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Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

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- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

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 City or town, state or province, country, and ZIP or foreign postal code Fayetteville AR 72701-5947		A Employer identification number 20-0235689		
		B Telephone number (see the instructions) (479) 582-2310		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here. ► <input type="checkbox"/>		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
I Fair market value of all assets at end of year <i>(from Part II, column (c), line 16)</i> ► \$ 19,972,077.		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <i>(Part I, column (d) must be on cash basis)</i>		
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 ► <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	478,771.	478,771.	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10	337,133.	L-6a Stmt	
	b Gross sales price for all assets on line 6a	18,815,522.		
	7 Capital gain net income (from Part IV, line 2)		337,133.	
	8 Net short-term capital gain			0.
	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.	
RECEIVED				
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	91,000.	9,100.	81,900.
	14 Other employee salaries and wages	12,918.	12,918.	11,626.
	15 Pension plans, employee benefits	1,593.	1,593.	1,434.
	16a Legal fees (attach schedule). L-16a Stmt	12,558.	6,279.	
	b Accounting fees (attach sch). L-16b Stmt	2,747.	1,066.	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.	
OPERATING AND EXPENSES	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
A S S E T S	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)				
	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.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses				
	18 Grants payable	17,631,668.	12,090,000.		
	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.		
N F E U T N D A S B S E L T A S N C O E R S	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 brck warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Various Sales of Marketable Securities			P	Various	Various
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))		
a 0.	0.	0.	0.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss).	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2	0.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	[If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]		3	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.

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 'NA' 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

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	<input checked="" type="checkbox"/> 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	
1 c Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/> X
1 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 . . . ► \$ _____	
1 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?	<input checked="" type="checkbox"/> X
If 'Yes,' attach a detailed description of the activities	
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	<input checked="" type="checkbox"/> X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/> X
If 'Yes,' attach the statement required by General Instruction T.	
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?	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	<input checked="" type="checkbox"/> X

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Part VII-A: Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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 ►				

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				
1 a	During the year did the foundation (either directly or indirectly):		Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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				
1 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)?			X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
1 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?			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))			
2 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>,</u> <u>20</u> <u>,</u> <u>20</u> <u>,</u> <u>20</u> <u>,</u>				
2 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 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>,</u> <u>20</u> <u>,</u> <u>20</u> <u>,</u> <u>20</u> <u>,</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			
3 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.)			X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			X
4 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?			X

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)?

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?

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?

5 b X

6 b X

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

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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		

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)

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1 a	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			1,392,489.	
a Enter amount for 2012 only				
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 XV. Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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

Part XVI-A Analysis of Income-Producing Activities

	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)				13	337,133.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1	

Part XVII: Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

a Transfers from the reporting foundation to a noncharitable exempt organization or

(1) Cash
(2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Subscribed and sworn to before me on the 11th day of January, 2000, by John Webb, in the presence of John Webb.

7/18/14 ► President

May the IRS discuss this return with the preparer shown below (see question 2)?

Signature of officer or trustee

1
Dat

Title

Signature of officer or trustee		Date	File No.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
Paid Preparer Use Only	Firm/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Paul H. Burgess, JD, CPA		Paul H. Burgess, JD, CPA	05/22/14	P00246306	
	Firm's name	► Paul H. Burgess, Inc.			Firm's EIN ► 73-1433468	
	Firm's address	► 525 South Main Street, #800			Phone no (918) 599-7755	
Tulsa		OK 74103				

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Form 990-PF (2013)

Name Willard & Pat Walker Charitable Foundation, Inc.	Employer Identification Number 20-0235689
Asset Information:	
Description of Property	Various Sales of Marketable Securities
Date Acquired	Various
Date Sold	Various
Sales Price:	18,815,522.
Sales Expense	18,478,389.
Total Gain (Loss)	337,133.
Description of Property	Accumulation Depreciation:
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	Accumulation Depreciation
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	Accumulation Depreciation
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	Accumulation Depreciation
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	Accumulation Depreciation
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	Accumulation Depreciation
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 StatementPart 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 capital campaign
250.00 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
Springale, 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	program 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)	2,400.00	program support
Springdale High School Band Booster 101 S. Pleasant Springdale, AR 72764 501(c)(3)	1,000.00	program support
Springdale Public Schools/Springdale Early Childhood Center 409 N. Thompson Springdale, AR 72764 public school	10,000.00	program support
Symphony Orchestra of NWA PO Box 1243 Fayetteville, AR 72703 501(c)(3)	15,000.00	concert sponsorship
THEA Foundation 401 Main Street, Suite 100 North Little Rock, AR 72114 501(c)(3)	10,000.00	scholarship support
Theatre Squared PO Box 4188 Fayetteville, AR 727020 501(c)(3)	15,000.00	program support
University of Arkansas Foundation 425 Administration Building Fayetteville, AR 72701 501(c)(3) Public University	250,000.00	scholarship support
UALR 2801 S. University Ave Little Rock, AR 722 Public University	500,000.00	scholarship endowment
UAMS - Jones Eye Institute 4301 W. Markham Little Rock, AR 72205 Public University	333,334.00	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 4301 Markham #716 Little Rock, AR 72205-7199 Public University	625,000.00 100,000.00	capital campaign event support
Walton Arts Center PO Box 3547 Fayetteville, AR 72701 501(c)(3)	1,000.00	event support
Washington Regional Found. PO Box 356 Fayetteville, AR 72702 501(c)(3) 501(c)(3)	500,000.00 250,000.00 15,000.00 10,000.00 10,000.00 1,000.00 500.00	capital campaign challenge grant event support event support event support event support event support
Youth Strategoes PO Box 107 Springdale, AR 72765 501(c)(3)	10,000.00	program support
Total	<u>7,276,548.00</u>	

Willard & Pat Walker Charitable Foundation, Inc.

20-0235869-Exhibit B

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

12-31-13

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