Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 , and ending JUN 30, 2010

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label Otherwise, print or type. See Specific Instructions

Name of foundation: WALKER FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 301 PENNSYLVANIA PARKWAY, SUITE 400

City or town, state, and ZIP code: INDIANAPOLIS, IN 46280

A Employer identification number: 35-1806534

B Telephone number: 3178433939

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 ▶ [ ]

H Check type of organization: [X] 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) ▶$ 763,331.

J Accounting method: [ ] Cash [X] 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	3,298.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	23,172.	23,172.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-19,025.			
	b Gross sales price for all assets on line 6a 292,553.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11 Other income				
	12 **Total** Add lines 1 through 11	7,445.	23,172.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	1,950.	0.		1,950.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	5,344.	2,716.		2,628.
	24 **Total operating and administrative expenses** Add lines 13 through 23	7,294.	2,716.		4,578.
	25 Contributions, gifts, grants paid	58,274.			58,274.
	26 **Total expenses and disbursements** Add lines 24 and 25	65,568.	2,716.		62,852.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-58,123.			
	b **Net investment income** (if negative, enter -0-)		20,456.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,365.	2,182.	2,182.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 4	279,134.	243,161.	243,712.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	642,863.	620,996.	517,437.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	924,362.	866,339.	763,331.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable		100.	
	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)	0.	100.	
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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	924,362.	866,239.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	924,362.	866,239.	
	31 **Total liabilities and net assets/fund balances**	924,362.	866,339.	

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	924,362.
2	Enter amount from Part I, line 27a	2	-58,123.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	866,239.
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	866,239.

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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.)
1a	STIFEL 6067-4111 - LT (SEE ATTACHED)		VARIOUS	VARIOUS
b	STIFEL 6067-4111 - ST (SEE ATTACHED)		VARIOUS	VARIOUS
c	STIFEL 3429-3775 - LT (SEE ATTACHED)		VARIOUS	VARIOUS
d	STIFEL 3429-3775 - ST (SEE ATTACHED)		VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	85,965.		86,000.	-35.
b	89,933.		90,705.	-772.
c	107,188.		126,654.	-19,466.
d	8,000.		8,219.	-219.
e	1,467.			1,467.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-35.
b				-772.
c				-19,466.
d				-219.
e				1,467.

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 -19,025.

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 N/A

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))
2008	67,608.	732,852.	.092253
2007	52,968.	1,006,092.	.052647
2006	83,013.	1,026,268.	.080888
2005	66,608.	958,721.	.069476
2004	32,395.	796,898.	.040651

2	Total of line 1, column (d)	2	.335915
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.067183
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	795,761.
5	Multiply line 4 by line 3	5	53,462.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	205.
7	Add lines 5 and 6	7	53,667.
8	Enter qualifying distributions from Part XII, line 4	8	62,852.

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 ▶ [X] and enter 1% of Part I, line 27b			1	205.
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	205.
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	205.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	798.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	798.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	593.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 593. **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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
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	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col (c), and Part XV			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.WALKERFAMILYFDN.ORG

14 The books are in care of ▶ MARK WINZENREAD Telephone no.▶317-843-8698

Located at ▶301 PENNSYLVANIA PARKWAY, SUITE 400, INDIANAPOLIS ZIP+4 ▶46280

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

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.

			Line	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?	☐ 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 page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2009?		1c		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ 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	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 ▶ ____, ____, ____, ____				
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 2009 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 2009)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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 2009?		4b		X

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

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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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? | 6b | | X

If "Yes" to 6b, file Form 8870

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? N/A | 7b |

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.

(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
FRANK WALKER 3613 BAY ROAD NORTH INDIANAPOLIS, IN	PRESIDENT 1.00	0.	0.	0.
JANE WALKER 3613 BAY ROAD NORTH INDIANAPOLIS, IN	VICE PRESIDENT 1.00	0.	0.	0.
STEVE WALKER 9012 NAUTICAL WATCH DRIVE INDIANAPOLIS, IN	SECRETARY/TREASURER 1.00	0.	0.	0.
MARK WINZENREAD 106 CHESTERFIELD CT. NOBLESVILLE, IN	ASSISTANT SEC./TREAS. 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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 N/A	
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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	792,195.
b	Average of monthly cash balances	1b	15,684.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	807,879.
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	807,879.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,118.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	795,761.
6	**Minimum investment return** Enter 5% of line 5	6	39,788.

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	39,788.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 205.		
b	Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	205.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,583.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	39,583.
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	39,583.

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	62,852.
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	62,852.
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	205.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	62,647.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				39,583.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 19,869.				
f Total of lines 3a through e	19,869.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 62,852.				
a Applied to 2008, 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 2009 distributable amount				39,583.
e Remaining amount distributed out of corpus	23,269.			
5 Excess distributions carryover applied to 2009 (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	43,138.			
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 2008 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	43,138.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 19,869.				
e Excess from 2009 23,269.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 the 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))

FRANK WALKER

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

FRANK WALKER, 317-843-3939
301 PENNSYLVANIA PARKWAY, SUITE 400, INDIANAPOLIS, IN 46280

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

PROFILE OF REQUESTING ORGANIZATION, USE OF FUNDS, WHO WILL BENEFIT.

c Any submission deadlines.

FOUNDATION MEETS FEBRUARY, JUNE AND SEPTEMBER FOR GRANT REVIEWS/APPROVALS.

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

REQUESTS ACCEPTED UP TO $5,000

Part XV Supplementary Information (continued)

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
a *Paid during the year*				
SEE ATTACHED STATEMENT				
Total			▶ 3a	58,274.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a N/A					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	23,172.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-19,025.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,147.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 4,147.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 9/28/10 Asst. Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature [signature] CPA | Date 9/27/10 | Check if self-employed ☐ | Preparer's identifying number P00180031

Firm's name (or yours if self-employed), address, and ZIP code: CLIFTON GUNDERSON LLP, 9339 PRIORITY WAY W DR #200, INDIANAPOLIS, IN 46240

EIN 37-0802863

Phone no (317) 574-9100

923622
02-02-10

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STIFEL - DIVIDENDS	12,699.	1,467.	11,232.
STIFEL - INTEREST	11,940.	0.	11,940.
TOTAL TO FM 990-PF, PART I, LN 4	24,639.	1,467.	23,172.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CLIFTON GUNDERSON, LLP	1,950.	0.		1,950.
TO FORM 990-PF, PG 1, LN 16B	1,950.	0.		1,950.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	2,716.	2,716.		0.
MEMBERSHIP DUES	795.	0.		795.
MISC EXPENSE	1,833.	0.		1,833.
TO FORM 990-PF, PG 1, LN 23	5,344.	2,716.		2,628.

FORM 990-PF CORPORATE BONDS STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MONTGOMERY BANK & TRUST	0.	0.
WESTERNBANK PUERTO RICO	0.	0.
WM. WRIGLEY JUNIOR COMPANY	44,074.	45,000.
AMCORE BANK, NA	0.	0.
MINNWEST BANK MV	0.	0.
MUTUAL OF OMAHA ABNK	24,000.	24,082.

DISCOVER BANK	25,000.	26,041.
COMAST CORP.	0.	0.
CLOROX COMPANY	0.	0.
FIRSTBANK PUERTO RICO	9,355.	9,364.
HUNTINGTON NATIONAL BANK	0.	0.
UNITEDHEALTH GROUP INC	31,351.	30,782.
GE MONEY BANK	24,000.	24,204.
BANK OF AMERICA	26,753.	26,112.
SIMON PROPERTY GROUP LP	10,860.	10,758.
PRUDENTIAL FINANCIAL INC	20,927.	20,766.
VERIZON NEW ENG INC	26,841.	26,603.
TOTAL TO FORM 990-PF, PART II, LINE 10C	243,161.	243,712.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALLIANCEBERNSTEIN INT'L VALUE FUND CLASS A	COST	49,670.	28,120.
DODGE & COX INT STOCK FUND	COST	40,989.	33,751.
GABELLI EQUITY SERIES	COST	78,191.	69,948.
GROWTH FUND AMERICA INC CL F	COST	80,100.	64,831.
KINETICS MUTUAL FUNDS INC. NEW PARADIGM FUND	COST	47,185.	29,223.
LOOMIS SAYLES FDS I-BOND FD RETAIL CL	COST	30,251.	28,703.
OPPENHEIMER DEVELOPING MARKETS FUND CLASS A	COST	35,082.	33,068.
RS INVESTMENT TRUST GLOBAL NATURAL RESOURCES FUND CL A	COST	26,658.	23,320.
ROYCE FUND TOTAL RETURN	COST	34,444.	29,048.
THIRD AVE VALUE FUND INC.	COST	50,200.	35,845.
THIRD AVE TR SMALL CAP VALUE FD	COST	20,662.	14,539.
IVA FUDUCIARY TRUST	COST	60,038.	63,264.
RYDEX ETF TRUST RUSSELL	COST	22,553.	20,065.
PIMCO FUNDS	COST	44,973.	43,712.
TOTAL TO FORM 990-PF, PART II, LINE 13		620,996.	517,437.

WALKER FAMILY FOUNDATION
TIN# 35-1806534
Grants Paid FY2009-2010
7/1/2009 to 6/30/2010

The Trust makes grants only to groups who are qualified as 501(c)(3) organizations by the Internal Revenue Service. The Walker Family Foundation will not consider grants to individuals, grants for sectarian purposes, or programs that promote religious doctrine and/or political campaigns.

The grants can be used for the general operations of the selected organizations.

Name & Address	Grant Amount
American Diabetes Association 6415 Castleway W. Dr. Suite 114 Indianapolis, IN 46250	$100.00
American Red Cross - Indy Chapter 441 E. 10th Street Indianapolis, IN 46202	$1,000.00
Art With A Heart 6002 Sunnyside Road Indianapolis, IN 46236	$500.00
Austin Waldorf School-Adult Education Program 8700 South View Road Austin, TX 78737	$800.00
Big Brothers, Big Sisters of Wabash Valley 3805 Fortune Dr., Suite 2 Lafayette, IN 47905	$600.00
Brook's Place for Grieving Young People 50 E. 91st St. Indianapolis, IN 46240	$400.00
Charles A. Tindley Accelerated School 3960 Meadows Drive Indianapolis, IN 46205	$3,000.00 $100.00
The Children's Museum 3000 N. Meridian St. Indianapolis, IN 46208	$2,000.00
Crossroad of America Council-Boy Scouts 1900 N. Meridian St. Indianapolis, IN 46206	$50.00
Damar Services 6067 Decatur Blvd. Indianapolis, IN 46241	$400.00
Dennison University Alumni Fund P.O. Box 716 Granville, OH 43023	$800.00

Name & Address	Grant Amount
500 Festival Foundation 21 Virginia Ave., Suite 500 Indianapolis, IN 46204	$1,000.00
Global Foundation-UN Foundation for AIDS 1800 Massachusetts Ave. NW, Suite 400 Washington, DC 20036	$400.00
Girls Inc.of Indianapolis & Hamilton County 3959 N. Central Avenue Indianapolis, IN 46205	$400.00
Hamilton County Neighborhood Development, Inc. 320 Kings Lane Noblesville, IN 46060	$900.00
Huntington's Disease Society of America - IN Chapter P.O. Box 2101 Indianapolis, IN 46206	$800.00
Independent Colleges of Indiana 3135 N. Meridian Street Indianapolis, IN 46208-4717	$1,500.00
Indiana Canine Assistant Network (ICAN) 1801 N. Meridian St. Indianapolis, IN 46202	$200.00
Indiana University Center on Philanthropy (IU Foundation) 550 West North Street, Suite 301 Indianapolis, IN 46202-3272	$750.00
Indianapolis Zoological Society 1200 W. Washington St. Indianapolis, IN 46222	$200.00
Institute for Global Ethics P.O. Box 563 Camden, ME 04843	$500.00
International Center of Indianapolis 32 E. Washington Street, Suite 1625 Indianapolis, IN 46204	$400.00
Leukemia & Lymphoma Society - Indiana Chapter 941 E. 86th St., Suite 100 Indianapolis, IN 46240	$100.00
Morning Dove Riding P.O. Box 721 Zionsville, IN 46077	$100.00
National Multiple Sclerosis Society 7301 Georgetown Road, Suite 112 Indianapolis, IN 46268	$400.00
North Central Blue Star Mothers of Indiana PO Box 572 Kokomo, IN 46903	$50.00

Name & Address	Grant Amount
North Central Kiwanis of Indianapolis 6910 N. Shadeland Ave. Indianapolis, IN 46220	$400.00
Prison Entrepreneurship Program P.O. Box 926274 Houston, TX 77292-6274	$800.00
Purdue Foundation 403 West State Street West Lafayette, IN 47907-2056	$800.00
St. Elizabeth/Coleman Pregnancy & Adoption Services 2500 Churchman Avenue Indianapolis, IN 46203	$500.00
Second Starts 5868 East 71st St., #130 Indianapolis, IN 46220	$600.00
Shepherd Community Center 4107 E. Washington Street Indianapolis, IN 46201	$100.00
Special Olympics of Indiana 6100 W. 96th Street, Suite 270 Indianapolis, IN 46278	$900.00
Sweet Briar College P.O. Box G Sweet Briar, VA 24595-1053	$750.00
Timmy Foundation 22 E. 22nd St. Indianapolis, IN 46202	$100.00
Training, Inc. 333 N. Pennsylvania, Suite 900 Indianapolis, IN 45204	$800.00
United Way of Central Indiana 3901 N. Meridian Street Indianapolis, IN 46208	$1,874.60 $31,800.00
University of Indianapolis 1400 East Hanna Avenue Indianapolis, IN 46227-3697	$1,000.00
Youth As Resources - Marion County 3901 N. Meridian St. Indianapolis, IN 46208	$400.00
Total Grants Paid	**$58,274.60**

Walker Family Foundation
Realized Gains & Losses for FY2009-2010

WALKER FAMILY FDN - BOND ACCT 6067-4111
7/1/089- 6/30/10 REALIZED GAINS/LOSSES

Quantity	Name	Open Date	Unit Cost	Cost Amount	Close Date	Close Price	Close Amt	Realized	Term
100 00	MINNWEST BANK M V REDWOOD FALLS MN CTF DEP	9/17/2008	$100 00	$ 10,000 00	7/27/2009	$99 38	$9,938 00	($62 00)	ST
200 00	MINNWEST BANK M V REDWOOD FALLS MN CTF DEP	4/1/2009	$101 46	$ 20,295 80	11/25/2009	$99 98	$19,995 00	($300 80)	ST
50 00	CLOROX COMPANY SENIOR NOTE B/E	4/1/2009	$101 46	$ 5 073 95	1/15/2010	$100 00	$5,000 00	($73 95)	ST
150 00	COMCAST CORP NEW NOTES	2/19/2009	$102 20	$ 15,335 29	1/15/2010	$100 00	$15,000 00	($335 29)	ST
400 00	HUNTINGTON NATIONAL BANK COLUMBUS OHIO CTF DE	1/16/2008	$100 00	$ 40,000 00	3/19/2010	$100 00	$40 000 00	$0 00	ST
	TOTAL SHORT TERM			**$ 90,705 04**			**$89,933 00**	**($772 04)**	
50 00	AMCORE BANK NA ROCKFORD IL CTF DEP	4/3/2008	$100 00	$ 5,000 00	8/17/2009	$99 30	$4 965 00	($35 00)	LT
150 00	MINNWEST BANK M V REDWOOD FALLS MN CTF DEP	9/17/2008	$100 00	$ 15,000 00	9/25/2009	$100 00	$15,000 00	$0 00	LT
110 00	MONTGOMERY BANK & TRUST AILEY GA CTF DEP	10/1/2007	$100 00	$ 11,000 00	10/13/2009	$100 00	$11,000 00	$0 00	LT
400 00	WASTERNBANK PUERTO RICO MAYAGUEZ PR CTF DEP	1/16/2008	$100 00	$ 40,000 00	1/25/2010	$100 00	$40,000 00	$0 00	LT
150 00	AMCORE BANK NA ROCKFORD IL CTF DEP	4/3/2008	$100 00	$ 15 000 00	4/28/2010	$100 00	$15,000 00	$0 00	LT
	TOTAL LONG TERM			**$ 86,000 00**			**$85,965 00**	**($35 00)**	
	TOTAL - Bond Account			**$ 176,705 04**			**$175,898 00**	**($807 04)**	

WALKER FAMILY FDN - EQUITY ACCT 3429-3775
7/1/09 - 6/30/10 REALIZED GAINS

Quantity	Name	Open Date	Unit Cost	Cost Amount	Close Date	Close Price	Close Amt	Realized	Term
673 97	PIMCO FUNDS ALL ASSET FUND CL P	11/25/2009	$12 19	$8,218 83	6/14/2010	$11 87	$8,000 00	($218 83)	ST
	TOTAL SHORT TERM			**$8,218 83**			**$8,000 00**	**($218 83)**	
384 00	INTEL CORP	7/7/1995	$8 06	$3 098 16	8/20/2009	$18 72	$7 188 29	$4 090 13	LT
2,076 569	ALLIANCEBERNSTEIN INTERNATIONAL VALUE	12/21/2005	$17 94	$37 253 64	11/25/2009	$14 00	$29 071 96	($8 181 68)	LT
66 288	ALLIANCEBERNSTEIN INTERNATIONAL VALUE	2/17/2006	$19 13	$1 268 09	11/25/2009	$14 00	$928 04	($340 05)	LT
909 914	DODGE & COX INTL STOCK FUND	12/21/2005	$35 68	$32 465 71	11/25/2009	$32 49	$29 563 10	($2 902 61)	LT
15 012	DODGE & COX INTL STOCK FUND	12/30/2005	$35 03	$525 86	11/25/2009	$32 49	$487 74	($38 12)	LT
14 883	DODGE & COX INTL STOCK FUND	12/30/2005	$35 03	$521 36	11/25/2009	$32 49	$483 54	($37 82)	LT
1 887	DODGE & COX INTL STOCK FUND	12/30/2005	$35 03	$66 11	11/25/2009	$32 49	$61 30	($4 81)	LT
289 452	DODGE & COX INTL STOCK FUND	2/17/2006	$36 64	$10,605 52	11/25/2009	$32 49	$9 404 32	($1,201 20)	LT
753 012	LOOMIS SAYLES FDS I BOND FD INSTL CL	11/26/2007	$14 80	$11,147 24	11/25/2009	$13 28	$10,000 00	($1,147 24)	LT
507 13	KINETICS MUTUAL FUNDS INC NEW PARADIGM	11/26/2007	$30 19	$15,340 45	6/14/2010	$19 68	$10 000 00	($5,340 45)	LT
570 13	THIRD AVE TR SMALL CAP VALUE FD	12/21/2005	$25 19	$14 361 45	6/14/2010	$17 54	$10 000 00	($4,361 45)	LT
	TOTAL LONG TERM			**$126,653 59**			**$107,188 29**	**($19,465 30)**	
	TOTAL - Equity Account			**$134,872 42**			**$115,188 29**	**($19,684 13)**	

	Cost Amount	Close Amt	Realized
Total Long Term	**$212,653 59**	**$193,153 29**	**($19,500 30)**
Total Short Term	**$98,923 87**	**$97,933 00**	**($990 87)**
Total Long & Short Term	**$311,577 46**	**$291,086 29**	**($20,491 17)**

Gains	$4,090 13
Losses	($24,581 30)