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Return of Private Foundation

OMB No 1545-0052

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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation ARCHIE D. & BERTHA H. WALKER FOUNDATION		A Employer identification number 41-6022758
Number and street (or P O box number if mail is not delivered to street address) 23505 SMITHTOWN ROAD	Room/suite #260	B Telephone number 952-380-1350
City or town, state, and ZIP code EXCELSIOR, MN 55331		C If exemption application is pending, check here <input type="checkbox"/>
H 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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,210,772.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		283.	283.		
4 Dividends and interest from securities		145,098.	145,098.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		28,562.			
b Gross sales price for all assets on line 6a		1,251,087.			
7 Capital gain net income (from Part IV, line 2)			28,562.		
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		200.	200.		STATEMENT 1
12 Total. Add lines 1 through 11		174,143.	174,143.		
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		34,900.	0.		34,900.
c Other professional fees STMT 3		79,568.	49,895.		29,673.
17 Interest					
18 Taxes STMT 4		3,099.	627.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		23,306.	0.		23,306.
24 Total operating and administrative expenses. Add lines 13 through 23		140,873.	50,522.		87,879.
25 Contributions, gifts, grants paid		236,270.			222,535.
26 Total expenses and disbursements. Add lines 24 and 25		377,143.	50,522.		310,414.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-203,000.			
b Net investment income (if negative enter -0-)			123,621.		
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		9,899.	4,785.	4,785.
	2	Savings and temporary cash investments		124,528.	180,712.	180,712.
	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 STMT 6	1,123,908.	1,170,464.	1,233,387.	
	b	Investments - corporate stock STMT 7	2,866,089.	2,572,501.	4,135,881.	
	c	Investments - corporate bonds STMT 8	627,778.	624,683.	629,659.	
11	Investments - land, buildings and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 9)	31,412.	26,348.	26,348.		
16	Total assets (to be completed by all filers)	4,783,614.	4,579,493.	6,210,772.		
Liabilities	17	Accounts payable and accrued expenses	15,855.	14,935.		
	18	Grants payable	12,620.	13,735.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ EXCISE TAX PAYABLE)	1,316.	0.		
23	Total liabilities (add lines 17 through 22)	29,791.	28,670.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted	4,753,823.	4,550,823.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances	4,753,823.	4,550,823.		
31	Total liabilities and net assets/fund balances	4,783,614.	4,579,493.			

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	4,753,823.
2	Enter amount from Part I, line 27a	2	-203,000.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,550,823.
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	4,550,823.

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 SHORT TERM - SEE STATEMENT 15		P		
b LONG-TERM - SEE STATEMENT 15		P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 72,081.		63,972.	8,109.
b 1,179,006.		1,158,553.	20,453.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			8,109.
b			20,453.
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	28,562.
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))
2009	303,513.	5,332,013.	.056923
2008	512,114.	6,248,999.	.081951
2007	521,556.	7,139,126.	.073056
2006	463,315.	6,893,844.	.067207
2005	545,063.	6,983,527.	.078050

2 Total of line 1, column (d)	2	.357187
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	.071437
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,892,574.
5 Multiply line 4 by line 3	5	420,948.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,236.
7 Add lines 5 and 6	7	422,184.
8 Enter qualifying distributions from Part XII, line 4	8	310,414.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,472.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	2,472.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	2,472.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,960.
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	3,960.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	11.
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	1,477.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 1,477. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
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?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
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? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN		
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 2010 or the taxable year beginning in 2010 (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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 N/A				
14	The books are in care of JANET DENBESTE	Telephone no	952-380-1350	
Located at 23505 SMITHTOWN ROAD #260, EXCELSIOR, MN		ZIP+4	55331	
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 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 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 2010)	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 2010?		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
SEE STATEMENT 10	PART TIME			
	0.00	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

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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	5,969,104.
b	Average of monthly cash balances	1b	13,205.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,982,309.
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	5,982,309.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89,735.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,892,574.
6	Minimum investment return. Enter 5% of line 5	6	294,629.

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	294,629.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,472.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,472.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	292,157.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	292,157.
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	292,157.

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	310,414.
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	310,414.
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	310,414.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				292,157.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	205,753.			
b From 2006	127,686.			
c From 2007	174,404.			
d From 2008	204,484.			
e From 2009	40,860.			
f Total of lines 3a through e	753,187.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$	310,414.			
a Applied to 2009, 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 2010 distributable amount				292,157.
e Remaining amount distributed out of corpus	18,257.			
5 Excess distributions carryover applied to 2010 (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	771,444.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	205,753.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	565,691.			
10 Analysis of line 9				
a Excess from 2006	127,686.			
b Excess from 2007	174,404.			
c Excess from 2008	204,484.			
d Excess from 2009	40,860.			
e Excess from 2010	18,257.			

N/A

- b. Check box to indicate whether the foundation is a private operating foundation described in section**

☐ 4942(i)(3) or ☐ 4942(i)(5)

- 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))

NONE

- 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.

SEE STATEMENT 11

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

N/A

- c Any submission deadlines

N/A

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

N/A

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 STATEMENT 12				222,535.
Total			▶ 3a	222,535.
b Approved for future payment SEE STATEMENT 13				13,735.
Total			▶ 3b	13,735.

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
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			14			283.
4 Dividends and interest from securities			14			145,098.
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						200.
8 Gain or (loss) from sales of assets other than inventory			18			28,562.
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.		0.		174,143.
13 Total. Add line 12, columns (b), (d), and (e)						174,143.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

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 of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN	
------	--

**Paid
Preparer
Use Only**

John Thorvilson

Al Madani

6/5/11

PO0003339

Firm's name ▶ MOQUIST THORVILSON KAUFMANN ET AL, LLC
7650 EDINBOROUGH WAY STE 225

Firm's EIN ▶ 41-1841185

Firm's address ► EDINA, MN 55435-5921

Phone no	(952) 854-5700
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FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	200.	200.	
TOTAL TO FORM 990-PF, PART I, LINE 11	200.	200.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	10,000.	0.		10,000.
TAX RETURN PREPARATION	2,000.	0.		2,000.
BOOKKEEPING	22,900.	0.		22,900.
TO FORM 990-PF, PG 1, LN 16B	34,900.	0.		34,900.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL AND INVESTMENT EXPENSES	49,895.	49,895.		0.
OTHER PROFESSIONAL FEES	29,673.	0.		29,673.
TO FORM 990-PF, PG 1, LN 16C	79,568.	49,895.		29,673.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	2,472.	0.		0.
FOREIGN TAXES PAID	627.	627.		0.
TO FORM 990-PF, PG 1, LN 18	3,099.	627.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE EXPENSES	12,385.	0.		12,385.
OFFICE EXPENSE	7,432.	0.		7,432.
DUES & SUBSCRIPTIONS	2,700.	0.		2,700.
OTHER MANAGEMENT EXPENSES	789.	0.		789.
TO FORM 990-PF, PG 1, LN 23	23,306.	0.		23,306.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 14	X		1,170,464.	1,233,387.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,170,464.	1,233,387.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,170,464.	1,233,387.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 14	2,572,501.	4,135,881.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,572,501.	4,135,881.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 14	624,683.	629,659.
TOTAL TO FORM 990-PF, PART II, LINE 10C	624,683.	629,659.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST AND DIVIDENDS	31,412.	24,860.	24,860.
FEDERAL EXCISE TAX RECEIVABLE	0.	1,488.	1,488.
TO FORM 990-PF, PART II, LINE 15	31,412.	26,348.	26,348.

**ARCHIE D. AND BERTHA H. WALKER FOUNDATION
OFFICERS AND TRUSTEES
DECEMBER 31, 2010 E.I.N. #41-6022758**

James H Heron
President and Trustee
9 Pocahontas Trail
Medford, NJ 08055

Herbert J Motley, Jr
Trustee
6 Cary Street
Nahant, MA 01908

Janet DenBeste
Assistant Treasurer
23505 Smithtown Rd., #260
Excelsior, MN 55331

Julia W Gilmore
Trustee
Box 82
Blue Hill, ME 04614

Sally L Walker
Vice President and Trustee
637 Third Street NE
Washington, D C 20002

Dana D McCannel
Trustee
23505 Smithtown Rd , #260
Excelsior, MN 55331

Berta B Walker
Trustee
208 Bradford Street
Provincetown, MA 02657

William S Fitts
Trustee
38 Nelson Avenue
Provincetown, MA 02657

Harriet W Fitts
Secretary and Trustee
38 Nelson Avenue
Provincetown, MA 02657

Catherine L Lamb
Treasurer and Trustee
P O Box 860
Springfield, VT 05156

Joan Schoepke
Assistant Secretary
23505 Smithtown Rd , #260
Excelsior, MN 55331

Bronwyn A E Griffith
Trustee
466 Portland Avenue
St Paul, MN 55102

Alexa Griffith Winton
Trustee
414 Hicks Street, A504
Brooklyn, NY 11201

Louise W McCannel
Trustee Emeritus
23505 Smithtown Rd , #260
Excelsior, MN 55331

Amy C Walker
Trustee
1707 Caribbean Drive
Sarasota, FL 34231

Teri M Motley
Trustee
7 Dustin Lane
Jaffray, NH 03452

STATEMENT 11
ARCHIE D. & BERTHA H. WALKER FOUNDATION
EIN # 41-6022758
GRANT GUIDELINES, PART XV, LINE 2
12/31/10

Mail to: Archie D. & Bertha H. Walker Foundation
23505 Smithtown Road #260
Excelsior, MN 55331

Attention: Ms. Jan DenBeste

Telephone Number: (952) 380-1350

Grant Guidelines: The Archie D. & Bertha H. Walker Foundation places primary emphasis upon grants to programs dealing with chemical dependency, chiefly alcoholism, upon children and their development.

The Trustees also consider grant proposals in areas of long-standing Foundation interests. These interests include programs in the arts, especially ones with which the Foundation has been historically associated, and programs addressing the treatment of racism, prejudice, and exclusivity.

In addition, approximately 20 grants of \$1,000 each are made annually in the areas of health, culture, conservation, recreation, education, international affairs, and social welfare. The total of these awards normally is limited to \$20,000 (not including matching grants).

The Foundation customarily limits its grant making activities to the State of Minnesota. Grants are usually awarded for a one-year period. The Foundation will ordinarily give preference to grants for programs over grants for capital needs. No grants are made either to individuals or private foundations.

Grant applications should include a description of the organization, the qualifications of responsible personnel, description of the project, its significance, a budget, and financial projections showing continuity of support if the request is for a new program. A copy of the organization's application must include a one-page project summary and budget submitted on the form provided by the Foundation.

ARCHIE D. AND BERTHA H. WALKER FOUNDATION

EIN #41-6022758

CONTRIBUTIONS PAID

For the Year Ended December 31, 2010

	<u>2010</u>
Chemical Dependency	
Ascension Place	\$ 3,000
Bridge for Runaway Youth	2,000
Cabrini Partnership	1,000
The City, Inc.	1,000
Comunidades Latinas Unidas En Servicio	1,500
Division of Indian Work	3,000
Employment Action Center (WIT)	3,000
Freeport West	3,000
H.E A.R.T., Inc.	2,000
House of Hope	5,000
Humane Services, Inc (HSI)	2,500
Minnesota Assistance Council for Veterans	3,000
Minnesota Teen Challenge Academy	2,500
Minnesota Organization on Fetal Alcohol Syndrome	2,000
National Alliance on Mental Illness (NAMI)	1,000
Operation De Novo	2,000
People Incorporated	3,000
Perspectives, Inc.	1,500
Peta Wakan Tipi	1,500
Rebuild Resources, Inc	2,500
Safe Haven for Youth	2,000
St Stephen's Human Services	3,000
Teens Alone	1,000
Tubman & Chrysalis	3,000
Twelfth Step House, Inc.	3,000
Walk-In Counseling Center	2,150
The Wayside House	2,300
Westside Community Health Start	1,500
	<u>\$ 63,950</u>
Racism:	
Admission Possible	\$ 4,000
American Civil Liberties Union MN Foundation	3,500
Amherst Wilder Foundation	1,000
Battered Women's Legal Advocacy	5,000
Center for Victims of Torture	3,000
Emerge Community Development	1,000
Family & Children's Services	3,000
Indian Child Welfare Law Center	3,000
Jewish Community Action	2,000

ARCHIE D. AND BERTHA H. WALKER FOUNDATION

EIN #41-6022758

CONTRIBUTIONS PAID

For the Year Ended December 31, 2010

	<u>2010</u>
Racism (Continued):	
League of Women Voters	\$ 1,000
Meditation Center/Hamline University	1,000
Minnesota African Women's Association	1,000
Minnesota Youth Intervention Programs Association	3,000
Organizing Apprenticeship Project	2,000
Page Education Foundation	3,000
St. Paul Area Council of Churches	3,000
YouthCARE	2,000
	<u>\$ 41,500</u>
Family Interests:	
Fine Arts Work Center/Provincetown	\$ 15,000
Library Foundation of Hennepin County	3,500
St. Croix River Association	5,000
United Way of the Greater Twin Cities	2,000
Will Steger Foundation	2,000
	<u>\$ 27,500</u>
Arts and Culture:	
Arena Dances, Inc	\$ 2,500
Children's Theatre Company	2,000
Coffee House Press	2,000
Five Stone Media	2,000
Franconia Sculpture Park	4,000
Free Arts for Abused Children of Minnesota	3,500
Givens Foundation for African American Literature	1,500
Greater Twin Cities Youth Symphonies	2,500
Highpoint Center for Printmaking	3,500
History Theater	1,000
Illusion Theater and School, Inc.	2,500
In the Heart of the Beast	2,000
James Sewell Ballet	1,500
The Jungle Theater	1,500
The Loft Literary Center	1,000
MacPhail Center for Music	2,500
Minnesota Center for Book Arts	1,000
Minnesota Children's Museum	1,000
The Minnesota Sinfonia	4,000
Minnesota Youth Symphonies	3,000

ARCHIE D. AND BERTHA H. WALKER FOUNDATION

EIN #41-6022758

CONTRIBUTIONS PAID

For the Year Ended December 31, 2010

	<u>2010</u>
Arts and Culture (Continued)	
Mixed Blood Theatre Company	\$ 2,500
Native American Community Development Institute	1,000
Northfield Union of Youth	2,000
Pangea World Theater	1,000
Pillsbury United Communities	2,000
St Paul Chamber Orchestra	4,000
Skylark Opera	1,500
Stages Theatre Company	1,000
Ten Thousand Things Theater	2,000
Textile Center of Minnesota	2,000
TU Dance	2,000
Upstream Arts	2,000
Weavers Guild of Minnesota	1,000
	<u>\$ 68,500</u>
Matching Grants	
American Red Cross	\$ 500
The Barnes Foundation	1,000
Court Appointed Special Advocates of Marion County	150
Dorothea Dix Unitarian	300
Friends' Central School	650
Highpoint Center for Printmaking	125
Historic New England	50
Kinnickinnic River Land Trust	100
Lebanon College Press Services	960
Nahant Preservation Trust	25
The Philadelphia School	650
President & Fellows of Middlebury	750
Ringling International Arts	1,500
St. Croix River Association	400
Salvation Army	1,500
Tustin Area Women's Club	1,500
Vail Place	250
Walker Center	1,000
Wilbraham & Monson Academy	250
Wildlife Rehabilitation Center	75
Yale Alumni Fund	100
	<u>11,835</u>

ARCHIE D. AND BERTHA H. WALKER FOUNDATION

EIN #41-6022758

CONTRIBUTIONS PAID

For the Year Ended December 31, 2010

	<u>2010</u>
Matching Grants (Continued):	
Grants Rescinded:	
Harvard Band Foundation	\$ (25)
Payomet Performing Arts	(500)
Perlman Music Program	(125)
Shirley Eustis House Association	(50)
WUSF (Radio - University of Southern Florida)	(50)
Total Grants Rescinded	<u>(750)</u>
	<u>\$ 11,085</u>
Minor Grants:	
Boys and Girls Club of the Twin Cities	\$ 1,000
Como Friends	1,000
Dunwoody Academy High School	1,000
Fraser	1,000
Learning Disabilities Association	1,000
Minnesota Religious Coalition for Reproductive Choice	1,000
Nature Conservancy of Minnesota	1,000
Project for Pride in Living	1,000
Science Museum of Minnesota	1,000
Thomas Irvine Dodge Nature Center	1,000
	<u>\$ 10,000</u>
Total contributions paid during the year	<u><u>\$ 222,535</u></u>

ARCHIE D. AND BERTHA H. WALKER FOUNDATION
EIN #41-6022758
CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

For the Year Ended December 31, 2010

	<u>2010</u>
The Barnes Foundation	\$ 1,500
CARE	500
Doctors Without Borders	1,000
Environmental Defense Fund	1,000
Habitat for Humanity	1,000
Harvard University	1,000
Institute for Safe Families	500
Liz Lerman Dance Exchange	125
Philabundance	1,000
The Philadelphia School	750
Possibilities, Inc	500
Soup Kitchen of Provincetown	360
Salvation Army	1,000
United States Fund for UNICEF	1,000
University of Pennsylvania - Program for Mindfulness	1,000
Working Wardrobes	1,500
	<u>\$ 13,735</u>

ARCHIE D. AND BERTHA H. WALKER FOUNDATION
MARKETABLE SECURITIES

December 31, 2010 and 2009

DESCRIPTION	December 31, 2010			December 31, 2009		
	Face Amount or Number of Shares	Cost	Market Value	Face Amount or Number of Shares	Cost	Market Value
Corporate stocks:						
Accenture PLC	3 800	\$ 123 207	\$ 184 262	4,300	\$ 139 418	\$ 178 450
Automatic Data Processing, Inc	3 850	130,157	178 178	3,850	130 157	164,857
Bard C.R. Inc	2,010	152,633	184 458	2,010	152 633	156,579
Bemis, Inc	4 850	62 613	158 401	6,000	77 460	177 900
Cisco Systems, Inc	8 135	118,444	164 571	6,360	83 033	152,258
CVS/Caremark Corp	4 520	71,687	157,160	4,520	71 702	145 589
Danaher Corp	3 780	139,359	178 303	2,115	155 949	159,048
Dell Inc	-	-	-	11,140	249 523	159,970
Donaldson Co Inc	2 775	117,869	161 727	3,740	158 858	159,100
Ecolab Inc	3 165	155,229	159 579	-	-	-
Expeditors International Washington Inc	2,860	83,715	156 156	3,935	115 181	136,820
Fedex Corporation	1 850	168,317	172 069	2,100	195 536	175,245
Franklin Resources Inc	1,415	50,099	157,362	1,415	50,099	149,070
Illinois Tool Works, Inc	3,160	21,642	168 744	3,750	25 683	179,963
Johnson & Johnson	2 385	121,979	147,512	2,385	121,979	153,618
Kohls Corp	2 850	117,627	154,869	2,850	117 627	153,700
Medtronic, Inc	4 450	66,336	165 050	4,120	56 488	181,198
Microsoft Corp	6,150	148,441	171 646	5,150	123,291	156 972
Omnicom Group	3 450	130,131	158 010	4,090	155,725	160,123
Oracle Corporation	5,360	131,620	167,768	-	-	-
PepsiCo, Inc	-	-	-	2,550	174,067	155,040
Proctor & Gamble Co	2 600	162,555	167 258	2,600	162 555	157,638
Sherwin Williams Company	2 060	47 863	172 525	2,420	57,568	149,193
Sigma Aldrich Corporation	2,160	21 369	173,722	3,060	25,606	154,683
Stryker Corp	2 855	142,703	153,313	3,505	179,045	176,547
Sysco Corporation	5,950	55,343	174,930	5,950	55,343	166,243
Wal Mart Stores, Inc.	2 750	31,563	148,308	2,750	31,563	146,987
Total corporate stocks	89,190	\$ 2,572,501	\$ 4,135,881	96,665	\$ 2,866,089	\$ 4,006,791

ARCHIE D. AND BERTHA H. WALKER FOUNDATION

MARKETABLE SECURITIES

(Continued)

December 31, 2010 and 2009

DESCRIPTION	December 31, 2010			December 31, 2009		
	Face Amount or Number of Shares	Cost	Market Value	Face Amount or Number of Shares	Cost	Market Value
United States and state government securities:						
Grand Rapids MN, 5 875%, due 6/1/13	100,000	\$ 100,967	\$ 109,683	100,000	\$ 100,967	\$ 110,325
Des Plaines Ill, 4 75%, due 12/1/12	100,000	102,530	104,739	100,000	102,530	105,050
Baltimore, MD, 5 625%, due 10/15/17	100,000	100,974	107,704	100,000	100,974	102,344
Michigan State, 4 99%, due 5/1/18	100,000	99,921	98,930	100,000	99,921	100,196
United States Treasury notes, 5 75%, due 8/15/10	-	-	-	50,000	55,273	51,666
United States Treasury notes, 5 00%, due 2/15/11	50,000	50,094	50,282	50,000	50,094	52,400
United States Treasury notes, 4 25%, due 8/15/15	150,000	150,006	166,091	150,000	150,006	160,547
United States Treasury notes, 4 875%, due 8/15/16	150,000	154,364	170,965	150,000	154,364	164,954
United States Treasury notes, 4 25%, due 11/15/17	100,000	108,149	110,242	100,000	108,149	104,813
United States Treasury notes, 3 125%, due 5/15/19	100,000	94,265	101,055	-	-	-
United States Treasury notes, 3 625%, due 2/15/20	100,000	108,507	103,781	-	-	-
Federal Farm Credit Bank, 4 41%, due 1/18/18	100,000	100,687	109,915	100,000	100,687	101,344
Federal Home Loan Mortgage Corp, 4 50%, 1/15/14	-	-	-	100,000	100,943	108,094
Total United States and state government securities	1,150,000	1,170,464	1,233,387	1,100,000	1,123,908	1,161,733
Corporate bonds and notes:						
Abbott Laboratories, 5 60%, due 5/15/11	150,000	151,399	152,954	150,000	151,399	159,095
Coca-Cola Co., 3 625%, due 3/15/14	200,000	211,979	211,678	-	-	-
Dupont E I De Nemour, 4 75%, due 11/15/12	-	-	-	100,000	102,555	107,341
Hewlett-Packard Co., 4 50%, due 3/1/13	100,000	102,351	107,036	100,000	102,351	106,016
Honeywell International, 7 50%, due 3/1/10	-	-	-	150,000	165,223	151,804
Merck & Co Inc., 4 00%, due 6/30/15	50,000	53,208	53,645	-	-	-
Pfizer Inc., 4 45%, due 3/15/12	100,000	105,746	104,346	-	-	-
Proctor & Gamble Co., 4 60%, due 1/15/14	-	-	-	100,000	106,250	106,478
Total corporate bonds and notes	600,000	624,683	629,659	600,000	627,778	630,734
Total marketable securities		\$ 4,367,648	\$ 5,998,927		\$ 4,617,775	\$ 5,799,258



2010 Tax Information

Account Number 12163600

Page 4

WALKER FOUNDATION

Short term gains and losses

This category includes sales of all assets held 12 months or less

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
ACCENTURE PLC	G1151C101	500	06/17/09	03/12/10	\$21,064 73	\$16,211 40	\$4,853 33
DELL INC	24702R101	1800	12/23/09	07/22/10	\$24,198 79	\$25,660 44	\$-1,461 65
ORACLE CORPORATION	68389X105	900	07/23/10	12/13/10	\$26,817 56	\$22,100 31	\$4,717 25
Total short term gain/loss					\$72,081 08	\$63,972 15	\$8,108 93

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
FED HOME LN MTG CORP 4 500%	1/15/14 3134A4UM4	100000	09/06/05	01/12/10	\$108,550 00	\$100,944 10	\$7,605 90
HONEYWELL INTERNATIO 7 500%	3/01/10 438516AK2	150000	12/23/05	03/01/10	\$150,000 00	\$165,223 50	\$-15,223 50
STRYKER CORP	863667101	650	01/05/07	03/12/10	\$35,646 52	\$36,342 15	\$-695 63
FEDEX CORPORATION	31428X106	250	01/12/07	03/12/10	\$21,447 22	\$27,218 65	\$-5,771 43
MEDTRONIC INC	585055106	500	11/05/08	03/12/10	\$21,889 72	\$20,036 65	\$1,853 07
PROCTER & GAMBLE CO 4 600%	1/15/14 742718DLO	100000	03/02/09	06/28/10	\$109,197 10	\$106,250 00	\$2,947 10
DELL INC	24702R101	2000	09/08/06	07/22/10	\$26,887 54	\$43,840 00	\$-16,952 46
DELL INC	24702R101	1250	09/15/08	07/22/10	\$16,804 71	\$23,349 63	\$-6,544 92
DELL INC	24702R101	2400	11/05/08	07/22/10	\$32,265 05	\$31,668 96	\$596 09
DELL INC	24702R101	1000	03/15/06	07/22/10	\$13,443 77	\$29,640 00	\$-16,196 23
DELL INC	24702R101	2690	08/26/05	07/22/10	\$36,163 74	\$95,364 27	\$-59,200 53
PEPSICO INC	713448108	2550	05/23/08	07/29/10	\$165,431 26	\$174,066 83	\$-8,635 57
U S TREASURY NOTE 5 750%	8/15/10 9128276J6	50000	07/16/04	08/15/10	\$50,000 00	\$55,273 44	\$-5,273 44
DUPONT EI NEMOUR 4 750%	11/15/12 263534BK4	100000	05/06/08	08/30/10	\$107,850 00	\$102,555 00	\$5,295 00
SIGMA ALDRICH CORP	826552101	190	08/11/94	10/25/10	\$12,005 15	\$1,555 63	\$10,449 52
DONALDSON CO INC	257651109	450	07/14/08	10/25/10	\$22,311 61	\$19,113 98	\$3,197 63
DANAHER CORP	235851102	450	08/16/07	10/25/10	\$19,439 67	\$16,590 31	\$2,849 36
SIGMA ALDRICH CORP	826552101	260	06/01/94	10/25/10	\$16,428 11	\$2,681 25	\$13,746 86

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STMT 15 (1/2)



2010 Tax Information

Account Number 12163600

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WALKER FOUNDATION

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
EXPEDITORS INTL WASH INC	302130109	650	03/19/09	10/25/10	\$32,656 94	\$19,026 15	\$13,630 79
BEMIS COMPANY INC COM	081437105	1150	11/06/95	10/25/10	\$38,676 14	\$14,846 50	\$23,829 64
EXPEDITORS INTL WASH INC	302130109	425	03/19/09	12/13/10	\$23,876 26	\$12,440 18	\$11,436 08
DONALDSON CO INC	257651109	515	07/14/08	12/13/10	\$29,822 93	\$21,874 88	\$7,948 05
ILLINOIS TOOL WORKS INC	452308109	590	05/15/90	12/13/10	\$30,172 14	\$4,040 84	\$26,131 30
SHERWIN WILLIAMS CO	824348106	140	09/14/99	12/13/10	\$10,927 46	\$3,252 80	\$7,674 66
SHERWIN WILLIAMS CO	824348106	220	06/11/99	12/13/10	\$17,171 72	\$6,452 78	\$10,718 94
OMNICOM GROUP	681919106	640	07/12/05	12/13/10	\$29,941 25	\$25,593 66	\$4,347 59
Total long term gain/loss for sales of assets					\$1,179,006 01	\$1,159,242 14	\$19,763 87

Miscellaneous classification
Settlement income

089

Total Long-Term Gain 20,453

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990 T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990 T and requesting an automatic 6-month extension check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization	Employer identification number
	ARCHIE D. & BERTHA H. WALKER FOUNDATION	41-6022758
	Number, street, and room or suite no. If a P O box, see instructions 23505 SMITHTOWN ROAD, NO. #260	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions EXCELSIOR, MN 55331	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041 A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990 T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990 T (trust other than above)	06	Form 8870	12

JANET DENBESTE

- The books are in the care of ▶ 23505 SMITHTOWN ROAD #260 - EXCELSIOR, MN 55331

Telephone No ▶ 952-380-1350

FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year 2010 or ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,472.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,960.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453 EO and Form 8879-EO for payment instructions

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1 2011)