

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](http://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 THE BUILDERS INITIATIVE INC		<b>A Employer identification number</b> 82-1503941
% ROBERT A SMITH		
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1860	Room/suite	<b>B Telephone number (see instructions)</b> (479) 464-1570
City or town, state or province, country, and ZIP or foreign postal code BENTONVILLE, AR 72712		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>443,514,753</u>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis )</i>	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		<b>(a)</b> Revenue and expenses per books	<b>(b)</b> Net investment income	<b>(c)</b> Adjusted net income	<b>(d)</b> Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	327,093,347			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	5,324,485	5,324,485		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	6,841,331			
	<b>b</b> Gross sales price for all assets on line 6a	440,070,787			
	<b>7</b> Capital gain net income (from Part IV, line 2)		409,653,833		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	-103,797	-103,797			
<b>12 Total.</b> Add lines 1 through 11	339,155,366	414,874,521			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)	13,580	0	0	13,580
	<b>b</b> Accounting fees (attach schedule)	269	269	0	0
	<b>c</b> Other professional fees (attach schedule)	175,547	14,147		161,400
	<b>17</b> Interest	7	7		
	<b>18</b> Taxes (attach schedule) (see instructions)	3,687,281	62,256		25
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	865			865
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	3,877,549	76,679	0	175,870
	<b>25</b> Contributions, gifts, grants paid	5,025,778			5,025,778
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	8,903,327	76,679	0	5,201,648	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	330,252,039				
<b>b Net investment income</b> (if negative, enter -0-)		414,797,842			
<b>c Adjusted net income</b> (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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	9,400,000	3,414,645	3,414,645
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶ <u>317,011</u>			
	Less allowance for doubtful accounts ▶ _____		317,011	317,011
	<b>4</b> Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	115,675,800	9,903,750	11,643,750
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) . . . . .	457,992	442,150,425	428,139,347	
<b>14</b> Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	125,533,792	455,785,831	443,514,753	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	125,533,792	455,785,831		
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	125,533,792	455,785,831		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	125,533,792	455,785,831		

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

<b>1</b> 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)	<b>1</b>	125,533,792
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	330,252,039
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	455,785,831
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	455,785,831

**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)
<b>1a</b>			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	2	409,653,833
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	3	
{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		

**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.

<b>1</b> 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	0	41,085,441	0 0
2016			
2015			
2014			
2013			
<b>2</b> Total of line 1, column (d)			0 0
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			0 0
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			217,343,679
<b>5</b> Multiply line 4 by line 3			0
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			4,147,978
<b>7</b> Add lines 5 and 6			4,147,978
<b>8</b> Enter qualifying distributions from Part XII, line 4			5,201,648
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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, tax based on investment income, and credits/payments. Total tax due is 77,022.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and substantial contributors. Columns for Yes/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.
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address
14 The books are in care of ROBERT A SMITH Telephone no (479) 464-1570
Located at PO BOX 1860 BENTONVILLE AR ZIP+4 72712
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
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

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)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ).
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions
c 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?
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? 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 ).
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?
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 ).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?



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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ARABELLA ASSOCIATES 125 SOUTH CLARK STREET CHICAGO, IL 60603	CONSULTING	160,000
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	129,927,488
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	89,682,185
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	1,043,808
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	220,653,481
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	220,653,481
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	3,309,802
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	217,343,679
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	10,867,184

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	10,867,184
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	4,147,978
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	4,147,978
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	6,719,206
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	6,719,206
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	6,719,206

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	5,201,648
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	5,201,648
<b>5</b>	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.	<b>5</b>	4,147,978
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	1,053,670

**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
<b>1</b> Distributable amount for 2018 from Part XI, line 7				6,719,206
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .			2,054,272	
<b>b</b> Total for prior years 2016, 2015, 2014				
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .				
<b>b</b> From 2014. . . . .				
<b>c</b> From 2015. . . . .				
<b>d</b> From 2016. . . . .				
<b>e</b> From 2017. . . . .	0			
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>5,201,648</u>				
<b>a</b> Applied to 2017, but not more than line 2a			2,054,272	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2018 distributable amount. . . . .				3,147,376
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				3,571,830
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2019.</b> Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .				
<b>b</b> Excess from 2015. . . . .				
<b>c</b> Excess from 2016. . . . .				
<b>d</b> Excess from 2017. . . . .				
<b>e</b> Excess from 2018. . . . .	0			

**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>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					

**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) )

LUKAS T WALTON

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

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

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

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

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

**c** Any submission deadlines

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

**Part 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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . . ▶ 3a</b>				
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . . ▶ 3b</b>				





**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)				
<b>a</b> <i>Paid during the year</i>				
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741				
CITY OF CENTERTON PO BOX 208 CENTERTON, AR 72719				
CREO FAMILY OFFICE SYNDICATE 156 FIFTH AVENUE NEW YORK, NY 10010				
<b>Total . . . . .</b>				5,025,778

▶ **3a**

**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)				
<b>a</b> <i>Paid during the year</i>				
CRYSTAL BRIDGES MUSEUM OF AMERICAN ART 600 MUSEUM WAY BENTONVILLE, AR 72712		PC	ARTS & CULTURE	2,000,000
ECOLOGY PROJECT INTERNATIONAL 315 SOUTH 4TH STREET EAST MISSOULA, MT 59801		PC	COMMUNITY YOUTH PROGRAM	150,000
ENVIRONMENTAL LAW AND POLICY CENTER 35 EAST WACKER DRIVE SUITE 1600 CHICAGO, IL 60601		PC	ENVIRONMENT - ALTERNATIVE ENERGY	350,000
<b>Total . . . . . ▶ 3a</b>				5,025,778

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
FRANCISCAN HEALTH FOUNDATION INC 5255 E STOP 11 ROAD INDIANAPOLIS, IN 46237		PC	FOOD SYSTEMS	600,000
FRIENDS OF BIG MARSH 11599 S STONY ISLAND CHICAGO, IL 60633		PC	ENVIRONMENT	500,000
NATURE CONSERVANCY INC 4245 N FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 22203		PC	RESTORATIVE AQUACULTURE	225,000
<b>Total . . . . .</b>				5,025,778

▶ **3a**



**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)				
<b>a</b> <i>Paid during the year</i>				
NEIGHBORS 445 N SACRAMENTO BLVD SUITE 204 CHICAGO, IL 60612		PC	ENVIRONMENT	100,000
OCEAN CONSERVANCY INC 1300 19TH STREET NW 8TH FLOOR WASHINGTON, DC 20036		PC	ENVIRONMENT	150,000
OPENLANDS 25 EAST WASHINGTON STREET SUITE 16 CHICAGO, IL 60602		PC	ENVIRONMENT	55,000
<b>Total . . . . .</b>				<b>5,025,778</b>

▶ **3a**

**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)				
<b>a</b> <i>Paid during the year</i>				
ROCKY MOUNTAIN INSTITUTE 1820 FOLSOM STREET BOULDER, CO 80302		PC	ENVIRONMENT - ALTERNATIVE ENERGY	100,000
SPAY ARKANSAS INC 1909 WEST HUNTSVILLE AVENUE SPRINGDALE, AR 72762		PC	ANIMAL WELFARE	43,678
STATE INNOVATION EXCHANGE PO BOX 260230 MADISON, WI 53726		PC	EDUCATION	10,000
<b>Total . . . . .</b> ▶ <b>3a</b>				5,025,778

**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)				
<b>a</b> <i>Paid during the year</i>				
STONE BARNS CENTER FOR FOOD & AG 630 BEDFORD ROAD POCANTICO, NY 10591		PC	ENVIRONMENT	75,000
THE EXPERIMENTAL STATION 6100 S BLACKSTONE AVENUE CHICAGO, IL 60637		PC	FOOD SYSTEMS & EDUCATION	100,000
UNIVERSITY OF WYOMING FOUNDATION 222 SOUTH 22ND STREET LARAMIE, WY 82070		PC	ENVIRONMENT	117,000
<b>Total . . . . .</b> ▶ <b>3a</b>				5,025,778

**TY 2018 Accounting Fees Schedule****Name:** THE BUILDERS INITIATIVE INC**EIN:** 82-1503941

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
NT - ACCOUNTING FEES	269	269		

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

## **TY 2018 Depreciation Schedule**

**Name:** THE BUILDERS INITIATIVE INC

**EIN:** 82-1503941

**TY 2018 Investments Corporate Stock Schedule****Name:** THE BUILDERS INITIATIVE INC**EIN:** 82-1503941

## Investments Corporation Stock Schedule

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
WALMART STOCK	9,903,750	11,643,750

**TY 2018 Investments - Other Schedule****Name:** THE BUILDERS INITIATIVE INC**EIN:** 82-1503941**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
CLOSED LOOP VENTURES PARTN.		1,216,278	1,249,281
NT INVESTMENTS		158,512,423	158,688,480
NT - R1000		130,708,078	122,114,440
NT - EAFE		151,713,646	146,087,146

**TY 2018 Legal Fees Schedule****Name:** THE BUILDERS INITIATIVE INC**EIN:** 82-1503941

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL FEES	13,580			13,580



**TY 2018 Other Expenses Schedule****Name:** THE BUILDERS INITIATIVE INC**EIN:** 82-1503941**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	618			618
CORPORATE AGENT FEES	247			247

**TY 2018 Other Income Schedule****Name:** THE BUILDERS INITIATIVE INC**EIN:** 82-1503941**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASS THROUGH ORDINARY INCOME (LOSS)	-70,982	-70,982	
OTHER TAXABLE INCOME (LOSS) SEC 1411	-32,815	-32,815	

**TY 2018 Other Professional Fees Schedule****Name:** THE BUILDERS INITIATIVE INC**EIN:** 82-1503941

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT MANAGEMENT FEES	14,147	14,147		
CONSULTING FEES	161,400			161,400

**TY 2018 Taxes Schedule****Name:** THE BUILDERS INITIATIVE INC**EIN:** 82-1503941

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
EXCISE TAX	3,625,000			
FRANCHISE TAX	25			25
NT - FOREIGN TAXES	62,256	62,256		

**Schedule B**  
(Form 990, 990-EZ, or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**  
▶ Attach to Form 990, 990-EZ, or 990-PF  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information

OMB No 1545-0047  
**2018**

**Name of the organization**  
THE BUILDERS INITIATIVE INC

**Employer identification number**  
82-1503941

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

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

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

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

**Special Rules**

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

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

<b>Name of organization</b> THE BUILDERS INITIATIVE INC	<b>Employer identification number</b> 82-1503941
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**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	WALTON FAMILY FOUNDATION	\$ 1,418,847	Person <input checked="" type="checkbox"/>
	P O BOX 1860		Payroll <input type="checkbox"/>
	BENTONVILLE, AR 72712		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
2	LUKAS T WALTON	\$ 160,290,000	Person <input type="checkbox"/>
	P O BOX 1860		Payroll <input type="checkbox"/>
	BENTONVILLE, AR 72712		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions )
3	LUKAS T WALTON	\$ 165,384,500	Person <input type="checkbox"/>
	P O BOX 1860		Payroll <input type="checkbox"/>
	BENTONVILLE, AR 72712		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )

<b>Name of organization</b> THE BUILDERS INITIATIVE INC	<b>Employer identification number</b> 82-1503941
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**Part II** **Noncash Property**

<b>(a)</b> <b>No. from Part I</b>	<b>(b)</b> <b>Description of noncash property given</b>	<b>(c)</b> <b>FMV (or estimate)</b> <small>(See instructions)</small>	<b>(d)</b> <b>Date received</b>
2	1,625,000 SHARES OF WALMART STOCK	\$ 160,290,000	2018-08-17
3	1,700,000 SHARES OF WALMART STOCK	\$ 165,384,500	2018-11-29
_____	_____	_____ \$	_____
_____	_____	_____ \$	_____
_____	_____	_____ \$	_____
_____	_____	_____ \$	_____
_____	_____	_____ \$	_____

<b>Name of organization</b> THE BUILDERS INITIATIVE INC	<b>Employer identification number</b> 82-1503941
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed

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

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

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

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

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

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

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

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



Part IV - Capital Gains and Losses  
 BUILDERS INITIATIVE  
 FORM 990-PF  
 82-1503941  
 DECEMBER 31, 2018

PART IV, CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST	PROCEEDS	NET GAIN/(LOSS)
WALMART STOCK	1,335,000 SHARES	9/26/17	6/7/18	8,214,624	113,146,000	104,931,376
WALMART STOCK	1,625,000 SHARES	8/17/18	8/21/18	9,979,418	158,876,518	148,897,100
WALMART STOCK	1,700,000 SHARES	11/29/18	12/3/18	10,440,006	166,790,157	156,350,151
NORTHERN TRUST ENDOWMENT	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	-	19	19
NORTHERN TRUST- R1000	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	1,231,704	1,253,602	21,898
NORTHERN TRUST- R1000	CAPITAL GAIN/(LOSS)	VARIOUS	VARIOUS		4,491	4,491
NORTHERN TRUST-EAFE	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	551,202	-	(551,202)
<b>PART I, LINE 6b &amp; COLUMN (b), LINE 7 - TAX BASIS GAIN</b>				<b>30,416,954</b>	<b>440,070,787</b>	<b>409,653,833</b>

BUILDERS INITIATIVE  
 FORM 990-PF  
 82-1503941  
 DECEMBER 31, 2018

PART I, LINE 6b & COLUMN (a), LINE 6a -BOOK BASIS GAIN

	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST	PROCEEDS	NET GAIN/(LOSS)
WALMART STOCK	1,335,000 SHARES	9/26/17	6/7/18	105,772,050	113,146,000	7,373,950
WALMART STOCK	1,625,000 SHARES	8/17/18	8/21/18	160,290,000	158,876,518	(1,413,482)
WALMART STOCK	1,700,000 SHARES	11/29/18	12/3/18	165,384,500	166,790,157	1,405,657
NORTHERN TRUST ENDOWMENT	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	-	19	19
NORTHERN TRUST- R1000	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	1,231,704	1,253,602	21,898
NORTHERN TRUST- R1000	CAPITAL GAIN/(LOSS)	VARIOUS	VARIOUS		4,491	4,491
NORTHERN TRUST-EAFE	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	551,202	-	(551,202)
<b>PART I, LINE 6b &amp; COLUMN (a), LINE 6a - BOOK BASIS GAIN</b>				<b>433,229,456</b>	<b>440,070,787</b>	<b>6,941,331</b>