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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

|   |  |  |
|---|--|--|
| Name of foundation<br><b>ARCHIE D. &amp; BERTHA H. WALKER FOUNDATION</b>  |  | A Employer identification number<br><b>41-6022758</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>23505 SMITHTOWN ROAD</b>  |  | B Telephone number<br><b>952-380-1350</b>  |
| City or town, state, and ZIP code<br><b>EXCELSIOR, MN 55331</b>   |  | 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<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |  | D 1. Foreign organizations, check here <input type="checkbox"/><br>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<br><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, col. (c), line 16)<br>\$ <b>6,257,857.</b>  | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | 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<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received   |  |                                    |                           | N/A                     |   |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B   |  |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments   |  | 211.                               | 211.                      |                         |   |
| 4 Dividends and interest from securities   |  | 157,510.                           | 157,510.                  |                         |   |
| 5a Gross rents   |  |                                    |                           |                         |   |
| b Net rental income or (loss)  |  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10   |  | 287,953.                           |                           |                         |   |
| b Gross sales price for all assets on line 6a  |  | 928,362.                           |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)   |  |                                    | 287,953.                  |                         |   |
| 8 Net short-term capital gain  |  |                                    |                           |                         |   |
| 9 Income modifications   |  |                                    |                           |                         |   |
| 10a Gross sales less returns and allowances  |  |                                    |                           |                         |   |
| b Less Cost of goods sold  |  |                                    |                           |                         |   |
| c Gross profit or (loss)   |  |                                    |                           |                         |   |
| 11 Other income  |  | 1,000.                             | 1,000.                    |                         | STATEMENT 1   |
| 12 Total. Add lines 1 through 11   |  | 446,674.                           | 446,674.                  |                         |   |
| 13 Compensation of officers, directors, trustees, etc  |  | 0.                                 | 0.                        |                         | 0.  |
| 14 Other employee salaries and wages   |  |                                    |                           |                         |   |
| 15 Pension plans, employee benefits  |  |                                    |                           |                         |   |
| 16a Legal fees   |  |                                    |                           |                         |   |
| b Accounting fees STMT 2   |  | 36,479.                            | 0.                        |                         | 36,479.   |
| c Other professional fees STMT 3   |  | 90,767.                            | 51,864.                   |                         | 38,903.   |
| 17 Interest  |  |                                    |                           |                         |   |
| 18 Taxes STMT 4  |  | 10,939.                            | 3,105.                    |                         | 0.  |
| 19 Depreciation and depletion  |  |                                    |                           |                         |   |
| 20 Occupancy   |  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings   |  |                                    |                           |                         |   |
| 22 Printing and publications   |  |                                    |                           |                         |   |
| 23 Other expenses STMT 5   |  | 25,150.                            | 0.                        |                         | 25,150.   |
| 24 Total operating and administrative expenses. Add lines 13 through 23  |  | 163,335.                           | 54,969.                   |                         | 100,532.  |
| 25 Contributions, gifts, grants paid   |  | 285,250.                           |                           |                         | 280,775.  |
| 26 Total expenses and disbursements. Add lines 24 and 25   |  | 448,585.                           | 54,969.                   |                         | 381,307.  |
| 27 Subtract line 26 from line 12:  |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  |  | -1,911.                            |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |  |                                    | 391,705.                  |                         |   |
| c Adjusted net income (if negative, enter -0-)   |  |                                    |                           | N/A                     |   |

233501  
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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| Part II Balance Sheets      |  | Attached schedules and amounts in the description column should be for end-of-year amounts only |                | Beginning of year     | End of year |            |
|-----------------------------|--|---|----------------|-----------------------|-------------|------------|
|                             |  | (a) Book Value  | (b) Book Value | (c) Fair Market Value |             |            |
| Assets                      | 1  | Cash - non-interest-bearing   |                | 5,891.                | 2,940.      | 2,940.     |
|                             | 2  | Savings and temporary cash investments  |                | 145,437.              | 211,479.    | 211,479.   |
|                             | 3  | Accounts receivable ▶   |                |                       |             |            |
|                             |  | Less: allowance for doubtful accounts ▶   |                |                       |             |            |
|                             | 4  | Pledges receivable ▶  |                |                       |             |            |
|                             |  | Less: allowance for doubtful accounts ▶   |                |                       |             |            |
|                             | 5  | Grants receivable   |                |                       |             |            |
|                             | 6  | Receivables due from officers, directors, trustees, and other disqualified persons              |                |                       |             |            |
|                             | 7  | Other notes and loans receivable ▶  |                |                       |             |            |
|                             |  | Less: allowance for doubtful accounts ▶   |                |                       |             |            |
|                             | 8  | Inventories for sale or use   |                |                       |             |            |
|                             | 9  | Prepaid expenses and deferred charges   |                |                       |             |            |
|                             | 10a  | Investments - U.S. and state government obligations STMT 6                                      |                | 1,224,148.            | 1,169,496.  | 1,296,687. |
|                             | b  | Investments - corporate stock STMT 7  |                | 2,544,186.            | 2,641,388.  | 4,308,787. |
|                             | c  | Investments - corporate bonds STMT 8  |                | 525,453.              | 423,102.    | 419,348.   |
| 11                          | Investments - land, buildings, and equipment basis ▶                               |   |                |                       |             |            |
|                             | Less: accumulated depreciation ▶   |   |                |                       |             |            |
| 12                          | Investments - mortgage loans   |   |                |                       |             |            |
| 13                          | Investments - other  |   |                |                       |             |            |
| 14                          | Land, buildings, and equipment: basis ▶  |   |                |                       |             |            |
|                             | Less: accumulated depreciation ▶   |   |                |                       |             |            |
| 15                          | Other assets (describe ▶ STATEMENT 9)  |   | 23,659.        | 18,616.               | 18,616.     |            |
| 16                          | Total assets (to be completed by all filers)                                       |   | 4,468,774.     | 4,467,021.            | 6,257,857.  |            |
| Liabilities                 | 17   | Accounts payable and accrued expenses   |                | 19,924.               | 22,684.     |            |
|                             | 18   | Grants payable  |                | 5,225.                | 4,475.      |            |
|                             | 19   | Deferred revenue  |                |                       |             |            |
|                             | 20   | Loans from officers, directors, trustees, and other disqualified persons                        |                |                       |             |            |
|                             | 21   | Mortgages and other notes payable   |                |                       |             |            |
|                             | 22   | Other liabilities (describe ▶ EXCISE TAX PAYABLE)   |                | 2,276.                | 424.        |            |
| 23                          | Total liabilities (add lines 17 through 22)  |   | 27,425.        | 27,583.               |             |            |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |   |                |                       |             |            |
|                             | and complete lines 24 through 26 and lines 30 and 31                               |   |                |                       |             |            |
|                             | 24   | Unrestricted  |                | 4,441,349.            | 4,439,438.  |            |
|                             | 25   | Temporarily restricted  |                |                       |             |            |
|                             | 26   | Permanently restricted  |                |                       |             |            |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>     |   |                |                       |             |            |
|                             | and complete lines 27 through 31.  |   |                |                       |             |            |
|                             | 27   | Capital stock, trust principal, or current funds  |                |                       |             |            |
|                             | 28   | Paid-in or capital surplus, or land, bldg., and equipment fund                                  |                |                       |             |            |
|                             | 29   | Retained earnings, accumulated income, endowment, or other funds                                |                |                       |             |            |
| 30                          | Total net assets or fund balances  |   | 4,441,349.     | 4,439,438.            |             |            |
| 31                          | Total liabilities and net assets/fund balances                                     |   | 4,468,774.     | 4,467,021.            |             |            |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 4,441,349. |
| 2 | Enter amount from Part I, line 27a  | 2 | -1,911.    |
| 3 | Other increases not included in line 2 (itemize) ▶  | 3 | 0.         |
| 4 | Add lines 1, 2, and 3   | 4 | 4,439,438. |
| 5 | Decreases not included in line 2 (itemize) ▶  | 5 | 0.         |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30   | 6 | 4,439,438. |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--|--------------------------------------|----------------------------------|
| 1a <b>SHORT TERM - SEE STATEMENT 15</b>  |  | P  |                                      |                                  |
| 1b <b>LONG TERM - SEE STATEMENT 15</b>   |  | P  |                                      |                                  |
| c  |  |  |                                      |                                  |
| d  |  |  |                                      |                                  |
| e  |  |  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 22,790.             |  | 19,438.   | 3,352.                                       |
| b 905,572.            |  | 620,971.  | 284,601.                                     |
| c                     |  |   |  |
| d                     |  |   |  |
| e                     |  |   |  |

  

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a                         |                                      |   | 3,352.  |
| b                         |                                      |   | 284,601.  |
| c                         |                                      |   |   |
| d                         |                                      |   |   |
| e                         |                                      |   |   |

  

|   |   |   |          |
|---|---|---|----------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | 287,953. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |   | 3 | N/A      |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2011   | 347,491.                                 | 6,090,833.                                   | .057051   |
| 2010   | 310,414.                                 | 5,892,574.                                   | .052679   |
| 2009   | 303,513.                                 | 5,332,013.                                   | .056923   |
| 2008   | 512,114.                                 | 6,248,999.                                   | .081951   |
| 2007   | 521,556.                                 | 7,139,126.                                   | .073056   |

  

|  |   |            |
|--|---|------------|
| 2 Total of line 1, column (d)  | 2 | .321660    |
| 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 | .064332    |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5   | 4 | 6,218,651. |
| 5 Multiply line 4 by line 3  | 5 | 400,058.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 3,917.     |
| 7 Add lines 5 and 6  | 7 | 403,975.   |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 381,307.   |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate  
See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

|  |    |        |        |
|--|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |        |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b  |    | 1      | 7,834. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).   |    |        |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |    | 2      | 0.     |
| 3 Add lines 1 and 2  |    | 3      | 7,834. |
| 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      | 7,834. |
| 6 Credits/Payments:  |    |        |        |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012  | 6a | 7,410. |        |
| b Exempt foreign organizations - tax withheld at source  | 6b |        |        |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c |        |        |
| d Backup withholding erroneously withheld  | 6d |        |        |
| 7 Total credits and payments. Add lines 6a through 6d  | 7  | 7,410. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached   | 8  | 47.    |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  | 471.   |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 |        |        |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>  | 11 |        |        |

**Part VII-A Statements Regarding Activities**

|  | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| 1c 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:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.   |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities   |     | 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   |     | X  |
| 4a 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?<br>If "Yes," attach the statement required by General Instruction T.  |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?<br>If "Yes," complete Part II, col (c), and Part XV.   | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN  |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation  | 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)? If "Yes," complete Part XIV   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  |     | X  |

N/A

**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)   |  |    | 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)  |  |    | X           |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <b>N/A</b>   |  | X  |             |
| 14 | The books are in care of <b>JANET DENBESTE</b><br>Located at <b>23505 SMITHTOWN ROAD #260, EXCELSIOR, MN</b><br>Telephone no. <b>952-380-1350</b><br>ZIP+4 <b>55331</b>   |  |    |             |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year   |  | 15 | N/A         |
| 16 | At any time during calendar year 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?<br>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 | Yes No<br>X |

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

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

|  | Yes   | No   |
|--|---|------|
| 1a During the year did the foundation (either directly or indirectly):   |   |      |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here   | N/A   | 1b   |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?  |   | 1c X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):   |   |      |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?<br>If "Yes," list the years  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)  | N/A   | 2b   |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.   |   |      |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| b If "Yes," did it have excess business holdings in 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) | N/A   | 3b   |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?   |   | 4a X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?  |   | 4b X |

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 10     | PART TIME   |   |   |                                       |
|                      | 0.00  | 0.  | 0.  | 0.                                    |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

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

Total number of other employees paid over \$50,000

0

**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

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

0

**Part IX-A****Summary of Direct Charitable Activities**

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
|       |          |
|       |          |
| 2     |          |
|       |          |
|       |          |
| 3     |          |
|       |          |
|       |          |
| 4     |          |
|       |          |
|       |          |

**Part IX-B****Summary of Program-Related Investments**

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

|  | Amount |
|--|--------|
| 1 N/A  |        |
|  |        |
|  |        |
| 2  |        |
|  |        |
|  |        |
| All other program-related investments. See instructions. |        |
| 3  |        |
|  |        |
|  |        |
| <b>Total.</b> Add lines 1 through 3                      | 0.     |

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   | 1a | 6,297,642. |
| b | Average of monthly cash balances  | 1b | 15,709.    |
| c | Fair market value of all other assets   | 1c |            |
| d | Total (add lines 1a, b, and c)  | 1d | 6,313,351. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.         |
| 2 | Acquisition indebtedness applicable to line 1 assets  | 2  | 0.         |
| 3 | Subtract line 2 from line 1d  | 3  | 6,313,351. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 94,700.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 6,218,651. |
| 6 | Minimum investment return. Enter 5% of line 5   | 6  | 310,933.   |

**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  | 310,933. |
| 2a | Tax on investment income for 2012 from Part VI, line 5   | 2a | 7,834.   |
| b  | Income tax for 2012. (This does not include the tax from Part VI.)                                 | 2b |          |
| c  | Add lines 2a and 2b  | 2c | 7,834.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 303,099. |
| 4  | Recoveries of amounts treated as qualifying distributions  | 4  | 0.       |
| 5  | Add lines 3 and 4  | 5  | 303,099. |
| 6  | Deduction from distributable amount (see instructions)   | 6  | 0.       |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 303,099. |

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

|   |   |    |          |
|---|---|----|----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  |    |          |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | 1a | 381,307. |
| b | Program-related investments - total from Part IX-B  | 1b | 0.       |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |          |
| 3 | Amounts set aside for specific charitable projects that satisfy the:  |    |          |
| a | Suitability test (prior IRS approval required)  | 3a |          |
| b | Cash distribution test (attach the required schedule)   | 3b |          |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | 4  | 381,307. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 0.       |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4  | 6  | 381,307. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7   |               |                            |             | 303,099.    |
| <b>2</b> Undistributed income, if any, as of the end of 2012  |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only   |               |                            | 0.          |             |
| <b>b</b> Total for prior years:   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:   |               |                            |             |             |
| <b>a</b> From 2007  | 174,404.      |                            |             |             |
| <b>b</b> From 2008  | 204,484.      |                            |             |             |
| <b>c</b> From 2009  | 40,860.       |                            |             |             |
| <b>d</b> From 2010  | 18,257.       |                            |             |             |
| <b>e</b> From 2011  | 47,913.       |                            |             |             |
| <b>f</b> Total of lines 3a through e  | 485,918.      |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$  | 381,307.      |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a   |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount   |               |                            |             | 303,099.    |
| <b>e</b> Remaining amount distributed out of corpus   | 78,208.       |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))   | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |             |             |
| <b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5  | 564,126.      |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)   | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7   | 174,404.      |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  | 389,722.      |                            |             |             |
| <b>10</b> Analysis of line 9:   |               |                            |             |             |
| <b>a</b> Excess from 2008   | 204,484.      |                            |             |             |
| <b>b</b> Excess from 2009   | 40,860.       |                            |             |             |
| <b>c</b> Excess from 2010   | 18,257.       |                            |             |             |
| <b>d</b> Excess from 2011   | 47,913.       |                            |             |             |
| <b>e</b> Excess from 2012   | 78,208.       |                            |             |             |

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

**c** Qualifying distributions from Part XII,  
line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

**b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

### 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:

SEE STATEMENT 11

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

N/A

c Any submission deadlines:

N/A

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

N/A







FORM 990-PF OTHER INCOME STATEMENT 1

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| MISCELLANEOUS INCOME                  | 1,000.                      | 1,000.                            |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 1,000.                      | 1,000.                            |                               |

FORM 990-PF ACCOUNTING FEES STATEMENT 2

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| AUDIT FEES                   | 10,055.                      | 0.                                |                               | 10,055.                       |
| TAX RETURN PREPARATION       | 2,000.                       | 0.                                |                               | 2,000.                        |
| BOOKKEEPING                  | 24,424.                      | 0.                                |                               | 24,424.                       |
| TO FORM 990-PF, PG 1, LN 16B | 36,479.                      | 0.                                |                               | 36,479.                       |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

| DESCRIPTION                      | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL AND INVESTMENT<br>EXPENSES | 51,864.                      | 51,864.                           |                               | 0.                            |
| OTHER PROFESSIONAL FEES          | 38,903.                      | 0.                                |                               | 38,903.                       |
| TO FORM 990-PF, PG 1, LN 16C     | 90,767.                      | 51,864.                           |                               | 38,903.                       |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 4 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FEDERAL EXCISE TAXES        | 7,834.                       | 0.                                |                               | 0.                            |   |
| FOREIGN TAXES PAID          | 3,105.                       | 3,105.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 10,939.                      | 3,105.                            |                               | 0.                            |   |

| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| TRUSTEE EXPENSES            | 12,042.                      | 0.                                |                               | 12,042.                       |   |
| OFFICE EXPENSE              | 8,987.                       | 0.                                |                               | 8,987.                        |   |
| DUES & SUBSCRIPTIONS        | 2,740.                       | 0.                                |                               | 2,740.                        |   |
| OTHER MANAGEMENT EXPENSES   | 1,381.                       | 0.                                |                               | 1,381.                        |   |
| TO FORM 990-PF, PG 1, LN 23 | 25,150.                      | 0.                                |                               | 25,150.                       |   |

| FORM 990-PF                                      | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS |                |            | STATEMENT            | 6 |
|--|--|----------------|------------|----------------------|---|
| DESCRIPTION                                      | U.S.<br>GOV'T                              | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>VALUE |   |
| SEE STATEMENT 14                                 | X  |                | 1,169,496. | 1,296,687.           |   |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |  |                | 1,169,496. | 1,296,687.           |   |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |  |                |            |                      |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |  |                | 1,169,496. | 1,296,687.           |   |



|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 7 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| SEE STATEMENT 14                        | 2,641,388. | 4,308,787.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 2,641,388. | 4,308,787.        |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| SEE STATEMENT 14                        | 423,102.   | 419,348.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 423,102.   | 419,348.          |

|             |              |           |   |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 9 |
|-------------|--------------|-----------|---|

| DESCRIPTION                      | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|----------------------------|------------------------|-------------------|
| ACCRUED INTEREST AND DIVIDENDS   | 23,659.                    | 18,616.                | 18,616.           |
| TO FORM 990-PF, PART II, LINE 15 | 23,659.                    | 18,616.                | 18,616.           |

## STATEMENT 10

### Archie D. & Bertha H. Walker Foundation – 2012 Officers and Trustees

---

Harriet W. Fitts  
Trustee  
38 Nelson Avenue  
Provincetown, MA 02657

William S. Fitts  
Trustee  
38 Nelson Avenue  
Provincetown, MA 02657

Julia W. Gilmore  
Vice-President and Trustee  
P.O. Box 82  
Blue Hill, ME 04614

Bronwyn A. E. Griffith  
Trustee  
Lundagatan 37  
117 27 Stockholm  
Sweden

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

Catherine L. Lamb  
Treasurer and Trustee  
1401 JFK Boulevard  
Municipal Service Building  
14<sup>th</sup> Floor  
Philadelphia, PA 19102

Dana D. McCannel  
Trustee  
645 Commercial Street  
Provincetown, MA 02657

Herbert J. Motley, Jr.  
Secretary and Trustee  
7 Dustin Lane  
Jaffrey, NH 03452

Teri M. Motley  
Trustee  
7 Dustin Lane  
Jaffrey, NH 03452

Amy C. Walker  
Trustee  
1707 Caribbean Drive  
Sarasota, FL 34231-3116

Berta B. Walker  
Trustee  
208 Bradford Street  
Provincetown, MA 02657

Lucinda H. Walker  
Trustee  
214 Old Barn  
P.O. Box 487  
Brownsville, VT 05037

Sally L. Walker  
Trustee  
707 Sixth Street NE #A  
Washington, DC 20002

Janet DenBeste  
Assistant Treasurer  
23505 Smithtown Road  
Suite 260  
Excelsior, MN 55331

Joan Schoepke  
Assistant Secretary  
10215 Scarborough Road  
Bloomington, MN 55437-2516

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

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

Attention: Ms. Jan DenBeste

Telephone Number: (952) 380-1350

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

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

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

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

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

**ARCHIE D. AND BERTHA H. WALKER FOUNDATION****EIN #41-6022758****CONTRIBUTIONS PAID****Year Ended December 31, 2012**

|  | <u>2012</u>      |
|--|------------------|
| <b>Chemical Dependency:</b>                      |                  |
| Ascension Place                                  | \$ 3,000         |
| Bridge for Runaway Youth                         | 1,500            |
| Canvas Health                                    | 2,000            |
| Comunidades Latinas Unidas En Servicio           | 1,500            |
| Emma Norton Services                             | 2,500            |
| Employment Action Center (WIT)                   | 3,000            |
| Family Housing Fund                              | 2,000            |
| Hmong American Partnership                       | 2,500            |
| Minneapolis Community Technical College          | 3,000            |
| Minnesota Assistance Council for Veterans        | 4,000            |
| Minnesota Organization on Fetal Alcohol Syndrome | 2,000            |
| People Incorporated                              | 4,000            |
| Perspectives, Inc.                               | 2,500            |
| Rebuild Resources, Inc.                          | 4,000            |
| RELATE, Inc.                                     | 1,500            |
| The Retreat                                      | 3,000            |
| St. Stephen's Human Services                     | 3,000            |
| Teens Alone                                      | 3,000            |
| Tubman Family Alliance                           | 2,500            |
| Twelfth Step House, Inc.                         | 3,000            |
| Walk-In Counseling Center                        | 3,000            |
| The Wayside House                                | 3,000            |
| West Side Community Health Services              | 4,000            |
|  | <u>\$ 63,500</u> |

**ARCHIE D. AND BERTHA H. WALKER FOUNDATION**

EIN #41-6022758

**CONTRIBUTIONS PAID**

Year Ended December 31, 2012

|  | <u>2012</u>      |
|--|------------------|
| <b>Racism:</b>   |                  |
| Access Justice, PSC  | \$ 2,000         |
| Achieve Minneapolis  | 3,000            |
| Amaze  | 3,000            |
| Amherst H. Wilder Foundation   | 5,000            |
| Breaking Free  | 5,000            |
| CAIR Minnesota   | 3,000            |
| College Possible   | 3,000            |
| Conflict Resolution Center   | 5,000            |
| Education Concerns for Hunger Organization (ECHO)                    | 1,000            |
| Girl Scout Council of Greater Minnesota &<br>Wisconsin River Valleys | 1,000            |
| Immigrant Law Center of Minnesota                                    | 3,000            |
| Indian Child Welfare Law Center                                      | 2,000            |
| Minnesota Youth Intervention Programs Association                    | 3,000            |
| Page Education Foundation  | 5,000            |
| Sabathani Community Center   | 3,000            |
| St. Paul Area Council of Churches                                    | 2,000            |
| Southside Family Charter School                                      | 3,000            |
| The Works  | 3,000            |
| YouthCARE  | 2,500            |
| YWCA of Minneapolis  | 2,500            |
|  | <u>\$ 60,000</u> |
| <b>Family Interests:</b>   |                  |
| The ALS Association MN Chapter                                       | \$ 1,000         |
| Fine Arts Work Center/Provincetown                                   | 12,825           |
| St. Croix River Association  | 5,000            |
| United Way of the Greater Twin Cities                                | 2,850            |
|  | <u>\$ 21,675</u> |

**ARCHIE D. AND BERTHA H. WALKER FOUNDATION****EIN #41-6022758****CONTRIBUTIONS PAID****Year Ended December 31, 2012**

|   | <b>2012</b> |
|---|-------------|
| <b>Arts and Culture:</b>                        |             |
| Arena Dances, Inc                               | \$ 3,000    |
| Cantus  | 3,000       |
| Children's Theatre Company                      | 1,000       |
| Coffee House Press                              | 3,000       |
| Commonweal Theatre Company                      | 1,000       |
| Franconia Sculpture Park                        | 3,000       |
| Free Arts for Abused Children of Minnesota      | 3,500       |
| Guthrie Theater                                 | 1,000       |
| Highpoint Center for Printmaking                | 3,500       |
| History Theater                                 | 1,000       |
| Illusion Theater and School, Inc.               | 4,000       |
| In the Heart of the Beast                       | 2,000       |
| James Sewell Ballet                             | 1,500       |
| The Jungle Theater                              | 1,500       |
| KFAI Fresh Air Inc.                             | 1,500       |
| MacPhail Center for Music                       | 2,000       |
| Midwest Art Conservation Center                 | 2,500       |
| Minnesota Center for Book Arts                  | 1,000       |
| Minnesota Children's Museum                     | 2,500       |
| The Minnesota Orchestral Association            | 1,000       |
| The Minnesota Sinfonia                          | 3,000       |
| Minnesota Youth Symphonies                      | 1,500       |
| Mixed Blood Theatre Company                     | 2,500       |
| Native American Community Development Institute | 1,500       |
| Northfield Union of Youth                       | 2,000       |
| Northwest Youth & Family Services               | 2,000       |
| Ordway Center for the Performing Arts           | 1,500       |
| Pangea World Theater                            | 1,000       |
| Park Square Theatre                             | 2,500       |
| Penumbra Theater Company, Inc.                  | 1,000       |
| Pillsbury House Theatre                         | 2,000       |
| The Playwrights' Center                         | 1,000       |
| St. Catherine University                        | 3,000       |
| St. Paul Chamber Orchestra                      | 3,000       |
| Sample Night Live                               | 1,000       |
| Skylark Opera                                   | 2,300       |
| Stepping Stone Theatre                          | 1,500       |

**ARCHIE D. AND BERTHA H. WALKER FOUNDATION****EIN #41-6022758****CONTRIBUTIONS PAID****Year Ended December 31, 2012**

|   | <b>2012</b>      |
|---|------------------|
| <b>Arts and Culture (continued):</b>                      |                  |
| Ten Thousand Things Theater                               | \$ 2,000         |
| Textile Center of Minnesota                               | 3,000            |
| TU Dance  | 1,500            |
| Upstream Arts   | 3,000            |
| Weavers Guild of Minnesota                                | 1,000            |
| Youth Performance Company                                 | 3,000            |
| Zenon Dance Company                                       | 3,000            |
|   | <b>\$ 91,300</b> |
| <b>Matching Grants:</b>                                   |                  |
| Abbott Northwestern Hospital                              | \$ 250           |
| The Barnes Foundation                                     | 3,000            |
| BIG Arts  | 100              |
| Court Appointed Special Advocates (CASA) of Orange County | 1,500            |
| Children's Hospital of SW Florida                         | 150              |
| Compatible Technology International                       | 250              |
| The Cowles Center   | 1,000            |
| Ding Darling Wildlife Society                             | 100              |
| Fellowship Alliance Chapel                                | 250              |
| Fine Arts Work Center/Provincetown                        | 2,000            |
| Friends of Central School                                 | 400              |
| Gibson House Museum                                       | 50               |
| Groton School   | 100              |
| Harvard University  | 100              |
| Harvard University Band                                   | 25               |
| Historic New England                                      | 100              |
| The Jungle Theater  | 150              |
| Juvenile Diabetes Research                                | 50               |
| Juvenile Law Center                                       | 1,000            |
| Main Line Art Center                                      | 1,500            |
| Metropolitan Opera Guild                                  | 75               |
| Minn Post   | 50               |
| Minnesota Historical Society                              | 65               |
| The Minnesota Opera                                       | 150              |
| Minnesota Public Radio                                    | 200              |
| Nahant Historical Society                                 | 100              |
| Nahant Village Church                                     | 500              |
| National Association for Children of Alcoholics           | 200              |
| The Nature Conservancy of Montana                         | 1,500            |
| Park Theatre  | 100              |
| Pathways Minneapolis                                      | 150              |
| Philabundance   | 1,000            |

**ARCHIE D. AND BERTHA H. WALKER FOUNDATION**

EIN #41-6022758

**CONTRIBUTIONS PAID**

Year Ended December 31, 2012

|  | <u>2012</u>              |
|--|--------------------------|
| <b>Matching Grants (continued):</b>      |                          |
| The Philadelphia School                  | 750                      |
| Philadelphia Theatre Company             | 1,500                    |
| Ringling Museum of Arts Foundation       | \$ 1,500                 |
| Sagebrush Equine Training Center         | 1,000                    |
| St. Croix River Association              | 500                      |
| St. Mark's School                        | 50                       |
| St. Timothy's School                     | 100                      |
| The Salvation Army                       | 1,500                    |
| Sanibel - Captiva Conservation           | 150                      |
| Sanibel Music Festival, Inc.             | 150                      |
| Second Harvest Heartland                 | 150                      |
| Shirley-Eustis House Association         | 25                       |
| Society of the Cincinnati Anderson House | 50                       |
| Soup Kitchen of Provincetown             | 2,100                    |
| Tustin Area Women's Club                 | 1,500                    |
| Twin Cities Public Television            | 125                      |
| United Church of Jaffrey                 | 1,680                    |
| Vermont Caribbean Institute              | 1,130                    |
| Vocalescence                             | 1,000                    |
| Walker Methodist Foundation              | 1,000                    |
| Wayside House Inc                        | 125                      |
| Wilbraham & Monson Academy               | 250                      |
| Wild Care Inc.                           | 200                      |
| The Winsor School                        | 1,000                    |
| Wounded Warrior Project                  | 500                      |
| Yale University                          | 100                      |
| Total Matching Grants Authorized         | <u>\$ 34,300</u>         |
| <b>Minor Grants:</b>                     |                          |
| Big Brothers Big Sisters                 | \$ 1,000                 |
| Boys and Girls Club of the Twin Cities   | 1,000                    |
| Domestic Abuse Intervention              | 1,000                    |
| Domestic Abuse Project                   | 1,000                    |
| Learning Disabilities Association        | 1,000                    |
| Project for Pride in Living              | 1,000                    |
| Science Museum of Minnesota              | 1,000                    |
| Teenwise Minnesota                       | 1,000                    |
| Thomas Irvine Dodge Nature Center        | 1,000                    |
| Twin Cities Public Television            | 1,000                    |
|  | <u>\$ 10,000</u>         |
| Total contributions paid during the year | <u><u>\$ 280,775</u></u> |



**ARCHIE D. AND BERTHA H. WALKER FOUNDATION**

**EIN #41-6022758**

**CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT**

**Year Ended December 31, 2012**

|   | <u>2012</u>     |
|---|-----------------|
| The Blake School                                | \$ 300          |
| Fessenden School                                | 50              |
| Fine Arts Work Center                           | 1,500           |
| Gibson House Museum                             | 25              |
| Groton School                                   | 50              |
| Harvard University                              | 50              |
| Harvard University - Villa                      | 1,000           |
| Harvard University Band                         | 25              |
| Hazelden Foundation                             | 250             |
| Historic New England                            | 50              |
| Institute for Safe Families                     | 400             |
| Onaway Camp Trust                               | 50              |
| Perspectives Inc.                               | 500             |
| Pleon Yacht Club                                | 50              |
| Shirley-Eustis House Association                | 25              |
| Shore Country Day School                        | 100             |
| Society of the Cincinnati Anderson House        | 50              |
| Total contributions approved for future payment | <u>\$ 4,475</u> |

# ARCHIE D. AND BERTHA H. WALKER FOUNDATION

## MARKETABLE SECURITIES

December 31, 2012 and 2011

| DESCRIPTION                              | December 31, 2012                     |              |                 | December 31, 2011                     |              |                 |
|--|---------------------------------------|--------------|-----------------|---------------------------------------|--------------|-----------------|
|  | Face Amount<br>or Number<br>of Shares | Cost         | Market<br>Value | Face Amount<br>or Number<br>of Shares | Cost         | Market<br>Value |
| <b>Corporate stocks:</b>                 |                                       |              |                 |                                       |              |                 |
| Accenture PLC                            | 2,585                                 | \$ 83,813    | \$ 171,903      | 2,975                                 | \$ 96,458    | \$ 158,359      |
| Automatic Data Processing, Inc           | 3,150                                 | 106,492      | 179,329         | 3,150                                 | 106,492      | 170,131         |
| Bard C R, Inc                            | 1,630                                 | 123,777      | 159,316         | 1,630                                 | 123,777      | 139,365         |
| Bemis, Inc                               | -                                     | -            | -               | 4,850                                 | 62,613       | 145,888         |
| CVS/Caremark Corp                        | 3,790                                 | 58,519       | 183,246         | 4,520                                 | 71,687       | 184,326         |
| Danaher Corp                             | 3,130                                 | 115,395      | 174,967         | 3,130                                 | 115,395      | 147,235         |
| Donaldson Co Inc                         | 4,300                                 | 91,322       | 141,212         | 2,440                                 | 103,640      | 166,115         |
| Ecolab, Inc                              | 2,340                                 | 114,767      | 168,246         | 3,165                                 | 155,229      | 182,969         |
| Expeditors International Washington, Inc | 4,570                                 | 148,947      | 180,744         | 3,590                                 | 114,248      | 147,046         |
| Fedex Corporation                        | 1,850                                 | 168,317      | 169,682         | 1,850                                 | 168,317      | 154,494         |
| Franklin Resources Inc                   | 1,415                                 | 50,099       | 177,865         | 1,415                                 | 50,099       | 135,925         |
| Illinois Tool Works, Inc                 | 2,770                                 | 18,971       | 168,444         | 3,160                                 | 21,642       | 147,604         |
| Johnson & Johnson                        | 2,385                                 | 121,979      | 167,188         | 2,385                                 | 121,979      | 156,408         |
| Johnson Controls, Inc                    | 6,600                                 | 188,131      | 202,422         | 5,200                                 | 152,235      | 162,552         |
| Kohls Corp                               | -                                     | -            | -               | 2,850                                 | 117,627      | 140,648         |
| Medtronic, Inc                           | 4,450                                 | 66,336       | 182,539         | 4,450                                 | 66,336       | 170,213         |
| Microsoft Corp                           | 5,115                                 | 122,453      | 136,620         | 6,150                                 | 148,441      | 159,654         |
| Novartis AG - ADR                        | 3,030                                 | 183,913      | 191,799         | 2,630                                 | 162,507      | 150,357         |
| Oracle Corporation                       | 5,360                                 | 131,620      | 178,595         | 5,360                                 | 131,620      | 137,484         |
| Proctor & Gamble Co                      | 2,600                                 | 162,555      | 176,514         | 2,600                                 | 162,555      | 173,446         |
| Qualcomm Inc                             | 2,630                                 | 167,869      | 162,691         | -                                     | -            | -               |
| Sherwin Williams Company                 | 1,220                                 | 28,346       | 187,660         | 1,735                                 | 40,311       | 154,883         |
| Sigma Aldrich Corporation                | 2,310                                 | 18,913       | 169,970         | 2,160                                 | 21,369       | 163,021         |
| Stryker Corp                             | 2,855                                 | 142,703      | 156,511         | 2,855                                 | 142,703      | 141,922         |
| Sysco Corporation                        | 5,950                                 | 55,343       | 188,377         | 5,950                                 | 55,343       | 174,513         |
| Thermo Fisher Scientific Inc             | 2,840                                 | 145,271      | 181,135         | -                                     | -            | -               |
| Wal Mart Stores, Inc                     | 2,225                                 | 25,537       | 151,812         | 2,750                                 | 31,563       | 164,340         |
| Total corporate stocks                   | 81,100                                | \$ 2,641,388 | \$ 4,308,787    | 82,950                                | \$ 2,544,186 | \$ 3,928,898    |

# **ARCHIE D. AND BERTHA H. WALKER FOUNDATION**

## **MARKETABLE SECURITIES**

**December 31, 2012 and 2011**

| DESCRIPTION  | December 31, 2012                     |              |                 | December 31, 2011                     |              |                 |
|--|---------------------------------------|--------------|-----------------|---------------------------------------|--------------|-----------------|
|  | Face Amount<br>or Number<br>of Shares | Cost         | Market<br>Value | Face Amount<br>or Number<br>of Shares | Cost         | Market<br>Value |
| <b>United States notes:</b>                        |                                       |              |                 |                                       |              |                 |
| United States Treasury notes, 4 25%, due 8/15/15   | 150,000                               | \$ 150,006   | \$ 165,270      | 150,000                               | \$ 150,006   | \$ 169,980      |
| United States Treasury notes, 4 25%, due 11/15/17  | -                                     | -            | -               | 100,000                               | 108,149      | 118,117         |
| United States Treasury notes, 3 125%, due 5/15/19  | 150,000                               | 144,289      | 169,875         | 150,000                               | 144,289      | 168,187         |
| United States Treasury notes, 3 625%, due 2/15/20  | 150,000                               | 159,852      | 175,266         | 150,000                               | 159,852      | 173,966         |
| United States Treasury notes, 3 625%, due 2/15/21  | 150,000                               | 156,773      | 176,075         | 150,000                               | 156,773      | 174,153         |
| Total United States notes                          | 600,000                               | 610,920      | 686,486         | 700,000                               | 719,069      | 804,403         |
| <b>State government and federal agency bonds:</b>  |                                       |              |                 |                                       |              |                 |
| Grand Rapids, MN, 5 875%, due 6/1/13               | 100,000                               | 100,967      | 102,011         | 100,000                               | 100,967      | 106,627         |
| Des Plaines III, 4 75%, due 12/1/12                | -                                     | -            | -               | 100,000                               | 102,530      | 102,760         |
| Baltimore, MD, 5 625%, due 10/15/17                | 100,000                               | 100,974      | 118,321         | 100,000                               | 100,974      | 119,053         |
| Snohomish Cnty, WA, 2 00%, due 12/1/17             | 100,000                               | 104,690      | 104,933         | -                                     | -            | -               |
| Michigan State, 4 99%, due 5/1/18                  | 100,000                               | 99,921       | 116,947         | 100,000                               | 99,921       | 115,843         |
| Federal Farm Credit Bank, 4 41%, due 1/18/18       | 100,000                               | 100,687      | 117,163         | 100,000                               | 100,687      | 116,550         |
| Lexington-Fayette Urban Cnty K, 3 00%, due 10/1/22 | 50,000                                | 51,337       | 50,826          | -                                     | -            | -               |
| Total state government and federal agency bonds    | 550,000                               | 558,576      | 610,201         | 500,000                               | 505,079      | 560,833         |
| <b>Corporate bonds:</b>                            |                                       |              |                 |                                       |              |                 |
| Coca-Cola Co, 3 625%, due 3/15/14                  | 200,000                               | 211,979      | 207,514         | 200,000                               | 211,979      | 212,904         |
| Hewlett-Packard Co, 4 50%, due 3/1/13              | -                                     | -            | -               | 100,000                               | 102,351      | 102,845         |
| Merck & Co Inc, 4 00%, due 6/30/15                 | 50,000                                | 53,208       | 54,266          | 50,000                                | 53,208       | 55,062          |
| Occidental Petroleum Corp, 2 50%, due 2/1/16       | 150,000                               | 157,915      | 157,568         | 150,000                               | 157,915      | 156,889         |
| Total corporate bonds                              | 400,000                               | 423,102      | 419,348         | 500,000                               | 525,453      | 527,700         |
| Total marketable securities                        |                                       | \$ 4,233,986 | \$ 6,024,822    |                                       | \$ 4,293,787 | \$ 5,821,834    |