

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.
- Go to www.irs.gov/Form990PF for instructions and the latest information.

2019

Open to Public
Inspection

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation THE CHARLES BUTT FOUNDATION		A Employer identification number 31-6674532
Number and street (or P O box number if mail is not delivered to street address) 200 E BASSE RD STE 201		Room/suite
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO, TX 782094490		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		B Telephone number (see instructions) (210) 462-9991
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 7,229,103	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	5,000,000			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	806,451	806,451		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	254,535			
b	Gross sales price for all assets on line 6a	32,111,471			
7	Capital gain net income (from Part IV, line 2)		254,535		
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)				
12	Total. Add lines 1 through 11	6,060,986	1,060,986		
13	Compensation of officers, directors, trustees, etc	11,141	0	11,141	
14	Other employee salaries and wages	218,859	0	175,087	
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	119,606	0	119,606	
b	Accounting fees (attach schedule)	10,103	0	10,103	
c	Other professional fees (attach schedule)	372,147	0	372,147	
17	Interest				
18	Taxes (attach schedule) (see instructions)	19,700	0	0	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	68,095	0	68,095	
22	Printing and publications				
23	Other expenses (attach schedule)	103,550	62,987	37,998	
24	Total operating and administrative expenses.				
	Add lines 13 through 23	923,201	62,987	794,177	
25	Contributions, gifts, grants paid	24,111,475		24,111,475	
26	Total expenses and disbursements. Add lines 24 and 25	25,034,676	62,987	24,905,652	
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-18,973,690			
b	Net investment income (if negative, enter -0-)		997,999		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash—non-interest-bearing	437,607	208,165	208,165	
2	Savings and temporary cash investments	881,936	7,020,938	7,020,938	
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)				
b	Investments—corporate stock (attach schedule)	2,020,100	0	0	
c	Investments—corporate bonds (attach schedule)	23,024,977	0	0	
11	Investments—land, buildings, and equipment basis ► _____				
	Less accumulated depreciation (attach schedule) ► _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
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)	26,364,620	7,229,103	7,229,103	
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 ► _____)				
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances					
	Foundations that follow FASB ASC 958, check here ► <input type="checkbox"/> and complete lines 24, 25, 29 and 30.				
24	Net assets without donor restrictions				
25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ► <input checked="" type="checkbox"/> and complete lines 26 through 30.				
26	Capital stock, trust principal, or current funds	1,675,333	1,675,333		
27	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
28	Retained earnings, accumulated income, endowment, or other funds	24,689,287	5,553,770		
29	Total net assets or fund balances (see instructions)	26,364,620	7,229,103		
30	Total liabilities and net assets/fund balances (see instructions)	26,364,620	7,229,103		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	26,390,045
2	Enter amount from Part I, line 27a	2	-18,973,690
3	Other increases not included in line 2 (itemize) ► _____	3	0
4	Add lines 1, 2, and 3	4	7,416,355
5	Decreases not included in line 2 (itemize) ► _____	5	187,252
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	7,229,103

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.)
1 a PUBLICLY TRADED SECURITIES				
b CAPITAL GAIN DISTRIBUTIONS				
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 32,111,389			31,856,936	254,453
b 82				82
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				254,453
b				82
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	254,535
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				

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

 Yes No

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

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))
2018	24,318,351	43,584,990	0 557952
2017	26,510,938	64,806,625	0 409078
2016	2,216,507	3,533,392	0 627303
2015	1,351,703	2,810,151	0 481007
2014	577	190,006	0 003037
2 Total of line 1, column (d)			2 078377
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			0 415675
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			22,835,374
5 Multiply line 4 by line 3			9,492,094
6 Enter 1% of net investment income (1% of Part I, line 27b)			9,980
7 Add lines 5 and 6			9,502,074
8 Enter qualifying distributions from Part XIII, line 4			24,905,652

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	9,980
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	0
3	Add lines 1 and 2.	3	9,980
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	9,980
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	11,196
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments Add lines 6a through 6d.	7	17,196
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0
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	7,216
11	Enter the amount of line 10 to be Credited to 2020 estimated tax ►	7,216	Refunded ►
		11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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</i>	1b		No
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 ► \$ _____ 0 (2) On foundation managers ► \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i>	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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See 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? Website address ►N/A	13	Yes
14	The books are in care of ►CHARLES H CLINES	Telephone no ►(210) 462-9991	
Located at ►PO BOX 90389 SAN ANTONIO TX			ZIP+4 ►78209
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here. and enter the amount of tax-exempt interest received or accrued during the year.	► 15	
16	At any time during calendar year 2019, 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 ►	16	Yes No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	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	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2019 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 2019)	3b	
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 2019?	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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions. (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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.		5b	No
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
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 during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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
See Additional Data Table				

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
KATHRYN ROGERS - SEE STMT 10 PO BOX 90389 SAN ANTONIO, TX 78209	VP, COMMUNITY OUTREA 40 00	370,054	0	0

Total number of other employees paid over \$50,000. ► 0

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
JOERIS GENERAL CONTRACTORS	CONSTRUCTION	1,000,000
823 ARION PKWY SAN ANTONIO, TX 78216		
FAIRWINDS MANAGEMENT LLC	SALARY AND OVERHEAD EXPENSES	184,992
200 E BASSE RD STE 201 SAN ANTONIO, TX 78209		
OUTREACH STRATEGISTS LLC	COMMUNICATION SERVICES	152,196
2727 ALLEN PKWY STE 1300 HOUSTON, TX 77019		
INSTITUTE OF PERSONAL LEADERSHIP	CONSULTING	120,000
170 W 81ST ST 8D NEW YORK, NY 10024		
DR STUART YUDOFSKY	CONSULTING	60,000
11010 WICKWOOD DRIVE HOUSTON, TX 78204		
Total number of others receiving over \$50,000 for professional services.	►	1

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	
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	►
	0

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	19,346,445
b	Average of monthly cash balances.	1b	3,836,676
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	23,183,121
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	0
3	Subtract line 2 from line 1d.	3	23,183,121
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	347,747
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,835,374
6	Minimum investment return. Enter 5% of line 5.	6	1,141,769

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

1	Minimum investment return from Part X, line 6.	1	1,141,769
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	9,980
b	Income tax for 2019 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,980
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,131,789
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,131,789
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,131,789

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	24,905,652
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	24,905,652
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	9,980
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	24,895,672
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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,131,789
2 Undistributed income, if any, as of the end of 2019			0	
a Enter amount for 2018 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019				
a From 2014.				
b From 2015.	1,201,695			
c From 2016.	2,039,837			
d From 2017.	23,283,939			
e From 2018.	21,454,418			
f Total of lines 3a through e.	47,979,889			
4 Qualifying distributions for 2019 from Part XII, line 4 ► \$ 24,905,652			0	
a Applied to 2018, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2019 distributable amount.				1,131,789
e Remaining amount distributed out of corpus	23,773,863			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	71,753,752			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				0
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)	0			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	71,753,752			
10 Analysis of line 9				
a Excess from 2015.	1,201,695			
b Excess from 2016.	2,039,837			
c Excess from 2017.	23,283,939			
d Excess from 2018.	21,454,418			
e Excess from 2019.	23,773,863			

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 2019, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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 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))
CHARLES C BUTT

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. 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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
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	806,451
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	254,535
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).		0		1,060,986
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13	1,060,986

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

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week (c) devoted to position	(d) Compensation (If not paid, enter -0-)	(e) Contributions to employee benefit plans and deferred compensation	(f) Expense account, (g) other allowances
CHARLES C BUTT	CHAIRMAN, DIRECTOR, MEMBER 0 50	0	0	0
PO BOX 839999 SAN ANTONIO, TX 78283				
CHARLES H CLINES - SEE STMT 10	PRESIDENT, TREASURER, DIRECTOR 1 00	11,141	0	0
PO BOX 90389 SAN ANTONIO, TX 78209				
ELIZABETH LORENZ	VICE PRESIDENT, DIRECTOR 1 00	0	0	0
PO BOX 90389 SAN ANTONIO, TX 78209				
DEBRA SALGE	SECRETARY, DIRECTOR 1 00	0	0	0
PO BOX 90389 SAN ANTONIO, TX 78209				
JUDITH A LINDQUIST	DIRECTOR 1 00	0	0	0
PO BOX 90389 SAN ANTONIO, TX 78209				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW SUITE 500 WASHINGTON, DC 20036	N/A	PC	NON PROFIT ADVOCACY IN SOUTH TEXAS -SPONSORSHIP	25,000
ALLIANCE FOR TECH ED IN APPLIED MATH 9607 BROADWAY STE C SAN ANTONIO, TX 78217	N/A	PC	EDUCATION-SPONSORSHIP	5,000
ARTPACE445 NORTH MAIN AVENUE SAN ANTONIO, TX 78205	N/A	PC	SPONSORSHIP	5,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
CAST200 E BASSE ROAD SUITE 201 SAN ANTONIO, TX 78209	N/A	PC	GENERAL EXPENSES	300,000
CAST200 E BASSE ROAD SUITE 201 SAN ANTONIO, TX 78209	N/A	PC	START UP GRANT FOR CONSTRUCTION COSTS	1,000,000
CHEST FOUNDATION 2595 PATRIOT BLVD GLENVIEW, IL 60026	N/A	PC	2019 GALA SPONSORSHIP	25,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
COLUMBIA UNIVERSITY 710 WEST 168TH STREET NEW YORK, NY 100323784	N/A	PC	VAGELOS COLLEGE OF PHYSICIANS/SURGEONS, DEPT OF ORTHOPEDICS	1,500,000
HIDALGO FOUNDATION OF BEXAR COUNTY INC 101 W NUEVA SUITE 1016 SAN ANTONIO, TX 78205	N/A	PC	HOUSTON GPS-SPONSORSHIP	200,000
HOLDSWORTH CENTER 200 E BASSE ST SAN ANTONIO, TX 78209	N/A	PC	TRAINING CENTER CONSTRUCTION	13,000,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
HUMANITIES TEXAS 1410 RIO GRANDE STREET AUSTIN, TX 787011506	N/A	PC	HUMANITIES - SPONSORSHIP	5,000
MOUNT DESERT ISLAND HISTORICAL SOCIETY PO BOX 653 MOUNT DESERT, ME 04660	N/A	PC	SPONSORSHIP	50,000
NEW YORK YACHT CLUB PO BOX 36228 NEWARK, NJ 071886228	N/A	PC	PRESERVATION OF HISTORIC CLUBHOUSE /MEMORABILIA	100,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ORGANIZATION FOR ECONOMIC CO-OPERATION AND DEVELOPMENT 2 RUE ANDRE-PASCAL PARIS 75775 CEDEX 16 FR	N/A	GOV	GLOBAL VIDEO LIBRARY OF EFFECTIVE TEACHING PRACTICES	1,500,000
P16 PLUS COUNCIL OF GREATER BEXAR COUNTY 454 SOLEDAD STREET SUITE 101 SAN ANTONIO, TX 78205	N/A	PC	EDUCATIONAL RESEARCH GRANT	100,000
PHILANTHROPITCH1408 E 13TH STREET AUSTIN, TX 78702	N/A	PC	AUSTIN START UP GAMES	15,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
RIVARD REPORT 110 E HOUSTON STREET SUITE 207 SAN ANTONIO, TX 78205	N/A	PC	CITY FEST 2019-SPONSORSHIP	120,000
SA YOUTHPO BOX 7844 SAN ANTONIO, TX 78207	N/A	PC	ALAMO CITY YOUTH BUILD SPONSORSHIP	50,000
SA2020PO BOX 120335 SAN ANTONIO, TX 78212	N/A	PC	2020 LUNCHEON	5,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SAISD FOUNDATION 1915 N MAIN SAN ANTONIO, TX 78212	N/A	PC	SPONSORSHIP	69,106
SAN ANTONIO SPORTS PO BOX 830386 SAN ANTONIO, TX 78283	N/A	PC	I PLAY AFTER SCHOOL PROGRAM SPONSORSHIP	40,000
SAN PATRICIO COUNTY 400 W SINTON STREET ROOM B-50 SINTON, TX 78387	N/A	PC	DISASTER RECOVERY SPONSORSHIP	86,800
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TEACH FOR AMERICA 700 NORTH SAINT MARYS STREET SUITE 200 SAN ANTONIO, TX 78502	N/A	PC	5 YR GRANT - 2ND INSTALLMENT	200,000
TEXAS A&M SAN ANTONIO FOUNDATION ONE UNIVERSITY WAY SAN ANTONIO, TX 78224	N/A	PC	AUTISIM RISE CENTER 4 YR GRANT - 1ST INSTALLMENT	250,000
TEXAS CAVALIERS CHARITABLE FOUNDATION 1250 NE LOOP 410 SUITE 234 SAN ANTONIO, TX 78209	N/A	PC	WILL SMITH ZOO SCHOOL- SPONSORSHIP	30,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
TEXAS FREEDOM NETWORK FUND 6058 W 22ND STREET AUSTIN, TX 78705	N/A	PC	BUILDING OUR POWER - SPONSORSHIP	40,000
TEXAS PUBLIC RADIO 8401 DATAPoint SUITE 800 SAN ANTONIO, TX 78229	N/A	PC	TPR CAMPAIGN FOR EXCELLENCE-5 YR GRANT	150,000
THE BRISCOE MUSEUM 210 W MARKET STREET SAN ANTONIO, TX 78205	N/A	PC	GLORIA AND FULLY CLINGMAN EDUCATION FUND	50,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE CAHNS FELLOWS PROGRAM 525 WEST 120TH STREET NEW YORK, NY 10027	N/A	PC	EDUCATION-SPONSORSHIP	75,000
THE HISPANIC LEADERSHIP DEVELOPMENT 200 E GRAYSON STREET SUITE 203 SAN ANTONIO, TX 78215	N/A	PC	CORE 4 STEM GRANT	50,000
THE MENNINGER CLINIC FOUNDATION 12301 MAIN STREET HOUSTON, TX 77035	N/A	PC	STUART C YUDOFSKY, MD ENDOWED RESIDENCY	100,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE TEXAS TRIBUNE 919 CONGRESS 6TH FLOOR AUSTIN, TX 78701	N/A	PC	GENERAL OPERATING SUPPORT SPONSORSHIP	75,000
THE WITTE MUSEUM 3801 BROADWAY SAN ANTONIO, TX 78209	N/A	PC	49TH GAME DINNER SPONSORSHIP	5,000
TTARA RESEARCH FOUNDATION 400 WEST 15TH ST SUITE 400 AUSTIN, TX 78701	N/A	PC	REPORT SPONSORSHIP	15,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF CAMBRIDGE 1120 AVENUE OF THE AMERICAS 17TH FLOOR NEW YORK, NY 10036	N/A	PC	RESEARCH GRANT	4,400,000
UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO, TX 78219	N/A	PC	THE ESSENTIAL FOR SCHOOL SUCCESS-SPONSORSHIP	344,500
UTSA ALUMNI ASSOCIATION ONE UTSA CIRCLE SAN ANTONIO, TX 78249	N/A	PC	GOLDEN GALA SPONSORSHIP	5,000
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
YES OUR KIDS CAN 715 MONTANA STREET SAN ANTONIO, TX 78203	N/A	PC	YES OUR KIDS CAN SPONSORSHIP	100,000
YOUTH ORCHESTRAS OF SAN ANTONIO 106 AUDITORIUM CIRCLE STE 130 SAN ANTONIO, TX 78205	N/A	PC	SPONSORSHIP FOR 2019 CONCERTS	10,000
WORLD AFFAIRS COUNCIL 1010 VERMONT AVE NW STE 516 WASHINGTON, DC 20005	N/A	PC	HUMANITIES	3,500
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BLUE STAR CONTEMPORARY 116 BLUE STAR SAN ANTONIO, TX 78204	N/A	PC	SPONSORSHIP	3,000
BLOOD AND TISSUE CTR 6211 IH 10 WEST SAN ANTONIO, TX 78201	N/A	PC	MEDICAL	103
SA STOCK SHOWRODEOPO BOX 200230 SAN ANTONIO, TX 78220	N/A	PC	SPONSORSHIP	1,350
Total			► 3a	24,111,475

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SA YOUTH LITERACY 1616 E COMMERCE BUILDING 2 SAN ANTONIO, TX 78205	N/A	PC	SPONSORSHIP	525
VALDEZ ALAMO HEIGHT NIGHT PO BOX 6995 SAN ANTONIO, TX 78209	N/A	PC	SPONSORSHIP	2,591
Total			► 3a	24,111,475

TY 2019 Accounting Fees Schedule

Name: THE CHARLES BUTT FOUNDATION**EIN:** 31-6674532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,103	0		10,103

TY 2019 General Explanation Attachment

Name: THE CHARLES BUTT FOUNDATION
EIN: 31-6674532

General Explanation Attachment

Identifier	Return Reference	Explanation
1		PART VIII, LINES 1 AND 2 INFO ABOUT DIRECTORS AND HIGHLY PAID EMPLOYEES DIRECTOR CHARLES CLINES IS NOT DIRECTLY COMPENSATED, HOWEVER, HIS WHOLLY OWNED COMPANY FAIRWINDS MANAGEMENT, LLC (FWM) PROVIDES ADMINISTRATIVE SUPPORT TO THE FOUNDATION AND IS PAID UNDER A SERVICES AGREEMENT. ALL COMPENSATION REPORTED ON PART I LINES 13 AND 14 REPRESENTS THE REIMBURSEMENT OF EMPLOYEE COSTS TO FWM. AMOUNTS PAID TO FWM ARE BASED ON TIME SPENT BY FWM EMPLOYEES ON THE CHARLES BUTT FOUNDATION MATTERS. FWM IS ALSO REIMBURSED FOR DIRECT OUT OF POCKET COSTS INCURRED ON BEHALF OF THE FOUNDATION, WHICH ARE INCLUDED ON PART I, LINES 16 TO 23. ALL AMOUNTS CHARGED TO FWM ARE BASED ON ACTUAL COSTS TO FWM AND DO NOT INCLUDE ANY PREMIUM OR MARK-UP PURSUANT TO THE FORM 990-PF INSTRUCTIONS. THE PORTION OF THE COMPENSATION PAID BY FWM THAT RELATES TO SERVICES PROVIDED BY DIRECTORS, OFFICERS, AND HIGHEST COMPENSATED EMPLOYEES OF THE FOUNDATION ARE REPORTED IN PART VIII, LINES 1 AND 2, AS IF THE FOUNDATION HAD PAID THE INDIVIDUALS DIRECTLY. THE TOTAL AMOUNT OF COMPENSATION AND OTHER OVERHEAD COSTS REIMBURSED TO FWM BY THE FOUNDATION IS REPORTED IN PART VIII, LINE 3, HIGHLY PAID CONTRACTORS. IN 2019, A DISQUALIFIED PERSON OF THE FOUNDATION ALSO REIMBURSED FWM FOR COSTS INCURRED BY FWM ON FOUNDATION MATTERS. AS SUCH, PART I, LINES 13 TO 23 AND PART VIII, LINE 3 REFLECT THE AMOUNTS REIMBURSED BY THE FOUNDATION DIRECTLY, WHILE PART VIII, LINES 1 AND 2 REFLECT THE TOTAL COMPENSATION PAID BY FWM FOR FOUNDATION MATTERS, INCLUDING THE PORTION PAID BY THE DISQUALIFIED PERSON.

General Explanation Attachment

Identifier	Return Reference	Explanation
2	FEDERAL IDENTIFICATION NUMBER	THE CHARLES BUTT FOUNDATION CONVERTED FROM A TEXAS CHARITABLE TRUST TO A TEXAS NONPROFIT CORPORATION, EFFECTIVE SEPTEMBER 25, 2017 IN CONJUNCTION WITH THE CONVERSION, THE ORGANIZATION'S FEDERAL EMPLOYER IDENTIFICATION NUMBER IS IN THE PROCESS OF BEING CHANGED FROM 31-6674532 TO 90-1548640 PER GUIDANCE FROM THE IRS, THE ORGANIZATION'S 2019 FORM 990-PF IS BEING FILED UNDER FEIN 31-6674532

TY 2019 Legal Fees Schedule

Name: THE CHARLES BUTT FOUNDATION**EIN:** 31-6674532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	119,606	0		119,606

TY 2019 Other Decreases Schedule

Name: THE CHARLES BUTT FOUNDATION

EIN: 31-6674532

Description	Amount
UNREALIZED GAIN/LOSS	173,196
PRIOR PERIOD ADJUSTMENT	14,056

TY 2019 Other Expenses Schedule

Name: THE CHARLES BUTT FOUNDATION**EIN:** 31-6674532**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISING & PROMOTION	11,534	0		8,969
IT MAINTENANCE	1,268	0		1,268
PROFESSIONAL DEVELOPMENT	7,888	0		7,888
INVESTMENT FEES	62,987	62,987		0
OFFICE SUPPLIES	7,950	0		7,950
PROGRAM EXPENSE - SEMINAR	11,923	0		11,923

TY 2019 Other Professional Fees Schedule

Name: THE CHARLES BUTT FOUNDATION**EIN:** 31-6674532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT ADVISORY FEES	183,121	0		183,121
CONSULTING - CAST NETWORK OF SCHOOLS	155,696	0		155,696
OTHER PROFESSIONAL FEES	33,330	0		33,330

TY 2019 Taxes Schedule

Name: THE CHARLES BUTT FOUNDATION**EIN:** 31-6674532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	19,700	0	0	0

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

OMB No 1545-0047

- Attach to Form 990, 990-EZ, or 990-PF
- Go to www.irs.gov/Form990 for the latest information

2019Name of the organization
THE CHARLES BUTT FOUNDATION**Employer identification number**
31-6674532**Organization type** (check one)**Filers of:****Section:**

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other 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 33¹ 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, 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
THE CHARLES BUTT FOUNDATIONEmployer identification number
31-6674532

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	HEB GROCERY CO LP 646 S FLORES ST SAN ANTONIO, TX 78204	\$ 5,000,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)

Name of organization
THE CHARLES BUTT FOUNDATION

Employer identification number

31-6674532

Part II Noncash Property			
(a) No. from Part I		(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)
		(d) Date received	
		(see instructions) Use duplicate copies of Part II if additional space is needed	
		(b)	
		Description of noncash property given	
			\$
			\$
(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 THE CHARLES BUTT FOUNDATION		Employer identification number 31-6674532	
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
(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
(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
(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