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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**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 2012, or tax year beginning**, 2012, and ending**

Name of foundation Willard & Pat Walker Charitable Foundation, Inc.		A Employer identification number 20-0235689
Number and street (or P O box number if mail is not delivered to street address) 61 East Sunbridge		B Telephone number (see the instructions) (479) 582-2310
City or town Fayetteville	State ZIP code AR 72703	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 24,528,303.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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) (see instructions))

	(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 (att sch)	5,000.			
2 <input type="checkbox"/> If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	685,710.	685,710.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	1,772,008.	L-6a Stmt		
b Gross sales price for all assets on line 6a	38,608,500.			
7 Capital gain net income (from Part IV, line 2)		1,772,008.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,462,718.	2,457,718.		
13 Compensation of officers, directors, trustees, etc	190,266.	19,027.		171,239.
14 Other employee salaries and wages	88,778.	8,877.		79,901.
15 Pension plans, employee benefits	6,518.	652.		5,866.
16a Legal fees (attach schedule) L-16a Stmt	29,380.	14,690.		14,690.
b Accounting fees (attach sch) L-16b Stmt	3,253.	1,396.		1,857.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	7,357.	-9,288.		16,645.
19 Depreciation (attach sch) and depletion	2,300.	230.		
20 Occupancy	21,160.	2,116.		19,044.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	86,544.	66,320.		20,224.
24 Total operating and administrative expenses. Add lines 13 through 23	435,556.	104,020.		329,466.
25 Contributions, gifts, grants paid	11,310,465.			11,310,465.
26 Total expenses and disbursements. Add lines 24 and 25	11,746,021.	104,020.		11,639,931.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-9,283,303.			
b Net investment income (if negative, enter -0-)		2,353,698.		
c Adjusted net income (if negative, enter -0-)				

3 G16

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.			
LIABILITIES	Less: accumulated depreciation (attach schedule) L-11 Stmt ▶ 141,606.	7,858.	5,558.	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.
	17 Accounts payable and accrued expenses			
	18 Grants payable	27,268,334.	17,631,668.	
	19 Deferred revenue			
FUND ASSET BALANCES	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.	
	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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
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.

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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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	23,537.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	23,537.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	23,537.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	16,200.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	14,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	30,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	102.	
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	6,561.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax	11	6,561.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		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 \$ _____ (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 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) AR — Arkansas		
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? <i>If 'No,' attach explanation</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>fdncenter.org</u>	13	X	
14	The books are in care of <u>Mr. John Walker</u> Telephone no <u>(479) 582-2310</u> Located at <u>61 East Sunbridge, #1 Fayetteville AR</u> ZIP + 4 <u>72703</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, 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?	Yes	No	
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16		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
1 a 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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 2012?	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<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)	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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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

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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)? (see instructions)

☐ 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)?

5 b X

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?☐ 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?

6 b 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?

7 b X

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 (see instructions).

(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
Deborah A. Walker 1657 Sunrise Mountain Road Fayetteville AR 72701	Exe. Director 40.00	166,266.	0.	0.
Amy S. Walker P.O. Box 7299 Springdale AR 72766	Treasurer 1.00	0.	0.	0.
Johnny M. Walker 120 State Hwy. 28 Crystal Bay NV 89402	President 13.00	24,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). 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

None

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

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	

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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	1 a	28,553,646.
b Average of monthly cash balances	1 b	191,441.
c Fair market value of all other assets (see instructions)	1 c	6,707.
d Total (add lines 1a, b, and c)	1 d	28,751,794.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	28,751,794.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	431,277.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,320,517.
6 Minimum investment return. Enter 5% of line 5	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		1	1,416,026.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	23,537.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b	2 c	23,537.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,392,489.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	1,392,489.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	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	1 a	11,639,931.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,639,931.
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)	5	23,537.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	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.

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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:				
a Enter amount for 2011 only			1,830,061.	
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.			

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				
Total			3a	
b Approved for future payment 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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

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

Employer identification number

Willard & Pat Walker Charitable Foundation, Inc.

20-0235689

Part I 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 120 State Hwy 28 Unit 34 Crystal Bay NV 89402	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

**Form 990-PF
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2012**

Name	Employer Identification Number
Willard & Pat Walker Charitable Foundation, Inc.	20-0235689

Asset Information:

Description of Property	Various Sales of Marketable Securities
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	7,357.	-9,288.		16,645.

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	86,544.	66,320.		20,224.

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

Other Increases Stmt

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

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		29,380.	14,690.		

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		3,253.	1,396.		1,857.

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>24,235,412.</u>	<u>24,235,412.</u>

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

L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a)	(b)	(c)
	Cost/Other Basis	Accumulated Depreciation	Book Value
<u>Office Assets & Computers</u>	<u>147,164.</u>	<u>141,606.</u>	<u>5,558.</u>
Total	<u>147,164.</u>	<u>141,606.</u>	<u>5,558.</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	30,000.00	challenge grant
PO Box 8104	3,000.00	event support
Fayetteville, AR 72703		
501(c)(3)		
American Cancer Society	1,000.00	event support
1200 W Walnut Suite 2313		
Rogers, AR 72752		
501(c)(3)		
Arkansas Advocates for Children & Families	1,000.00	event support
614 E. Emma Suite 217		
Springdale, AR 72764		
501(c)(3)		
Arkansas Childrens Hospital Foundation	400,000.00	capital campaing
One Children's Way	1,800.00	event support
Little Rock, AR 72202		
501(c)(3)		
Arkansas Crisis Center	6,000.00	program support
614 E Emma Suite 213		
Springdale, AR 72764		
501(c)(3)		
Arkansas Hospice Russellville	300.00	program support
2405 East Parkway Ste 3		
Russellville, AR 72802		
501(c)(3)		
Arkansas Rice Depot	150.00	program support
PO Box 34437		
Little Rock, AR 72203		
501(c)(3)		
Arkansas State Committee of NMWA	1,500.00	event support
9424 Journey Drive		
Sherwood, AR 72120		
501(c)(3)		
Arkansas Support Network	250.00	event support
1103 S.E. 15th Street	250.00	event support
Bentonville, AR 72712		
501(c)(3)		

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. Markahm 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 Vaugnn 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
Salavation 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

11,310,465.21

Total

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

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

17,631,668