

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation R4 Foundation		A Employer identification number 46-5434359	
% BRET HELMER			
Number and street (or P O box number if mail is not delivered to street address) 5804 Edwards Ranch Road	Room/suite	B Telephone number (see instructions) (817) 336-6500	
City or town, state or province, country, and ZIP or foreign postal code Fort Worth, TX 76109		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 19,555,713	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u>(Part I, column (d) must be on cash basis)</u>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	500			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	38,504	38,504		
	4 Dividends and interest from securities	474,665	474,665		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	223,750			
	b Gross sales price for all assets on line 6a <u>299,928</u>				
	7 Capital gain net income (from Part IV, line 2)		223,750		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,085			
	12 Total. Add lines 1 through 11	738,504	736,919		
	13 Compensation of officers, directors, trustees, etc	187,086			187,086
	14 Other employee salaries and wages	5,382			5,382
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,242	3,121	0	246
	c Other professional fees (attach schedule)	27,932	27,812		120
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	13,728	6,209		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,980			3,980
	22 Printing and publications				
	23 Other expenses (attach schedule)	31,286	29,988		213
	24 Total operating and administrative expenses. Add lines 13 through 23	275,636	67,130	0	197,027
	25 Contributions, gifts, grants paid	699,053			699,053
	26 Total expenses and disbursements. Add lines 24 and 25	974,689	67,130	0	896,080
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-236,185			
	b Net investment income (if negative, enter -0-)		669,789		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	6,191,589	1,702,311	1,702,311		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ <u>1,288</u>					
		Less allowance for doubtful accounts ▶ _____	1,288	1,288	1,288		
	4	Pledges receivable ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____					
	Less accumulated depreciation (attach schedule) ▶ _____						
12	Investments—mortgage loans						
13	Investments—other (attach schedule)	13,753,049	18,003,897	17,814,395			
14	Land, buildings, and equipment basis ▶ <u>17,173</u>						
	Less accumulated depreciation (attach schedule) ▶ _____	17,173	17,173	17,173			
15	Other assets (describe ▶ _____)	34,110	20,546	20,546			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,997,209	19,745,215	19,555,713			
Liabilities	17	Accounts payable and accrued expenses	21,559	5,750			
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	21,559	5,750			
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
24		Unrestricted					
25		Temporarily restricted					
26		Permanently restricted					
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.							
27		Capital stock, trust principal, or current funds					
28		Paid-in or capital surplus, or land, bldg , and equipment fund					
29		Retained earnings, accumulated income, endowment, or other funds	19,975,650	19,739,465			
30		Total net assets or fund balances (see instructions)	19,975,650	19,739,465			
31		Total liabilities and net assets/fund balances (see instructions) .	19,997,209	19,745,215			

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 19,975,650
2	Enter amount from Part I, line 27a	2 -236,185
3	Other increases not included in line 2 (itemize) ▶ _____	3 _____
4	Add lines 1, 2, and 3	4 19,739,465
5	Decreases not included in line 2 (itemize) ▶ _____	5 _____
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 19,739,465

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a 10,000 SHRS UPLAND SOFTWARE INC		D	2013-12-20	2018-03-26
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 299,928		76,178	223,750
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			223,750
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	223,750
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

(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 does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	623,081	11,058,218	0 056346
2016	274,691	10,053,708	0 027322
2015	391,909	2,521,061	0 155454
2014	29,454	7,440	3 958871
2013			

2 Total of line 1, column (d)	2	4 197993
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	1 049498
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	21,190,084
5 Multiply line 4 by line 3	5	22,238,951
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,698
7 Add lines 5 and 6	7	22,245,649
8 Enter qualifying distributions from Part XII, line 4	8	896,080

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	13,396
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	13,396
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,396
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	6,124
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,700
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	16,824
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,428
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 3,428 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
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	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address R4Foundation.org	13	Yes	
14	The books are in care of BRET HELMER Telephone no (817) 336-6500			

Located at **5804 EDWARDS RANCH ROAD Fort Worth TX** ZIP+4 **76109**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services. ►		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	

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	17,517,612
b	Average of monthly cash balances.	1b	3,977,991
c	Fair market value of all other assets (see instructions).	1c	17,173
d	Total (add lines 1a, b, and c).	1d	21,512,776
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	21,512,776
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	322,692
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	21,190,084
6	Minimum investment return. Enter 5% of line 5.	6	1,059,504

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	1,059,504
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	13,396
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,396
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,046,108
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,046,108
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,046,108

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	896,080
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	896,080
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	896,080

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,046,108
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 2016, 2015, 2014				
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015. 73,077				
d From 2016.				
e From 2017. 76,293				
f Total of lines 3a through e.	149,370			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 896,080				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2018 distributable amount.				896,080
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	149,370			149,370
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				658
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

R4 Foundation co Bret Helmer
5804 Edwards Ranch Road
Fort Worth, TX 76109
bhelmer@r4foundation.org

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

Written application following guidelines found in grant application on R4Foundation.org

c Any submission deadlines

None

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

Grants are restricted almost exclusively to 501(c)(3) organizations that further wellness, education, arts, and community charitable purposes

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

13 Total. Add line 12, columns (b), (d), and (e).	13	738,004
(See worksheet in line 13 instructions to verify calculations)		

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
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[illegible]

Part XVII

- ## Part XVII

(a) Line No |

- 2a** Is the four

- b** If "Yes," co

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Bret Helmer 5804 Edwards Ranch Road Fort Worth, TX 76109	President/CEO 40 0	160,136	13,494	0
lauren pavell 5804 Edwards Ranch Road fort Worth, TX 76109	Sec/treasurer 2 0	13,456	0	0
walter reynolds 5804 Edwards Ranch Road fort Worth, TX 76109	director 0 25	0	0	0
Claire Reynolds 5804 Edwards Ranch Road fort Worth, TX 76109	director 0 25	0	0	0
donald reynolds 5804 Edwards Ranch Road fort Worth, TX 76109	director 0 25	0	0	0
fantasy reynolds 5804 Edwards Ranch Road fort Worth, TX 76109	director 0 25	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Momentous Institute106 E 10th St Dallas, TX 75203	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	10,000
Teach for America707 W Vickery Blvd 102 Fort Worth, TX 76104	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
Read Fort Worth1500 N Main St Suite 105 Fort Worth, TX 761644448	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	40,000
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
First 3 Years1199 S Belt Line Rd 100 Coppell, TX 75019	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
Trinity Habitat for Humanity 9333 N Normandale St Fort Worth, TX 76116	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	1,000
Ronald McDonald House1001 8th Ave Fort Worth, TX 76104	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	10,000
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Tarrant Regional Water District 800 East Northside Dr Fort Worth, TX 76102	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	5,000
Mayfest6115 Camp Bowie Blvd 160 Fort Worth, TX 76116	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	7,500
Communities in Schools 6707 Brentwood Stair Rd Fort Worth, TX 76112	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	20,000
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Casa Manana3101 W Lancaster Ave Fort Worth, TX 76107	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
ACH Child and Family Services 3712 Wichita St Fort Worth, TX 76119	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	20,000
Shine Therapy1450 8th Ave Fort Worth, TX 76104	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	5,000
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Warm Place809 Lipscomb St Fort Worth, TX 76104	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	5,000
Como Lion's Heart4840 Bellflower Way Fort Worth, TX 76123	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	5,000
Key School3947 E Loop 820 S Fort Worth, TX 76119	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	60,000
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
North Texas Healthy Communities 1300 Summit Ave Ste 750 Fort Worth, TX 76102	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
The Angela Stanford Foundation PO Box 10006 Fort Worth, TX 76114	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	619
Arlington Heights PTA4501 West Fwy Fort Worth, TX 76107	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	500
Total ► 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Bluefield Project637 Carolina St San Francisco, CA 94107	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	21,184
Camp Summit 17210 Campbell Road Suite 180-W Dallas, TX 75252	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	20,000
Cancer Care Services 623 S Henderson St Fort Worth, TX 76104	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	10,000
Total ► 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA of Tarrant County 101 Summit Avenue Suite 505 Fort Worth, TX 76102	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
Catholic Charities of Fort Worth 249 West Thornhill Drive Fort Worth, TX 76115	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	20,000
Center for Transforming Lives 512 W 4th St Fort Worth, TX 76102	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	22,000
Total ► 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Community Foundation of North Texas 306 W 7th St Ste 1045 Fort Worth, TX 76102	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	7,000
Cook Children's Health Foundation 801 7th Avenue Fort Worth, TX 76104	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	1,500
Cuisine for Healing1614 Mistletoe Blvd Fort Worth, TX 76104	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	5,000
Total ► 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Dream Outside the Box 3901 W Vickery Blvd Ste 1 Fort Worth, TX 76107	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	20,000
Drew Medford Memorial Tournament 3000 S Hulen Ste 124 189 Fort Worth, TX 76109	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	1,000
Fort Worth Opera505 Pecan St Ste 100 Fort Worth, TX 76102	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	25,000
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Fort Worth Police Foundation 6115 Camp Bowie Blvd Ste 270 Fort Worth, TN 76116	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	5,000
Fort Worth Public Library Foundation 500 W 3rd Street Fort Worth, TX 76102	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
Jubilee Theatre506 Main Street Fort Worth, TX 76102	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	18,000
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Junior Achievement of the Chisholm Trail 6300 Ridglea Pl Ste 400 Fort Worth, TX 76116	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
Kimbell Art Museum 3333 Camp Bowie Blvd Fort Worth, TX 76107	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	1,500
Leadership ISD1800 North Lamar Street Dallas, TX 75202	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	1,500
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Lily B Clayton ISD2000 Park Place Ave Fort Worth, TX 76110	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	1,000
Mental Health America 3136 W 4th Street Fort Worth, TX 76107	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
Monnig Middle School3136 Bigham Blvd Fort Worth, TX 76116	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	500
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Monnig PTA3136 Bigham Blvd Fort Worth, TX 76116	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	5,500
National Cowgirl Museum1720 Gendy St Fort Worth, TX 76107	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	10,000
Reading Partners2910 Swiss Ave Dallas, TX 75204	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	20,000
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Rivertree Academy5439 Bonnell Ave Fort Worth, TX 76107	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	10,000
SiNaCa Studios1013 W Magnolia Ave Fort Worth, TX 76104	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
St Jude Children's Research Hospital 262 Danny Thomas Place Memphis, TN 381053678	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	2,750
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Tarrant Area Food Bank2600 Cullen St Fort Worth, TX 76107	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	1,000
TCU2800 S University Dr Fort Worth, TX 76129	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	20,000
Texas Ballet Theater1540 Mall Cir Fort Worth, TX 76116	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	20,000
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Texas Center for Arts3901 S Hulen St Fort Worth, TX 76109	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	5,000
Texas Wesleyan University 1201 Wesleyan St Fort Worth, TX 76105	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
The Cliburn201 Main St Ste 100 Fort Worth, TX 76102	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	20,000
Total ▶ 3a				699,053

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Trinity Valley School 7500 Dutch Branch Rd Fort Worth, TX 76132	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	50,000
Uplift Education1825 Market Center Blvd Dallas, TX 75207	unrelated	PC	Assist in meeting the recipient organization's exempt purpose	15,000
Total ▶ 3a				699,053

TY 2018 Accounting Fees Schedule**Name:** R4 Foundation**EIN:** 46-5434359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,242	3,121		246

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

TY 2018 Depreciation Schedule

Name: R4 Foundation

EIN: 46-5434359

TY 2018 Investments - Other Schedule**Name:** R4 Foundation**EIN:** 46-5434359**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MERRILL LYNCH	AT COST	14,281,885	16,290,759
EXCESS FMV AT CONTRIBUTION	FMV	2,274,060	
KARED	AT COST	608,945	622,589
VICOF II FEEDER LP	AT COST	839,007	901,047

TY 2018 Other Assets Schedule**Name:** R4 Foundation**EIN:** 46-5434359**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
KARED RECEIVABLES	34,110	8,173	8,173
VICOF II FEEDER LP RECEIVABLES		12,373	12,373

TY 2018 Other Expenses Schedule**Name:** R4 Foundation**EIN:** 46-5434359**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	150	150		
PORTFOLIO DEDUCTIONS	30,710	29,625		
WEBSITE DESIGN	426	213		213

TY 2018 Other Income Schedule

Name: R4 Foundation

EIN: 46-5434359

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Guaranteed Payments - VICOF II Feeder LP	1,085		

TY 2018 Other Professional Fees Schedule**Name:** R4 Foundation**EIN:** 46-5434359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT EXPENSE	27,692	27,692		
MEMBERSHIPS AND DUES	240	120		120

TY 2018 Taxes Schedule**Name:** R4 Foundation**EIN:** 46-5434359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	7,519			
FOREIGN TAXES	6,209	6,209		