

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.

For calendar year 2023, or tax year beginning 01-01-2023, and ending 12-31-2023

Name of foundation THE CHARLES BUTT FOUNDATION
A Employer identification number 90-1548640
B Telephone number (see instructions) (210) 462-9991
C If exemption application is pending, check here
D 1. Foreign organizations, check here
D 2. Foreign organizations meeting the 85% test, check here and attach computation ...
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,424,547
J Accounting method: Cash Accrual 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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), followed by summary rows 27-29.

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	669,840	849,659	849,660
	2 Savings and temporary cash investments	10,371,426	241,843	241,843
	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)	0	300,000	300,000
	14 Land, buildings, and equipment: basis ▶ _____ 40,384 Less: accumulated depreciation (attach schedule) ▶ _____ 7,340	27,420	33,044	33,044
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	11,068,686	1,424,546	1,424,547	
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 ▶ _____)	35,031	14,806	
	23 Total liabilities (add lines 17 through 22)	35,031	14,806	
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	0	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	9,358,322	1,409,740	
29 Total net assets or fund balances (see instructions)	11,033,655	1,409,740		
30 Total liabilities and net assets/fund balances (see instructions)	11,068,686	1,424,546		

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	11,033,655
2 Enter amount from Part I, line 27a	2	-9,629,870
3 Other increases not included in line 2 (itemize) ▶ _____	3	5,955
4 Add lines 1, 2, and 3	4	1,409,740
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	1,409,740

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		P		
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 8,000,000		8,001,800	-1,800	
b				
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			-1,800	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-1,800
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	}		3	-1,800

Part V 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	1,700
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) 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	1,700
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	1,700
6 Credits/Payments:		
a 2023 estimated tax payments and 2022 overpayment credited to 2023	6a	0
b Exempt foreign organizations—tax withheld at source	6b	0
c Tax paid with application for extension of time to file (Form 8868)	6c	3,500
d Backup withholding erroneously withheld	6d	0
7 Total credits and payments. Add lines 6a through 6d	7	3,500
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	1,800
11 Enter the amount of line 10 to be: Credited to 2024 estimated tax Refunded	11	0
▶ 1,800		▶

Part VI-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?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. (2) On foundation managers.
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers.
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.
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?
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.
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?
7 Did the foundation have at least \$5,000 in assets at any time during the year?
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?
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 2023 or the taxable year beginning in 2023?
If "Yes," complete Part XIII
10 Did any persons become substantial contributors during the tax year?
If "Yes," attach a schedule listing their names and addresses.
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.
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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address

Table with 3 columns: Question ID, Yes, No. Rows 1a-13.

14 The books are in care of CHARLES H CLINES Telephone no. (210) 462-9991
Located at 200 E BASSE RD STE 201 SAN ANTONIO TX ZIP+4 782094490

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 2023, 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

Table with 3 columns: Question ID, Yes, No. Rows 16.

Part VI-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.

- 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?
 - (2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
 - (3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person?
 - (4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
 - (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)?
 - (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.)
- 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
- c** Organizations relying on a current notice regarding disaster assistance check here.
- d** 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 2023?
- 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 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?
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.)
 - 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?
- b** If "Yes," did it have excess business holdings in 2023 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 2023.)
- 4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
- 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 2023?

	Yes	No
1a(1)		No
1a(2)		No
1a(3)	Yes	
1a(4)	Yes	
1a(5)		No
1a(6)		No
1b		No
1d		No
2a		No
2b		
3a		No
3b		
4a		No
4b		No

Part VI-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?
- 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
- c** Organizations relying on a current notice regarding disaster assistance check
- d** 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?
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?
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
- 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?

	Yes	No
5a(1)		No
5a(2)		No
5a(3)	Yes	
5a(4)	Yes	
5a(5)		No
5b		No
5d	Yes	
6a		No
6b		No
7a		No
7b		
8		No

Part VII 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 78209	CHAIRMAN, DIRECTOR, MEMBER 0.50	0	0	0
CHARLES H CLINES - SEE STMT 14 PO BOX 90389 SAN ANTONIO, TX 78209	CEO, TREASURER, DIRECTOR 5.00	75,970	0	0
ELIZABETH LORENZ PO BOX 90389 SAN ANTONIO, TX 78209	SECRETARY, DIRECTOR 1.00	0	0	0
SHARI ALBRIGHT PO BOX 90389 SAN ANTONIO, TX 78209	PRESIDENT, DIRECTOR 40.00	472,932	36,209	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
PETRI DARBY PO BOX 90389 SAN ANTONIO, TX 78209	VP BRAND, CREATIVE & 40.00	249,266	72,929	0
TIMOTHY MILLER PO BOX 90389 SAN ANTONIO, TX 78209	DIRECTOR OF LEADERSH 40.00	253,466	62,761	0
AUDREY BOKLAGE PO BOX 90389 SAN ANTONIO, TX 78209	VP, LEARNING & IMPAC 40.00	166,063	70,595	0
BRION OAKS PO BOX 90389 SAN ANTONIO, TX 78209	DIRECTOR OF DIVERSIT 40.00	175,499	46,828	0
JUSTIN HUIE PO BOX 90389 SAN ANTONIO, TX 78209	VP PROGRAMS 40.00	157,347	50,237	0

Total number of other employees paid over \$50,000. ▶ 22

Part VII 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
CA GROUP CONSULTING 801 BARTON SPRINGS RD AUSTIN, TX 78704	CONSULTING	1,494,250
WESTED 3020 OLD RANCH PARKWAY SUITE 220 SEAL BEACH, CA 90740	CONSULTING	256,281
AMERICAN INSTITUTES FOR RESEARCH 1400 CRYSTAL DR 10TH FLOOR ARLINGTON, VA 22202	PROGRAM EVALUATION	250,379
LEARNING POLICY INSTITUTE 1530 PAGE MILL ROAD SUITE 250 PALO ALTO, CA 94304	CONSULTING	200,000
LANGER RESEARCH ASSOCIATES 29 FAIR ST 1724 CARMEL, NY 10512	CONSULTING	126,756

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

Part VIII- 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
<p>1 RAISING TEXAS TEACHERS - A STATEWIDE INITIATIVE AIMED AT ENSURING EVERY STUDENT IN TEXAS HAS ACCESS TO AN EFFECTIVE TEACHER BY ELEVATING THE STATUS OF THE TEACHING PROFESSION, IMPROVING TEACHER PREPARATION, AND PROVIDING SCHOLARSHIPS TO ASPIRING TEACHERS.</p>	4,882,780
<p>2 BLENDED LEARNING PROGRAM - AN INITIATIVE SHOWCASING BLENDED LEARNING STRATEGIES FOR IMPROVING STUDENT ACHIEVEMENT ACROSS DIVERSE STUDENT DEMOGRAPHICS AND GEOGRAPHIC REGIONS IN TEXAS, PARTICULARLY AMONG DISTRICTS WITH PERSISTENT ACHIEVEMENT GAPS. THROUGH A STATEWIDE COMPETITIVE APPLICATION PROCESS, TWENTY SCHOOL DISTRICT TEAMS HAVE BEEN SELECTED TO RECEIVE UP TO \$300,000 TO IMPLEMENT A BLENDED LEARNING PROGRAM. ADDITIONALLY, THE FOUNDATION WILL PROVIDE INTENSIVE TECHNICAL ASSISTANCE OVER THREE YEARS TO HELP IMPLEMENT THE BLENDED LEARNING PLANS.</p>	3,898,081
<p>3 RAISING SCHOOL LEADERS - A THREE-PRONGED PROGRAM THAT DEVELOPS SCHOOL-BASED LEADERS FROM ACROSS THE STATE OF TEXAS. EACH SUMMER IS SENDS A COHORT OF SCHOOL LEADERS TO AN INTENSE LEADERSHIP DEVELOPMENT PROGRAM AT HARVARD UNIVERSITY IN CAMBRIDGE, MA, ACCOMPANIED AND FACILITATED BY STAFF FROM THE FOUNDATION, WHICH IS THEN MAINTAINED AS A LEARNING COMMUNITY VIRTUALLY FOR THE FOLLOWING ACADEMIC YEAR. IT IS SUPPORTED BY A STATEWIDE LEARNING INTENSIVE CALLED THE LEADERSHIP SYMPOSIUM WHICH BRINGS TOGETHER SCHOOL AND DISTRICT LEADERS STATEWIDE FOR A 3-DAY CONFERENCE OF NEW LEARNING, NETWORKING, AND INNOVATION IN EDUCATION. ADDITIONALLY, IT SUPPORTS ONGOING CONNECTION AND NETWORKING BOTH DIGITALLY AND IN-PERSON THROUGH ALUMNI DEVELOPMENT ACTIVITIES THROUGHOUT THE YEAR FOR THOSE PARTICIPATING IN THE HARVARD PROGRAM.</p>	907,827
<p>4 LEARNING AND IMPACT - CONDUCTS ONGOING RESEARCH INITIATIVES, STRATEGY DEVELOPMENT ACROSS PROGRAMS, EVALUATION DESIGN AND MONITORING OF PROGRAMS. THIS INCLUDES CONDUCTING AND INTERPRETING PUBLIC OPINION POLLING DATA REGARDING EDUCATION IN TEXAS AND THE TEACHING PROFESSION.</p>	556,828

Part VIII- 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 IX 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	4,335,025
c	Fair market value of all other assets (see instructions).	1c	300,000
d	Total (add lines 1a, b, and c).	1d	4,635,025
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	4,635,025
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	69,525
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.. . . .	5	4,565,500
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	228,275

Part X 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 IX, line 6.	1	
2a	Tax on investment income for 2022 from Part V, line 5.	2a	
b	Income tax for 2022. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1.	7	

Part XI 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	17,723,341
b	Program-related investments—total from Part VIII-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 XII, line 4.. . . .	4	17,723,341

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2022 only.				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2022:				
a From 2018.				
b From 2019.				
c From 2020.				
d From 2021.				
e From 2022.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2023 from Part XI, line 4: ▶ \$ _____				
a Applied to 2022, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2023 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2023. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions.				
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount—see instructions.				
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2019				
b Excess from 2020				
c Excess from 2021.				
d Excess from 2022				
e Excess from 2023				

Part XIII Private Operating Foundations (see instructions and Part VI-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 2023, enter the date of the ruling

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

	Tax year				(e) Total
	(a) 2023	(b) 2022	(c) 2021	(d) 2020	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed	128,285	3,669	5,204	37,514	174,672
b 85% (0.85) of line 2a	109,042	3,119	4,423	31,887	148,471
c Qualifying distributions from Part XI, line 4 for each year listed	17,723,341	20,421,725	22,897,490	21,332,025	82,374,581
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,542,000	2,672,000	9,022,097	6,704,389	19,940,486
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	16,181,341	17,749,725	13,875,393	14,627,636	62,434,095
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, line 6 for each year listed	152,183	68,706	80,052	357,748	658,689
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part 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 2 **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 INC 2222 NORTH ALAMO STREET SAN ANTONIO, TX 78215	N/A	PC	ALAMOPROMISE: PARTNERING TO END POVERTY	300,000
ARLINGTON ISD 1141 W PIONEER PARKWAY STE 210 ARLINGTON, TX 76013	N/A	GOV	RAISING BLENDED LEARNERS	49,831
CENTER FOR APPLIED SCIENCE & TECH NETWORK 200 EAST BASSE ROAD STE 201 SAN ANTONIO, TX 78209	N/A	PC	RAISING BLENDED LEARNERS	100,000
DEKALB ISD 101 MAPLE ST DEKALB, TX 75559	N/A	GOV	RAISING BLENDED LEARNERS	85,567
DENTON ISD 1307 NORTH LOCUST STREET DENTON, TX 76201	N/A	GOV	RAISING BLENDED LEARNERS	180,771
DRAPER RICHARDS KAPLAN FOUNDATION 1600 EL CAMINO REAL MENLO PARK, CA 94025	N/A	PC	LONE STAR FUND	200,000
EAST CENTRAL ISD 6634 NEW SULPHUR SPRINGS RD SAN ANTONIO, TX 78263	N/A	GOV	RAISING BLENDED LEARNERS	93,710
ECTOR COUNTY ISD 802 N SAM HOUSTON ODESSA, TX 78761	N/A	GOV	RAISING BLENDED LEARNERS	146,850
EDITORIAL PROJECTS IN EDUCATION 6935 ARLINGTON ROAD BETHESDA, MD 208145233	N/A	PC	GENERAL OPERATING SUPPORT	100,000
EDUCATION SERVICE CENTER REGION 12 2101 WEST LOOP 340 WACO, TX 76712	N/A	GOV	RAISING BLENDED LEARNERS	25,000
EDUCATION SERVICE CENTER REGION 13 5701 SPRINGDALE ROAD AUSTIN, TX 78723	N/A	GOV	RAISING BLENDED LEARNERS	100,000
EDUCATION SERVICE CENTER REGION 20 1314 HINES AVENUE SAN ANTONIO, TX 78208	N/A	GOV	RAISING BLENDED LEARNERS	100,000
EDUCATION SERVICE CENTER REGION 4 7145 WEST TIDWELL ROAD HOUSTON, TX 77092	N/A	GOV	RAISING BLENDED LEARNERS	25,000
EDUCATION SERVICE CENTER REGION 7 1909 NORTH LONGVIEW STREET KILGORE, TX 75662	N/A	GOV	RAISING BLENDED LEARNERS	123,000
FLORESVILLE ISD 1200 5TH ST FLORESVILLE, TX 78114	N/A	GOV	RAISING BLENDED LEARNERS	94,044
GARLAND ISD PO BOX 461407 GARLAND, TX 750461407	N/A	GOV	RAISING BLENDED LEARNERS	100,000
HARLINGEN CISD 407 N 77 SUNSHINE STRIP HARLINGEN, TX 78550	N/A	GOV	RAISING BLENDED LEARNERS	105,983
HUTTO ISD 200 COLLEGE ST HUTTO, TX 78634	N/A	GOV	RAISING BLENDED LEARNERS	178,420
LAMAR CISD 3911 AVENUE 1 ROSENBERG, TX 77471	N/A	GOV	RAISING BLENDED LEARNERS	85,490
LEWISVILLE ISD 1565 W MAIN ST LEWISVILLE, TX 75067	N/A	PC	CONFERENCE	112,000
NATIONAL POSTSECONDARY STRATEGY INSTITUTE 50 EAST WASHINGTON STREET 410 CHICAGO, IL 60602	N/A	PC	GENERAL OPERATING SUPPORT	30,000
OUR LADY OF THE LAKE UNIVERSITY 411 SW 24TH ST SAN ANTONIO, TX 78207	N/A	PC	SCHOLAR FUND GRANT	1,000
OUR LADY OF THE LAKE UNIVERSITY 411 SW 24TH ST SAN ANTONIO, TX 78207	N/A	PC	SCHOLARSHIPS	200,000
PRAIRIE VIEW A&M UNIVERSITY PO BOX 519 MS 2400 PRAIRIE VIEW, TX 77446	N/A	GOV	EMERGING PARTNER INITIATIVE	30,000
RAISE YOUR HAND TEXAS 1005 CONGRESS AVE STE 100 AUSTIN, TX 78701	N/A	NC	GENERAL OPERATING SUPPORT	3,000,000
RICE UNIVERSITY PO BOX 1892 HOUSTON, TX 772511892	N/A	PC	GENERAL OPERATING SUPPORT	10,000
RICE UNIVERSITY PO BOX 1892 HOUSTON, TX 772511892	N/A	PC	SCHOLAR FUND GRANT	1,000
RICE UNIVERSITY PO BOX 1892 HOUSTON, TX 772511892	N/A	PC	SCHOLARSHIPS	60,000
SA TALENT 112 E PECAN STREET SAN ANTONIO, TX 78205	N/A	PC	SA DIGITAL CONNECTS - SA/BEXAR DIGITAL EQUITY PLAN	100,000
SA TALENT 112 EAST PECAN STREET SAN ANTONIO, TX 78205	N/A	PC	SA WORKS	300,000
SAM HOUSTON STATE UNIVERSITY BOX 2506 HUNTSVILLE, TX 77340	N/A	GOV	GENERAL OPERATING SUPPORT	15,008
SAM HOUSTON STATE UNIVERSITY BOX 2506 HUNTSVILLE, TX 77340	N/A	GOV	SCHOLAR FUND GRANT	1,000
SAM HOUSTON STATE UNIVERSITY BOX 2506 HUNTSVILLE, TX 77340	N/A	GOV	SCHOLARSHIPS	299,000
SAN ANTONIO REPORT 126 GONZALES STREET SAN ANTONIO, TX 78205	N/A	PC	EDUCATION FORUM	5,000
SAN ANTONIO REPORT 126 GONZALES STREET SAN ANTONIO, TX 78205	N/A	PC	GENERAL OPERATING SUPPORT	100,000
SAN ANTONIO ZOO 3903 N ST MARYS STREET SAN ANTONIO, TX 78212	N/A	PC	ZOO BALL	100,000
SOCORRO ISD 12440 ROJAS DR EL PASO, TX 79928	N/A	GOV	GENERAL OPERATING SUPPORT	122,930
SOFT POWER HEALTH 2887 PURCHASE STREET PURCHASE, NY 10577	N/A	PC	GENERAL OPERATING SUPPORT	25,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750259 DALLAS, TX 752750259	N/A	PC	GENERAL OPERATING SUPPORT	11,300
SOUTHERN METHODIST UNIVERSITY PO BOX 750259 DALLAS, TX 752750259	N/A	PC	SCHOLAR FUND GRANT	1,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750259 DALLAS, TX 752750259	N/A	PC	SCHOLARSHIPS	116,000
STEPHENVILLE ISD 2655 W OVERHILL DR STEPHENVILLE, TX 76401	N/A	GOV	RAISING BLENDED LEARNERS	82,999
TARLETON STATE UNIVERSITY 1333 W WASHINGTON ST T-0290 STEPHENVILLE, TX 76401	N/A	GOV	EMERGING PARTNER INITIATIVE	50,000
TERRELL ISD 700 N CATHERINE ST TERRELL, TX 75160	N/A	GOV	RAISING BLENDED LEARNERS	133,961
TEXAS A&M - CENTRAL TEXAS 1001 LEADERSHIP PLACE KILLEEN, TX 76549	N/A	GOV	EMERGING PARTNER INITIATIVE	45,000
TEXAS A&M - COLLEGE STATION SCHOOL OF ED 400 BIZZELL ST COLLEGE STATION, TX 77843	N/A	GOV	EMERGING PARTNER INITIATIVE	150,000
TEXAS A&M - COLLEGE STATION SCHOOL OF ED 400 BIZZELL ST COLLEGE STATION, TX 77843	N/A	GOV	GENERAL OPERATING SUPPORT	31,248
TEXAS A&M - COLLEGE STATION SCHOOL OF ED 400 BIZZELL ST COLLEGE STATION, TX 77843	N/A	GOV	SCHOLAR FUND GRANT	1,000
TEXAS A&M - COLLEGE STATION SCHOOL OF ED 400 BIZZELL ST COLLEGE STATION, TX 77843	N/A	GOV	SCHOLARSHIPS	216,000
TEXAS A&M - CORPUS CHRISTI 6300 OCEAN DRIVE UNIT 5818 CORPUS CHRISTI, TX 784125818	N/A	GOV	EMERGING PARTNER INITIATIVE	50,000
TEXAS A&M - KINGSVILLE MSC 195 1055 N UNIVERSITY BLVD KINGSVILLE, TX 783638202	N/A	GOV	EMERGING PARTNER INITIATIVE	50,000
TEXAS A&M - SAN ANTONIO ONE UNIVERSITY WAY SAN ANTONIO, TX 78224	N/A	GOV	EMERGING PARTNER INITIATIVE	50,000
TEXAS A&M - TEXARKANA 71010 UNIVERSITY AVE TEXARKANA, TX 75503	N/A	GOV	EMERGING PARTNER INITIATIVE	50,000
TEXAS A&M INTERNATIONAL UNIVERSITY 5201 UNIVERSITY BOULEVARD LAREDO, TX 78041	N/A	GOV	EMERGING PARTNER INITIATIVE	45,000
TEXAS PUBLIC RADIO 321 WEST COMMERCE STREET SAN ANTONIO, TX 78205	N/A	PC	NEW HEADQUARTERS CAMPAIGN	150,000
TEXAS STATE UNIVERSITY 601 UNIVERSITY DRIVE ED 2001 SAN MARCOS, TX 78666	N/A	GOV	GENERAL OPERATING SUPPORT	13,200
TEXAS STATE UNIVERSITY 601 UNIVERSITY DRIVE ED 2001 SAN MARCOS, TX 78666	N/A	GOV	SCHOLAR FUND GRANT	1,000
TEXAS STATE UNIVERSITY 601 UNIVERSITY DRIVE ED 2001 SAN MARCOS, TX 78666	N/A	GOV	SCHOLARSHIPS	88,000
TEXAS STATE UNIVERSITY COLLEGE OF EDUCATION 601 UNIVERSITY DRIVE SAN MARCOS, TX 78666	N/A	GOV	EMERGING PARTNER INITIATIVE	1,254
TEXAS TECH UNIVERSITY PO BOX 41098 LUBBOCK, TX 794091098	N/A	GOV	GENERAL OPERATING SUPPORT	52,800
TEXAS TECH UNIVERSITY PO BOX 41098 LUBBOCK, TX 794091098	N/A	GOV	SCHOLAR FUND GRANT	1,500
TEXAS TECH UNIVERSITY PO BOX 41098 LUBBOCK, TX 794091098	N/A	GOV	SCHOLARSHIPS	352,000
TOMBALL ISD 310 S CHERRY ST TOMBALL, TX 77375	N/A	GOV	RAISING BLENDED LEARNERS	100,765
TRINITY UNIVERSITY 1 TRINITY PLACE SAN ANTONIO, TX 78212	N/A	PC	GENERAL OPERATING SUPPORT	10,000
TRINITY UNIVERSITY 1 TRINITY PLACE SAN ANTONIO, TX 78212	N/A	PC	SCHOLAR FUND GRANT	1,000
TRINITY UNIVERSITY 1 TRINITY PLACE SAN ANTONIO, TX 78212	N/A	PC	SCHOLARSHIPS	46,667
TTARA RESEARCH FOUNDATION 400 WEST 15TH STREET SUITE 400 AUSTIN, TX 78701	N/A	PC	GENERAL OPERATING SUPPORT	15,000
UNIVERSITY OF HOUSTON PO BOX 1426 HOUSTON, TX 772511426	N/A	GOV	GENERAL OPERATING SUPPORT	23,100
UNIVERSITY OF HOUSTON PO BOX 1426 HOUSTON, TX 772511426	N/A	GOV	SCHOLAR FUND GRANT	1,000
UNIVERSITY OF HOUSTON PO BOX 1426 HOUSTON, TX 772511426	N/A	GOV	SCHOLARSHIPS	142,000
UNIVERSITY OF NORTH TEXAS - DALLAS 7400 UNIVERSITY BLVD DALLAS, TX 75241	N/A	GOV	GENERAL OPERATING SUPPORT	7,011
UNIVERSITY OF NORTH TEXAS - DALLAS 7400 UNIVERSITY BLVD DALLAS, TX 75241	N/A	GOV	SCHOLARSHIPS	92,000
UNIVERSITY OF TEXAS - AUSTIN 1912 SPEEDWAY D5001 AUSTIN, TX 78712	N/A	GOV	GENERAL OPERATING SUPPORT	63,000
UNIVERSITY OF TEXAS - AUSTIN 1912 SPEEDWAY D5001 AUSTIN, TX 78712	N/A	GOV	SCHOLAR FUND GRANT	1,000
UNIVERSITY OF TEXAS - AUSTIN 1912 SPEEDWAY D5001 AUSTIN, TX 78712	N/A	GOV	SCHOLARSHIPS	420,000
UNIVERSITY OF TEXAS - AUSTIN UTEACH 103 W 24TH STREET STOP G2550 AUSTIN, TX 78712	N/A	GOV	GENERAL OPERATING SUPPORT	21,000
UNIVERSITY OF TEXAS - AUSTIN UTEACH 103 W 24TH STREET STOP G2550 AUSTIN, TX 78712	N/A	GOV	SCHOLAR FUND GRANT	1,000
UNIVERSITY OF TEXAS - AUSTIN UTEACH 103 W 24TH STREET STOP G2550 AUSTIN, TX 78712	N/A	GOV	SCHOLARSHIPS	140,000
UNIVERSITY OF TEXAS - EL PASO 500 W UNIVERSITY AVE EL PASO, TX 79968	N/A	GOV	GENERAL OPERATING SUPPORT	10,000
UNIVERSITY OF TEXAS - EL PASO 500 W UNIVERSITY AVE EL PASO, TX 79968	N/A	GOV	SCHOLAR FUND GRANT	1,000
UNIVERSITY OF TEXAS - EL PASO 500 W UNIVERSITY AVE EL PASO, TX 79968	N/A	GOV	SCHOLARSHIPS	45,500
UNIVERSITY OF TEXAS - RIO GRANDE VALLEY 1201 WEST UNIVERSITY DRIVE EDINBURG, TX 78539	N/A	GOV	GENERAL OPERATING SUPPORT	20,503
UNIVERSITY OF TEXAS - RIO GRANDE VALLEY 1201 WEST UNIVERSITY DRIVE EDINBURG, TX 78539	N/A	GOV	SCHOLAR FUND GRANT	1,000
UNIVERSITY OF TEXAS - RIO GRANDE VALLEY 1201 WEST UNIVERSITY DRIVE EDINBURG, TX 78539	N/A	GOV	SCHOLARSHIPS	147,336
UNIVERSITY OF TEXAS - SAN ANTONIO 1 UTSA CIRCLE SAN ANTONIO, TX 78249	N/A	GOV	GENERAL OPERATING SUPPORT	10,000
UNIVERSITY OF TEXAS - SAN ANTONIO 1 UTSA CIRCLE SAN ANTONIO, TX 78249	N/A	GOV	SCHOLAR FUND GRANT	1,000
UNIVERSITY OF TEXAS - SAN ANTONIO 1 UTSA CIRCLE SAN ANTONIO, TX 78249	N/A	GOV	SCHOLARSHIPS	40,000
UNT DALLAS SCHOOL OF EDUCATION 7400 UNIVERSITY BLVD DALLAS, TX 75241	N/A	GOV	SCHOLAR FUND GRANT	1,000
VARIOUS CHARLES BUTT SCHOLARS GRANT 1005 CONGRESS AVE STE 100 AUSTIN, TX 78701	N/A	I	CHARLES BUTT SCHOLAR GRANT	15,500
VENUS ISD 100 STUDENT DRIVE VENUS, TX 76084	N/A	GOV	RAISING BLENDED LEARNERS	80,334
WESLACO ISD 319 WEST FOURTH ST WESLACO, TX 78596	N/A	GOV	RAISING BLENDED LEARNERS	125,954
WEST TEXAS A&M UNIVERSITY WT BOX 60208 CANYON, TX 79016	N/A	GOV	EMERGING PARTNER INITIATIVE	45,000
YOUTH ORCHESTRAS OF SAN ANTONIO 106 AUDITORIUM CIRCLE STE 130 SAN ANTONIO, TX 78205	N/A	PC	GENERAL OPERATING SUPPORT	20,000
YOUTH ORCHESTRAS OF SAN ANTONIO 106 AUDITORIUM CIRCLE STE 130 SAN ANTONIO, TX 78205	N/A	PC	STANDING OVATION CAMPAIGN	15,000
Total			3a	10,212,536
b Approved for future payment				
Total			3b	

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

- 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
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
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

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Includes rows for interest on investments (14, 122,330) and gain from sales of assets (18, -1,800).

12 Subtotal. Add columns (b), (d), and (e). 0 120,530 0
13 Total. Add line 12, columns (b), (d), and (e). 13 120,530
(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes.

Additional Data

Return to Form

Software ID:

Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

Schedule B

Schedule of Contributors

OMB No. 1545-0047

(Form 990)
Department of the Treasury
Internal Revenue Service

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

2023

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	CHARLES BUTT 200 E BASSE RD STE 201 SAN ANTONIO, TX 78209	\$ 10,500,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
2	BILL & MELINDA GATES FOUNDATION 440 5TH AVENUE NORTH SEATTLE, WA 98109	\$ 467,188	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
3	US TREASURY DEPARTMENT 1500 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20220	\$ 154,145	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>

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 Version:

TY 2023 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	25,990	0	0	25,990

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2023 IRS 990 e-File Render

Name: THE CHARLES BUTT FOUNDATION

EIN: 90-1548640

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
RAISE YOUR HAND TEXAS	1005 CONGRESS AVE STE 150 AUSTIN, TX 78701	2023-06-30	3,000,000	SUPPORTING RESEARCH INTO CRITICAL POLICY AREAS FOR TEXAS PUBLIC SCHOOLS INCLUDING ASSESSMENT & ACCOUNTABILITY SYSTEMS, EDUCATION VOUCHERS, TEACHER WORKFORCE AND SCHOOL FINANCE. SUPPORTING THE TRAINING OF SCHOOL LEADERS TO ADVOCATE ON BEHALF OF PUBLIC SCHOOLS.	3,000,000	TO THE KNOWLEDGE OF THE GRANTOR, NO KNOWN DIVERSIONS.	JUNE 30, 2023	2023-06-30	THE GRANTOR HAS REVIEWED THE REPORT AND THE FINANCIAL RECORDS SUPPORTING THE PROPER EXPENDITURE OF FUNDS PURSUANT TO THE GRANT.

TY 2023 IRS 990 e-File Render

Name: THE CHARLES BUTT FOUNDATION

EIN: 90-1548640

Identifier	Return Reference	Explanation
	PART VII, 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. THE CHARLES BUTT FOUNDATION HAS A PROFESSIONAL EMPLOYER ORGANIZATION (PEO) LEASING ARRANGEMENT WITH OASIS OUTSOURCING HOLDINGS, INC. ALL COMPENSATION REPORTED ON PART I LINES 13 AND 14 REPRESENTS AMOUNTS PAID TO OASIS OUTSOURCING HOLDINGS, INC. FOR FOUNDATION EMPLOYEES' COMPENSATION, BENEFITS, AND EXPENSES.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 OASIS OUTSOURCING HOLDINGS, INC THAT RELATES TO SERVICES PROVIDED BY DIRECTORS, OFFICERS, AND HIGHEST COMPENSATED EMPLOYEES OF THE FOUNDATION ARE REPORTED IN PART VII, LINES 1 AND 2, AS IF THE FOUNDATION HAD PAID THE INDIVIDUALS DIRECTLY. THE TOTAL AMOUNT OF ADMINISTRATIVE SUPPORT AND OTHER OVERHEAD COSTS REIMBURSED TO FWM BY THE FOUNDATION IS REPORTED IN PART VII, LINE 3, HIGHLY PAID CONTRACTORS.
	FORM 990-PF, PART XIV, LINE 3A	2023 CHARLES BUTT SCHOLARS GRANT RECIPIENTS:CRYSTAL MOSQUEDA - \$2,800DELIA HUERTA - \$600KIRSTIN SPENCE - \$2,000LESLY MENDOZA - \$2,800RACHEL HARREL - \$2,800ROBIN IBANEZ - \$2,000SHEYLA REYES - \$2,000ANIYA SMITH KENNEDY - \$500

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Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BOOKMARKED	AT COST	300,000	300,000

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Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	5,364	0	0	5,364

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Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISING	326,775	0	0	326,775
OFFICE EXPENSES	103,355	0	0	103,355
INFORMATION TECHNOLOGY	348,911	0	0	348,911
STIPENDS	19,000	0	0	19,000
OTHER EXPENSES	4,472	0	0	4,472
FURNITURE & FIXTURES	3,194	0	0	3,194

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Description	Amount
RETURNED GRANT	5,955

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Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD	35,031	14,806

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Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANTS	2,516,886	0	0	2,516,886
EXTERNAL EVALUATORS	250,379	0	0	250,379
HONORARIUM	8,133	0	0	8,133
PAYROLL SERVICES	28,283	0	0	28,283
ADMIN SUPPORT SERVICES	161,964	0	0	161,964
OTHER PROFESSIONAL SERVICES	44,648	0	0	44,648

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Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	6,557	0	0	6,557
EXCISE TAX - NET INVESTMENT INCOME	51	0	0	51