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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

LESTER A WALKER FOUNDATION
P O BOX 169
FREMONT, NE 68026-0169**A** Employer identification number
47-6022547**B** Telephone number (see the instructions)**G** Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 2,891,114.**J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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)

REVENUE	1	Contributions, gifts, grants, etc. received (att sch)				
	2	Cl <input checked="" 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	94,198.	94,198.	94,198.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	38,631.			
	b	Gross sales price for all assets on line 6a 527,954.				
	7	Capital gain net income (from Part IV, line 2)		38,631.		
	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)					
	See Statement 1	5.	5.	5.		
12	Total. Add lines 1 through 11	132,834.	132,834.	94,203.		
ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	12,141.	12,141.	12,141.	
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 2	1,395.	1,395.	1,395.	
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 3	2,940.	2,940.	2,940.	
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
23	Other expenses (attach schedule)					
	See Statement 4	5.	5.	5.		
24	Total operating and administrative expenses. Add lines 13 through 23	16,481.	16,481.	16,481.		
25	Contributions, gifts, grants paid Part XV	143,077.			143,077.	
26	Total expenses and disbursements. Add lines 24 and 25	159,558.	16,481.	16,481.	143,077.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-26,724.				
b	Net investment income (if negative, enter -0-)		116,353.			
c	Adjusted net income (if negative, enter -0-)			77,722.		

23

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	122,292.	96,357.	96,357.
	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) Statement 5	60,000.	35,000.	38,102.
	b Investments — corporate stock (attach schedule) Statement 6	988,563.	767,656.	1,022,161.
	c Investments — corporate bonds (attach schedule) Statement 7	702,205.	635,255.	706,254.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 8	684,149.	997,703.	1,027,221.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe See Statement 9)	2,505.	1,019.	1,019.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,559,714.	2,532,990.	2,891,114.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	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	2,559,714.	2,532,990.	
	30 Total net assets or fund balances (see instructions)	2,559,714.	2,532,990.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,559,714.	2,532,990.	

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	2,559,714.
2 Enter amount from Part I, line 27a	2	-26,724.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,532,990.
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	2,532,990.

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)
1 a PER ATTACHED SCHEDULE		P	Various	Various
b PER ATTACHED SCHEDULE		P	Various	Various
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 67,040.		62,458.	4,582.
b 460,914.		426,865.	34,049.
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			4,582.
b			34,049.
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	38,631.
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	0.

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	138,152.	2,899,888.	0.047640
2010	124,973.	2,796,869.	0.044683
2009	146,419.	2,517,244.	0.058166
2008	165,416.	2,972,017.	0.055658
2007	155,370.	3,356,005.	0.046296

2 Total of line 1, column (d)	2	0.252443
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	0.050489
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,864,113.
5 Multiply line 4 by line 3	5	144,606.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,164.
7 Add lines 5 and 6	7	145,770.
8 Enter qualifying distributions from Part XII, line 4	8	143,077.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,327.
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	2,327.
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	2,327.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,920.	
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		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,920.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	407.	
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
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 <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? <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?		N/A
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) NE		
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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Form 990-PF (2012)

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>N/A</u>	13	X	
14	The books are in care of <u>FREMONT NATIONAL BANK & TRUST</u> Telephone no. <u>402-721-1050</u> Located at <u>P O BOX 169, FREMONT, NE</u> ZIP + 4 <u>68026-0169</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	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 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)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	N/A
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	N/A
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	N/A
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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Form 990-PF (2012)

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)?

5b N/A

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 (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
JANE WALKER 84404 PHEASANT LANE PLEASANT HILL, OR 97455	Trustee 0	0.	0.	0.
G MICHAEL WISEMAN 92 WEST 5TH FREMONT, NE 68025	Trustee 0	3,235.	0.	0.
FREMONT NATIONAL BANK & TRUST P O BOX 169 FREMONT, NE 68026-0169	Trustee 0	8,906.	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

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 (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.		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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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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	1 a	2,765,069.
b Average of monthly cash balances	1 b	142,660.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	2,907,729.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,907,729.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	43,616.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,864,113.
6 Minimum investment return. Enter 5% of line 5	6	143,206.

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	143,206.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	2,327.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b		2 c	2,327.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	140,879.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	140,879.
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	140,879.

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	143,077.
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	143,077.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	143,077.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				140,879.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			143,077.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 143,077.				
a Applied to 2011, but not more than line 2a			143,077.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				140,879.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 | | | | <input type="checkbox"/> 4942(j)(3) or | <input type="checkbox"/> 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 | Tax year | Prior 3 years | | | (e) Total |
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon. | | | | | |
| a 'Assets' alternative test — enter. | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c 'Support' alternative test — enter. | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
- None
-
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed
-
- b** The form in which applications should be submitted and information and materials they should include.
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions,

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 10				
Total			3a	143,077.
<i>b Approved for future payment</i>				
Total			3b	

2012

Federal Statements

Page 1

Client 19300891

LESTER A WALKER FOUNDATION

47-6022547

4/24/13

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
LITIGAT SETTLEMENT/OTHER	\$ 5.	\$ 5.	\$ 5.
Total	\$ 5.	\$ 5.	\$ 5.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ERICKSON & BROOKS	\$ 1,395.	\$ 1,395.	\$ 1,395.	
Total	\$ 1,395.	\$ 1,395.	\$ 1,395.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL INCOME TAX	\$ 2,117.	\$ 2,117.	\$ 2,117.	
FOREIGN TAXES	823.	823.	823.	
Total	\$ 2,940.	\$ 2,940.	\$ 2,940.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OTHER	\$ 5.	\$ 5.	\$ 5.	
Total	\$ 5.	\$ 5.	\$ 5.	\$ 0.

2012

Federal Statements

Page 2

Client 19300891

LESTER A WALKER FOUNDATION

47-6022547

4/24/13

04.39PM

Statement 5
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

US GOVT BONDS	Cost	\$	0.	\$	0.
<u>State/Municipal Obligations</u>	<u>Valuation Method</u>		<u>Book Value</u>		<u>Fair Market Value</u>
MUNICIPAL BONDS	Cost		35,000.		38,102.
		\$	35,000.	\$	38,102.
	Total	\$	35,000.	\$	38,102.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>		<u>Book Value</u>		<u>Fair Market Value</u>
CORPORATE STOCKS	Cost	\$	767,656.	\$	1,022,161.
	Total	\$	767,656.	\$	1,022,161.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>		<u>Book Value</u>		<u>Fair Market Value</u>
CORPORATE BONDS	Cost	\$	635,255.	\$	706,254.
	Total	\$	635,255.	\$	706,254.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Publicly Traded Securities</u>	<u>Valuation Method</u>		<u>Book Value</u>		<u>Fair Market Value</u>
MUTUAL FUNDS	Cost	\$	997,703.	\$	1,027,221.
	Total	\$	997,703.	\$	1,027,221.

Client 19300891

LESTER A WALKER FOUNDATION

47-6022547

4/25/13

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Statement 9
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
DIVIDENDS RECEIVABLE	\$ 1,019.	\$ 1,019.
Total	<u>\$ 1,019.</u>	<u>\$ 1,019.</u>

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
HOSPICE OF ARIZONA AT BRYANS 222 W NERN AVE STE A100 PHOENIX, AZ 85021		PUBLIC	CURRENT OPERATIONS	\$ 6,081.
DODGE COUNTY HISTORICAL SOCIETY FREMONT, NE 68026		PUBLIC	CURRENT OPERATIONS	1,500.
ST JAMES EPISCOPAL CHURCH P O BOX 627 FREMONT, NE 68026		CHURCH	CURRENT OPERATIONS	4,580.
MIDLAND UNIVERSITY 900 N CLARKSON FREMONT, NE 68025		PUBLIC	SCHOLARSHIP FUND	5,700.
NEBR INDEP COLLEGE FUND 4940 S 114TH ST OMAHA, NE 68137		PUBLIC	SCHOLARSHIP FUND	2,280.
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAK CORPORATE DR FAIRFAX, VA 22031		PUBLIC	SCHOLARSHIP FUND	2,280.
PLANNED PARENTHOOD 4610 DODGE ST OMAHA, NE 68132		PUBLIC	CURRENT OPERATIONS	1,140.
MCCOOK LESTER WALKER FNDT P O BOX 1328 MCCOOK,, NE 69001		PUBLIC	CURRENT OPERATIONS	3,420.
FREMONT AREA COMMUNITY FOUNDAT 450 E 23RD ST FREMONT, NE 68025		PUBLIC	CURRENT OPERATIONS	95,165.

2012

Federal Statements

Page 4

Client 19300891

LESTER A WALKER FOUNDATION

47-6022547

4/24/13

04.39PM

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
JOHN C LINCOLN HEALTH FOUND 9108 N 3RD ST PHOENIX, AZ 85020		PUBLIC	CURRENT OPERATIONS	\$ 6,081.
DODGE CNTY 4-H FOUNDATION 1206 W 23RD FREMONT, NE 68025		PUBLIC	CURRENT OPERATIONS	1,140.
REBUILDING TOGETHER GREATER FREMONT FREMONT, NE 68025		PUBLIC	CURRENT OPERATIONS	13,710.
Total \$				<u>143,077.</u>

ACCT N807 300298015
FROM 01/01/2012
TO 12/31/2012

FREMONT NATIONAL BANK & TRUST
STATEMENT OF CAPITAL GAINS AND LOSSES
THE LESTER A WALKER FOUNDATION

PAGE 56

RUN 01/30/2013
04:36:18 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 22
TRUST ADMINISTRATOR: RKO
INVESTMENT OFFICER: TJS

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
10.0000 AMGEN INC - 031162100 - MINOR = 477							
SOLD		01/26/2012	680.19				
ACQ	10.0000	11/12/2009	680.19	555.68	124.51	LT15	Y
150.0000 BARCLAYS BK PLC IPATH INDEX LKD SECS LKD TO DOW JONES - 06738C778 - MINOR = 541							
SOLD		01/27/2012	6580.82				
ACQ	30.0000	07/29/2009	1316.16	1083.27	232.89	LT15	Y
	50.0000	02/24/2010	2193.61	2008.40	185.21	LT15	Y
	70.0000	07/02/2010	3071.05	2618.13	452.92	LT15	Y
401.2840 FIDELITY ADVISOR STRATEGIC INCOME FUND CLASS I #648 - 315920801 - MINOR = 592							
SOLD		02/15/2012	5000.00				
ACQ	152.2070	11/09/2010	1896.50	2000.00	-103.50	LT15	Y
	156.1280	12/14/2010	1945.36	2000.00	-54.64	LT15	Y
	2.7200	09/13/2010	33.89	34.60	-0.71	LT-W	Y
	90.2290	09/13/2010	1124.25	1147.71	-23.46	LT15	Y
.5950 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464							
SOLD		02/22/2012	47.06				
ACQ	.5950	02/14/2011	47.06	21.28	25.78	LT15	
35.0000 WALGREEN CO - 931422109 - MINOR = 461							
SOLD		03/28/2012	1213.78				
ACQ	35.0000	01/31/2008	1213.78	1205.07	8.71	LT15	Y
50.0000 BEST BUY COMPANY INCORPORATED - 086516101 - MINOR = 451							
SOLD		03/30/2012	1206.51				
ACQ	40.0000	04/20/2007	965.21	1952.83	-987.62	LT15	Y
	10.0000	06/01/2007	241.30	489.40	-248.10	LT15	Y
65.0000 HEWLETT-PACKARD CO - 428236103 - MINOR = 484							
SOLD		03/30/2012	1535.53				
ACQ	20.0000	11/09/2010	472.47	890.26	-417.79	LT15	Y
	25.0000	12/14/2010	590.59	1042.50	-451.91	LT15	Y
	20.0000	02/10/2011	472.47	985.00	-512.53	LT15	
.6420 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464							
SOLD		05/24/2012	44.16				
ACQ	.1380	02/14/2011	9.49	4.86	4.63	LT15	
	.5040	11/13/2009	34.67	17.73	16.94	LT15	Y
18.0000 PEABODY ENERGY CORP COM - 704549104 - MINOR = 464							
SOLD		06/06/2012	435.97				
ACQ	18.0000	08/03/2011	435.97	968.66	-532.69	ST	
1208.7030 FIDELITY ADVISOR STRATEGIC INCOME FUND CLASS I #648 - 315920801 - MINOR = 592							
SOLD		06/14/2012	15012.09				
ACQ	64.2840	09/13/2010	798.41	817.69	-19.28	LT15	Y
	158.2280	03/28/2011	1965.19	2000.00	-34.81	LT15	Y
	238.0950	02/10/2011	2957.14	3000.00	-42.86	LT15	Y
	159.3630	04/21/2010	1979.29	2000.00	-20.71	LT15	Y
	12.0790	02/11/2011	150.02	151.59	-1.57	LT15	Y
	26.0310	12/22/2010	323.30	323.83	-0.53	LT15	Y
	21.6980	12/22/2010	269.49	269.92	-0.43	LT15	Y
	406.1740	07/02/2010	5044.68	5000.00	44.68	LT15	Y
	122.7510	11/12/2009	1524.57	1503.70	20.87	LT15	Y
20.0000 AMGEN INC - 031162100 - MINOR = 477							
SOLD		06/28/2012	1428.40				
ACQ	10.0000	11/12/2009	714.20	555.68	158.51	LT15	Y
	10.0000	09/13/2010	714.20	542.88	171.31	LT15	Y
70.0000 APPLIED MATERIALS INC COM - 038222105 - MINOR = 490							
SOLD		06/28/2012	770.69				
ACQ	70.0000	11/12/2009	770.69	914.89	-144.20	LT15	Y
20.0000 GOLDMAN SACHS GROUP INC COM - 38141G104 - MINOR = 471							
SOLD		06/28/2012	1861.56				
ACQ	10.0000	02/08/2010	930.78	1514.67	-583.89	LT15	Y
	10.0000	07/02/2010	930.78	1315.38	-384.60	LT15	Y
80.0000 STATE STREET CORP COM - 857477103 - MINOR = 469							
SOLD		06/28/2012	3436.32				
ACQ	25.0000	11/12/2009	1073.85	1050.99	22.86	LT15	Y
	25.0000	04/21/2010	1073.85	1107.42	-33.57	LT15	Y
	30.0000	07/02/2010	1288.62	989.09	299.53	LT15	Y
25.0000 ZIMMER HOLDINGS INC COM - 98956P102 - MINOR = 479							
SOLD		06/28/2012	1555.22				
ACQ	25.0000	12/16/2008	1555.22	988.48	566.74	LT15	Y
20.0000 APACHE CORP - 037411105 - MINOR = 467							
SOLD		08/02/2012	1648.76				
ACQ	20.0000	05/05/2006	1648.76	1432.80	215.96	LT15	Y
25.0000 BOEING CO - 097023105 - MINOR = 410							
SOLD		08/02/2012	1794.21				
ACQ	25.0000	07/29/2009	1794.21	1078.22	715.99	LT15	Y
25.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 482							
SOLD		08/02/2012	1707.72				
ACQ	25.0000	11/26/2003	1707.72	1243.25	464.47	LT15	Y
19.0000 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464							
SOLD		08/02/2012	1435.61				
ACQ	1.7510	11/13/2009	132.30	60.66	71.64	LT15	Y
	1.2610	08/14/2009	95.28	43.67	51.61	LT15	Y
	3.0580	02/12/2010	231.06	105.90	125.16	LT15	Y
	12.9300	09/14/2006	976.97	447.74	529.23	LT15	Y
20.0000 UNITED PARCEL SERVICE INC CL B-COM - 911312106 - MINOR = 411							
SOLD		08/02/2012	1496.18				
ACQ	20.0000	09/14/2006	1496.18	1443.83	52.35	LT15	Y

ACCT N807 300298015
FROM 01/01/2012
TO 12/31/2012

FREMONT NATIONAL BANK & TRUST
STATEMENT OF CAPITAL GAINS AND LOSSES
THE LESTER A WALKER FOUNDATION

PAGE 57

RUN 01/30/2013
04:36:18 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 22
TRUST ADMINISTRATOR: RKO
INVESTMENT OFFICER: TJS

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
.6220 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464							
SOLD		08/21/2012	45.70				
ACQ	.6220	09/14/2006	45.70	21.54	24.16	LT15	Y
.3420 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464							
SOLD		11/23/2012	24.22				
ACQ	.3420	09/14/2006	24.22	11.65	12.57	LT15	Y
50.0000 BOEING CO - 097023105 - MINOR = 410							
SOLD		12/21/2012	3806.92				
ACQ	25.0000	12/16/2008	1903.46	987.97	915.49	LT15	Y
	25.0000	03/25/2009	1903.46	937.00	966.46	LT15	Y
40.0000 EBAY INC COM - 278642103 - MINOR = 487							
SOLD		12/21/2012	2053.15				
ACQ	40.0000	12/16/2008	2053.15	582.77	1470.38	LT15	Y
12.0000 KIMBERLY-CLARK CORP - 494368103 - MINOR = 457							
SOLD		12/21/2012	1012.30				
ACQ	12.0000	06/28/2012	1012.30	989.26	23.04	ST	
2057.6130 T ROWE PRICE SHORT-TERM BOND FD #55 - 77957P105 - MINOR = 592							
SOLD		12/24/2012	9979.42				
ACQ	2057.6130	07/27/2011	9979.42	10000.00	-20.58	LT15	Y
TOTALS			65812.49	62457.85	3354.64		

LT CG DIVS

1227.14	-	1227.14
<u>67039.43</u>	<u>62457.85</u>	<u>4581.78</u>

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FROM 01/01/2012
TO 12/31/2012

FREMONT NATIONAL BANK & TRUST
STATEMENT OF CAPITAL GAINS AND LOSSES
LAW FUND OF WALKER FOUNDATION

TRUST YEAR ENDING 12/31/2012

PAGE 63

RUN 01/30/2013
04:36:17 PM

TAX PREPARER: 22
TRUST ADMINISTRATOR: RKO
INVESTMENT OFFICER: TJS

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
110.0000 AMGEN INC - 031162100 - MINOR = 477							
SOLD		01/26/2012	7482.07				
ACQ	25.0000	11/12/2009	1700.47	1389.21	311.26	LT15	Y
	85.0000	04/21/2010	5781.60	5025.20	756.40	LT15	Y
25000.0000 FNMA STEP CPN DTD 10/27/2010 DUE - 3136FPQB6 - MINOR = 055							
SOLD		01/27/2012	25000.00				
ACQ	25000.0000	10/12/2010	25000.00	25000.00	0.00	LT15	Y
343.4070 FIDELITY ADVISOR INTERNATIONAL DISCOVERY CLASS I #1402 - 315910620 - MINOR = 572							
SOLD		01/27/2012	10034.35				
ACQ	343.4070	12/30/2008	10034.35	7991.08	2043.27	LT15	Y
809.7170 FIDELITY ADVISOR STRATEGIC INCOME FUND CLASS I #648 - 315920801 - MINOR = 592							
SOLD		01/27/2012	10056.68				
ACQ	12.7650	11/09/2010	158.54	167.73	-9.19	LT-W	Y
	748.2700	11/09/2010	9293.51	9832.27	-538.76	LT15	Y
	48.6820	12/14/2010	604.63	623.62	-18.99	LT15	Y
200.0000 PREFERREDPLUS TR SER LMG 1 TR CTF PFD - 740434808 - MINOR = 530							
SOLD		02/01/2012	5025.72				
ACQ	200.0000	06/28/2007	5025.72	5160.00	-134.28	LT15	Y
100.0000 PREFERREDPLUS TR SER LMG 1 TR CTF PFD - 740434808 - MINOR = 530							
SOLD		02/03/2012	2518.95				
ACQ	100.0000	06/28/2007	2518.95	2580.00	-61.05	LT15	Y
100.0000 PREFERREDPLUS TR SER LMG 1 TR CTF PFD - 740434808 - MINOR = 530							
SOLD		02/07/2012	2510.95				
ACQ	100.0000	06/28/2007	2510.95	2580.00	-69.05	LT15	Y
100.0000 PREFERREDPLUS TR SER LMG 1 TR CTF PFD - 740434808 - MINOR = 530							
SOLD		02/08/2012	2515.23				
ACQ	100.0000	06/28/2007	2515.23	2580.00	-64.77	LT15	Y
100.0000 PREFERREDPLUS TR SER LMG 1 TR CTF PFD - 740434808 - MINOR = 530							
SOLD		02/15/2012	2525.95				
ACQ	100.0000	06/28/2007	2525.95	2580.00	-54.05	LT15	Y
400.0000 PREFERRED PLUS TR LMG 2 TR CTF PFD 8.50% - 740434840 - MINOR = 530							
SOLD		02/15/2012	10087.84				
ACQ	400.0000	04/11/2008	10087.84	8344.00	1743.84	LT15	Y
.9540 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464							
SOLD		02/22/2012	75.45				
ACQ	.9540	08/13/2010	75.45	34.32	41.13	LT15	Y
100.0000 PREFERREDPLUS TR SER LMG 1 TR CTF PFD - 740434808 - MINOR = 530							
SOLD		03/05/2012	2525.95				
ACQ	100.0000	06/28/2007	2525.95	2580.00	-54.05	LT15	Y
392.8760 FIDELITY ADVISOR INTERNATIONAL DISCOVERY CLASS I #1402 - 315910620 - MINOR = 572							
SOLD		03/07/2012	11723.42				
ACQ	148.4120	02/10/2011	4428.61	4999.99	-571.38	LT15	Y
	244.4640	12/30/2008	7294.81	5688.68	1606.13	LT15	Y
500.0000 J P MORGAN CHASE CAP X TR PFD SECS 7.00% - 46623D200 - MINOR = 530							
SOLD		03/07/2012	12745.17				
ACQ	100.0000	06/09/2008	2549.03	2474.00	75.03	LT15	Y
	200.0000	07/15/2008	5098.07	3726.00	1372.07	LT15	Y
	200.0000	08/13/2008	5098.07	4608.00	490.07	LT15	Y
100.0000 PREFERREDPLUS TR SER LMG 1 TR CTF PFD - 740434808 - MINOR = 530							
SOLD		03/07/2012	2527.41				
ACQ	100.0000	11/06/2007	2527.41	2452.00	75.41	LT15	Y
100.0000 PREFERREDPLUS TR SER LMG 1 TR CTF PFD - 740434808 - MINOR = 530							
SOLD		03/12/2012	2535.22				
ACQ	100.0000	11/06/2007	2535.22	2452.00	83.22	LT15	Y
700.0000 BARCLAYS BK PLC IPATH INDEX LKD SECS LKD TO DOW JONES - 06738C778 - MINOR = 541							
SOLD		03/13/2012	30485.29				
ACQ	140.0000	07/29/2009	6097.06	5055.27	1041.79	LT15	Y
	260.0000	02/24/2010	11323.11	10443.68	879.43	LT15	Y
	300.0000	07/02/2010	13065.12	11220.54	1844.58	LT15	Y
300.0000 PREFERREDPLUS TR SER LMG 1 TR CTF PFD - 740434808 - MINOR = 530							
SOLD		03/13/2012	7615.95				
ACQ	200.0000	04/10/2008	5077.30	4262.00	815.30	LT15	Y
	100.0000	04/25/2008	2538.65	2036.00	502.65	LT15	Y
25000.0000 HSBC FIN CORP HSBC FIN INTERNOTES TRANCHE # TR 00438 5.00% DTD - 40429XUF1 - MINOR = 240							
SOLD		03/15/2012	25000.00				
ACQ	25000.0000	03/04/2008	25000.00	25000.00	0.00	LT15	Y
200.0000 PPLUS TR SER GSC-3 TR CTF CL A 6.00% PFD - 73941X643 - MINOR = 530							
SOLD		03/15/2012	4571.92				
ACQ	200.0000	08/11/2009	4571.92	3952.48	619.44	LT15	Y
100.0000 PREFERRED PLUS TR LMG 2 TR CTF PFD 8.50% - 740434840 - MINOR = 530							
SOLD		03/15/2012	2535.95				
ACQ	100.0000	04/11/2008	2535.95	2086.00	449.95	LT15	Y
220.0000 WALGREEN CO - 931422109 - MINOR = 461							
SOLD		03/28/2012	7629.45				
ACQ	220.0000	01/31/2008	7629.45	7574.71	54.74	LT15	Y
445.0000 BEST BUY COMPANY INCORPORATED - 086516101 - MINOR = 451							
SOLD		03/30/2012	10737.92				
ACQ	100.0000	03/30/2007	2413.02	4918.72	-2505.70	LT15	Y
	200.0000	06/01/2007	4826.03	9788.00	-4961.97	LT15	Y
	145.0000	09/13/2010	3498.87	4983.35	-1484.48	LT15	Y
335.0000 HEWLETT-PACKARD CO - 428236103 - MINOR = 484							
SOLD		03/30/2012	7913.90				
ACQ	110.0000	11/09/2010	2598.59	4896.44	-2297.85	LT15	Y
	120.0000	12/14/2010	2834.83	5003.99	-2169.16	LT15	Y
	105.0000	02/10/2011	2480.48	5171.24	-2690.76	LT15	Y

ACCT N807 300297017
FROM 01/01/2012
TO 12/31/2012

FREMONT NATIONAL BANK & TRUST
STATEMENT OF CAPITAL GAINS AND LOSSES
LAW FUND OF WALKER FOUNDATION

PAGE 64

RUN 01/30/2013
04:36:17 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 22
TRUST ADMINISTRATOR: RKO
INVESTMENT OFFICER: TJS

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
100.0000 PREFERRED PLUS TR LMG 2 TR CTF PFD 8.50% - 740434840 - MINOR = 530							
SOLD		03/30/2012	2537.74				
ACQ	100.0000	04/11/2008	2537.74	2086.00	451.74	LT15	Y
100.0000 PREFERRED PLUS TR LMG 2 TR CTF PFD 8.50% - 740434840 - MINOR = 530							
SOLD		04/10/2012	2535.97				
ACQ	100.0000	04/11/2008	2535.97	2086.00	449.97	LT15	Y
100.0000 PREFERRED PLUS TR LMG 2 TR CTF PFD 8.50% - 740434840 - MINOR = 530							
SOLD		04/27/2012	2536.78				
ACQ	100.0000	04/11/2008	2536.78	2086.00	450.78	LT15	Y
100.0000 PREFERRED PLUS TR LMG 2 TR CTF PFD 8.50% - 740434840 - MINOR = 530							
SOLD		05/14/2012	2544.94				
ACQ	100.0000	04/11/2008	2544.94	2086.00	458.94	LT15	Y
.3160 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464							
SOLD		05/24/2012	21.73				
ACQ	.3160	08/13/2010	21.73	11.19	10.54	LT15	Y
100.0000 PREFERRED PLUS TR LMG 2 TR CTF PFD 8.50% - 740434840 - MINOR = 530							
SOLD		05/29/2012	2543.95				
ACQ	100.0000	04/11/2008	2543.95	2086.00	457.95	LT15	Y
170.0000 PEABODY ENERGY CORP COM - 704549104 - MINOR = 464							
SOLD		06/06/2012	4117.48				
ACQ	170.0000	07/27/2011	4117.48	9968.77	-5851.29	ST	
100.0000 PREFERRED PLUS TR LMG 2 TR CTF PFD 8.50% - 740434840 - MINOR = 530							
SOLD		06/08/2012	2566.45				
ACQ	100.0000	07/25/2008	2566.45	1916.00	650.45	LT15	Y
100.0000 PREFERRED PLUS TR LMG 2 TR CTF PFD 8.50% - 740434840 - MINOR = 530							
SOLD		06/11/2012	2565.94				
ACQ	100.0000	07/25/2008	2565.94	1916.00	649.94	LT15	Y
3223.2070 FIDELITY ADVISOR STRATEGIC INCOME FUND CLASS I #648 - 315920801 - MINOR = 592							
SOLD		06/14/2012	40032.24				
ACQ	1512.5980	12/14/2010	18786.47	19376.38	-589.91	LT15	Y
	786.1640	09/13/2010	9764.16	10000.00	-235.84	LT15	Y
	791.1390	03/28/2011	9825.95	10000.00	-174.05	LT15	Y
	133.3060	02/10/2011	1655.66	1679.66	-24.00	LT15	Y
165.0000 AMGEN INC - 031162100 - MINOR = 477							
SOLD		06/28/2012	11784.20				
ACQ	100.0000	01/28/2008	7141.94	4809.00	2332.94	LT15	Y
	65.0000	11/12/2009	4642.26	3611.93	1030.33	LT15	Y
580.0000 APPLIED MATERIALS INC COM - 038222105 - MINOR = 490							
SOLD		06/28/2012	6385.71				
ACQ	190.0000	11/12/2009	2091.87	2483.26	-391.39	LT15	Y
	390.0000	11/09/2010	4293.84	5081.66	-787.82	LT15	Y
115.0000 GOLDMAN SACHS GROUP INC COM - 38141G104 - MINOR = 471							
SOLD		06/28/2012	10703.97				
ACQ	40.0000	01/27/2010	3723.12	5991.60	-2268.48	LT15	Y
	75.0000	07/02/2010	6980.85	9865.39	-2884.54	LT15	Y
500.0000 STATE STREET CORP COM - 857477103 - MINOR = 469							
SOLD		06/28/2012	21477.02				
ACQ	230.0000	11/12/2009	9879.43	9669.13	210.30	LT15	Y
	115.0000	04/21/2010	4939.71	5094.12	-154.41	LT15	Y
	155.0000	07/02/2010	6657.88	5110.27	1547.61	LT15	Y
555.0000 ZIMMER HOLDINGS INC COM - 98956P102 - MINOR = 479							
SOLD		06/28/2012	34525.83				
ACQ	150.0000	01/24/2008	9331.31	10059.00	-727.69	LT15	Y
	140.0000	06/19/2008	8709.22	9954.34	-1245.12	LT15	Y
	130.0000	12/16/2008	8087.13	5140.10	2947.03	LT15	Y
	135.0000	03/25/2009	8398.17	5010.94	3387.23	LT15	Y
200.0000 PREFERRED PLUS TR LMG 2 TR CTF PFD 8.50% - 740434840 - MINOR = 530							
SOLD		07/16/2012	5005.90				
ACQ	100.0000	09/09/2008	2502.95	1636.00	866.95	LT15	Y
	100.0000	09/26/2008	2502.95	1205.00	1297.94	LT15	Y
80.0000 APACHE CORP - 037411105 - MINOR = 467							
SOLD		08/02/2012	6595.06				
ACQ	80.0000	05/05/2006	6595.06	5731.20	863.86	LT15	Y
80.0000 BOEING CO - 097023105 - MINOR = 410							
SOLD		08/02/2012	5741.48				
ACQ	80.0000	07/29/2009	5741.48	3450.30	2291.18	LT15	Y
150.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 482							
SOLD		08/02/2012	10246.34				
ACQ	150.0000	03/08/1994	10246.34	1513.87	8732.47	LT15	Y
72.0000 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464							
SOLD		08/02/2012	5440.20				
ACQ	5.3570	08/13/2010	404.77	186.77	218.00	LT15	Y
	13.4020	11/13/2009	1012.63	467.23	545.40	LT15	Y
	5.8060	11/12/2010	438.69	202.41	236.28	LT15	Y
	4.7160	02/14/2011	356.33	164.41	191.92	LT15	Y
	42.7190	05/05/2006	3227.78	1489.17	1738.61	LT15	Y
50.0000 UNITED PARCEL SERVICE INC CL B-COM - 911312106 - MINOR = 411							
SOLD		08/02/2012	3740.44				
ACQ	50.0000	09/14/2006	3740.44	3609.57	130.87	LT15	Y
100.0000 WELLS FARGO & COMPANY (NEW) COM - 949746101 - MINOR = 469							
SOLD		08/02/2012	3318.98				
ACQ	100.0000	03/12/1999	3318.98	1959.75	1359.23	LT15	Y
.2430 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464							
SOLD		08/21/2012	17.86				
ACQ	.2430	05/05/2006	17.86	8.47	9.39	LT15	Y

ACCT N807 300297017
FROM 01/01/2012
TO 12/31/2012

PREMONT NATIONAL BANK & TRUST
STATEMENT OF CAPITAL GAINS AND LOSSES
LAW FUND OF WALKER FOUNDATION

PAGE 65

RUN 01/30/2013
04:36:17 PM

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
25000.0000 CITIGROUP INC GLOBAL SUB NT 5.625% DTD 08/26/2002 DUE 08/27/2012 - 172967BP5 - MINOR = 240							
SOLD		08/27/2012	24793.25				
ACQ	25000.0000	08/14/2009	24793.25	24793.25	0.00	LT15	Y
.3350 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464							
SOLD		11/23/2012	23.72				
ACQ	.3350	02/12/2010	23.72	11.49	12.23	LT15	Y
150.0000 BOEING CO - 097023105 - MINOR = 410							
SOLD		12/21/2012	11420.76				
ACQ	115.0000	12/16/2008	8755.92	4544.68	4211.24	LT15	Y
	35.0000	07/29/2009	2664.84	1509.51	1155.33	LT15	Y
200.0000 EBAY INC COM - 278642103 - MINOR = 487							
SOLD		12/21/2012	10265.79				
ACQ	200.0000	12/16/2008	10265.79	2913.82	7351.97	LT15	Y
61.0000 KIMBERLY-CLARK CORP - 494368103 - MINOR = 457							
SOLD		12/21/2012	5145.84				
ACQ	61.0000	06/28/2012	5145.84	5028.75	117.09	ST	
2070.3930 T ROWE PRICE SHORT-TERM BOND FD #55 - 77957P105 - MINOR = 592							
SOLD		12/24/2012	10041.41				
ACQ	2070.3930	06/14/2012	10041.41	10000.00	41.41	ST	
TOTALS			455057.72	426864.91	28192.81		

LT Cap Gain Dividends

5856.37

5856.37

460914.09

426864.91

34049.18