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

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OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning

, 2013, and ending

Name of foundation

Willard & Pat Walker Charitable Foundation, Inc.

Number and street (or P O box number if mail is not delivered to street address)

315 W. Mountain Street

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

Fayetteville

AR 72701-5947

G Check all that apply:

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 19,972,077.

J Accounting method.

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

20-0235689

B Telephone number (see the instructions)

(479) 582-2310

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 Ck ☒ if the found is not req to att Sch B

3 Interest on savings and temporary cash investments.

4 Dividends and interest from securities.

5a Gross rents.

b Net rental income or (loss).

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a. 18,815,522.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain.

9 Income modifications.

10a Gross sales less returns and allowances.

b Less Cost of goods sold.

c Gross profit/(loss) (att sch).

11 Other income (attach schedule).

12 Total. Add lines 1 through 11.

815,904.

815,904.

0.

13 Compensation of officers, directors, trustees, etc.

91,000.

8,100.

81,900.

14 Other employee salaries and wages.

12,918.

3,292.

11,626.

15 Pension plans, employee benefits.

1,593.

159.

1,434.

16a Legal fees (attach schedule). L-16a Stmt.

12,558.

6,279.

b Accounting fees (attach sch). L-16b Stmt.

2,747.

1,068.

1,701.

c Other prof fees (attach sch).

17 Interest.

18 Taxes (attach schedule)(see instrs) See Line 18 Stmt

22,413.

14,841.

7,572.

19 Depreciation (attach sch) and depletion.

2,300.

230.

20 Occupancy.

21,708.

2,171.

19,537.

21 Travel, conferences, and meetings.

22 Printing and publications.

23 Other expenses (attach schedule)

See Line 23 Stmt

59,675.

36,295.

23,380.

24 Total operating and administrative expenses. Add lines 13 through 23.

226,912.

71,413.

147,150.

25 Contributions, gifts, grants paid.

7,276,548.

7,276,548.

26 Total expenses and disbursements. Add lines 24 and 25.

7,503,460.

71,413.

7,423,698.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements.

-6,687,556.

b Net investment income (if negative, enter -0-).

744,491.

c Adjusted net income (if negative, enter -0-).

0.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing	287,333.	80,854.	80,854.		
	2	Savings and temporary cash investments					
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments — U.S. and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule) L-10b. Stmt	24,235,412.	19,891,223.	19,891,223.		
	c	Investments — corporate bonds (attach schedule)					
	LIABILITIES	11	Investments — land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)	5,558.	0.	0.		
12		Investments — mortgage loans					
13		Investments — other (attach schedule)					
14		Land, buildings, and equipment basis					
		Less: accumulated depreciation (attach schedule)					
15		Other assets (describe)					
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	24,528,303.	19,972,077.	19,972,077.		
17		Accounts payable and accrued expenses					
18		Grants payable	17,631,668.	12,090,000.			
FUND ASSETS	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)	17,631,668.	12,090,000.			
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X				
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	6,896,635.	7,882,077.			
	30	Total net assets or fund balances (see instructions)	6,896,635.	7,882,077.			
	31	Total liabilities and net assets/fund balances (see instructions)	24,528,303.	19,972,077.			

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	6,896,635.
2	Enter amount from Part I, line 27a	2	-6,687,556.
3	Other increases not included in line 2 (itemize) See Other Increases Stmt	3	7,672,998.
4	Add lines 1, 2, and 3	4	7,882,077.
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	7,882,077.

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 Various Sales of Marketable Securities		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 18,815,522.		18,478,389.	337,133.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	0.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	0.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	337,133.

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))
2012	11,616,394.	28,320,517.	0.410176
2011	10,519,357.	37,164,002.	0.283052
2010	5,820,873.	42,007,156.	0.138569
2009	7,316,425.	34,850,753.	0.209936
2008	2,965,752.	25,279,143.	0.117320

2 Total of line 1, column (d)	2	1.159053
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	0.231811
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	21,916,438.
5 Multiply line 4 by line 3	5	5,080,471.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,445.
7 Add lines 5 and 6.	7	5,087,916.
8 Enter qualifying distributions from Part XII, line 4	8	7,423,698.

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

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Form 990-PF (2013)

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,445.
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	7,445.
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	7,445.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	7,561.	
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	2,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	9,561.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,114.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 2,114. Refunded	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)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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: • 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? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) AR - Arkansas		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2013 or the taxable year beginning in 2013 (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

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Form 990-PF (2013)

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?	13	X	
Website address <u>fdncenter.org</u>				
14	The books are in care of <u>Mr. John Walker</u> Telephone no. <u>(479) 582-2310</u>			
Located at <u>315 W. Mountain Street</u> <u>Fayetteville</u> <u>AR</u> ZIP + 4 <u>72701</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> .		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2013 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 2013.)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5 b X

Organizations relying on a current notice regarding disaster assistance check here ☒

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7 b X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Amanda M. Macke 2612 E Frontier Elm Drive Fayetteville AR 72703	Secretary 40.00	67,000.	0.	0.
Amy S. Walker P.O. Box 7299 Springdale AR 72766	Treasurer 1.00	0.	0.	0.
Johnny M. Walker 120 State Hwy. 28 Crystal Bay NV 89402	President 13.00	24,000.	0.	0.

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

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

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

None

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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Form 990-PF (2013)

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	22,063,318.
b	Average of monthly cash balances	1 b	184,094.
c	Fair market value of all other assets (see instructions)	1 c	2,779.
d	Total (add lines 1a, b, and c)	1 d	22,250,191.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	22,250,191.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	333,753.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,916,438.
6	Minimum investment return. Enter 5% of line 5	6	1,095,822.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,095,822.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	7,445.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	7,445.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,088,377.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,088,377.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,088,377.

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	7,423,698.
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	7,423,698.
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	7,445.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,416,253.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,088,377.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,392,489.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	2,965,752.			
b From 2009	7,316,426.			
c From 2010	5,820,873.			
d From 2011	10,547,496.			
e From 2012	11,639,931.			
f Total of lines 3a through e	38,290,478.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 7,423,698.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	7,423,698.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	45,714,176.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			1,392,489.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,088,377.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	2,965,752.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	42,748,424.			
10 Analysis of line 9				
a Excess from 2009	7,316,426.			
b Excess from 2010	5,820,873.			
c Excess from 2011	10,547,496.			
d Excess from 2012	11,639,931.			
e Excess from 2013	7,423,698.			

BAA

Form 990-PF (2013)

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 2013, 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

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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

Mr. John M. Walker

P.O. Box 10500

Fayetteville

AR

72703

(479) 582-2310

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

See Statement Attached

c Any submission deadlines:

Quarterly and one per year

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Total			3 a	
b Approved for future payment See Statement B				12,090,000.
Total			3 b	12,090,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory . . .			6	337,133.	0.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				337,133.	0.
13	Total. Add line 12, columns (b), (d), and (e)				337,133.	0.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2013

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

Asset Information:

Description of Property <u>Various Sales of Marketable Securities</u>	
Date Acquired <u>Various</u>	How Acquired <u>Purchased</u>
Date Sold <u>Various</u>	Name of Buyer _____
Sales Price: <u>18,815,522.</u>	Cost or other basis (do not reduce by depreciation) _____
Sales Expense <u>18,478,389.</u>	Valuation Method <u>Fair Market Value</u>
Total Gain (Loss) <u>337,133.</u>	Accumulation Depreciation: _____
Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation _____
Description of Property: _____	
Date Acquired: _____	How Acquired: _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method: _____
Total Gain (Loss) _____	Accumulation Depreciation _____
Description of Property _____	
Date Acquired: _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation _____
Description of Property: _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____
Description of Property _____	
Date Acquired: _____	How Acquired _____
Date Sold _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____
Description of Property: _____	
Date Acquired _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method: _____
Total Gain (Loss) _____	Accumulation Depreciation. _____

Miscellaneous Statement

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

Total

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

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Payroll Taxes	8,413.	841.		7,572.
Excise Taxes	14,000.	14,000.		
Total	22,413.	14,841.		7,572.

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

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Investment Fees	33,697.	33,697.		
Insurance	1,876.	188.		1,688.
Office Expenses	16,277.	1,628.		14,649.
Postage	453.	45.		408.
Utilities	2,177.	218.		1,959.
Telephone	4,411.	441.		3,970.
Janitorial Expenses	784.	78.		706.
Total	59,675.	36,295.		23,380.

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

Other Increases Stmt

Decrease in Grants Payable during Year	5,541,668.
Increase in Unrealized Market Gains	2,131,329.
Rounding	1.
Total	7,672,998.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Barber & Bartz	General Counsel	12,408.	6,204.		
Miller Law Offices	Legal Expenses	150.	75.		
Total		12,558.	6,279.		

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Paul H. Burgess, Inc.	Tax Compliance/Accounting	1,928.	964.		964.
Don Myer, CPA	Payroll Compliance	170.	17.		153.

Form 990-PF, Page 1, Part I

Continued

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Paymaster of Arkansas	Accounting Expenses	649.	65.		584.
Total		<u>2,747.</u>	<u>1,046.</u>		<u>1,701.</u>

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Diversified Portfolio & Wal Mart Shares	19,891,223.	19,891,223.
Total	<u>19,891,223.</u>	<u>19,891,223.</u>

Willard & Pat Walker Charitable Foundation, Inc.
20-0235869-Exhibit A
Form 990 PF-Part XV, Line 3(a)
12-31-13

<u>Donee's Name & Address</u>	<u>Amount</u>	<u>Purpose</u>
ALS Association of Arkansas 1200 West Walnut Suite 2309 Rogers, AR 72756 501(c)(3)	10,000.00	program support
Animal League of Washington County PO BOX 4366 Fayetteville, AR 72702 501(c)(3)	5,000.00	program support
Arkansas Advocates for Children & Families 614 E. Emma Suite 217 Springdale, AR 72764 501(c)(3)	1,000.00 150 00	event support event support
Arkansas Childrens Hospital Foundation One Children's Way Little Rock, AR 72202 501(c)(3)	400,000 00 2,000.00	capital campaign event support
Arkansas Prostate Cancer Foundation 1910 N. Grant St. Suite 1-A Little Rock, AR 72207 501(c)(3)	5,000.00	program support
Arkansas Single Parent Scholarship Fund 614 E Emma, Suite 119 Springdale, AR 72764 501(c)(3)	10,000.00 2,000.00	scholarship support event support
Big Brothers Big Sisters of NWA 610 E Emma Suite D Springdale, AR 72762 501(c)(3)	7,500.00	program support
Brandon Burlsworth Foundation 119 W Central Ave Harrison, AR 72601 501(c)(3)	5,000.00	event support
Champions for Kids 26 West Center suite 215	3,500.00	event support

Fayetteville, AR 72701
501(c)(3)

Children's Advocacy Center Benton Co
2113 Little Flock Dr
Rogers, Ar 72756
501(c)(3)

15,000.00

challenge grant

Children's Safety Center
614 E Emma Suite 200
Springdale, AR 72764
501(c)(3)

45,000.00

program support

Circle of Life Hospice
901 Jones Road
Springdale, AR 72762
501(c)(3)

250,000.00
250.00

capital campaign
general support

Crystal Bridges Museum of American
Art
PO Box 1169
Bentonville, AR 72712
501(c)(3)

1,000,000.00

program endowment

EOA, Childrens House
614 E Emma Suite M401
Springdale, AR 72764
501(c)(3)

40,000.00

program support

Fayetteville Chamber
123 W Mountain
Fayetteville, AR 72701
501(c)(3)

1,000.00

event support

Fayetteville Public Education
Foundation
PO Box 571
Fayetteville, AR 72702
501(c)(3)

10,000.00

program support

Fayetteville Public Library
401 West Mountain
Fayetteville, AR 72701
501(c)(3)

50,000.00

program support

Helen Walton Children's Enrichment
Center
1701 NE Wildcat Way
Bentonville, AR 72712
501(c)(3)

10,000.00

program support

Hispanic Women's Organization of AR PO Box 6132 Springdale, AR 72766 501(c)(3)	250.00	scholarship support
Hope Cancer Resources 5835 Sunset Ave. Springdale, AR 72766 501(c)(3)	1,000.00	event support
Humane Society of the Ozarks 413 North College Ave Fayetteville, AR 72703 501(c)(3)	300.00 250.00	event support event support
John Brown University 2000 West University Siloam Springs, AR 72761 Private University	25,000.00	capital campaign
Jones Center PO Box 2035 Springdale, AR 72765 501(c)(3)	25,000.00 300.00	event support event support
Komen for the Cure - Ozark Affiliate PO Box 309 Springdale, AR 72765 501(c)(3)	10,000.00 1,000.00	race sponsorship event support
M&N Augustine Foundation PO Box 4008 Fayetteville, AR 72702 501(c)(3)	1,000.00 1,000.00	event support event support
New School PO Box 1805 Fayetteville, AR 72701 private school	1,000,000.00 500.00	challenge grant event support
Northwest Arkansas Children's Museum/ The Amazeum 100 NW 2nd St Bentonville, AR 72712 501(c)(3)	100,000.00	capital campaign
Northwest Arkansas Community College One College Drive Bentonville, AR 72712 2year college	1,000.00	event support

Northwest Arkansas Fashion Week 1551 East Hope St Fayetteville, AR 72703 501(c)(3)	2,500.00	event support
Northwest Arkansas Free Health Center PO Box 3184 Fayetteville, AR 72702 501(c)(3)	50,000.00 500.00	challenge grant event support
Northwest Arkansas Women's Shelter PO Box 1059 Rogers, AR 72756 501(c)(3)	20,000.00	program support
Ozark Folkways 22733 North Highway 71 Winslow, AR 72959 501(c)(3)	5,000.00	program support
Ozark Guidance PO Box 6430 Springdale, AR 72766-6430 501(c)(3)	1,000.00	event support
Parents & Friends of Children and Adults/UAMS Family Home 4300 W. Markham Little Rock, AR 72205 501(c)(3)	21,600.00	porgram support
Paul F. Muller Lodge 155 S. Razorback Rd. Fayetteville, AR 72702 501(c)(3)	2,500.00	general support
Razorback Athletics, Answer the Call Capital Facilities Campaign c/o University of Arkansas PO Box 7777 Fayetteville, AR 72702 501(c)(3)	625,000.00	capital campaign
Rogers State University PO Box 4275 Fayetteville, AR 72702-4275 Public University	10,000.00	capital campaign
Saving Grace	6,880.00	program support

1229 West Poplar
Rogers, AR 72756
501(c)(3)

Spay Arkansas
1909 W.Huntsville Rd.
Springdale, AR 72762
501(c)(3)

Springdale High School Band Booster
101 S. Pleasant
Springdale, AR 72764
501(c)(3)

Springdale Public Schools/Springdale
Early Childhood Center
409 N. Thompson
Springdale, AR 72764
public school

Symphony Orchestra of NWA
PO Box 1243
Fayetteville, AR 72703
501(c)(3)

THEA Foundation
401 Main Street, Suite 100
North Little Rock, AR 72114
501(c)(3)

Theatre Squared
PO Box 4188
Fayetteville, AR 727020
501(c)(3)

University of Arkansas Foundation
425 Administration Building
Fayetteville, AR 72701
501(c)(3)
Public University

UALR
2801 S. University Ave
Little Rock, AR 722
Public University

UAMS - Jones Eye Institute
4301 W. Markham
Little Rock, AR 72205
Public University

2,400.00 program support

1,000.00 program support

10,000.00 program support

15,000 00 concert sponsorship

10,000.00 scholarship support

15,000 00 program support

250,000.00 scholarship support

500,000.00 scholarship endowment

333,334.00 program support

UAMS - Northwest 4301 W Markham Little Rock, AR 72205 Public University	500,000.00	program support
UAMS - Reynolds Institute on Aging 4301 W. Markham Little Rock, AR 72205 Public University	333,334.00	program support
UAMS - Winthrop Rockefeller Cancer Institute	625,000.00	capital campaign
4301 Markham #716	100,000.00	event support
Little Rock, AR 72205-7199		
Public University		
Walton Arts Center	1,000.00	event support
PO Box 3547		
Fayetteville, AR 72701		
501(c)(3)		
Washington Regional Found.	500,000.00	capital campaign
PO Box 356	250,000.00	challenge grant
Fayetteville, AR 72702	15,000.00	event support
501(c)(3)	10,000.00	event support
501(c)(3)	10,000.00	event support
	1,000.00	event support
	500.00	event support
Youth Strategoes	10,000.00	program support
PO Box 107		
Springdale, AR 72765		
501(c)(3)		

7,276,548.00

Total

Willard & Pat Walker Charitable Foundation, Inc.

20-0235869-Exhibit B

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

12-31-13

<u>Donee's Name & Address</u>	<u>Amount</u>	<u>Purpose</u>	<u>due</u>
Arkansas Children's Hospital	400,000	Capital Campaign	2014
One Children's Way	400,000		2015
Little Rock, AR 72202			
Crystal Bridges Museum of	1,000,000	Program Endowment	2014
PO Box 1169	1,000,000	Program Endowment	2015
Bentonville, AR 72712	1,000,000	Program Endowment	2016
	1,000,000	Program Endowment	2017
	1,000,000	Program Endowment	2018
	1,000,000	Program Endowment	2019
	1,000,000	Program Endowment	2020
Ecclesia College	25,000	challenge grant	2014
9653 Nations Drive			
Springdale, AR 72762			
Fayetteville Public Library	50,000	Program Support	2014
401 West Mountain	50,000	Program Support	2015
Fayetteville, AR 72701	50,000	Program Support	2016
	40,000	Program Support	2017
Northwest Arkansas Children's	100,000	Capital Campaign	2014
100 NE 2nd St	100,000		2015
Bentonville, AR 72712	100,000		2016
Razorback Athletics, Answer the	625,000	Capital Campaign	2014
PO Box 7777	150,000	Capital Campaign	2014
Fayetteville, AR 72701			
UAMS Northwest	500,000	Capital Campaign	2014
4301 W. Markham			
Little Rock, Ar 72205			
UAMS - Winthrop Rockefeller	625,000	Capital Campaign	2014
4301 W. Markham	625,000	Capital Campaign	2015
Little Rock, AR 72205			
Walton Arts Center	250,000	Capital Campaign	2014
PO Box 3547	250,000	Capital Campaign	2015
Fayetteville, aR	250,000	Capital Campaign	2016
	250,000		
Washington Regional Hospice	250,000	Challenge Grant	2014
PO Box 356			
Fayetteville, AR 72702			
	12,090,000		