

**Return of Private Foundation**

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

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**2017**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2017 or tax year beginning , and ending

Name of foundation <b>BUTLER CONSERVATION FUND, INC.</b>		<b>A Employer identification number</b> <b>04-3032409</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>60 CUTTER MILL ROAD, SUITE 212</b>	Room/suite	<b>B Telephone number</b> <b>212-303-0214</b>
City or town, state or province, country, and ZIP or foreign postal code <b>GREAT NECK, NY 11021</b>		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here ..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ..... <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>116,152,824.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....	0.		N/A	
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....				
	<b>4</b> Dividends and interest from securities .....	2,266,909.	2,266,909.		STATEMENT 1
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	4,744,584.			
	<b>b</b> Gross sales price for all assets on line 6a .....				
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		4,744,584.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	443,770.	443,770.		STATEMENT 2	
<b>12 Total.</b> Add lines 1 through 11 .....	7,455,263.	7,455,263.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	84,963.	0.		84,963.
	<b>14</b> Other employee salaries and wages .....				
	<b>15</b> Pension plans, employee benefits .....				
	<b>16a</b> Legal fees ..... <b>STMT 3</b>	206,421.	103,210.		103,211.
	<b>b</b> Accounting fees ..... <b>STMT 4</b>	102,909.	51,454.		51,455.
	<b>c</b> Other professional fees ..... <b>STMT 5</b>	1,261,441.	972,740.		288,701.
	<b>17</b> Interest .....	4,813.	4,813.		0.
	<b>18</b> Taxes ..... <b>STMT 6</b>	3,258.	0.		2,758.
	<b>19</b> Depreciation and depletion .....				
	<b>20</b> Occupancy .....	52,705.	13,176.		39,529.
	<b>21</b> Travel, conferences, and meetings .....	175,258.	45.		175,213.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses ..... <b>STMT 7</b>	9,807,205.	63,353.		9,733,819.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	11,698,973.	1,208,791.		10,479,649.
	<b>25</b> Contributions, gifts, grants paid .....	7,926,635.			7,926,635.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	19,625,608.	1,208,791.		18,406,284.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements .....	-12,170,345.				
<b>b Net investment income</b> (if negative, enter -0-) .....		6,246,472.			
<b>c Adjusted net income</b> (if negative, enter -0-) .....			N/A		

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing .....			
	2 Savings and temporary cash investments .....	73,439,045.	54,616,345.	54,616,345.
	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 .....			
	7 Other notes and loans receivable ▶ .....			
	Less: allowance for doubtful accounts ▶ .....			
	8 Inventories for sale or use .....			
	9 Prepaid expenses and deferred charges .....	32,914.	37,421.	37,421.
	10a Investments - U.S. and state government obligations .....			
	b Investments - corporate stock ..... <b>STMT 8</b>	38,090,450.	46,293,963.	46,293,963.
	c Investments - corporate bonds .....			
	11 Investments - land, buildings, and equipment: basis ▶ .....			
Less: accumulated depreciation ▶ .....				
12 Investments - mortgage loans .....				
13 Investments - other ..... <b>STMT 9</b>	16,538,457.	13,740,357.	13,740,357.	
14 Land, buildings, and equipment: basis ▶ ..... <b>1,280,858.</b>				
Less: accumulated depreciation ▶ .....	1,175,918.	1,280,858.	1,280,858.	
15 Other assets (describe ▶ ..... <b>STATEMENT 10</b> )	86,520.	183,880.	183,880.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) .....	129,363,304.	116,152,824.	116,152,824.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	55,739.	42,702.	
	18 Grants payable .....			
	19 Deferred revenue .....			
	20 Loans from officers, directors, trustees, and other disqualified persons .....			
	21 Mortgages and other notes payable .....			
	22 Other liabilities (describe ▶ .....)	0.	0.	
23 <b>Total liabilities</b> (add lines 17 through 22) .....	55,739.	42,702.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ..... <input checked="" type="checkbox"/> <b>X</b> <b>and complete lines 24 through 26, and lines 30 and 31.</b>			
	24 Unrestricted .....	129,307,565.	116,110,122.	
	25 Temporarily restricted .....			
	26 Permanently restricted .....			
	<b>Foundations that do not follow SFAS 117, check here</b> ..... <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds .....			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund .....			
	29 Retained earnings, accumulated income, endowment, or other funds .....			
30 <b>Total net assets or fund balances</b> .....	129,307,565.	116,110,122.		
31 <b>Total liabilities and net assets/fund balances</b> .....	129,363,304.	116,152,824.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) .....	1	129,307,565.
2 Enter amount from Part I, line 27a .....	2	-12,170,345.
3 Other increases not included in line 2 (itemize) ▶ .....	3	0.
4 Add lines 1, 2, and 3 .....	4	117,137,220.
5 Decreases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN/(LOSS) ON INVESTMENTS</b> .....	5	1,027,098.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .....	6	116,110,122.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a VARIOUS STOCK TRADES-REALIZED GAIN/LOSS</b>		<b>P</b>		
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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))	
<b>a</b>			<b>4,744,584.</b>	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			<b>4,744,584.</b>	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 .....</span>		<b>2</b>	<b>4,744,584.</b>	
<b>3</b> 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). If (loss), enter -0- in Part I, line 8 .....		<b>3</b>	<b>N/A</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	8,646,873.	129,101,957.	.066977
2015	7,387,988.	144,477,680.	.051136
2014	7,509,366.	162,961,394.	.046081
2013	6,868,286.	150,824,435.	.045538
2012	5,681,994.	137,674,650.	.041271
<b>2</b> Total of line 1, column (d) .....			<b>2</b> .251003
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years .....			<b>3</b> .050201
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 .....			<b>4</b> 123,854,442.
<b>5</b> Multiply line 4 by line 3 .....			<b>5</b> 6,217,617.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) .....			<b>6</b> 62,465.
<b>7</b> Add lines 5 and 6 .....			<b>7</b> 6,280,082.
<b>8</b> Enter qualifying distributions from Part XII, line 4 .....			<b>8</b> 18,406,284.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	62,465.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	62,465.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	62,465.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	65,685.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	80,685.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	18,220.	
11 Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> 18,220.   <b>Refunded</b>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ <u>MA</u>		
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection requirements, and charitable trusts.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and business enterprise interest.

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

		Yes	No
<b>5a</b> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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	X
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
<b>c</b> 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? <b>SEE STATEMENT 12</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		84,963.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BLACK RIVER MANAGEMENT CO. - 60 CUTTER MILL ROAD, STE 214, GREAT NECK, NY 11021	ADVISORY SERVICES/ADMINISTRAT	829,182.
PATTERSON BELKNAP WEBB & TYLER - 1133 AVENUE OF THE AMERICAS, NEW YORK, NY 10036	LEGAL FEES	190,649.
DANA BEACH - 60 CUTTER MILL ROAD, STE 212, GREAT NECK, NY 11021	CONSULTING FEES	84,963.
VULCAN VALUE PARTNERS - 2801 HIGHWAY 380 SOUTH, STE 300, BIRMINGHAM, AL 35223	INVESTMENT MANAGEMENT FEES	49,840.
GRASSI & CO 488 MADISON AVENUE, NEW YORK, NY 10022	ACCOUNTING FEES	43,702.
<b>Total</b> number of others receiving over \$50,000 for professional services		<b>0</b>

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 13	9,644,716.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3	<b>0.</b>

**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	125,664,263.
b	Average of monthly cash balances .....	1b	76,287.
c	Fair market value of all other assets .....	1c	
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	125,740,550.
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	125,740,550.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	1,886,108.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	123,854,442.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	6,192,722.

**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	6,192,722.
2a	Tax on investment income for 2017 from Part VI, line 5 .....	2a	62,465.
b	Income tax for 2017. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	62,465.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	6,130,257.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	6,130,257.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	6,130,257.

**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	18,406,284.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4 .....	4	18,406,284.
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 .....	5	62,465.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	18,343,819.

**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 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				6,130,257.
<b>2</b> Undistributed income, if any, as of the end of 2017:				
<b>a</b> Enter amount for 2016 only			1,732,072.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012				
<b>b</b> From 2013				
<b>c</b> From 2014				
<b>d</b> From 2015				
<b>e</b> From 2016				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 18,406,284.				
<b>a</b> Applied to 2016, but not more than line 2a			1,732,072.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2017 distributable amount				6,130,257.
<b>e</b> Remaining amount distributed out of corpus	10,543,955.			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	10,543,955.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	10,543,955.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2013				
<b>b</b> Excess from 2014				
<b>c</b> Excess from 2015				
<b>d</b> Excess from 2016				
<b>e</b> Excess from 2017	10,543,955.			

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

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

**GILBERT BUTLER**

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

**NONE**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information *(continued)*

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
100 MILES POST OFFICE BOX 2056 BRUNSWICK, GA 31520	NONE	PUBLIC CHARITY	ENVIRONMENTAL	25,000.
ADIRONDACK EXPLORER - GET THE WORD OUT 36 CHURCH STREET SARANAC LAKE, NY 12983	NONE	PUBLIC CHARITY	ENVIRONMENTAL	2,000.
AMERICAN RIVERS 1101 14TH STREET, NW, SUITE 1400 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	ENVIRONMENTAL	127,871.
BANCO DES BOSQUES LA PAMPA 3285, PISO 5 1428 BUENOS AIRES, ARGENTINA	NONE	FOREIGN CHARITY	ENVIRONMENTAL	1,321,325.
BARNSTABLE LAND TRUST PO BOX 224 COTUIT, MA 02635	NONE	PUBLIC CHARITY	ENVIRONMENTAL	1,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>7,926,635.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 2,266,909), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income (14, 443,770), 8 Gain or (loss) from sales of assets other than inventory (18, 4,744,584), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 7,455,263), 13 Total (7,455,263).

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-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 XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee	Date	Title	May the IRS discuss this return with the preparer shown below? See instr. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
		VP OF FINANCE AND ADMINISTRAT	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ANTHONY DATTOMA	ANTHONY DATTOMA			P00237982
	Firm's name ▶ GRASSI & CO. CPA'S, P.C.	Firm's EIN ▶ 11-3266576			
Firm's address ▶ 488 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10022				Phone no. 212-661-6166	

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BUFFALO FIELD CAMPAIGN PO BOX 957 WEST YELLOWSTONE, MT 59758	NONE	PUBLIC CHARITY	ENVIRONMENTAL	2,000.
BUTLER OUTDOOR EDUCATION FUND 60 CUTTER MILL ROAD, SUITE 214 GREAT NECK, NY 11021	NONE	PRIVATE FOUNDATION	ENVIRONMENTAL	4,891,196.
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	ENVIRONMENTAL	500.
COMMONWEAL CONSERVANCY 369 MONTEZUMA AVE. #495 SANTA FE, NM 87501	NONE	PUBLIC CHARITY	ENVIRONMENTAL	7,000.
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	ENVIRONMENTAL	1,000.
CONSERVATION VOTERS OF SOUTH CAROLINA PO BOX 50632 COLUMBIA, SC 29250	NONE	PUBLIC CHARITY	ENVIRONMENTAL	1,000.
ENVIRONMENTAL DEFENSE FUND 301 CONGRESS AVENUE, SUITE 1300 AUSTIN, TX 78701	NONE	PUBLIC CHARITY	ENVIRONMENTAL	45,000.
FRIENDS OF ACADIA PO BOX 45 BAR HARBOR, ME 04069	NONE	PUBLIC CHARITY	ENVIRONMENTAL	5,000.
GREATER YELLOWSTONE COALITION 215 SOUTH WALLACE AVENUE BOZEMAN, MT 59715	NONE	PUBLIC CHARITY	ENVIRONMENTAL	2,000.
GREENPEACE FUND INC. 702 H STREET NW, SUITE 300 WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	ENVIRONMENTAL	2,000.
<b>Total from continuation sheets</b>				<b>6,449,439.</b>

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IDAHO CONSERVATION LEAGUE 710 N 6TH ST BOISE, ID 83702	NONE	PUBLIC CHARITY	ENVIRONMENTAL	10,000.
LAND TRUST ALLIANCE 1660 L STREET, NW, SUITE 1100 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	ENVIRONMENTAL	64,071.
LEWA WILDLIFE CONSERVANCY USA 495 MILLER AVENUE, SUITE 301 MILL VALLEY, CA 94941	NONE	PUBLIC CHARITY	ENVIRONMENTAL	2,500.
LOWCOUNTRY LAND TRUST 635 UTLEDGE AVE STE 107 CHARLESTON, SC 29403	NONE	PUBLIC CHARITY	ENVIRONMENTAL	10,000.
LUBERON NATURE 276, RUE DE LA REPUBLIQUE GOULT, FRANCE	NONE	FOREIGN CHARITY	ENVIRONMENTAL	1,000.
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILLS ISLAND, SUITE 201 TOPSHAM, ME 04086	NONE	PUBLIC CHARITY	ENVIRONMENTAL	25,000.
MAINE ORGANIC FARMERS & GARDENERS ASSOCIATION 294 CROSBY BROOK RD UNITY, ME 04988	NONE	PUBLIC CHARITY	ENVIRONMENTAL	25,000.
MARIN COMMUNITY FOUNDATION 5 HAMILTON LANDING, SUITE 200 NOVATO, CA 94949	NONE	PUBLIC CHARITY	ENVIRONMENTAL	74,153.
MID-COAST CONSERVANCY 36 WATER STREET WISCASSET, ME 04578	NONE	PUBLIC CHARITY	ENVIRONMENTAL	25,000.
MISSION BLUE PO BOX 6882 NAPA, CA 94581	NONE	PUBLIC CHARITY	ENVIRONMENTAL	1,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOHONK PRESERVE PO BOX 715 NEW PALTZ, NY 12561	NONE	PUBLIC CHARITY	ENVIRONMENTAL	155.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10068	NONE	PUBLIC CHARITY	ENVIRONMENTAL	125,840.
NATURE CONSERVANCY 332 EIGHTH AVENUE NEW YORK, NY 10026	NONE	PUBLIC CHARITY	ENVIRONMENTAL	75,000.
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BOULEVARD BRONX, NY 10458	NONE	PUBLIC CHARITY	ENVIRONMENTAL	5,000.
OCEAN CONSERVANCY 1300 19TH STREET, NW, 8TH FLOOR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	ENVIRONMENTAL	1,000.
OPEN SPACE INSTITUTE LAND TRUST, INC. 1350 BROADWAY ROOM 201 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	ENVIRONMENTAL	283,230.
SC COASTAL CONSERVATION LEAGUE 328 EAST BAY STREET CHARLESTON, SC 29402	NONE	PUBLIC CHARITY	ENVIRONMENTAL	99,898.
SEA SHEPHERD CONSERVATION SOCIETY PO BOX 8628 ALEXANDRIA, VA 22306	NONE	PUBLIC CHARITY	ENVIRONMENTAL	2,000.
SEEDS OF SOLIDARITY 165 CHESTNUT HILL ROAD ORANGE, MA 01364	NONE	PUBLIC CHARITY	ENVIRONMENTAL	2,000.
SOUTH CAROLINA ENVIRONMENTAL LAW PROJECT 902 NORTH ST BEAUFORT, SC 29902	NONE	PUBLIC CHARITY	ENVIRONMENTAL	10,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOUTHERN UTAH WILDERNESS ALLIANCE (SUWA) 425 EAST 100 S. SALT LAKE CITY, UT 84111	NONE	PUBLIC CHARITY	ENVIRONMENTAL	1,000.
THE 5 GYRES INSTITUTE 5792 WEST JEFFERSON BOULEVARD LOS ANGELES, CA 90016	NONE	PUBLIC CHARITY	ENVIRONMENTAL	1,000.
THE CONSERVATION FUND PO BOX 256 FREEPORT, ME 04032	NONE	PUBLIC CHARITY	ENVIRONMENTAL	251,114.
THE GROWING PROJECT PO BOX 388 FORT COLLINS, CO 80522	NONE	PUBLIC CHARITY	ENVIRONMENTAL	1,000.
TREES, WATER & PEOPLE 633 REMINGTON STREET FORT COLLINS, CO 80524	NONE	PUBLIC CHARITY	ENVIRONMENTAL	1,000.
TUG HILL TOMORROW LAND TRUST PO BOX 6063 WATERTOWN, NY 13601	NONE	PUBLIC CHARITY	ENVIRONMENTAL	10,000.
WATERKEEPER ALLIANCE 50 S. BUCKHOUT STREET, SUITE 302 IRVINGTON, NY 10533	NONE	PUBLIC CHARITY	ENVIRONMENTAL	60,050.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE	PUBLIC CHARITY	ENVIRONMENTAL	325,732.
<b>Total from continuation sheets</b> .....				

Name **BUTLER CONSERVATION FUND, INC.** Employer identification number **04-3032409**

**Note:** Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

**Part I Required Annual Payment**

1	Total tax (see instructions)		1	62,465.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1			
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method			
2c	Credit for federal tax paid on fuels (see instructions)			
2d	<b>Total.</b> Add lines 2a through 2c		2d	
3	Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation doesn't owe the penalty		3	62,465.
4	Enter the tax shown on the corporation's 2016 income tax return. See instructions. <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b>		4	12,315.
5	<b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	12,315.

**Part II Reasons for Filing** - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

- 6  The corporation is using the adjusted seasonal installment method.
- 7  The corporation is using the annualized income installment method.
- 8  The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

**Part III Figuring the Underpayment**

	(a)	(b)	(c)	(d)	
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/17	06/15/17	09/15/17	12/15/17
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	3,079.	28,154.	15,616.	15,616.
11 <b>Estimated tax paid or credited for each period.</b> For column (a) only, enter the amount from line 11 on line 15. See instructions	11	32,685.		33,000.	
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column	12		29,606.	1,452.	18,836.
13 Add lines 11 and 12	13		29,606.	34,452.	18,836.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	32,685.	29,606.	34,452.	18,836.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	29,606.	1,452.	18,836.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <b>(C Corporations with tax years ending June 30 and S corporations:</b> Use 3rd month instead of 4th month. <b>Form 990-PF and Form 990-T filers:</b> Use 5th month instead of 4th month.) See instructions .....	<b>19</b>			
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19 .....	<b>20</b>			
<b>21</b> Number of days on line 20 after 4/15/2017 and before 7/1/2017 .....	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{365}$ .....	<b>22</b> \$	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2017 and before 10/1/2017 .....	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{365}$ .....	<b>24</b> \$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2017 and before 1/1/2018 .....	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{365}$ .....	<b>26</b> \$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2017 and before 4/1/2018 .....	<b>27</b>			
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$ .....	<b>28</b> \$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2018 and before 7/1/2018 .....	<b>29</b>			
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$ .....	<b>30</b> \$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2018 and before 10/1/2018 .....	<b>31</b>			
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$ .....	<b>32</b> \$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2018 and before 1/1/2019 .....	<b>33</b>			
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$ .....	<b>34</b> \$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2018 and before 3/16/2019 .....	<b>35</b>			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$ .....	<b>36</b> \$	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 .....	<b>37</b> \$	\$	\$	\$
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns .....	<b>38</b> \$			0.

\* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS FROM PASSTHROUGH ENTITIES	1,328,781.	0.	1,328,781.	1,328,781.	
VARIOUS NOMINEE ACCOUNTS	938,128.	0.	938,128.	938,128.	
TO PART I, LINE 4	2,266,909.	0.	2,266,909.	2,266,909.	

FORM 990-PF	OTHER INCOME			STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
ROYALTY FROM PASSTHROUGH ENTITIES	6,183.	6,183.		
INCOME FROM FLOW THROUGH PARTNERSHIPS	112,768.	112,768.		
EXCISE TAX NET OVERPAYMENT	28,576.	28,576.		
FOREIGN TAXES REFUND	296,243.	296,243.		
TOTAL TO FORM 990-PF, PART I, LINE 11	443,770.	443,770.		

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	206,421.	103,210.		103,211.
TO FM 990-PF, PG 1, LN 16A	206,421.	103,210.		103,211.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	102,909.	51,454.		51,455.
TO FORM 990-PF, PG 1, LN 16B	102,909.	51,454.		51,455.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	320,006.	31,305.		288,701.
INVESTMENT FEES	941,435.	941,435.		0.
TO FORM 990-PF, PG 1, LN 16C	1,261,441.	972,740.		288,701.

## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAX	2,758.	0.		2,758.
MA PC FILING FEE	500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,258.	0.		2,758.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	742.	742.		0.
CHARITABLE RELATED EXPENSES	26,491.	0.		26,491.
OFFICE EXPENSES	135,256.	62,611.		62,612.
LANDSCAPE CONSERVATION PROJECT EXPENSES	9,644,716.	0.		9,644,716.
TO FORM 990-PF, PG 1, LN 23	9,807,205.	63,353.		9,733,819.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
MASTER LIMITED PARTNERSHIPS		35,969,708.	35,969,708.
OTHER INVESTMENTS		5,141,479.	5,141,479.
GLOBAL HIGH YIELD SECURITIES/ETF		4,404,272.	4,404,272.
INVESTMENTS IN REITS		778,504.	778,504.
TOTAL TO FORM 990-PF, PART II, LINE 10B		46,293,963.	46,293,963.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS & MONEY MANAGERS	FMV	13,740,357.	13,740,357.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,740,357.	13,740,357.

FORM 990-PF	OTHER ASSETS	STATEMENT 10	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT - GREAT NECK	7,308.	7,308.	7,308.
RECEIVABLE FROM BROKERS	68,804.	119,737.	119,737.
INTEREST RECEIVABLE	7,749.	27,053.	27,053.
OTHER RECEIVABLE	2,659.	5,166.	5,166.
RECEIVABLE FROM NB SECONDARY OPPORTUNITIES FUND	0.	24,616.	24,616.
TO FORM 990-PF, PART II, LINE 15	86,520.	183,880.	183,880.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GILBERT BUTLER C/O BUTLER CONSERVATION FUND, 60 CUTTER MILL ROAD, STE 212 GREAT NECK, NY 11021	PRESIDENT & TREASURER 5.00	0.	0.	0.
CHRISTOPHER ELLIMAN (THRU 08-16-17) C/O BUTLER CONSERVATION FUND, 60 CUTTER MILL ROAD, STE 212 GREAT NECK, NY 11021	VICE CHAIR 1.00	0.	0.	0.
ANTHONY P. GRASSI C/O BUTLER CONSERVATION FUND, 60 CUTTER MILL ROAD, STE 212 GREAT NECK, NY 11021	CHAIRMAN 2.00	0.	0.	0.
DANA BEACH C/O BUTLER CONSERVATION FUND, 60 CUTTER MILL ROAD, STE 212 GREAT NECK, NY 11021	DIRECTOR 3.00	84,963.	0.	0.
KRISTINE TOMPKINS C/O BUTLER CONSERVATION FUND, 60 CUTTER MILL ROAD, STE 212 GREAT NECK, NY 11021	DIRECTOR 0.50	0.	0.	0.
TOMER INBAR C/O BUTLER CONSERVATION FUND, 60 CUTTER MILL ROAD, STE 212 GREAT NECK, NY 11021	SECRETARY 5.00	0.	0.	0.
DHRUVIKA PATEL AMIN C/O BUTLER CONSERVATION FUND, 60 CUTTER MILL ROAD, STE 212 GREAT NECK, NY 11021	VP OF ACCOUNTING & ADMIN 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		84,963.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

BUTLER OUTDOOR EDUCATION FUND

GRANTEE'S ADDRESS

60 CUTTER MILL ROAD, SUITE 214  
GREAT NECK, NY 11021

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
4,891,196.	12/31/17	4,891,196.	05/15/18

PURPOSE OF GRANT

TO FUND OUTDOOR EDUCATION FOR SCHOOL AGED CHILDREN IN MAINE, UPSTATE NEW YORK, AND SOUTH CAROLINA

DATES OF REPORTS BY GRANTEE

05/15/2018

ANY DIVERSION BY GRANTEE

TO THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION

RESULTS OF VERIFICATION

ON MAY 15, 2018, THE GRANTEE PROVIDED THE FOUNDATION WITH A FINAL REPORT WITH RESPECT TO ALL EXPENDITURES MADE FROM THE GRANT FUNDS AND INDICATING THE PROGRESS MADE TOWARD THE GOALS OF THE GRANT.



GRANTEE'S NAME

BANCO DE BOSQUES

GRANTEE'S ADDRESS

LA PAMPA 3285, PISO 5  
1428 BUENOS AIRES, ARGENTINA

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
1,321,325.	12/31/17	1,321,325.	05/15/18

PURPOSE OF GRANT

TO FUND CONSERVATION ACTIVITIES IN ARGENTINA.

DATES OF REPORTS BY GRANTEE

05/15/2018

ANY DIVERSION BY GRANTEE

TO THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION

RESULTS OF VERIFICATION

ON MAY 15, 2018, THE GRANTEE PROVIDED THE FOUNDATION WITH A FINAL REPORT WITH RESPECT TO ALL EXPENDITURES MADE FROM THE GRANT FUNDS AND INDICATING THE PROGRESS MADE TOWARD THE GOALS OF THE GRANT.

GRANTEE'S NAME

LUBERON NATURE

GRANTEE'S ADDRESS

276, RUE DE LA REPUBLIQUE  
GOULT, FRANCE, 84220

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
1,000.	12/31/17	1,000.	05/15/18

PURPOSE OF GRANT

TO FUND CONSERVATION ACTIVITIES IN FRANCE.

DATES OF REPORTS BY GRANTEE

05/15/2018

ANY DIVERSION BY GRANTEE

TO THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION

RESULTS OF VERIFICATION

ON MAY 15, 2018, THE GRANTEE PROVIDED THE FOUNDATION WITH A FINAL REPORT WITH RESPECT TO ALL EXPENDITURES MADE FROM THE GRANT FUNDS AND INDICATING THE PROGRESS MADE TOWARD THE GOALS OF THE GRANT.

ACTIVITY ONE

AN INITIATIVE THAT HAS BECOME AN INTEGRAL PART OF BCF IS LANDSCAPE-SCALE INFRASTRUCTURE PROJECTS, INVOLVING OWNERSHIP AND MANAGEMENT OF LAND AND FACILITIES. THE CREATION OF PUBLIC RECREATION INFRASTRUCTURE ON LARGE TRACTS OF CONSERVED LAND IS TO FOSTER AND PROMOTE PUBLIC ACCESS TO AND USE, ENJOYMENT, AND NON-MOTORIZED TRAVEL ON SUCH LAND.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

9,644,716.

**Exempt Organization Business Income Tax Return**  
(and proxy tax under section 6033(e))

**2017**

For calendar year 2017 or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

▶ Go to [www.irs.gov/Form990T](http://www.irs.gov/Form990T) for instructions and the latest information.

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Department of the Treasury  
Internal Revenue Service

Open to Public Inspection for  
501(c)(3) Organizations Only

<p><b>A</b> <input type="checkbox"/> Check box if address changed</p> <p><b>B</b> Exempt under section  <input checked="" type="checkbox"/> 501(c)(3) )  <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e)  <input type="checkbox"/> 408A <input type="checkbox"/> 530(a)  <input type="checkbox"/> 529(a)</p>	<p>Print or Type</p>	<p>Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.)  <b>BUTLER CONSERVATION FUND, INC.</b></p> <p>Number, street, and room or suite no. If a P.O. box, see instructions.  <b>60 CUTTER MILL ROAD, SUITE 212</b></p> <p>City or town, state or province, country, and ZIP or foreign postal code  <b>GREAT NECK, NY 11021</b></p>	<p><b>D</b> Employer identification number (Employees' trust, see instructions.)  <b>04-3032409</b></p> <p><b>E</b> Unrelated business activity codes (See instructions.)  <b>525990</b></p>
--	------------------------------	--	--

<p><b>C</b> Book value of all assets at end of year  <b>116,152,824.</b></p>	<p><b>F</b> Group exemption number (See instructions.) ▶</p> <p><b>G</b> Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>
--	--

**H** Describe the organization's primary unrelated business activity. ▶ **SEE STATEMENT 14**

**I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ..... ▶  Yes  No  
 If "Yes," enter the name and identifying number of the parent corporation. ▶

**J** The books are in care of ▶ **BLACK RIVER MANAGEMENT CO.** Telephone number ▶ **212-303-0214**

		(A) Income	(B) Expenses	(C) Net
<b>Part I Unrelated Trade or Business Income</b>				
<b>1 a</b> Gross receipts or sales				
<b>b</b> Less returns and allowances	<b>c</b> Balance ▶	<b>1c</b>		
<b>2</b> Cost of goods sold (Schedule A, line 7)		<b>2</b>		
<b>3</b> Gross profit. Subtract line 2 from line 1c		<b>3</b>		
<b>4 a</b> Capital gain net income (attach Schedule D)		<b>4a</b>		
<b>b</b> Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		<b>4b</b>		
<b>c</b> Capital loss deduction for trusts		<b>4c</b>		
<b>5</b> Income (loss) from partnerships and S corporations (attach statement)		<b>5</b> -1,570,226.	<b>STMT 15</b>	<b>-1,570,226.</b>
<b>6</b> Rent income (Schedule C)		<b>6</b>		
<b>7</b> Unrelated debt-financed income (Schedule E)		<b>7</b>		
<b>8</b> Interest, annuities, royalties, and rents from controlled organizations (Sch. F) ...		<b>8</b>		
<b>9</b> Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		<b>9</b>		
<b>10</b> Exploited exempt activity income (Schedule I)		<b>10</b>		
<b>11</b> Advertising income (Schedule J)		<b>11</b>		
<b>12</b> Other income (See instructions; attach schedule)		<b>12</b>		
<b>13 Total.</b> Combine lines 3 through 12		<b>13</b> -1,570,226.		<b>-1,570,226.</b>

<b>Part II Deductions Not Taken Elsewhere</b> (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)				
<b>14</b> Compensation of officers, directors, and trustees (Schedule K)		<b>14</b>		
<b>15</b> Salaries and wages		<b>15</b>		
<b>16</b> Repairs and maintenance		<b>16</b>		
<b>17</b> Bad debts		<b>17</b>		
<b>18</b> Interest (attach schedule)		<b>18</b>		
<b>19</b> Taxes and licenses		<b>19</b>		
<b>20</b> Charitable contributions (See instructions for limitation rules)		<b>20</b>		
<b>21</b> Depreciation (attach Form 4562)		<b>21</b>		
<b>22</b> Less depreciation claimed on Schedule A and elsewhere on return		<b>22a</b>		<b>22b</b>
<b>23</b> Depletion		<b>23</b>		
<b>24</b> Contributions to deferred compensation plans		<b>24</b>		
<b>25</b> Employee benefit programs		<b>25</b>		
<b>26</b> Excess exempt expenses (Schedule I)		<b>26</b>		
<b>27</b> Excess readership costs (Schedule J)		<b>27</b>		
<b>28</b> Other deductions (attach schedule)		<b>28</b>		
<b>29 Total deductions.</b> Add lines 14 through 28		<b>29</b>		<b>0.</b>
<b>30</b> Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13		<b>30</b>		<b>-1,570,226.</b>
<b>31</b> Net operating loss deduction (limited to the amount on line 30)		<b>31</b>		
<b>32</b> Unrelated business taxable income before specific deduction. Subtract line 31 from line 30		<b>32</b>		<b>-1,570,226.</b>
<b>33</b> Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)		<b>33</b>		<b>1,000.</b>
<b>34 Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32		<b>34</b>		<b>-1,570,226.</b>

**Part III Tax Computation**

<b>35 Organizations Taxable as Corporations.</b> See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:			
<b>a</b>	Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____		
<b>b</b>	Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____		
<b>c</b>	Income tax on the amount on line 34	<b>35c</b>	0.
<b>36 Trusts Taxable at Trust Rates.</b> See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)		<b>36</b>	
<b>37 Proxy tax.</b> See instructions		<b>37</b>	
<b>38 Alternative minimum tax</b>		<b>38</b>	
<b>39 Tax on Non-Compliant Facility Income.</b> See instructions		<b>39</b>	
<b>40 Total.</b> Add lines 37, 38 and 39 to line 35c or 36, whichever applies		<b>40</b>	0.

**Part IV Tax and Payments**

<b>41a</b>	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	<b>41a</b>	
<b>b</b>	Other credits (see instructions)	<b>41b</b>	
<b>c</b>	General business credit. Attach Form 3800	<b>41c</b>	
<b>d</b>	Credit for prior year minimum tax (attach Form 8801 or 8827)	<b>41d</b>	
<b>e</b>	<b>Total credits.</b> Add lines 41a through 41d	<b>41e</b>	
<b>42</b>	Subtract line 41e from line 40	<b>42</b>	0.
<b>43</b>	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	<b>43</b>	
<b>44</b>	<b>Total tax.</b> Add lines 42 and 43	<b>44</b>	0.
<b>45a</b>	Payments: A 2016 overpayment credited to 2017	<b>45a</b>	
<b>b</b>	2017 estimated tax payments	<b>45b</b>	
<b>c</b>	Tax deposited with Form 8868	<b>45c</b>	
<b>d</b>	Foreign organizations: Tax paid or withheld at source (see instructions)	<b>45d</b>	
<b>e</b>	Backup withholding (see instructions)	<b>45e</b>	
<b>f</b>	Credit for small employer health insurance premiums (Attach Form 8941)	<b>45f</b>	
<b>g</b>	Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	<b>45g</b>	
<b>46</b>	<b>Total payments.</b> Add lines 45a through 45g	<b>46</b>	
<b>47</b>	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	<b>47</b>	
<b>48</b>	<b>Tax due.</b> If line 46 is less than the total of lines 44 and 47, enter amount owed	<b>48</b>	0.
<b>49</b>	<b>Overpayment.</b> If line 46 is larger than the total of lines 44 and 47, enter amount overpaid	<b>49</b>	0.
<b>50</b>	Enter the amount of line 49 you want: <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>50</b>	

**Part V Statements Regarding Certain Activities and Other Information** (see instructions)

<b>51</b>	At any time during the 2017 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
<b>52</b>	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
<b>53</b>	Enter the amount of tax-exempt interest received or accrued during the tax year		

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

<b>Sign Here</b>	Signature of officer	Date	VP OF FINANCE AND ADMINISTRATION	Title	May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	
<b>Paid Preparer Use Only</b>	ANTHONY DATTOMA	ANTHONY DATTOMA			P00237982
	Firm's name	Firm's address	Firm's EIN	Phone no.	
	GRASSI & CO. CPA'S, P.C.	488 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10022	11-3266576	212-661-6166	

**Schedule A - Cost of Goods Sold.** Enter method of inventory valuation ► **N/A**

1	Inventory at beginning of year .....	1		6	Inventory at end of year .....	6			
2	Purchases .....	2		7	<b>Cost of goods sold.</b> Subtract line 6 from line 5. Enter here and in Part I, line 2 .....	7			
3	Cost of labor .....	3		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? .....			Yes	No
4a	Additional section 263A costs (attach schedule) .....	4a							
b	Other costs (attach schedule) .....	4b							
5	<b>Total.</b> Add lines 1 through 4b .....	5							

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)**

(see instructions)

1. Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) .....

(b) **Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ... 0.

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
<b>Totals</b> .....			Enter here and on page 1, Part I, line 7, column (A). 0.	Enter here and on page 1, Part I, line 7, column (B). 0.
<b>Total dividends-received deductions</b> included in column 8 .....			0.	0.

**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

**Nonexempt Controlled Organizations**

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).
<b>Totals</b> .....			0.	0.

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization** (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).
<b>Totals</b> .....		0.		0.

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income** (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
	Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).				Enter here and on page 1, Part II, line 26.
<b>Totals</b> .....	0.	0.				0.

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals</b> (carry to Part II, line (5)) .....	0.	0.				0.

**Part II** **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals from Part I</b> .....	<b>0.</b>	<b>0.</b>				<b>0.</b>
<b>Totals, Part II (lines 1-5)</b> .....	Enter here and on page 1, Part I, line 11, col. (A). <b>0.</b>	Enter here and on page 1, Part I, line 11, col. (B). <b>0.</b>				Enter here and on page 1, Part II, line 27. <b>0.</b>

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
<b>Total. Enter here and on page 1, Part II, line 14</b> .....			<b>0.</b>



FORM 990-T DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY STATEMENT 14

INVESTMENT IN PARTNERSHIPS REPORTING UNRELATED BUSINESS INCOME OR LOSS

TO FORM 990-T, PAGE 1

FORM 990-T INCOME (LOSS) FROM PARTNERSHIPS AND S CORPORATIONS STATEMENT 15

DESCRIPTION	AMOUNT
PASS THRU INCOME/LOSS FROM PARTNERSHIP INVESTMENTS	-1,570,226.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	-1,570,226.

**Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund**

▶ Information about Form 8621 and its separate instructions is at [www.irs.gov/form8621](http://www.irs.gov/form8621).

Name of shareholder  <b>BUTLER CONSERVATION FUND, INC.</b>  Number, street, and room or suite no. (If a P.O. box, see instructions.) <b>60 CUTTER MILL ROAD, SUITE 212</b>  City or town, state, and ZIP code or country <b>GREAT NECK, NY 11021</b>	Identifying number (see instructions)  <b>04-3032409</b>  Shareholder tax year: calendar year <b>2017</b> or other tax year beginning and ending
Check type of shareholder filing the return: <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate Check if any Excepted Specified Foreign Financial Assets are Reported on this Form (see instructions) <input type="checkbox"/>	
Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) <b>ARISAIG ASIA CONSUMER FUND LIMITED</b>	Employer identification number (if any)
Address (Enter number, street, city or town, and country.)  <b>CRAIGMUIR CHAMBERS P.O. BOX 71 ROAD TOWN                  TORTOLA, BRITISH VIRGIN ISLANDS</b>	Reference ID number (see instructions) <b>043032409000</b>  Tax year of PFIC or QEF: calendar year <b>2017</b> or other tax year beginning , and ending

**Part I Summary of Annual Information** (See instructions.)

Provide the following information with respect to all shares of the PFIC held by the shareholder:

- 1 Description of each class of shares held by the shareholder: **COMMON SHARES**  
 Check if shares jointly owned with spouse.
- 2 Date shares acquired during the taxable year, if applicable: \_\_\_\_\_
- 3 Number of shares held at the end of the taxable year: **16,030.**
- 4 Value of shares held at the end of the taxable year (check the appropriate box, if applicable):  
 (a)  \$0-50,000 (b)  \$50,001-100,000 (c)  \$100,001-150,000 (d)  \$150,001-200,000  
 (e) If more than \$200,000, list value: **1,514,194.**
- 5 Type of PFIC and amount of any excess distribution or gain treated as an excess distribution under section 1291, inclusion under section 1293, or inclusion or deduction under section 1296:  
 (a)  Section 1291 \$ \_\_\_\_\_  
 (b)  Section 1293 (Qualified Electing Fund) \$ **127,945.**  
 (c)  Section 1296 (Mark to Market) \$ \_\_\_\_\_

**Part II Elections** (See instructions.)

**SEE STATEMENT 16**

- A**  **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. Complete lines 6a through 7c of Part III.
- B**  **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. Complete lines 8a through 9c of Part III to calculate the tax that may be deferred.  
**Note:** If any portion of line 6a or line 7a of Part III is includible under section 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
- C**  **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). Complete Part IV.
- D**  **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. Enter gain or loss on line 15f of Part V.
- E**  **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. Enter this amount on line 15e of Part V. If the excess distribution is greater than zero, also complete line 16 of Part V.
- F**  **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(d) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC on the last day of its last tax year as a PFIC under section 1297(a). Enter gain on line 15f of Part V.
- G**  **Deemed Dividend Election With Respect to a Section 1297(e) PFIC.** I, a shareholder of a section 1297(e) PFIC, within the meaning of Regulations section 1.1297-3(a), elect to make a deemed dividend election with respect to the Section 1297(e) PFIC. My holding period in the stock of the Section 1297(e) PFIC includes the CFC qualification date, as defined in Regulations section 1.1297-3(d). Enter the excess distribution on line 15e, Part V. If the excess distribution is greater than zero, also complete line 16, Part V.
- H**  **Deemed Dividend Election With Respect to a Former PFIC.** I, a shareholder of a former PFIC, within the meaning of Regulations section 1.1298-3(a), elect to make a deemed dividend election with respect to the former PFIC. My holding period in the stock of the former PFIC includes the termination date, as defined in Regulations section 1.1298-3(d). Enter the excess distribution on line 15e, Part V. If the excess distribution is greater than zero, also complete line 16, Part V.

**Part III Income From a Qualified Electing Fund (QEF).** All QEF shareholders complete lines 6a through 7c. If you are making Election B, also complete lines 8a through 9c. (See instructions.)

<b>6 a</b>	Enter your pro rata share of the ordinary earnings of the QEF .....	<b>6a</b>	2,733.		
<b>b</b>	Enter the portion of line 6a that is included in income under section 951 or that may be excluded under section 1293(g) .....	<b>6b</b>			
<b>c</b>	Subtract line 6b from line 6a. Enter this amount on your tax return as ordinary income .....	<b>6c</b>			2,733.
<b>7 a</b>	Enter your pro rata share of the total net capital gain of the QEF .....	<b>7a</b>	125,212.		
<b>b</b>	Enter the portion of line 7a that is included in income under section 951 or that may be excluded under section 1293(g) .....	<b>7b</b>			
<b>c</b>	Subtract line 7b from line 7a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.) .....	<b>7c</b>			125,212.

**Complete lines 8 and 9 only if you are making a section 1294 election (Election B) for the current tax year.**

<b>8 a</b>	Add lines 6c and 7c .....	<b>8a</b>			
<b>b</b>	Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.) .....	<b>8b</b>			
<b>c</b>	Enter the portion of line 8a not already included in line 8b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year .....	<b>8c</b>			
<b>d</b>	Add lines 8b and 8c .....	<b>8d</b>			
<b>e</b>	Subtract line 8d from line 8a, and enter the difference (if zero or less, enter amount in brackets) .....	<b>8e</b>			
<b>Important:</b> If line 8e is greater than zero, and no portion of line 6a or 7a is includible in income under section 951, you may make Election B with respect to the amount on line 8e.					
<b>9 a</b>	Enter the total tax for the tax year (See instructions.) .....	<b>9a</b>			
<b>b</b>	Enter the total tax for the tax year determined without regard to the amount entered on line 8e .....	<b>9b</b>			
<b>c</b>	Subtract line 9b from line 9a. <b>This is the deferred tax, the time for payment of which is extended by making Election B</b> .....	<b>9c</b>			

**Part IV Gain or (Loss) From Mark-to-Market Election** (See instructions.)

<b>10a</b>	Enter the fair market value of your PFIC stock at the end of the tax year .....	<b>10a</b>			
<b>b</b>	Enter your adjusted basis in the stock at the end of the tax year .....	<b>10b</b>			
<b>c</b>	Subtract line 10b from line 10a. If a gain, do not complete lines 11 and 12. Include this amount as ordinary income on your tax return. If a loss, go to line 11 .....	<b>10c</b>			
<b>11</b>	Enter any unreversed inclusions (as defined in section 1296(d)) .....	<b>11</b>			
<b>12</b>	Enter the loss from line 10c, but only to the extent of unreversed inclusions on line 11. Include this amount as an ordinary loss on your tax return .....	<b>12</b>			
<b>13</b>	<b>If you sold or otherwise disposed of any section 1296 stock (see instructions) during the tax year:</b>				
<b>a</b>	Enter the fair market value of the stock on the date of sale or disposition .....	<b>13a</b>			
<b>b</b>	Enter the adjusted basis of the stock on the date of sale or disposition .....	<b>13b</b>			
<b>c</b>	Subtract line 13b from line 13a. If a gain, do not complete line 14. Include this amount as ordinary income on your tax return. If a loss, go to line 14 .....	<b>13c</b>			
<b>14a</b>	Enter any unreversed inclusions (as defined in section 1296(d)) .....	<b>14a</b>			
<b>b</b>	Enter the loss from line 13c, but only to the extent of unreversed inclusions on line 14a. Include this amount as an ordinary loss on your tax return. If the loss on line 13c exceeds unreversed inclusions on line 14a, complete line 14c .....	<b>14b</b>			
<b>c</b>	Enter the amount by which the loss on line 13c exceeds unreversed inclusions on line 14a. Include this amount on your tax return according to the rules generally applicable for losses provided elsewhere in the Code and regulations .....	<b>14c</b>			

**Note:** See instructions in case of multiple sales or dispositions.

**Part V Distributions From and Dispositions of Stock of a Section 1291 Fund** (See instructions.)

*Complete a separate Part V for each excess distribution and disposition (see instructions).*

<p><b>15 a</b> Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions .....</p>	<p><b>15a</b></p>	
<p><b>b</b> Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year) .....</p>	<p><b>15b</b></p>	
<p><b>c</b> Divide line 15b by 3. (See instructions if the number of preceding tax years is less than 3.) .....</p>	<p><b>15c</b></p>	
<p><b>d</b> Multiply line 15c by 125% (1.25) .....</p>	<p><b>15d</b></p>	
<p><b>e</b> Subtract line 15d from line 15a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If there is an excess distribution, complete line 16. If zero or less and you did not dispose of stock during the tax year, <b>do not</b> complete the rest of Part V. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return .....</p>	<p><b>15e</b></p>	
<p><b>f</b> Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 16. If a loss, show it in brackets and <b>do not</b> complete line 16 .....</p>	<p><b>15f</b></p>	
<p><b>16 a</b> If there is a positive amount on line 15e or 15f (or both), attach a statement for each excess distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution or gain to each day in your holding period. Add all amounts that are allocated to days in each tax year.</p>		
<p><b>b</b> Enter the total of the amounts determined in line 16a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC years). Enter these amounts on your income tax return as other income .....</p>	<p><b>16b</b></p>	
<p><b>c</b> Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.) .....</p>	<p><b>16c</b></p>	
<p><b>d</b> Foreign tax credit. (See instructions.) .....</p>	<p><b>16d</b></p>	
<p><b>e</b> Subtract line 16d from line 16c. Enter this amount on your income tax return as "additional tax." (See instructions.) .....</p>	<p><b>16e</b></p>	
<p><b>f</b> Determine interest on each net increase in tax determined on line 16e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.) .....</p>	<p><b>16f</b></p>	

**Part VI Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections**

*Complete a separate column for each outstanding election.*

Complete lines 17 through 20 to report the status of outstanding prior year section 1294 elections.						
	(i)	(ii)	(iii)	(iv)	(v)	(vi)
17 Tax year of outstanding election .....						
18 Undistributed earnings to which the election relates						
19 Deferred tax .....						
20 Interest accrued on deferred tax (line 19) as of the filing date .....						
<b>Complete lines 21 through 24 only if a section 1294 election is terminated in the current year.</b>						
21 Event terminating election						
22 Earnings distributed or deemed distributed during the tax year .....						
23 Deferred tax due with this return .....						
24 Accrued interest due with this return .....						
<b>Complete lines 25 and 26 only if there is a partial termination of a section 1294 election in the current tax year.</b>						
25 Deferred tax outstanding after partial termination of election. Subtract line 23 from line 19 .....						
26 Interest accrued after partial termination of election. Subtract line 24 from line 20						

FORM 8621

ADDITIONAL INFORMATION

STATEMENT 16

NAME OF PASSIVE FOREIGN INVESTMENT COMPANY OR QUALIFIED ELECTING FUND

ARISAIG ASIA CONSUMER FUND LIMITED

CLASS OF STOCK	NUMBER OF SHARES AT BEGINING OF YEAR	CHANGE IN NUMBER OF SHARES	DATE OF CHANGE	NUMBER OF SHARES AT END OF YEAR	VALUE OF SHARES HELD AT END OF YEAR
COMMON SHARES	16,030.000			16,030.000	1514194.00

# Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868) .**

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile), click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

**Automatic 6-Month Extension of Time.** Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions.  <b>BUTLER CONSERVATION FUND, INC.</b>	Employer identification number (EIN) or  <b>04-3032409</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>60 CUTTER MILL ROAD, SUITE 212</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>GREAT NECK, NY 11021</b>	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**BLACK RIVER MANAGEMENT CO.**

• The books are in the care of ▶ **60 CUTTER MILL RD, STE 214 - GREAT NECK, NY 11021**  
Telephone No. ▶ **212-303-0214** Fax No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 6-month extension of time until **NOVEMBER 15, 2018**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year **2017** or
- ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>80,685.</b>
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>65,685.</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>15,000.</b>

**Caution:** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**MAIL TO: DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE CENTER  
OGDEN, UT 84201-0045**

# Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

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**Automatic 6-Month Extension of Time.** Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>BUTLER CONSERVATION FUND, INC.</b>	Employer identification number (EIN) or <b>04-3032409</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>60 CUTTER MILL ROAD, SUITE 212</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>GREAT NECK, NY 11021</b>	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 7

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
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Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**BLACK RIVER MANAGEMENT CO.**

• The books are in the care of ▶ **60 CUTTER MILL RD, STE 214 - GREAT NECK, NY 11021**  
Telephone No. ▶ **212-303-0214** Fax No. ▶ \_\_\_\_\_

• If the organization does not have an office or place of business in the United States, check this box    
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

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▶  calendar year **2017** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution:** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**MAIL TO: DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE CENTER  
OGDEN, UT 84201-0045**