

Return of Private Foundation

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

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

Open to Public Inspection

For calendar year 2020, or tax year beginning 01-01-2020 , and ending 12-31-2020

Name of foundation THE CHARLES BUTT FOUNDATION		A Employer identification number 90-1548640
Number and street (or P.O. box number if mail is not delivered to street address) 200 E BASSE RD STE 201	Room/suite	B Telephone number (see instructions) (210) 462-9991
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO, TX 782094490		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>5,776,978</u>	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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) Check <input type="checkbox"/> if the foundation is not required to attach Sch. B	5,000,000			
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	19,926	19,926		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		0		
	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	5,019,926	19,926			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	45,282	0		45,282
	14 Other employee salaries and wages	478,902	0		478,902
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	117,958	0		117,958
	b Accounting fees (attach schedule)	13,650	0		13,650
	c Other professional fees (attach schedule)	771,602	40,729		730,873
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,000	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	19,541	0		19,541
	22 Printing and publications				
	23 Other expenses (attach schedule)	26,979	0		26,979
	24 Total operating and administrative expenses. Add lines 13 through 23	1,479,914	40,729		1,433,185
25 Contributions, gifts, grants paid	5,006,904			5,006,904	
26 Total expenses and disbursements. Add lines 24 and 25	6,486,818	40,729		6,440,089	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,466,892				
b Net investment income (if negative, enter -0-)		0			
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	208,165	5,276,136	5,276,136
	2 Savings and temporary cash investments	7,020,938	500,842	500,842
	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)			
	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)			
	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)	7,229,103	5,776,978	5,776,978	
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	5,553,770	4,101,645	
29 Total net assets or fund balances (see instructions)	7,229,103	5,776,978		
30 Total liabilities and net assets/fund balances (see instructions)	7,229,103	5,776,978		

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	7,229,103
2 Enter amount from Part I, line 27a	2	-1,466,892
3 Other increases not included in line 2 (itemize) ▶ _____	3	14,767
4 Add lines 1, 2, and 3	4	5,776,978
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29.	6	5,776,978

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

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	
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	

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

SECTION 4940(e) REPEALED ON DECEMBER 20, 2019 - DO NOT COMPLETE

1 Reserved	(a) Reserved	(b) Reserved	(c) Reserved	(d) Reserved
2 Reserved				2
3 Reserved				3
4 Reserved				4
5 Reserved				5
6 Reserved				6
7 Reserved				7
8 Reserved				8

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

Table with 11 main rows and sub-rows (a-e) for credits. Includes fields for exempt foundations, tax under section 511, tax based on investment income, and credits/payments. Total tax due is 0, and amount overpaid is 13,216.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) regarding activities. Includes questions about influencing legislation, political purposes, filing Form 1120-POL, and reporting to the IRS. Includes Yes/No columns.

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.				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				No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	Yes			
14	The books are in care of ▶ <u>CHARLES H CLINES</u> Telephone no. ▶ <u>(210) 462-9991</u> Located at ▶ <u>PO BOX 90389 SAN ANTONIO TX 78209</u> ZIP+4 ▶ _____				
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 2020, 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		Yes	No	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. ▶ <input type="checkbox"/>	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 2020?	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 2020, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2020? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____					
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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 2020 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 2020.)	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 2020?	4b				No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions **5b** Yes No

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

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

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

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

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

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

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

b If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLES C BUTT PO BOX 90389 SAN ANTONIO, TX 78283	CHAIRMAN, DIRECTOR, MEMBER 0.50	0	0	0
CHARLES H CLINES - SEE STMT 10 PO BOX 90389 SAN ANTONIO, TX 78209	PRESIDENT, TREASURER, DIRECTOR 4.00	45,282	0	0
ELIZABETH LORENZ PO BOX 90389 SAN ANTONIO, TX 78209	VICE PRESIDENT, DIRECTOR 1.00	0	0	0
DEBRA SALGE PO BOX 90389 SAN ANTONIO, TX 78209	SECRETARY, DIRECTOR THRU 3/20/20 1.00	0	0	0
JUDITH A LINDQUIST PO BOX 90389 SAN ANTONIO, TX 78209	DIRECTOR 1.00	0	0	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
KATHRYN ROGERS - SEE STMT 10 PO BOX 90389 SAN ANTONIO, TX 78209	VP, COMMUNITY OUTREA 40.00	381,346	0	0
PAULINE VALDEZ PO BOX 90389 SAN ANTONIO, TX 78209	SPECIAL PROJECTS COO 40.00	78,766	6,611	0
MELISA CANCINO PO BOX 90389 SAN ANTONIO, TX 78209	EXECUTIVE ASSISTANT 40.00	71,346	2,208	0

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

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

Part VIII

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
FAIRWINDS MANAGEMENT LLC 200 E BASSE RD STE 201 SAN ANTONIO, TX 78209	SALARY AND OVERHEAD EXPENSES	594,381
BECCA NORTH 110 JACOB FONTAINE UNIT 339 AUSTIN, TX 78752	CONSULTING	176,357
NORTON ROSE FULBRIGHT 300 CONVENT ST STE 2100 SAN ANTONIO, TX 78205	LEGAL SERVICES	106,705
CHRISTOPHER ZEBO 4906 CANA COVE APT A AUSTIN, TX 78749	CONSULTING	74,540
OUTREACH STRATEGISTS LLC 2727 ALLEN PARKWAY STE 1300 HOUSTON, TX 77019	COMMUNICATION SERVICES	66,120

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	0
b	Average of monthly cash balances.	1b	8,710,139
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,710,139
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	8,710,139
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	130,652
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,579,487
6	Minimum investment return. Enter 5% of line 5.	6	428,974

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

1	Minimum investment return from Part X, line 6.	1	428,974
2a	Tax on investment income for 2020 from Part VI, line 5.	2a	
b	Income tax for 2020. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	428,974
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	428,974
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	428,974

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	6,440,089
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	6,440,089
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	6,440,089

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 2019	(c) 2019	(d) 2020
1 Distributable amount for 2020 from Part XI, line 7				428,974
2 Undistributed income, if any, as of the end of 2020:				
a Enter amount for 2019 only.			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2020:				
a From 2015.	1,201,695			
b From 2016.	2,039,837			
c From 2017.	23,283,939			
d From 2018.	21,454,418			
e From 2019.	23,773,863			
f Total of lines 3a through e.	71,753,752			
4 Qualifying distributions for 2020 from Part XII, line 4: ▶ \$ <u>6,440,089</u>				
a Applied to 2019, 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 2020 distributable amount				428,974
e Remaining amount distributed out of corpus	6,011,115			
5 Excess distributions carryover applied to 2020. (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	77,764,867			
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 2019. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2021. 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 2015 not applied on line 5 or line 7 (see instructions)	1,201,695			
9 Excess distributions carryover to 2021. Subtract lines 7 and 8 from line 6a	76,563,172			
10 Analysis of line 9:				
a Excess from 2016	2,039,837			
b Excess from 2017	23,283,939			
c Excess from 2018.	21,454,418			
d Excess from 2019	23,773,863			
e Excess from 2020	6,011,115			

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				
ALAMO COLLEGES FOUNDATION 2222 N ALAMO SAN ANTONIO, TX 78215	N/A	P C	ALAMOPROMISE: PARTNERING TO END POVERTY	300,000
ALAMO HEIGHTS SCHOOL FOUNDATION 7101 BROADWAY SAN ANTONIO, TX 78209	N/A	P C	SPONSORSHIP	1,500
AUSTIN YOUNG MEN BUSINESS LEAGUE PO BOX 161270 AUSTIN, TX 78716	N/A	P C	SUNSHINE CAMPS	5,160
BEXAR COUNTY FAMILY JUSTICE CENTER 126 E NUEVA 2ND FLOOR SAN ANTONIO, TX 78204	N/A	P C	SPONSORSHIP	2,500
BRACKENRIDGE PARK CONSERVANCY PO BOX 6311 SAN ANTONIO, TX 78209	N/A	P C	SPONSORSHIP	5,000
BOYS & GIRLS CLUB SAN ANTONIO 123 RALPH AVE SAN ANTONIO, TX 78204	N/A	P C	INNOVATIVE LEARNING POD PROGRAM	100,000
CENTER FOR APPLIED SCIENCE & TECH NETWORK 200 E BASSE RD STE 201 SAN ANTONIO, TX 78209	N/A	P C	CAST LEAD START UP	1,000,000
CITY OF SAN ANTONIO 7031 S NEW BRAUNFELS SAN ANTONIO, TX 78223	N/A	GOV	BOOKS	35,200
COLUMBIA UNIVERSITY 630 WEST 168TH STREET P S 2 401 NEW YORK, NY 10032	N/A	P C	NEURO-OPHTHAMOLOGY DIVISION	1,040,000
EDITORIAL PROJECTS IN EDUCATION INC 6935 ARLINGTON RD STE 100 BETHESDA, MD 20814	N/A	P C	GENERAL SUPPORT	200,000
FOUNDATION FOR THE CAROLINAS 220 N TRYON STREET CHARLOTTE, NC 28202	N/A	P C	SPONSORSHIP	2,844
AVANCE 118 N MEDINA ST SAN ANTONIO, TX 78207	N/A	P C	ACTIVITY KITS	1,500
GIRLS INC 2214 BASSE ROAD SAN ANTONIO, TX 78213	N/A	P C	SPONSORSHIP	5,000
GREATER SAN ANTONIO AFTER SCHOOL ALL STARS 2006 W COMMERCE STREET SAN ANTONIO, TX 78207	N/A	P C	SPONSORSHIP	2,500
HIDALGO FOUNDATION OF BEXAR COUNTY INC 101 W NUEVA STE 1016 SAN ANTONIO, TX 78205	N/A	P C	BIBLIOTECH EDU	100,000
HOUSTONIANS FOR PUBLIC SCHOOLS 3270 SUL ROSS ST HOUSTON, TX 77098	N/A	P C	GENERAL SUPPORT	25,000
IGNITE MINDSHIFT IMPACT 1017 WINDSTONE DR WOODWAY, TX 76712	N/A	P C	SCALING STUDENT IMPACT	85,000
JUST KEEP LIVIN FOUNDATION 1107 GLENDON AVE 3501 LOS ANGELES, CA 90024	N/A	P C	AFTER SCHOOL FITNESS PROGRAM	50,000
MENNINGER CLINIC FOUNDATION 12301 MAIN STREET HOUSTON, TX 77035	N/A	P C	STUART YUDOFSKY ENDOWED RESIDENCY	100,000
MISSION ROAD MINISTRIES 8706 MISSION ROAD SAN ANTONIO, TX 78214	N/A	P C	YMSL WORK PROJECT	1,000
MUSICAL BRIDGES AROUND THE WORLD 23705 FRONTAGE ROAD SUITE 101 SAN ANTONIO, TX 78257	N/A	P C	SPONSORSHIP	20,000
NATIONAL POSTSECONDARY INS 50 EAST WASHINGTON ST STE 410 CHICAGO, IL 60602	N/A	P C	NPSI CONFERENCE	5,000
PHILANTHROPIC ROUNDTABLE 1120 20TH STREET NW STE 550	N/A	P C	SPONSORSHIP	1,200

OUTH WASHINGTON,DC 20036				
RESTORE EDUCATION 4205 SAN PEDRO SAN ANTONIO,TX 78212	N/A	P C	GUIDED PATHWAYS: FROM POVERTY TO PROSPERITY PROGRAM	75,000
RIVARD REPORT 110 E HOUSTON ST STE 207 SAN ANTONIO,TX 78205	N/A	P C	GENERAL SUPPORT	100,000
RIVARD REPORT 110 E HOUSTON ST STE 207 SAN ANTONIO,TX 78205	N/A	P C	SPONSORSHIP	15,000
SA TALENT 112 E PECAN ST SAN ANTONIO,TX 78205	N/A	P C	SA WORKS	300,000
SAISD FOUNDATION 2411 SAN PEDRO SAN ANTONIO,TX 78212	N/A	P C	CONNECT CAMPAIGN	5,000
SAISD FOUNDATION 2411 SAN PEDRO SAN ANTONIO,TX 78212	N/A	P C	SPONSORSHIP	3,000
SAY SI 1518 S ALAMO ST SAN ANTONIO,TX 78204	N/A	P C	NEW WEST SIDE CAMPUS	500,000
SPURS GIVE ONE ATT PARKWAY SAN ANTONIO,TX 78219	N/A	P C	SPONSORSHIP	10,000
TEACH FOR AMERICA 700 N SAINT MARYS ST STE 200 SAN ANTONIO,TX 78205	N/A	P C	GENERAL SUPPORT	200,000
TEXANS CARE 4 CHILDREN 1016 LA POSADA DR 240 AUSTIN,TX 78752	N/A	P C	GENERAL SUPPORT	500
TEXAS A&M SAN ANTONIO FOUNDATION ONE UNIVERSITY WAY SAN ANTONIO,TX 78224	N/A	P C	AUTISM RISE CENTER	250,000
TEXAS BIOMEDICAL FORUM PO BOX 6648 SAN ANTONIO,TX 78209	N/A	P C	TEXAS BIOMED DISCOVERY & LEARNING INITIATIVE	50,000
TEXAS HIGHER EDUCATION FOUNDATION 1200 EAST ANDERSON LN AUSTIN,TX 78752	N/A	P C	TEXAS EMERGENCY AID	100,000
TEXAS PUBLIC RADIO 8401 DATAPOINT STE 800 SAN ANTONIO,TX 78229	N/A	P C	TPR CAMPAIGN FOR EXCELLENCE	150,000
THE WITTE MUSEUM 3801 BROADWAY SAN ANTONIO,TX 78209	N/A	P C	WITTE WHERE YOU ARE ONLINE EDUCATIONAL PROGRAMMING	25,000
THE WITTE MUSEUM 3802 BROADWAY SAN ANTONIO,TX 78210	N/A	P C	SPONSORSHIP	10,000
TTARA RESEARCH FOUNDATION 400 WEST 15TH ST STE 400 AUSTIN,TX 78701	N/A	P C	2020 SCHOOL FINANCE REPORT	15,000
UP PARTNERSHIP 454 SOLEDAD ST STE 101 SAN ANTONIO,TX 78205	N/A	P C	ELEVATE BEXAR COUNTY: EQUIPPING OUR FUTURE THROUGH DATA COORDINATION	100,000
YOUTH ORCHESTRAS OF SAN ANTONIO 106 AUDITORIUM CIRCLE STE 130 SAN ANTONIO,TX 78205	N/A	P C	CONCERT SUPPORT	10,000
Total			3a	5,006,904
b <i>Approved for future payment</i>				
CITY OF SAN ANTONIO PO BOX 839966 SAN ANTONIO,TX 78283	N/A	GOV	ASPEN INSTITUTE'S OPPORTUNITY YOUTH FORUM FEE FOR NXT LEVEL	40,000
EDITORIAL PROJECTS IN EDUCATION INC 6935 ARLINGTON RD STE 100 BETHESDA,MD 20814	N/A	P C	GENERAL SUPPORT	200,000
NEW YORK YACHT CLUB 37 WEST 44TH ST NEW YORK,NY 10036	N/A	P C	PRESERVATION OF HISTORIC CLUBHOUSE/MEMORABILIA	100,000
ORGANIZATION FOR ECONOMIC CO-OP & DEVELOPMENT 1776 EYE STREET NW STE 450 WASHINGTON,DC 20009	N/A	GOV	GLOBAL VIDEO LIBRARY FOR EFFECTIVE TEACHING PRACTICES	500,000
THE CHANCELLOR MASTERS AND SCHOLARS OF THE UNIVERSITY OF CAMBRIDGE THE OLD SCHOOLS TRINITY LN CAMBRIDGE,CB2 1TN CB2 1TN UK	N/A	NC; STMT 11	RESEARCH	4,000,000
Total			3b	4,840,000

Additional Data

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Software ID:

Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2020

Name of the organization THE CHARLES BUTT FOUNDATION	Employer identification number 90-1548640
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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 990PF, 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 FOUNDATION

Employer identification number
90-1548640

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.)

Name of organization
 THE CHARLES BUTT FOUNDATION

Employer identification number
 90-1548640

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

(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 90-1548640
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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	
	_____	_____	
	_____	_____	

Additional Data

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Software ID:

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TY 2020 IRS 990 e-File Render

Name: THE CHARLES BUTT FOUNDATION

EIN: 90-1548640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	13,650	0		13,650

TY 2020 IRS 990 e-File Render**Name:** THE CHARLES BUTT FOUNDATION**EIN:** 90-1548640

Identifier	Return Reference	Explanation
	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 2020, A DISQUALIFIED PERSON OF THE FOUNDATION ALSO REIMBURSED FWM FOR COSTS INCURRED BY FWM ON FOUNDATION MATTERS. AS SUCH, PART 1, 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.
	PART XV, LINE 3: GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT	UNIVERSITY OF CAMBRIDGE IS AN ORGANIZATION OTHER THAN AN ORGANIZATION DESCRIBED IN SECTION 4945(D)(4)(A). THE FOUNDATION WILL EXERCISE EXPENDITURE RESPONSIBILITY FOR THIS GRANT.

TY 2020 IRS 990 e-File Render

Name: THE CHARLES BUTT FOUNDATION

EIN: 90-1548640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	117,958	0		117,958

TY 2020 IRS 990 e-File Render

Name: THE CHARLES BUTT FOUNDATION

EIN: 90-1548640

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IT MAINTENANCE	10,490	0		10,490
PROFESSIONAL DEVELOPMENT	526	0		526
OFFICE SUPPLIES	10,757	0		10,757
PROGRAM EXPENSE - SEMINAR	5,206	0		5,206

TY 2020 IRS 990 e-File Render

Name: THE CHARLES BUTT FOUNDATION

EIN: 90-1548640

Description	Amount
UNREALIZED GAIN/LOSS	712
PRIOR PERIOD ADJUSTMENT	14,055

TY 2020 IRS 990 e-File Render

Name: THE CHARLES BUTT FOUNDATION

EIN: 90-1548640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT ADVISORY FEES	60,000	0		60,000
OTHER PROFESSIONAL FEES	670,873	0		670,873
INVESTMENT MANAGEMENT FEES	40,729	40,729		0

TY 2020 IRS 990 e-File Render

Name: THE CHARLES BUTT FOUNDATION

EIN: 90-1548640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	6,000	0		0