

EXTENDED TO NOVEMBER 15, 2018
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation
ARKANSANS FOR EDUCATION REFORM FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1401 WEST CAPITOL AVENUE 260

City or town, state or province, country, and ZIP or foreign postal code
LITTLE ROCK, AR 72201

A Employer identification number
20-1805180

B Telephone number
(479) 464-1522

C If exemption application is pending, check here

D 1 Foreign organizations, check here
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

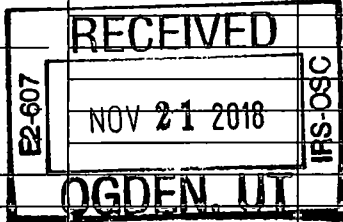
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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 **03**
 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) **\$ 315,379.**
J Accounting method. Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	435,478.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	25.	25.	25.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		435,503.	25.	25.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	189,639.	0.	0.	189,639.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	50,547.	0.	0.	50,547.
	16a Legal fees				
	b Accounting fees STMT 2	21,991.	0.	0.	21,991.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	10,739.	0.	0.	10,739.
	19 Depreciation and depletion	4,336.	0.	0.	
	20 Occupancy	9,951.	0.	0.	9,951.
	21 Travel, conferences, and meetings	4,273.	0.	0.	4,273.
	22 Printing and publications				
	23 Other expenses STMT 4	87,413.	0.	0.	87,413.
	24 Total operating and administrative expenses Add lines 13 through 23	378,889.	0.	0.	374,553.
	25 Contributions, gifts, grants paid	115,000.			115,000.
26 Total expenses and disbursements Add lines 24 and 25	493,889.	0.	0.	489,553.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-58,386.				
b Net investment income (if negative, enter -0-)		25.			
c Adjusted net income (if negative, enter -0-)			25.		



**ARKANSANS FOR EDUCATION
REFORM FOUNDATION**

Form 990-PF (2017)

20-1805180

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	366,194.	299,899.	299,899.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 5,000.			
	Less allowance for doubtful accounts ▶	13,001.	5,000.	5,000.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,786.	1,589.	1,589.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	5,015.	4,804.	4,804.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 21,918.				
Less accumulated depreciation ▶ 19,389.	6,865.	2,529.	2,529.	
15 Other assets (describe ▶ RENT DEPOSIT)	618.	1,558.	1,558.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	393,479.	315,379.	315,379.	
Liabilities	17 Accounts payable and accrued expenses	26,846.	7,343.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	26,846.	7,343.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	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	366,633.	308,036.		
30 Total net assets or fund balances	366,633.	308,036.		
31 Total liabilities and net assets/fund balances	393,479.	315,379.		

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	366,633.
2 Enter amount from Part I, line 27a	2	-58,386.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	308,247.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENT	5	211.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	308,036.

Form 990-PF (2017)

**ARKANSANS FOR EDUCATION
REFORM FOUNDATION**

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e			

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

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	
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). 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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	566,261.	369,867.	1.530985
2015	624,787.	565,967.	1.103928
2014	540,777.	809,407.	.668115
2013	686,204.	1,022,341.	.671209
2012	1,135,101.	721,121.	1.574078

2 Total of line 1, column (d)	2	5.548315
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	1.109663
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	323,426.
5 Multiply line 4 by line 3	5	358,894.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	358,894.
8 Enter qualifying distributions from Part XII, line 4	8	489,553.

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

3

ARKANSANS FOR EDUCATION REFORM FOUNDATION

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, total credits, and tax due. Values are mostly 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, unrelated business income, and state reporting. Values include 'X' and 'N/A'.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		X
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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW. EDUCATEARKANSAS.COM</u>	X	
14 The books are in care of ► <u>EMILIO TRUJILLO</u> Telephone no. ► <u>(479) 464-1500</u> Located at ► <u>PO BOX 1860, BENTONVILLE, AR</u> ZIP+4 ► <u>72712</u>		
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	N/A
16 At any time during calendar year 2017, 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 ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	
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 2017?		X
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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 2017?		X

**ARKANSANS FOR EDUCATION
REFORM FOUNDATION**

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		189,639.	50,547.	0.

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

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

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

**ARKANSANS FOR EDUCATION
REFORM FOUNDATION**

Form 990-PF (2017)

20-1805180 Page 7

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 ADVANCING SUBSTANTIVE REFORM TO IMPROVE THE EDUCATIONAL OUTCOMES FOR ARKANSAS CHILDREN	374,553.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3	

Total. Add lines 1 through 3 ▶ **0.**

**ARKANSANS FOR EDUCATION
REFORM FOUNDATION**

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	4,570.
b	Average of monthly cash balances	1b	323,781.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	328,351.
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	328,351.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,925.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	323,426.
6	Minimum investment return . Enter 5% of line 5	6	16,171.

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

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	489,553.
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	489,553.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	489,553.

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)

N/A

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ \$				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				
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 2012 not applied on line 5 or line 7				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

**ARKANSANS FOR EDUCATION
REFORM FOUNDATION**

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶ 01/18/08
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2017	(b) 2016	Prior 3 years		
			(c) 2015	(d) 2014	
2 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	25.	22.	15.	21,063.	21,125.
b 85% of line 2a	21.	19.	13.	17,904.	17,956.
c Qualifying distributions from Part XII, line 4 for each year listed	489,553.	566,261.	624,787.	540,777.	2,221,378.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	489,553.	566,261.	624,787.	540,777.	2,221,378.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					X 0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	10,781.	12,329.	18,865.	26,980.	68,955.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part 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 STATEMENT 7

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

NONE

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

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

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

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

c Any submission deadlines:

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

**ARKANSANS FOR EDUCATION
REFORM FOUNDATION**

Form 990-PF (2017)

20-1805180 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
a Paid during the year				
ARKANSAS LEARNS 400 WEST CAPITOL AVENUE LITTLE ROCK, AR 72201-3438	N/A	NC	TO ASSIST ARKANSAS LEARNS IN ACCOMPLISHING ITS MISSION OF PROVIDING EXCELLENT EDUCATION	115,000.
Total				115,000.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ARKANSAS LEARNS

TO ASSIST ARKANSAS LEARNS IN ACCOMPLISHING ITS MISSION OF PROVIDING
EXCELLENT EDUCATION FOR ALL STUDENTS TO ENSURE THE TALENT AND WORKFORCE
NECESSARY FOR ARKANSAS BUSINESSES TO SUCCESSFULLY COMPETE IN A GLOBAL
ECONOMY.

**ARKANSANS FOR EDUCATION
REFORM FOUNDATION**

20-1805180

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
ARKANSAS LEARNS 1401 WEST CAPITOL AVENUE, SUITE 260 LITTLE ROCK, AR 72201		15,000.	07/12/17	15,000.	11/07/18
Purpose of Grant TO SUPPORT EDUCATIONAL ACTIVITIES ALIGNED WITH THE AERF STRATEGIC PRINCIPLES OF STUDENT-FOCUS, ACCOUNTABILITY, TRANSPARENCY, CHOICE AND REWARDS; AND TO MOBILIZE A NONPARTISAN, PRIVATE SECTOR ALLIANCE OF EMPLOYERS, PARENTS AND CITIZENS DEDICATED TO EXCELLENT EDUCATION OPTIONS - INCLUDING INDUSTRY-RELEVANT CAREER PATHWAYS - FOR ALL STUDENTS, NO MATTER THEIR CULTURE, ECONOMIC STATUS OR ZIP CODE TO ENSURE THAT ARKANSAS AND ARKANSANS MAY SUCCESSFULLY COMPETE ECONOMICALLY.					
Date of Reports by Grantee		Diversion by Grantee			
NOVEMBER 7, 2018		TO THE KNOWLEDGE OF THE FOUNDATION THERE HAS BEEN NO DIVERSION.			
Results of Verification THE GRANTEE HAS PROVIDED THE FOUNDATION A LETTER STATING THAT IT HAS COMPLIED WITH THE TERMS OF THE FOUNDATION'S GRANT THROUGH THE YEAR ENDED DECEMBER 31, 2017. IN ADDITION, THE GRANTEE HAS PROVIDED THE FOUNDATION WITH A COPY OF ITS FINANCIAL REPORT FOR THE YEAR ENDED DECEMBER 31, 2017. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.					

ARKANSANS FOR EDUCATION
REFORM FOUNDATION
Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

20-1805180

Recipient's Name and Address	NO. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
ARKANSAS LEARNS 1401 WEST CAPITOL AVENUE, SUITE 260 LITTLE ROCK, AR 72201		100,000.	12/08/17	0.	11/07/18
Purpose of Grant TO SUPPORT EDUCATIONAL ACTIVITIES ALIGNED WITH THE AERF STRATEGIC PRINCIPLES OF STUDENT-FOCUS, ACCOUNTABILITY, TRANSPARENCY, CHOICE AND REWARDS; AND TO MOBILIZE A NONPARTISAN, PRIVATE SECTOR ALLIANCE OF EMPLOYERS, PARENTS AND CITIZENS DEDICATED TO EXCELLENT EDUCATION OPTIONS - INCLUDING INDUSTRY-RELEVANT CAREER PATHWAYS - FOR ALL STUDENTS, NO MATTER THEIR CULTURE, ECONOMIC STATUS OR ZIP CODE TO ENSURE THAT ARKANSAS AND ARKANSANS MAY SUCCESSFULLY COMPETE ECONOMICALLY.					
Date of Reports by Grantee		Diversions by Grantee			
NOVEMBER 7, 2018		TO THE KNOWLEDGE OF THE FOUNDATION THERE HAS BEEN NO DIVERSION.			
Results of Verification THE GRANTEE HAS PROVIDED THE FOUNDATION A LETTER STATING THAT IT HAS COMPLIED WITH THE TERMS OF THE FOUNDATION'S GRANT THROUGH THE YEAR ENDED DECEMBER 31, 2017. IN ADDITION, THE GRANTEE HAS PROVIDED THE FOUNDATION WITH A COPY OF ITS FINANCIAL REPORT FOR THE YEAR ENDED DECEMBER 31, 2017. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.					

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2017

Name of the organization

ARKANSANS FOR EDUCATION
REFORM FOUNDATION

Employer identification number

20-1805180

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization ARKANSANS FOR EDUCATION REFORM FOUNDATION	Employer identification number 20-1805180
--	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CLAIBORNE DEMING PO BOX 1009 EL DORADO, AR 71731	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	THE WALTON FAMILY FOUNDATION PO BOX 2030 BENTONVILLE, AR 72712	\$ 350,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	WILLIAM DILLARD, III 1600 CANTRELL ROAD LITTLE ROCK, AR 72201	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	NATIONAL CHRISTIAN FOUNDATION 11625 RAINWATER DRIVE, SUITE 500 ALPHARETTA, GA 30009	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ARKANSANS FOR EDUCATION REFORM FOUNDATION	Employer identification number 20-1805180
--	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization ARKANSANS FOR EDUCATION REFORM FOUNDATION	Employer identification number 20-1805180
--	---

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
DILLARD'S INC.	25.	0.	25.	25.	25.	
TO PART I, LINE 4	25.	0.	25.	25.	25.	

FORM 990-PF	ACCOUNTING FEES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
PROFESSIONAL FEES	21,991.	0.	0.	21,991.		
TO FORM 990-PF, PG 1, LN 16B	21,991.	0.	0.	21,991.		

FORM 990-PF	TAXES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
PAYROLL TAXES	10,739.	0.	0.	10,739.		
TO FORM 990-PF, PG 1, LN 18	10,739.	0.	0.	10,739.		

FORM 990-PF	OTHER EXPENSES				STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
AUTO EXPENSE	3,786.	0.	0.	3,786.		
OFFICE EXPENSE	713.	0.	0.	713.		
TELEPHONE	1,520.	0.	0.	1,520.		
INSURANCE	2,198.	0.	0.	2,198.		
DUES & SUBSCRIPTIONS	615.	0.	0.	615.		
EDUCATIONAL SUPPORT CAMPAIGN	77,309.	0.	0.	77,309.		
MISCELLANEOUS	215.	0.	0.	215.		

RETIREMENT ADMINISTRATION

FEE	1,000.	0.	0.	1,000.
PRINT MATERIALS	57.	0.	0.	57.
TO FORM 990-PF, PG 1, LN 23	87,413.	0.	0.	87,413.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
80 SHARES OF DILLIARD'S STOCK	4,804.	4,804.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,804.	4,804.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LUTHER F. GORDY, III 191 PORT AU PRINCE HOT SPRINGS, AR 71913	DIRECTOR 0.50	0.	0.	0.
CLAIBORNE DEMING PO BOX 1009 EL DORADO, AR 71731	DIRECTOR 0.50	0.	0.	0.
WALTER HUSSMAN 115 EAST CAPITOL LITTLE ROCK, AR 72201	DIRECTOR 0.50	0.	0.	0.
JIM WALTON PO BOX 1860 BENTONVILLE, AR 72712	DIRECTOR 0.50	0.	0.	0.
WILLIAM DILLARD, III 1600 CANTRELL ROAD LITTLE ROCK, AR 72201	DIRECTOR 0.50	0.	0.	0.
GARY NEWTON 400 WEST CAPITOL AVENUE, SUITE 1700 LITTLE ROCK, AR 72201	EXECUTIVE DIRECTOR 40.00	189,639.	50,547.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		189,639.	50,547.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

CLAIBORNE DEMING
JIM WALTON