u>	<u>5,155,058.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
M&T CUSTODIAL - MUTUAL FUNDS	192,632,134.	209,584,393.
TOTALS	<u>192,632,134.</u>	<u>209,584,393.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LUTHER KING PRIVATE DISCIPLINE	5,886,852.	8,716,495.
COLLINS CAPITAL LOW VOLATILITY	16,817.	21,615.
TITAN MASTERS FUND	2,800,000.	3,376,197.
GLOUSTON PRIVATE EQUITY OPPORT	699,301.	712,241.
DCM PRIVATE EQUITY FUND III	1,419,341.	2,033,973.
METROPOLITAN REAL ESTATE-GEN	824,279.	952,604.
TOWNSQUARE REAL ESTATE ALPHA	1,367,773.	1,729,367.
MONTAUK TRIGUARD FUND IV	1,391,878.	1,648,549.
INSIGNIA CAPITAL PARTNERS LP	1,064,730.	1,420,356.
GREENSPRINGS OPPORTUNITIES III	2,633,573.	2,634,181.
MADISON REALTY CAPITAL DEBT FU	5,456,335.	5,256,778.
GOLUB CAPITAL PARTNERS 9	3,558,267.	3,558,267.
AG CORE PLUS REALTY FUND IV	3,662,931.	4,160,739.
PHARO GAIA	7,560,000.	7,773,820.
TRIVE	94,503.	197,385.
VHW OFFSHORE FUND	419,012.	421,179.
CARVAL CREDIT VALUE FUND BIV	2,116,985.	2,100,523.
GMO TRUST	11,976,707.	11,248,054.
PARTNERS GROUP DIRECT EQUITY	3,012,840.	3,356,679.
OAKTREE REAL ESTATE	1,296,495.	1,281,699.
QMS FUNDING	11,300,000.	11,543,484.
COHO PARTNERS	8,011,995.	8,113,189.
POLUNIN COMMINGLED FUNDS	3,343,576.	2,698,098.
STANDARD LIFE GARS INV'T	11,300,000.	13,164,349.
400 CAPITAL CREDIT OPP FUND	7,560,000.	7,391,472.
SENATOR	12,839,722.	11,835,526.
WELLINGTON TRUST	20,792,567.	21,218,595.
KABOUTER INTERNATIONAL OPPOR.	1,200,592.	1,335,689.
GLENDOWER CAPITAL	1,285,831.	1,263,751.
MONROE CAPITAL	10,000,000.	8,760,673.
RANGER INVESTMENT MANAGEMENT	477,961.	466,326.
GEORGIAN PARTNERS GROWTH FUND		
TOTALS	<u>145,370,863.</u>	<u>150,391,853.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DEBORAH BUTT ROGERS P.O. BOX 290670 KERRVILLE, TX 78029-0670	VP/SEC.- TREAS. 5.00	0.	0.	0.
DAVID M. ROGERS P.O. BOX 290670 KERRVILLE, TX 78029-0670	PRESIDENT 40.00	288,335.	34,053.	0.
HOWARD E. BUTT, III P.O. BOX 839986 SAN ANTONIO, TX 78283	TRUSTEE 1.00	0.	0.	0.
STEPHEN W. BUTT P.O. BOX 839986 SAN ANTONIO, TX 78283	TRUSTEE 1.00	0.	0.	0.
F. DWIGHT LACY P.O. BOX 290670 KERRVILLE, TX 78029-0670	SR. VP/ASST SEC. 1.00	0.	0.	0.
JANICE S FLYNN P.O. BOX 290670 KERRVILLE, TX 78029-0670	ASST SECRETARY-TREASURER 40.00	141,995.	13,984.	0.
GRAND TOTALS		430,330.	48,037.	0.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	ATTACHMENT 10	
			CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES	
JENNIFER HARGRAVE P.O. BOX 290670 KERVILLE, TX 78029	EX. DIR.-ACCT & ADMIN 40.00	239,595.	13,338.	0.
GLENN ECHOLS P.O. BOX 290670 KERVILLE, TX 78029	EX.DIR.-PROP PLAN 40.00	193,323.	10,780.	0.
PERRI ROSHEGER P.O. BOX 290670 KERVILLE, TX 78029	EX. DIR.-CONST RELAT 40.00	193,009.	11,126.	0.
STEVEN PURCELL P.O. BOX 290670 KERVILLE, TX 78029	EX. DIR.-LAITY LODGE 40.00	184,334.	10,926.	0.
WILL STRIPLING P.O. BOX 290670 KERVILLE, TX 78029	COO 40.00	169,539.	0.	0.
TOTAL COMPENSATION		979,800.	46,170.	0.

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NEPC, LLC P.O. BOX 4110 WOBURN, MA 01888	INVESTMENT CONSULTIN	364,604.
KINGS PATH PARTNERS LLC 206 BROOKS STREET SUGARLAND, TX 77478	CONSULTANT	296,287.
EVEREADY ELECTRIC P.O. BOX 555 INGRAM, TX 78025	ELECTRICAL WORK	231,180.
PETRO SWIFT, LLC 109 SAN JUAN S. KERRVILLE, TX 78028	CONSTRUCTION SERVICE	186,928.
THE CAMBIO PROJECT, LLC 777 DRIGGS AVE. APT. 4 BROOKLYN, NY 11211	STRATEGIC PLANNING	182,450.
TOTAL COMPENSATION		<u>1,261,449.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
PARTNERSHIP INCOME	541900	-125,815.	01	1,589,738.	
ROYALTIES			01	119.	
TOTALS		<u>-125,815.</u>		<u>1,589,857.</u>	

H.E. Butt Foundation
EIN#: 74-1239819

Part XV

Summary of Direct Charitable Activities

Attachment 13

Entity	Address	Relationship	Status	Purpose of Grant or Contribution	Amt.
Leakey Little League	P O Box 823 Leakey, TX 78873	NONE	PC	Youth Activities-Support	\$ 100.00
Kerr YMCA	1607 Sidney Baker St, Kerrville, TX 78028	NONE	PC	Youth Activities-Sports	\$ 200.00
Jason Walford Memorial Foundation	923 Jackson Rd, Kerrville, TX 78028	NONE	PC	Support for Youth with Special Needs	\$ 300.00
Leakey ISD-Varsity Cheer Club	P O Box 1129 Leakey, TX 78873	NONE	PC	Youth Activities-Sports	\$ 852.00
Leakey ISD-Yearbook	P O Box 1129 Leakey, TX 78873	NONE	PC	Youth Activities-Journalism	\$ 360.00
St Peter's Episcopal School	321 St Peter's St, Kerrville, TX 78028	NONE	PC	Support for Christian Day Care Education	\$ 500.00
Leakey Eagles Band Booster	P O Box 1129 Leakey, TX 78873	NONE	PC	Youth Activities-Music	\$ 500.00
Live Like Johnny Organization	P O Box 1017 Jacksboro, TX 76458	NONE	PC	Helping Troubled Teens	\$ 500.00
Boy Scouts of America Troop 489	11756 North US Hwy 83, Leakey, TX 78873	NONE	PC	Youth Activities-Camping	\$ 500.00
Nitro Cheer Company	434 Coronado Dr, Kerrville, TX 78028	NONE	PC	Youth Activities-Sports	\$ 500.00
Wellness Center for Families of Faith	222 Babcock, San Antonio, TX 78201	NONE	PC	Mental Health Research	\$ 1,000.00
Travis Park United Methodist Church	230 E Travis St, San Antonio, TX 78205	NONE	PC	Mental Health Research	\$ 1,000.00
St Matthew's Catholic Church	10703 Wurzbach Rd, San Antonio, TX 78230	NONE	PC	Mental Health Research	\$ 1,000.00
St Mark's Episcopal Church	315 E. Pecan St, San Antonio, TX 78205	NONE	PC	Mental Health Research	\$ 1,000.00
MacArthur Park Lutheran Church	2903 Nacogdoches Rd, San Antonio, TX 78217	NONE	PC	Mental Health Research	\$ 1,000.00
St Paul Catholic Church	1201 Donaldson, San Antonio, TX 78228	NONE	PC	Mental Health Research	\$ 1,000.00
St Timothy Catholic Church	1515 Saltillo St, San Antonio, TX 78207	NONE	PC	Mental Health Research	\$ 1,000.00
Divide Volunteer Fire Department	P O Box 259 Mt Home, TX 78058-0259	NONE	PC	Community Safety	\$ 1,500.00
Kerr County Young Life	P O Box 294771 Kerrville, TX 78029	NONE	PC	Community Involvement	\$ 1,500.00
Friends of the Library Association	P O Box 488, Leakey, TX 78873	NONE	PC	Literary Education	\$ 2,500.00
Leakey United Methodist Church-Feed My	P O Box 417 Leakey, TX 78873	NONE	PC	Food program for Children	\$ 2,500.00
Real County Jr Livestock Show	P O Box 163, Leakey, TX 78873	NONE	PC	Youth Activities	\$ 3,000.00
Clarity Child Guidance Center	8535 Tom Slick San Antonio, TX 78229	NONE	PC	Youth Mental Health	\$ 5,000.00
NAMI San Antonio	6800 Park Ten Blvd, Ste 248 East, San Antonio, TX 78213	NONE	PC	Pathways to Hope Conference	\$ 5,000.00
Leakey Volunteer Fire Department	P O Box 250 Leakey, TX 78873-0250	NONE	PC	Community Safety	\$ 7,500.00
Real County Emergency Operations	P O Box 445 Leakey, TX 78873-0445	NONE	PC	Community Health	\$ 7,500.00
Frio Canyon EMS	P O Box 803 Leakey, TX 78873	NONE	PC	Community Safety	\$ 8,000.00
Henry J Kaiser Family Foundation	185 Berry St, San Francisco, CA 94107	NONE	PC	Nonprofit Healthcare Journalism	\$ 20,000.00
Texas Tribune, Inc.	918 Congress Ave, Sixth Floor, Austin, TX 78702	NONE	PC	Nonprofit Journalism	\$ 35,000.00
Mental Health Grace Alliance	P O Box 23401, Waco, TX 76702	NONE	PC	Community Involvement	\$ 50,000.00
Trinity Fellows Academy	P O Box 249 Royal Oak, MD 21662	NONE	PC	Leadership Training	\$ 60,000.00
Theology of Work Project Inc.	84 Lexington St Belmont, MA 02478	NONE	PC	Faith in the Workplace	\$ 65,000.00
Lafay Renewal Foundation	P O Box 290670 Kerrville, TX 78029-0670	NONE	PC	Christian Retreat Center Food/Groceries	\$ 66,144.97
Martinez Street Women's Center	801 Olive St, San Antonio, TX 78202	NONE	PC	Community Involvement	\$ 75,000.00
Children's Bereavement Center	W. Olmos Dr, San Antonio, TX 78212	NONE	PC	Community Involvement	\$ 75,000.00
Blue Print Ministries	P O Box 782128, San Antonio, TX 78278	NONE	PC	Community Involvement	\$ 75,000.00
Voices for Children	118 North Medina, Ste 121, San Antonio, TX 78207	NONE	PC	Community Involvement	\$ 75,000.00
Prospera Community Housing Services	8610 N New Braunfels, St 400, San Antonio, TX 78209	NONE	PC	Community Involvement	\$ 75,000.00
Bexar County Health Collaborative	3010 N St Mary's St, Ste 1101, San Antonio, TX 78212	NONE	PC	Community Involvement	\$ 75,000.00
P16Plus Council of Greater Bexar County	1142 E Commerce Street San Antonio, TX 78205	NONE	PC	Community Involvement	\$ 125,000.00
Good Samaritan Center	1600 Saltillo Street San Antonio, TX 78207	NONE	PC	Community Involvement	\$ 125,000.00
Say Si	1518 S Alamo San Antonio, TX 78204	NONE	PC	Youth Empowerment	\$ 125,000.00
San Antonio Christian Hope Resource Centre	321 N General McMullan Drive, San Antonio, TX 78237	NONE	PC	Community Involvement	\$ 125,000.00
Rise Recovery	P O Box 15322 San Antonio, TX 78212	NONE	PC	Addiction Recovery and Support	\$ 125,000.00
Lafay Lodge Foundation	P O Box 290670 Kerrville, TX 78029-0670	NONE	PC	Camping Program Food/Groceries	\$ 351,396.72
Lafay Renewal Foundation	P O Box 290670 Kerrville, TX 78029-0670	NONE	PC	Building Project to Support Christian Youth C	\$ 570,000.00
					\$ 2,347,853.69

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. OUTDOOR EDUCATION OPPORTUNITIES FOR 20 SCHOOLS SERVING 2,000 CAMPERS.

3. HEBFF STRATEGIC INITIATIVES FOR MENTAL HEALTH, HEALTHY FAMILIES, HEALTHY COMMUNITIES, AND INFLUENCING FUTURE LEADERS.

4. SUPPORT OF TWO PUBLIC CHARITIES THAT HOST ADULT CHRISTIAN RETREATS FOR ADULTS, FAMILIES, AND YOUTH ON PROPERTY OWNED BY THE FOUNDATION.

STATEMENT 14