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Form

990-PF

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation Walker Foundation		A Employer identification number 23-7279902	
% BELINDA STYRES		B Telephone number (see instructions) (601) 939-3003	
Number and street (or P O box number if mail is not delivered to street address) 1020 Highland Colony Parkway Suite 802		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Ridgeland, MS 39157		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 12,254,217		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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 (attach schedule)	425,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	75,261	75,261		
	4 Dividends and interest from securities.	103,461	103,461		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,120,037			
	b Gross sales price for all assets on line 6a 2,340,558				
	7 Capital gain net income (from Part IV, line 2)		1,120,037		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	83,417	83,417		
	12 Total. Add lines 1 through 11	1,807,176	1,382,176		
	13 Compensation of officers, directors, trustees, etc	75,000			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	0	0	0	0
	b Accounting fees (attach schedule).	4,100	0	0	0
	c Other professional fees (attach schedule)	83,022	25,272		
	17 Interest	40,532	40,532		
	18 Taxes (attach schedule) (see instructions)	14,200	2,682		
	19 Depreciation (attach schedule) and depletion	128			
	20 Occupancy	4,651			
	21 Travel, conferences, and meetings	4,818			
	22 Printing and publications	285			
	23 Other expenses (attach schedule).	80,657	64,532		
	24 Total operating and administrative expenses. Add lines 13 through 23	307,393	133,018	0	0
	25 Contributions, gifts, grants paid	759,770			759,770
	26 Total expenses and disbursements. Add lines 24 and 25	1,067,163	133,018	0	759,770
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	740,013			
	b Net investment income (if negative, enter -0-)		1,249,158		
	c Adjusted net income (if negative, enter -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	5,535	5,312	5,312
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>5,295</u>			
		Less allowance for doubtful accounts ▶ _____	6,272	5,295	5,295
	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 schedule) ▶ <u>250,000</u>			
		Less allowance for doubtful accounts ▶ _____	250,000	250,000	250,000
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	9,026,776	9,768,198	11,811,540	
14	Land, buildings, and equipment basis ▶ <u>12,224</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>7,154</u>	5,198	5,070	5,070	
15	Other assets (describe ▶ _____)	177,000	177,000	177,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,470,781	10,210,875	12,254,217	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	9,470,781	10,210,875	
	30	Total net assets or fund balances (see page 17 of the instructions)	9,470,781	10,210,875	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,470,781	10,210,875	

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	9,470,781
2	Enter amount from Part I, line 27a	2	740,013
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,763
4	Add lines 1, 2, and 3	4	10,213,557
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,682
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,210,875

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	1,120,037
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	

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 page 18 of 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 (col (b) divided by col (c))
2012	601,441	10,954,738	0 054902
2011	553,120	10,479,890	0 052779
2010	480,250	10,145,561	0 047336
2009	418,000	9,055,520	0 04616
2008	472,200	9,784,548	0 04826

2	Total of line 1, column (d).	2	0 249437
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 049887
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	11,479,907
5	Multiply line 4 by line 3.	5	572,698
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	12,492
7	Add lines 5 and 6.	7	585,190
8	Enter qualifying distributions from Part XII, line 4. 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	8	759,770

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	12,492
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3		Add lines 1 and 2.			
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	12,492
6		Credits/Payments		7	8,720
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,720		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	3,772
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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.	2		No
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) MS			
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 .	8b	Yes	
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	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of BELINDA STYRES Telephone no (601) 939-3003 Located at 1020 HIGHLAND COLONY PARKWAY STE 8 RIDGELAND MS ZIP +4 39157			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
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	Yes	No
See 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.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

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

Yes

No

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

Yes

No

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

Yes

No

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

Yes

No

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

Yes

No

b

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

5b

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

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

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

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

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 page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	11,203,525
b	Average of monthly cash balances.	1b	8,574
c	Fair market value of all other assets (see instructions).	1c	442,629
d	Total (add lines 1a, b, and c).	1d	11,654,728
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	11,654,728
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	174,821
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,479,907
6	Minimum investment return. Enter 5% of line 5.	6	573,995

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	573,995
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	12,492
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,492
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	561,503
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	561,503
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	561,503

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	759,770
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	759,770
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	12,492
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	747,278
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				561,503
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				36,546
e From 2012.				67,122
f Total of lines 3a through e.	103,668			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 759,770				
a Applied to 2012, but not more than line 2a			0	
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.				561,503
e Remaining amount distributed out of corpus	198,267			
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	301,935			
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			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
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). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	301,935			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				36,546
d Excess from 2012. . . .				67,122
e Excess from 2013. . . .				198,267

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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 XVSupplementary Information (Complete this part only if the organization 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 address of the person to whom applications should be addressed

Marcie Skelton
1020 Highland Colony Pky Ste 802
Ridgeland, MS 39157
(601) 939-3003

b

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

REQUEST FOR GRANT APPLICATION IS ATTACHED

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2013)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	759,770
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FPA CRESCENT FUND-I (FPACX)		2012-01-19	2013-02-22
GATEWAY FUND-Y (GTEYX)		2012-01-19	2013-02-22
PIMCO ALL ASSET FUND (PAAIX)		2012-01-19	2013-02-22
FPA CRESCENT FUND-I (FPACX)		2011-12-30	2013-02-22
GATEWAY FUND-Y (GTEYX)		2011-12-30	2013-02-22
INTERNATIONAL EQUITY FUND (302665963)			2013-04-30
SMALL/MID CAP US EQUITY FUND (SMC)			2013-04-30
PALOMA INTERNATIONAL LIMITED			2013-04-01
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
32,142		30,000	2,142
62,544		60,000	2,544
9,000		8,410	590
17,858		16,178	1,680
17,456		16,583	873
500,000		325,119	174,881
200,000		170,941	29,059
1,250,000		593,290	656,710
			11,900

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,142
			2,544
			590
			1,680
			873
			174,881
			29,059
			656,710

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Belinda Styres	Secretary 0	0		
1020 Highland Colony Parkway Ridgeland, MS 39157				
W E Walker III	Trustee 0	0		
1020 Highland Colony Parkway Ridgeland, MS 39157				
Marce Skelton	Director 0	75,000		
1020 Highland Colony Parkway Ridgeland, MS 39157				
Gloria Walker	Trustee 0	0		
1020 Highland Colony Parkway Ridgeland, MS 39157				
Merry Dougherty	Trustee 0	0		
1020 Highland Colony Parkway Ridgeland, MS 39157				
Katie McBrayer	Trustee 0	0		
1020 Highland Colony Parkway Ridgeland, MS 39157				
Andrew Mallison	Trustee 0	0		
1020 Highland Colony Parkway Ridgeland, MS 39157				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
McBrayer Foundation 2829 Lakeland Drive Suite 1600 Jackson, MS 39232	Common Directors	Exempt	To support the Foundation	25,000
MSW Foundation 2829 Lakeland Drive Suite 1600 Jackson, MS 39232	Common Directors	Exempt	To support the Foundation	20,000
WEW Foundation 2829 Lakeland Drive Suite 1600 Jackson, MS 39232	Common Directors	Exempt	To support the Foundation	25,000
Millsaps College 1701 North State Street Jackson, MS 392100001	None	tax-exempt	To support the mission of the organization	19,700
Mississippi Museum of Art 380 S Lamar St Jackson, MS 392014007	None	tax-exempt	To support the mission of the organization	115,300
Mississippi Opera PO Box 1551 Jackson, MS 392151551	None	tax-exempt	To support the mission of the organization	5,000
New Stage Theatre 1100 Carlisle Jackson, MS 39202	None	tax-exempt	To support the mission of the organization	5,000
Jackson Preparatory School 3100 Lakeland Drive Jackson, MS 39232	None	tax-exempt	To support the mission of the organization	20,000
Mississippi Museum of Natural Science Foundation 2148 Riverside Drive Jackson, MS 392021353	None	tax-exempt	To support the mission of the organization	20,300
Ducks Unlimited 193 Business Park Drive Suite E Ridgeland, MS 391576026	None	tax-exempt	To support the mission of the organization	100,000
United Way of the Capitol Area 843 N President St Jackson, MS 392022561	None	tax-exempt	To support the mission of the organization	50,000
Honduras Medical Mission PO Box 23107 Jackson, MS 392253107	None	tax-exempt	To support the mission of the organization	5,000
Mississippi Symphony Orchestra 201 East Pascagoula Street Jackson, MS 39201	None	tax-exempt	To support the mission of the organization	7,000
Midtown Partners Inc 329 Adelle Street Jackson, MS 39202	None	tax-exempt	To support the mission of the organization	12,325
Mississippi Center for Public Policy 201 West Capitol Street 700 Jackson, MS 39201	None	tax-exempt	To support the mission of the organization	25,720
Total  3a				759,770

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Dixie National Sale of Junior Champions PO Box 9815 MS State University, MS 397629815	None	tax-exempt	To support the mission of the organization	1,000
Boy Scouts of America 855 Riverside Drive Jackson, MS 39202	None	tax-exempt	To support the mission of the organization	15,000
Blair E Batson Childrens Hospital 2500 North State Street Jackson, MS 39216	None	tax-exempt	To support the mission of the organization	700
Habitat For Humanity PO Box 55634 Jackson, MS 39296	None	tax-exempt	To support the mission of the organization	20,000
Young Life PO Box 520 Colorado Springs, CO 80901	None	tax exempt	To support the mission of the organization	25,175
Southeastern Council on Foundations 50 Hurt Plaza Suite 350 Atlanta, GA 30303	None	tax exempt	To support the mission of the organization	1,750
Andrew Jackson Council 855 Riverside Drive Jackson, MS 392021138	None		To support the mission of the organization	5,000
Baptist Health Foundation 1225 North State Street Jackson, MS 39202	None		To support the mission of the organization	100
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	None		To support the mission of the organization	10,000
Living Waters for the World 5016 Spedale Court 399 Spring Hill, TN 37174	None		To support the mission of the organization	5,000
Mission First Inc PO Box 250 Jackson, MS 39205	None		To support the mission of the organization	10,000
Mississippi Metropolitan Ballet PO Box 430 Madison, MS 39130	None		To support the mission of the organization	7,500
National Council on Teacher Quality 1420 New York Avenue NW Suite 800 Washington, DC 20005	None		To support the mission of the organization	5,000
Operation Shoestring PO Box 11223 Jackson, MS 392831223	None		To support the mission of the organization	1,300
Mississippi First Inc PO Box 1159 Jackson, MS 392151159	None		To support the mission of the organization	30,000
Total  3a				759,770

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Mississippi Center for Education Innovation 200 South Lamar Street Suite 100-S Jackson, MS 392014016	None		To support the mission of the organization	113,200
Mississippi Center for Nonprofits 201 West Capitol Street Suite 700 Jackson, MS 39201	None		To support the mission of the organization	5,000
St Alban Mount St Alban Washington, DC 200165095	None		To support the mission of the organization	200
American Heart Association 7272 Greenville Avenue Dallas, TX 75231	None		To support the mission of the organization	15,000
Life for Relief and Development 17300 W 10 Mile Road Southfield, MI 48075	None		To support the mission of the organization	20,000
Youth for Christ 7670 S Vaughn Court Englewood, CO 80112	None		To support the mission of the organization	3,500
St Phillip's School 1600 Pennsylvania Avenue Dallas, TX 75215	NONE		To support the mission of the organization	10,000
Total  3a				759,770

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization Walker Foundation	Employer identification number 23-7279902
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

[illegible]

Name of organization Walker Foundation	Employer identification number 23-7279902
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization Walker Foundation	Employer identification number 23-7279902
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

TY 2013 Accounting Fees Schedule

Name: Walker Foundation

EIN: 23-7279902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,100			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: Walker Foundation

EIN: 23-7279902

TY 2013 Investments - Land Schedule**Name:** Walker Foundation**EIN:** 23-7279902

TY 2013 Investments - Other Schedule**Name:** Walker Foundation**EIN:** 23-7279902

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DIVERSIFIED TRUST	AT COST	5,269,814	5,882,198
LABRADOR CAPITAL PARTNERS II	AT COST	88,834	57,840
PALOMA PARTNERS	AT COST	1,206,144	2,277,461
GOLDMAN SACHS	AT COST	182,525	182,525
GT ASSET ALLOCATION FUND	AT COST	3,020,881	3,411,516

TY 2013 Land, Etc. Schedule**Name:** Walker Foundation**EIN:** 23-7279902

TY 2013 Legal Fees Schedule

Name: Walker Foundation

EIN: 23-7279902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	0			

TY 2013 Other Assets Schedule

Name: Walker Foundation

EIN: 23-7279902

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK	177,000	177,000	177,000

TY 2013 Other Decreases Schedule**Name:** Walker Foundation**EIN:** 23-7279902

Description	Amount
NONDEDUCTIBLE EXPENSES	751
EXPENSE ON RETURN NOT ON BOOKS	1,651
NONDEDUCTIBLE PORTION OF CONTRIBUTIONS	280

TY 2013 Other Expenses Schedule**Name:** Walker Foundation**EIN:** 23-7279902

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DIVERSIFIED TRUST	11,605	11,605		
OFFICE EXPENSE	1,530			
ART INSURANCE	270			
DUES	1,700			
GT ASSET ALLOCATION FUND	47,801	47,801		
TELEPHONE	1,324			
COMPUTER MAINTENANCE	137			
TRAVEL & LODGING	6,133			
MEETING EXPENSES	5,031			
LABRADOR II	5,126	5,126		

TY 2013 Other Income Schedule**Name:** Walker Foundation**EIN:** 23-7279902

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
STATE STREET	20,107	20,107	
Labrador Capital Partner II	72	72	
DTC Equity Opportunity Common Trust Fund	609	609	
GT Asset Allocation Fund	63,990	63,990	
DTC Credit opportunity fund	-1,361	-1,361	

TY 2013 Other Increases Schedule**Name:** Walker Foundation**EIN:** 23-7279902

Description	Amount
TAX EXEMPT INCOME	2,763
INCOME ON RETURN AND NOT ON BOOKS	0

TY 2013 Other Notes/Loans Receivable Short Schedule

Name: Walker Foundation

EIN: 23-7279902

Name of 501(c)(3) Organization	Balance Due
MIDTOWN LAND CO	250,000

TY 2013 Other Professional Fees Schedule**Name:** Walker Foundation**EIN:** 23-7279902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DIVERSIFIED TRUST MGMT FEE	21,272	21,272		
WALKER LANDS ADMIN FEES	57,750			
CONSULTING FEES	4,000	4,000		

TY 2013 Taxes Schedule

Name: Walker Foundation

EIN: 23-7279902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PAID	11,518			
FOREIGN TAXES - DIV TRUST K-1S	1,777	1,777		
FOREIGN TAXES - LABRADOR II	60	60		
FOREIGN TAXES - GT ASSET	845	845		