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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2018

Open to Public Inspection

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

Name of foundation
ROBERT AND MICHELLE DIENER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
3010 LBJ FREEWAY SUITE 748

City or town, state or province, country, and ZIP or foreign postal code
DALLAS, TX 75234

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 29,552,122

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
75-2919060

B Telephone number (see instructions)
(305) 865-9300

C If exemption application is pending, check here

D 1. Foreign organizations, check here

D 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	605,694	605,694		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,605,044			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,605,044		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	42,006	46,534	0		
12 Total. Add lines 1 through 11	2,252,744	2,257,272	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,825	3,413	0	3,412
	c Other professional fees (attach schedule)				
	17 Interest	386	386	0	0
	18 Taxes (attach schedule) (see instructions)	66,837	3,837	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,739	0	0	2,739
	22 Printing and publications				
	23 Other expenses (attach schedule)	36,866	36,866	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	113,653	44,502	0	6,151
	25 Contributions, gifts, grants paid	1,779,325			1,779,325
	26 Total expenses and disbursements. Add lines 24 and 25	1,892,978	44,502	0	1,785,476
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	359,766			
	b Net investment income (if negative, enter -0-)		2,212,770		
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	1,083,476	406,308	406,308
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	29,940,964	30,977,898	29,145,814
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	31,024,440	31,384,206	29,552,122	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow 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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	31,024,440	31,384,206	
30	Total net assets or fund balances (see instructions)	31,024,440	31,384,206		
31	Total liabilities and net assets/fund balances (see instructions) .	31,024,440	31,384,206		

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	31,024,440
2	Enter amount from Part I, line 27a	2	359,766
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	31,384,206
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	31,384,206

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 PUBLIC SECURITIES	P		
b CAPITAL GAIN DIVIDENDS	P		
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 27,375,707		26,150,993	1,224,714
b 380,330			380,330
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,224,714
b			380,330
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	1,605,044
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	833,494	28,503,484	0 029242
2016	1,357,987	26,985,824	0 050322
2015	1,766,094	29,239,676	0 060401
2014	1,890,654	31,174,338	0 060648
2013	1,831,693	30,669,467	0 059724

2 Total of line 1, column (d)	2	0 260337
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	0 052067
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	32,432,050
5 Multiply line 4 by line 3	5	1,688,640
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,128
7 Add lines 5 and 6	7	1,710,768
8 Enter qualifying distributions from Part XII, line 4	8	1,785,476

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	22,128
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	22,128
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	22,128
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	55,496
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	55,496
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	33,368
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 33,368 Refunded ☐	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ ROBERT DIENER Telephone no ▶ (305) 865-9300			

Located at **▶** 3010 LBJ FREEWAY SUITE 748 DALLAS TX ZIP+4 **▶** 75234

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?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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. ☐	1b		
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		No
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	
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	
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
ROBERT B DIENER 3010 LBJ FWY SUITE 748 DALLAS, TX 75234	DIRECTOR 5 00	0	0	0
MICHELLE S DIENER 3010 LBJ FWY SUITE 748 DALLAS, TX 75234	DIRECTOR 5 00	0	0	0
DAVID S LITMAN 3010 LBJ FWY SUITE 748 DALLAS, TX 75234	DIRECTOR 0 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	31,854,746
b	Average of monthly cash balances.	1b	1,071,193
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	32,925,939
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	32,925,939
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	493,889
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	32,432,050
6	Minimum investment return. Enter 5% of line 5.	6	1,621,603

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	1,621,603
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	22,128
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,128
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,599,475
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,599,475
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,599,475

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	1,785,476
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,785,476
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	22,128
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,763,348

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				1,599,475
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015. 4,532				
d From 2016. 20,127				
e From 2017.				
f Total of lines 3a through e.	24,659			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>1,785,476</u>				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				1,599,475
e Remaining amount distributed out of corpus	186,001			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	210,660			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	210,660			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015. 4,532				
c Excess from 2016. 20,127				
d Excess from 2017.				
e Excess from 2018. 186,001				

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))
See Additional Data Table

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
ROBERT MICHELLE DIENER
3010 LBJ FREEWAY SUITE 748
DALLAS, TX 75234
(305) 865-9300

b The form in which applications should be submitted and information and materials they should include
NO SPECIFIC FORM

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
NONE

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

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

[illegible]

Part XVII

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
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1b(2)	No
--------------	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
--------------	--	-----------

1c		No
----	--	----

value
ue

[illegible]

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

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.

***** 2019-11-14 ***** May the IRS discuss this return with the preparer shown

Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01237454
	MICHAEL L CARTER				
	Firm's name ▶ CARTER & COMPANY				Firm's EIN ▶ 75-2126048
	Firm's address ▶ 4305 MACARTHUR AVE DALLAS, TX 75209				Phone no (214) 880-0380

Form 990PF Part XV Line 1a - 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).

ROBERT B DIENER
MICHELLE S DIENER

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>				
AISH HATORAH INC 1407 BROADWAY SUITE 1703A NEW YORK, NY 10018	NONE	PUBLIC CHARITY	RELIGIOUS	180,000
ALPHA EPSILON PI FOUNDATION 8815 WESLEYAN ROAD INDIANAPOLIS, IN 46268	NONE	PUBLIC CHARITY	EDUCATION	30,000
AMERICAN FRIENDS OF BEIT IZZIE SHAPIRO 18900 NE 25TH AVENUE NORTH MIAMI BEACH, FL 33180	NONE	PUBLIC CHARITY	RELIGIOUS	5,000
Total ▶ 3a				1,779,325

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>				
AMERICAN HEART ASSOCIATION 4000 HOLLYWOOD BLVD 170N HOLLYWOOD, FL 33021	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	2,500
AMERICAN PHYSICIANS FOR ISRAEL 2001 BEACON STREET SUITE 210 BOSTON, MA 02135	NONE	PUBLIC CHARITY	HEALTH CARE	1,800
BAIS JEWISH RESOURCE CENTRE 1335 HILL STREET ANN ARBOR, MI 48104	NONE	PUBLIC CHARITY	RELIGIOUS	7,200
Total ▶ 3a				1,779,325

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BROTHERS FOR LIFE 270 SOUTH HANFORD STREET SUITE 207 SEATTLE, WA 98134	NONE	PUBLIC CHARITY	HUMANITARIAN	18,000
CENTRAL FUND OF ISRAEL 980 6TH AVENUE NEW YORK, NY 10018	NONE	PUBLIC CHARITY	RELIGIOUS	10,000
CHABAD CENTER AT CORNELL 102 WILLARD WAY ITHACA, NY 14850	NONE	PUBLIC CHARITY	RELIGIOUS	1,000
Total ▶ 3a				1,779,325

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>				
CHABAD JEWISH CENTER 2021 NW 5TH AVENUE GAINESVILLE, FL 32603	NONE	PUBLIC CHARITY	RELIGIOUS	6,900
CHABAD OF HAWAII 410 ATKINSON DRIVE HONOLULU, HI 96814	NONE	PUBLIC CHARITY	RELIGIOUS	1,000
CHABAD OF NORTH MIAMI 1948 NE 123RD STREET NORTH MIAMI, FL 33181	NONE	PUBLIC CHARITY	RELIGIOUS	1,000
Total ▶ 3a				1,779,325

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHABAD OF TULANE 7033 FRERET STREET NEW ORLEANS, LA 70118	NONE	PUBLIC CHARITY	RELIGIOUS	5,000
CHABAD ON CAMPUS 719 EASTERN PARKWAY SUITE 1 BROOKLYN, NY 11213	NONE	PUBLIC CHARITY	RELIGIOUS	36,000
CHILDHOOD CANCER PROJECT 1065 NE 125TH STREET SUITE 300 NORTH MIAMI, FL 33161	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	5,000
Total ▶ 3a				1,779,325

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>				
DAVID POSNACK DAY SCHOOL 5890 S PINE ISLAND ROAD DAVIE, FL 33328	NONE	PUBLIC CHARITY	EDUCATION	228,000
FIDELITY CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI, OH 45277	NONE	PUBLIC CHARITY	VARIOUS RELIGIOUS/EDUCATION/PRESERVATION	425,000
FJC - WENDY WALK 520 EIGHTH AVENUE 20TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	HUMANITARIAN	1,000
Total ▶ 3a				1,779,325

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>				
FRIENDS OF IR DAVID 575 LEXINGTON AVE 4TH FLOOR NEW YORK, NY 10022	NONE	PUBLIC CHARITY	RELIGIOUS	30,000
FRIENDS OF UNITED HATZALA 208 E 51ST STREET SUITE 303 NEW YORK, NY 10022	NONE	PUBLIC CHARITY	HEALTH CARE	11,000
GIVE A BUCK EQUINE THERAPY 220 ALHAMBRA CIRCLE SUITE 310 CORAL GABLES, FL 33134	NONE	PUBLIC CHARITY	HUMANITARIAN	1,000
Total ► 3a				1,779,325

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>				
GREATER MIAMI JEWISH FEDERATION 4200 BISCAYNE BLVD MIAMI, FL 33137	NONE	PUBLIC CHARITY	JEWISH EDUCATION	135,000
HASBARA FELLOWSHIPS 313 WEST 83RD STREET NEW YORK, NY 10024	NONE	PUBLIC CHARITY	JEWISH EDUCATION	75,000
HILLEL DAY SCHOOL OF BOCA 21011 95TH AVE S BOCA RATON, FL 33428	NONE	PUBLIC CHARITY	RELIGIOUS	1,000
Total ► 3a				1,779,325

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>				
IMAGINATION PRODUCTIONS 105 E 34TH STREET 117 NEW YORK, NY 10016	NONE	PUBLIC CHARITY	EDUCATION/PRESERVATION	10,000
INTERNATIONAL CANCER ADVOCACY NETWORK 27 WEST MORTEN AVENUE PHOENIX, AZ 850217246	NONE	PUBLIC CHARITY	CANCER RESEARCH/EDUCATION	3,600
INTOWN CHABAD2723 ROUTH STREET DALLAS, TX 75201	NONE	PUBLIC CHARITY	RELIGIOUS	20,000
Total ► 3a				1,779,325

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>				
JERUSALEM HASBARA FELLOWSHIPS 505 8TH AVENUE SUITE 601 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	RELIGIOUS	18,000
JEWISH COMMUNITY SERVICES 735 NE 125TH STREET MIAMI, FL 33161	NONE	PUBLIC CHARITY	RELIGIOUS	33,665
KSPACE3575 NE 207TH STREET B20 AVENTURA, FL 33180	NONE	PUBLIC CHARITY	RELIGIOUS	2,000
Total ▶ 3a				1,779,325

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>				
LEHRMAN COMMUNITY DAY SCHOOL 727 77TH STREET MIAMI BEACH, FL 33141	NONE	PUBLIC CHARITY	EDUCATION	55,000
MIAMI CHILDREN'S HOSPITAL 3100 SW 62ND AVENUE MIAMI, FL 33155	NONE	PUBLIC CHARITY	HEALTH CARE	110
MIAMI CHILDREN'S MUSEUM 701 ARENA BLVD MIAMI, FL 33136	NONE	PUBLIC CHARITY	CHILDREN'S MUSEUM/BUILDING	101,000
Total ► 3a				1,779,325

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>				
MIAMI FOUNDATION 200 S BISCAYNE BLVD 505 MIAMI, FL 33131	NONE	PUBLIC CHARITY	VARIOUS RELIGIOUS/EDUCATION/PRESERVATION	700
NATIONAL MS SOCIETY 3125 W COMMERCIAL BLVD STE 100 FORT LAUDERDALE, FL 33309	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	750
NEW ORLEANS HILLEL 912 BROADWAY NEW ORLEANS, LA 70118	NONE	PUBLIC CHARITY	JEWISH EDUCATION	6,000
Total ▶ 3a				1,779,325

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>				
OHEL AVRAHAMPO BOX 95016 PALANTINE, IL 600950016	NONE	PUBLIC CHARITY	RELIGIOUS	1,800
ORTHODOX UNION NCSY 7200 W CAMINO REAL BOCA RATON, FL 33433	NONE	PUBLIC CHARITY	EDUCATION	1,000
SHUL OF BAL HARBOR 9540 COLLINS AVENUE SURFSIDE, FL 33154	NONE	PUBLIC CHARITY	VARIOUS RELIGIOUS/EDUCATION/PRESERVATION	2,800
Total ▶ 3a				1,779,325

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>				
SOUTHERN REGION NCSY 7200 W CAMINO REAL 104 BOCA RATON, FL 33433	NONE	PUBLIC CHARITY	JEWISH EDUCATION	50,000
TEMPLE MENORAH620 75TH STREET MIAMI BEACH, FL 33141	NONE	PUBLIC CHARITY	JEWISH EDUCATION	56,000
TULANE UNIVERSITY 1555 POYDRAS STREET 1000 NEW ORLEANS, LA 70112	NONE	PUBLIC CHARITY	EDUCATION	128,000
Total ▶ 3a				1,779,325

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>				
UNIVERSITY OF FLORIDA 1938 W UNIVERSITY AVENUE GAINESVILLE, FL 32603	NONE	PUBLIC CHARITY	EDUCATION	20,000
UNIVERSITY OF MIAMIPO BOX 248106 CORAL GABLES, FL 33124	NONE	PUBLIC CHARITY	EDUCATION	20,000
UNIVERSITY OF MICHIGAN 500 S STATE STREET ANN ARBOR, MI 48109	NONE	PUBLIC CHARITY	EDUCATION	21,500
Total ▶ 3a				1,779,325

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>				
YCT RABBINICAL SCHOOL 3700 HENRY HUDSON PKWY 2ND FLOOR RIVERDALE, NY 10463	NONE	PUBLIC CHARITY	JEWISH EDUCATION	10,000
Total ► 3a				1,779,325

TY 2018 Accounting Fees Schedule**Name:** ROBERT AND MICHELLE DIENER FOUNDATION**EIN:** 75-2919060

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,825	3,413	0	3,412

TY 2018 Investments - Other Schedule**Name:** ROBERT AND MICHELLE DIENER FOUNDATION**EIN:** 75-2919060**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STOCKS, BONDS AND OTHER INVESTMENTS	AT COST	30,941,245	29,109,161
ACCRUED INTEREST AND DIVIDENDS	AT COST	36,653	36,653

TY 2018 Other Expenses Schedule**Name:** ROBERT AND MICHELLE DIENER FOUNDATION**EIN:** 75-2919060**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEE	36,866	36,866	0	0

TY 2018 Other Income Schedule

Name: ROBERT AND MICHELLE DIENER FOUNDATION

EIN: 75-2919060

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	46,534	46,534	
MERCER PIP LP - UBTI	-4,528		0

TY 2018 Taxes Schedule**Name:** ROBERT AND MICHELLE DIENER FOUNDATION**EIN:** 75-2919060

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	3,837	3,837	0	0
NET FEDERAL EXCISE TAX PAYMENTS	63,000	0	0	0