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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		95,549.	287,333.	287,333.
	2 Savings and temporary cash investments				
	3 Accounts receivable	►			
	Less allowance for doubtful accounts	►			
	4 Pledges receivable	►			
	Less allowance for doubtful accounts	►			
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	Less allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U.S and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule) L-10b Stmt		32,871,879.	24,235,412.	24,235,412.
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment: basis	►	147,164.		
	Less: accumulated depreciation (attach schedule) L-11 Stmt	►	141,606.	7,858.	5,558.
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis	►			
	Less: accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		32,975,286.	24,528,303.	24,528,303.
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable		27,268,334.	17,631,668.	
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		27,268,334.	17,631,668.	
NET FUND	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	►			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	►	X		
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		5,706,952.	6,896,635.	
	30 Total net assets or fund balances (see instructions)		5,706,952.	6,896,635.	
	31 Total liabilities and net assets/fund balances (see instructions)		32,975,286.	24,528,303.	

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	5,706,952.
2	Enter amount from Part I, line 27a	2	-9,283,303.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	10,472,986.
4	Add lines 1, 2, and 3	4	6,896,635.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,896,635.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Various Sales of Marketable Securities		P	Various	Various
b				
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 38,608,500.		36,836,492.	1,772,008.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a 0.	0.	0.	0.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	0.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	1,772,008.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	10,519,357.	37,164,002.	0.283052
2010	5,820,873.	42,007,156.	0.138569
2009	7,316,425.	34,850,753.	0.209936
2008	2,965,752.	25,279,143.	0.117320
2007	2,986,274.	30,111,043.	0.099175

2 Total of line 1, column (d)	2	0.848052
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	0.169610
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,320,517.
5 Multiply line 4 by line 3	5	4,803,443.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,537.
7 Add lines 5 and 6	7	4,826,980.
8 Enter qualifying distributions from Part XII, line 4	8	11,639,931.

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)

1 a	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 instrs)	
1	23,537.	
2	0.	
3	23,537.	
4	0.	
5	23,537.	
6 a	16,200.	
6 b		
6 c	14,000.	
6 d		
7	30,200.	
8	102.	
9		
10	6,561.	
11	6,561. Refunded	

Part VII-A | Statements Regarding Activities

1 a 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?

	Yes	No
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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

c Did the foundation file Form 1120-POL for this year?

1 b	X
1 c	X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$	(2) On foundation managers ► \$
----------------------------	---------------------------------

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$

2	X
3	X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

4 a	X
4 b	

If 'Yes,' attach a detailed description of the activities

4 b	
5	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

5	X
6	X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

6	X
7	X

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

7	X
8 a	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

8 a	
8 b	X

If 'Yes,' attach the statement required by General Instruction T

8 b	X
9	X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

9	X
10	X

• By language in the governing instrument, or

10	X
----	---

• 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?

10	X
----	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

10	X
----	---

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

10	X
----	---

AR – Arkansas

10	X
----	---

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

10	X
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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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10	X
----	---

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	Mr. John Walker	Telephone no (479) 582-2310
15	15	
16	Yes	No
	X	

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►

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

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

1 a	During the year did the foundation (either directly or indirectly):	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
c	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __		
3 a	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 2012 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 2012)	3 b	X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE'.

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

Total number of others receiving over \$50,000 for professional services

None

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 _____

2 _____

3 _____

4 _____

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

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

Amount

1 _____
2 _____

All other program-related investments See instructions.

3 _____

Total. Add lines 1 through 3

Form 990-PF (2012)

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
b Average of monthly cash balances
c Fair market value of all other assets (see instructions)
d Total (add lines 1a, b, and c)
e Reduction claimed for blockage or other factors reported on lines 1a and 1c
 (attach detailed explanation)

2 Acquisition indebtedness applicable to line 1 assets
 3 Subtract line 2 from line 1
 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
 (for greater amount, see instructions)
 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
 6 **Minimum investment return.** Enter 5% of line 5

1a	28,553,646.
1b	191,441.
1c	6,707.
1d	28,751,794.
1e	
2	
3	28,751,794.
4	431,277.
5	28,320,517.
6	1,416,026.

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
 2 **a** Tax on investment income for 2012 from Part VI, line 5
b Income tax for 2012. (This does not include the tax from Part VI)
c Add lines 2a and 2b
 3 Distributable amount before adjustments. Subtract line 2c from line 1
 4 Recoveries of amounts treated as qualifying distributions
 5 Add lines 3 and 4
 6 Deduction from distributable amount (see instructions)
 7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	1,416,026.
2a	23,537.
2b	
2c	23,537.
3	1,392,489.
4	
5	1,392,489.
6	
7	1,392,489.

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
b Program-related investments – total from Part IX-B
 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
 3 Amounts set aside for specific charitable projects that satisfy the
a Suitability test (prior IRS approval required)
b Cash distribution test (attach the required schedule)
 4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income
 Enter 1% of Part I, line 27b (see instructions)
 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	11,639,931.
1b	
2	
3a	
3b	
4	11,639,931.
5	23,537.
6	11,616,394.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,392,489.
2 Undistributed income, if any, as of the end of 2012:			1,830,061.	
a Enter amount for 2011 only				
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,986,274.			
b From 2008	2,965,752.			
c From 2009	7,316,426.			
d From 2010	5,820,873.			
e From 2011	10,547,496.			
f Total of lines 3a through e	29,636,821.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 11,639,931.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	11,639,931.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	41,276,752.			
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			1,830,061.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,392,489.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,986,274.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	38,290,478.			
10 Analysis of line 9:				
a Excess from 2008	2,965,752.			
b Excess from 2009	7,316,426.			
c Excess from 2010	5,820,873.			
d Excess from 2011	10,547,496.			
e Excess from 2012	11,639,931.			

BAA

Form 990-PF (2012)

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

N/A

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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 or e-mail of the person to whom applications should be addressed.

Mr. John M. Walker

P. O. Box 10500

P.O. Box 105
Fayetteville

AB 72703

(479) 582-2310

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

See Statement Attached

c Any submission deadlines

Quarterly and one per year

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

Sec. 501(c)(3) organizations or tax exempt public entities.

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
<i>a Paid during the year</i>				
Total				► 3a
<i>b Approved for future payment</i> See Statement B				
				17,631,668.
Total				► 3b 17,631,668.

Part XVI-A 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 (See instructions)
	(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					
4 Dividends and interest from securities					
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				6	1,772,008.
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)	*****		*****		1,772,008.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,772,008.
(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). (See instructions.)
1	

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

OMB No. 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2012

Name of the organization

Willard & Pat Walker Charitable Foundation, Inc.

Employer identification number

20-0235689

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

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

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use **exclusively** for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use **exclusively** for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an **exclusively** religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Willard & Pat Walker Charitable Foundation, Inc.

Employer identification number

20-0235689

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	John M. Walker	\$ 5,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	120 State Hwy 28 Unit 34		(Complete Part II if there is a noncash contribution.)
	Crystal Bay NV 89402		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Name	Employer Identification Number		
Willard & Pat Walker Charitable Foundation, Inc.	20-0235689		
Asset Information:			
Description of Property	<u>Various Sales of Marketable Securities</u>		
Date Acquired	<u>various</u>	How Acquired	<u>Purchased</u>
Date Sold:	<u>various</u>	Name of Buyer:	
Sales Price:	<u>38,608,500.</u>	Cost or other basis (do not reduce by depreciation)	<u>36,836,492.</u>
Sales Expense		Valuation Method	<u>Fair Market Value</u>
Total Gain (Loss)	<u>1,772,008.</u>	Accumulation Depreciation:	
Description of Property			
Date Acquired		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss)		Accumulation Depreciation:	
Description of Property			
Date Acquired:		How Acquired:	
Date Sold		Name of Buyer:	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method:	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired:		How Acquired:	
Date Sold		Name of Buyer:	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method:	
Total Gain (Loss)		Accumulation Depreciation:	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method.	
Total Gain (Loss)		Accumulation Depreciation:	
Description of Property			
Date Acquired:		How Acquired	
Date Sold:		Name of Buyer.	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold:		Name of Buyer.	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property			
Date Acquired:		How Acquired	
Date Sold		Name of Buyer	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation:	

Miscellaneous Statement**Part XV, Line 2(b)**

The following items are required: (1) The name of the requesting organization; (2) The nature and purpose of the request; (3) A copy of the organization's IRS determination letter with federal tax identification number and; (4) Requests should be brief and to the point and not longer than three pages.

Total

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Payroll Taxes	18,494.	1,849.		16,645.
Excise Taxes	-11,137.	-11,137.		
Total	<u>7,357.</u>	<u>-9,288.</u>		<u>16,645.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Investment Fees	64,073.	64,073.		0.
Insurance	796.	80.		716.
Office Expenses	13,257.	1,326.		11,931.
Postage	523.	52.		471.
Utilities	2,271.	227.		2,044.
Telephone	5,624.	562.		5,062.
Total	<u>86,544.</u>	<u>66,320.</u>		<u>20,224.</u>

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Decrease in Grants Payable during Year	<u>9,636,665.</u>
Increase in Unrealized Market Gains	<u>836,321.</u>
Total	<u>10,472,986.</u>

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Barber & Bartz	General Counsel	29,380.	14,690.		
Total		<u>29,380.</u>	<u>14,690.</u>		

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Paul H. Burgess, Inc.	Tax Compliance/Account	2,675.	1,338.		1,337.
Don Myer, CPA	Payroll Compliance	578.	58.		520.
Total		<u>3,253.</u>	<u>1,396.</u>		<u>1,857.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>Diversified Portfolio & Wal Mart Shares</u>	<u>24,235,412.</u>	<u>24,235,412.</u>
Total	<u><u>24,235,412.</u></u>	<u><u>24,235,412.</u></u>

Form 990-PF, Page 2, Part II, Line 11

L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
<u>Office Assets & Computers</u>	<u>147,164.</u>	<u>141,606.</u>	<u>5,558.</u>
Total	<u><u>147,164.</u></u>	<u><u>141,606.</u></u>	<u><u>5,558.</u></u>

Willard & Pat Walker Charitable Foundation, Inc.

20-0235869-Exhibit A

Form 990 PF-Part XV, Line 3(a)

12-31-12

<u>Donee's Name & Address</u>	<u>Amount</u>	<u>Purpose</u>
Alzheimer's Association PO Box 8104 Fayetteville, AR 72703 501(c)(3)	30,000.00 3,000.00	challenge grant event support
American Cancer Society 1200 W Walnut Suite 2313 Rogers, AR 72752 501(c)(3)	1,000.00	event support
Arkansas Advocates for Children & Families 614 E. Emma Suite 217 Springdale, AR 72764 501(c)(3)	1,000.00	event support
Arkansas Childrens Hospital Foundation One Children's Way Little Rock, AR 72202 501(c)(3)	400,000.00 1,800.00	capital campaing event support
Arkansas Crisis Center 614 E Emma Suite 213 Springdale, AR 72764 501(c)(3)	6,000.00	program support
Arkansas Hospice Russelville 2405 East Parkway Ste 3 Russellville, AR 72802 501(c)(3)	300.00	program support
Arkansas Rice Depot PO Box 34437 Little Rock, AR 72203 501(c)(3)	150.00	program support
Arkansas State Committee of NMWA 9424 Journey Drive Sherwood, AR 72120 501(c)(3)	1,500.00	event support
Arkansas Support Network 1103 S.E. 15th Street Bentonville, AR 72712 501(c)(3)	250.00 250.00	event support event support

Arthritis Foundation, Arkansas 10 Corporate Hill Dr. Ste #340 Little Rock, AR 72205 501(c)(3)	2,500.00 1,500.00	program support event support
Arts Center of the Ozarks PO Box 725 Springdale, AR 72765 501(c)(3)	200,000.00 5,000.00	facility improvements event support
Baptist Health Foundation 9601 Interstate630 Exit 7 Little Rock, AR 72205 501(c)(3)	25,000.00	scholarship support
Big Brothers Big Sisters of NWA 610 E Emma Suite D Springdale, AR 72762 501(c)(3)	10,000.00 2,500.00	program support event support
Botanical Gardens of the Ozarks PO Box 10407 Fayetteville, AR 72701 501(c)(3)	15,000.00 15,000.00	program support program support
Camp Aldersgate 2000 Aldersgate Rd Little Rock, AR 72205 501(c)(3)	10,000.00	program support
Central Arkansas Radiation Therapy Institute (CARTI) PO Box 55011 Little Rock, AR 72215 501(c)(3)	5,000.00	program support
Children's Advocacy Center Benton Co 2113 Little Flock Dr Rogers, Ar 72756 501(c)(3)	15,000.00	challenge grant
Children's Safety Center 614 E Emma Suite 200 Springdale, AR 72764 501(c)(3)	60,000.00 1,000.00	program support event support
Circle of Life Hospice 901 Jones Road Springdale, AR 72762 501(c)(3)	250,000.00	capital campaign

Coalition to Salute America's Heroes PO Box 1072 Springfield, VA 21151	5,400.00	program suport
Community Creative Center PO Box 4690 Fayetteville, AR 72702 501(c)(3)	15,000.00	program support
Cooks Tour 2011 c/o Winthrop Rockefeller Cancer Institute Auxilliary 4301 W. Markham Slot 721-1 Little Rock, AR 72205 501(c)(3)	1,000.00	event support
Court Appointed Speical Advocates 5322 Bleaux Ave Suite A Springale, AR 72762 501(c)(3)	25,000.00	program support
Credit Counseling of Arkansas PO Box 10290 Fayetteville, AR 72703 501(c)(3)	5,000.00	program support
Crystal Bridges Museum of American Art PO Box 1169 Bentonville, AR 72712 501(c)(3)	1,000,000.00	program endowment
Ecclesia College 9653 Nations Drive Springale, AR 72762 501(c)(3)	100,000.00	challenge grant
Elizabeth Richardson Center 3917 S. Missouri Rd Springdale, AR 72764	10,000.00	program support
EOA, Childrens House 614 E Emma Suite M401 Springale, AR 72764 501(c)(3)	250,000.00	capital campaign
Fayetteville Chamber 123 W Mountain Fayetteville, AR 72701 501(c)(3)	20,000.00	program support

Fayetteville Public Library 401 West Mountain Fayetteville, AR 72701 501(c)(3)	50,000.00	program support
Feed Fayetteville 221 S. Locust Fayetteville, AR 72701 501(c)(3)	7,000.00	program support
Girls on the Run PO Box 97 Bentonville, AR 72712 501(c)(3)	2,500.00	program support
Hendrix College 1600 Washington Ave Conway, AR 72032-3080 Private University	500,000.00	scholarship support
Hispanic Women's Organization of AR PO Box 6132 Springdale, AR 72766 501(c)(3)	1,000.00	program support
Hope Cancer Resources 5835 Sunset Ave. Springdale, AR 72766 501(c)(3)	10,000.00	program support
Horses for Healing 14673 Daniels Rd Bentonville, AR 72712 501(c)(3)	1,000.00	event support
Humane Society of the Ozarks 413 North College Ave Fayetteville, AR 72703 501(c)(3)	300.00 250.00	event support event support
John Brown University 2000 West University Siloam Springs, AR 72761 Private University	250,000.00	scholarship support
Jones Center PO Box 2035 Springdale, AR 72765 501(c)(3)	25,000.00	program support

Life Source International 600 South School, Suite 2 Fayetteville, AR 72701 501(c)(3)	20,000.00	program support
Loving Choices 275 South Duncan Ave Fayetteville, AR 72701 501(c)(3)	10,000.00 1,000.00	program support event support
Lyon College PO Box 2317 Batesville, AR 72503 Private University	150,000.00	capital campaign
M&N Augustine Foundation PO Box 4008 Fayetteville, AR 72702 501(c)(3)	1,000.00 500.00	event support event support
Miller McNeil Woodruff Foundation 3800 SW Layton Bentonville, AR 72712 501(c)(3)	3,000.00 3,000.00	event support event support
Nature Conservancy 116 1st Ave North Hailey, ID 83333 501(c)(3)	5,000.00	program support
New School PO Box 1805 Fayetteville, AR 72701 private school	2,000,000.00 5,000.00 2,500.00 1,000.00	challenge grant annual fund event support event support
Northwest Arkansas Children's Museum 100 NW 2nd St Bentonville, AR 72712 501(c)(3)	100,000.00	
Northwest Arkansas Children's Shelter 14100 Vaughn Bentonville, AR 72712 501(c)(3)	10,000.00	program support
Northwest Arkansas Community College One College Drive Bentonville, AR 72712 2year college	25,000.00	program support

Northwest Arkansas Fashion Week 1551 East Hope St Fayetteville, AR 72703 501(c)(3)	5,000.00	event support
Northwest Arkansas Food Bank 1378 June Self Drive Bethel Heights, AR 72764 501(c)(3)	5,000.00	program support
Northwest Arkansas Free Health Center PO Box 3184 Fayetteville, AR 72702 501(c)(3)	50,000.00 50,000.00	program support challenge grant
Northwest Arkansas Women's Shelter PO Box 1059 Rogers, AR 72756 501(c)(3)	20,000.00	program support
Open Avenues PO Box 908 Rogers, AR 72758 501(c)(3)	20,000.00 1,000.00	program support event support
Our House PO Box 34155 Little Rock , AR 72203	25,000.00	capital campaign
Ozark Folkways 22733 North Highway 71 Winslow, AR 72959 501(c)(3)	5,000.00	program support
Ozark Guidance PO Box 6430 Springdale, AR 72766-6430 501(c)(3)	2,500.00 1,000.00	event support event support
Ozark Literacy Council 2596 Keystone Crossing Fayetteville, AR 72703 501(c)(3)	3,000.00	event support
Pagnozzi Charities 100 E Poplar, Suite A Fayetteville, AR 72703 501(c)(3)	5,000.00 2,500.00	scholarship sponsorship event support

Paul F. Muller Lodge 155 S. Razorback Rd. Fayetteville, AR 72702 501(c)(3)	2,500.00	general support
Peace at Home Shelter PO Box 10946 Fayetteville, AR 72703 501(c)(3)	250.00	general support
Philander Smith College 900 Daisy Bates Drive Little Rock, AR 72202 Private University	100,000.00	challenge grant
Prairie Grove Public Schools 110 School St Prairie Grove, AR 72753 Public School	12,000.00	program support
Pulaski Tech 3000 West Scenic Drive North Little Rock, AR 72118 2 year college	10,000.00	capital campaign
Razorback Athletics, Answer the Call Capital Facilities Campaign c/o University of Arkansas PO Box 7777 Fayetteville, AR 72702 501(c)(3)	625,000.00	capital campaign
Salvation Army PO Box 4275 Fayetteville, AR 72702-4275 501(c)(3)	45,000.00	program support
Samaritan Community Center 1211 W Hudson Rd Rogers, AR 72756 501(c)(3)	500.00	program support
Saving Grace 1229 West Poplar Rogers, AR 72756 501(c)(3)	1,000.00	event support
Seven Hills PO Box 474 Fayetteville, AR 72702 501(c)(3)	50,000.00	challenge grant

Single Parent Scholarship Fund NWA 601 W. Dickson St. Suite 2 Fayetteville, AR 72702 501(c)(3)	17,500.00	program support
Southern Arkansas University PO Box 9392 Magnolia, AR 71754 Public University	50,000.00	capital campaign
Spay Arkansas 1909 W.Huntsville Rd. Springdale, AR 72762 501(c)(3)	2,500.00	program support
Spring Creek Fellowship 2120 W. Emma Springdale, AR 72762 religious institution	125,000.00 29,302.06 24,500.15	facility improvements project support project support
Springdale Public Schools 101 South Pleasant St. Springdale, AR 72764 public school	15,047.00	program support
Symphony Orchestra of NWA PO Box 1243 Fayetteville, AR 72703 501(c)(3)	30,000.00 15,000.00	program support program support
THEA Foundation 401 Main Street, Suite 100 North Little Rock, AR 72114 501(c)(3)	1,000.00	event support
Theatre Squared PO Box 4188 Fayetteville, AR 727020 501(c)(3)	15,000.00	program support
University of Arkansas Foundation 425 Administration Building Fayetteville, AR 72701 501(c)(3) Public University	250,000.00	scholarship support
UALR 2801 S. University Ave Little Rock, AR 722 Public University	500,000.00	scholarship endowment

UAMS - Jones Eye Institute 4301 W. Markham Little Rock, AR 72205 Public University	333,333.00	program support
UAMS - Northwest 4301 W Markham Little Rock, AR 72205 Public University	500,000.00	program support
UAMS - Reynolds Institute on Aging 4301 W. Markham Little Rock, AR 72205 Public University	333,333.00	program support
UAMS - Winthrop Rockefeller Cancer Institute 4301 Markham #716 Little Rock, AR 72205-7199 Public University	625,000.00 85,000.00 10,000.00	capital campaign event support event support
University of Central Arkansas Buffalo Alumni Center Conway, AR 72035 Public University	50,000.00	scholarship support
Walton Arts Center PO Box 3547 Fayetteville, AR 72701 501(c)(3)	500,000.00	program support
Washington Regional Found. PO Box 356 Fayetteville, AR 72702 501(c)(3) Public University	500,000.00 250,000.00 15,000.00 10,000.00 2,500.00 1,000.00	capital campaign challenge grant event support event support event support event support
Youth Bridge 2153 zJoyce Blvd Suite 201 Fayetteville, AR 72703 501(c)(3)	300,000.00 1,000.00	capital campaign event support
Total	<u>11,310,465.21</u>	

Willard & Pat Walker Charitable Foundation, Inc.
20-0235869-Exhibit B
Form 990 PF-Part XV, Line 3(b)
12-31-12

<u>Donee's Name & Address</u>	<u>Amount</u>	<u>Purpose</u>	<u>due</u>
Arkansas Children's Hospital One Children's Way Little Rock, AR 72202	400,000 400,000 400,000	Capital Campaign	2013 2014 2015
Circle of Life 901 Jones Rd. Springdale, AR 72762	250,000	Challenge Grant	2013
Crystal Bridges Museum of American Art PO Box 1169 Bentonville, AR 72712	1,000,000 1,000,000 1,000,000 1,000,000 1,000,000 1,000,000 1,000,000 1,000,000 1,000,000	Program Endowment Program Endowment Program Endowment Program Endowment Program Endowment Program Endowment Program Endowment Program Endowment Program Endowment	2013 2014 2015 2016 2017 2018 2019 2020
Fayetteville Public Library 401 West Mountain Fayetteville, AR 72701	50,000 50,000 50,000 50,000 40,000	Program Support Program Support Program Support Program Support Program Support	2013 2014 2015 2016 2017
New School PO Box 1805 Fayetteville, AR 72702	1,000,000	Challenge grant	2013
Northwest Arkansas Children's Museum 100 NE 2nd St Bentonville, AR 72712	100,000 100,000 100,000 100,000	Capital Campaign	2013 2014 2015 2016

Razorback Athletics, Answer the Call Capital Facilities Campaign c/o University of Arkansas PO Box 7777 Fayetteville, AR 72701	625,000 625,000	Capital Campaign Capital Campaign	2013 2014
University of Arkansas 425 Administration Building Fayetteville, AR 72701	250,000	Scholarship Endowment	2013
UALR School of Nursing 2801 S University Little Rock, AR 72204-1099	500,000	Scholarship Endowment	2013
UAMS - Jones Eye Institute 4301 W. Markham Little Rock, AR 72205	333,334	Program Support	2013
UAMS - Northwest 4301 W. Markham Little Rock, AR 72205	500,000 500,000	Program Support Program Support	2013 2014
UAMS - Reynolds Institute on Aging 4301 W. Markham Little Rock, AR 72205	333,334	Program Support	2013
UAMS - Winthrop Rockefeller Cancer Institute 4301 W. Markham Little Rock, AR 72205	625,000 625,000 625,000	Capital Campaign Capital Campaign Capital Campaign	2013 2014 2015
Washington Regional Hospice PO Box 356 Fayetteville, AR 72702	500,000 250,000 250,000	Capital Campaign Challenge Grant Challenge Grant	2013 2013 2014

17,631,668