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

**2013**

Department of the Treasury  
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

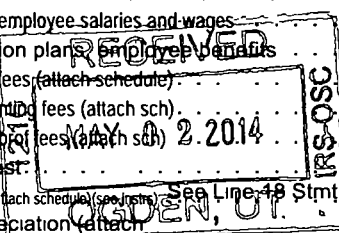
**For calendar year 2013, or tax year beginning , 2013, and ending**

Name of foundation <b>WALNUT HALL FOUNDATION</b>		<b>A</b> Employer identification number 31-6030526
Number and street (or P O box number if mail is not delivered to street address) 3725 NEWTOWN ROAD		<b>B</b> Telephone number (see the instructions) (724) 935-4970
Room/suite		<b>C</b> If exemption application is pending, check here. ▶ <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code LEXINGTON KY 40511		
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return	<b>D</b> 1 Foreign organizations, check here . . . . . ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . ▶ <input type="checkbox"/>
	<input type="checkbox"/> Final return	
	<input type="checkbox"/> Address change	
<input type="checkbox"/> Initial Return of a former public charity		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ▶ <input type="checkbox"/>
<input type="checkbox"/> Amended return		
<input type="checkbox"/> Name change		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ▶ <input type="checkbox"/>
<b>H</b> 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		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 326,075.		
<b>J</b> Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		
<input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis.)		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>1</b> Contributions, gifts, grants, etc. received (att sch) . . . . .				
<b>2</b> Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments . . . . .				
<b>4</b> Dividends and interest from securities . . . . .	6,116.	6,116.	6,116.	
<b>5a</b> Gross rents . . . . .				
<b>b</b> Net rental income or (loss) . . . . .				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10				
<b>b</b> Gross sales price for all assets on line 6a . . . . .				
<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		4,147.		
<b>8</b> Net short-term capital gain . . . . .				
<b>9</b> Income modifications . . . . .				
<b>10a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less Cost of goods sold . . . . .				
<b>c</b> Gross profit/(loss) (att sch) . . . . .				
<b>11</b> Other income (attach schedule) . . . . .				
<b>12 Total.</b> Add lines 1 through 11. . . . .	6,116.	10,263.	6,116.	
<b>13</b> Compensation of officers, directors, trustees, etc . . . . .				
<b>14</b> Other employee salaries and wages . . . . .				
<b>15</b> Pension plans and employee benefits . . . . .				
<b>16a</b> Legal fees (attach schedule) . . . . .				
<b>b</b> Accounting fees (attach sch) . . . . .				
<b>c</b> Other professional fees (attach sch) . . . . .				
<b>17</b> Interest . . . . .				
<b>18</b> Taxes (attach schedule) (see instructions) . . . . .	113.	113.	113.	
<b>19</b> Depreciation (attach sch) and depletion . . . . .				
<b>20</b> Occupancy . . . . .				
<b>21</b> Travel, conferences, and meetings . . . . .				
<b>22</b> Printing and publications . . . . .				
<b>23</b> Other expenses (attach schedule)				
BANK SERVICE CHARGES	150.	150.	150.	
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	263.	263.	263.	
<b>25</b> Contributions, gifts, grants paid . . . . .	16,000.			16,000.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	16,263.	263.	263.	16,000.
<b>27</b> Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b> . . . . .	-10,147.			
<b>b Net investment income</b> (if negative, enter -0-) . . . . .		10,000.		
<b>c Adjusted net income</b> (if negative, enter -0-) . . . . .			5,853.	

SCANNED MAY 12 2014

REVENUE AND ADMINISTRATIVE EXPENSES



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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 . . . . .			
	2	Savings and temporary cash investments . . . . .	113,888.	107,888.	107,888.
	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 . . . . .			
	10 a	Investments — U S and state government obligations (attach schedule) . . . . .			
	b	Investments — corporate stock (attach schedule) L-10b. Stmt . . . . .	78,781.	78,781.	218,187.
	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) . . . . .				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) . . . . . ▶				
15	Other assets (describe ▶				
16	<b>Total assets</b> (to be completed by all filers — see the instructions Also, see page 1, item I) . . . . .	192,669.	186,669.	326,075.	
LIABILITIES	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, & other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	192,669.	186,669.	
	28	Paid-in or capital surplus, or land, building, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	192,669.	186,669.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	192,669.	186,669.		

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	192,669.
2	Enter amount from Part I, line 27a . . . . .	2	-10,147.
3	Other increases not included in line 2 (itemize) . . . . . ▶ CAPITAL GAIN DISTRIBUTIONS	3	4,147.
4	Add lines 1, 2, and 3 . . . . .	4	186,669.
5	Decreases not included in line 2 (itemize) . . . . . ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) — Part II, column (b), line 30 . . . . .	6	186,669.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a MS INFRASTRUCTURE Q CAPITAL GAIN DISTRIBUTION	P	01/01/01	06/21/13
b MS INFRASTRUCTURE Q CAPITAL GAIN DISTRIBUTION	P	01/01/01	12/23/13
c MS STRATEGIST FUND A CAPITAL GAIN DISTRIBUTION	P	01/01/01	12/16/13
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 475.		0.	475.
b 1,854.		0.	1,854.
c 1,818.		0.	1,818.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			475.
b			1,854.
c			1,818.
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	4,147.
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 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	15,912.	298,691.	0.053272
	2011	14,934.	296,270.	0.050407
	2010	15,894.	293,072.	0.054232
	2009	0.	294,670.	0.000000
	2008	0.	316,667.	0.000000

2 Total of line 1, column (d)	2	0.157911
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	0.031582
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	309,321.
5 Multiply line 4 by line 3	5	9,769.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	100.
7 Add lines 5 and 6.	7	9,869.
8 Enter qualifying distributions from Part XII, line 4	8	16,000.

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)

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 100. Row 2: Tax under section 511... 0. Row 3: Add lines 1 and 2... 100. Row 4: Subtitle A (income) tax... 0. Row 5: Tax based on investment income... 100. Row 6: Credits/Payments (6a-6d). Row 7: Total credits and payments... Row 8: Enter any penalty... Row 9: Tax due... 100. Row 10: Overpayment... 0. Row 11: Enter the amount of line 10 to be Credited to 2014 estimated tax... Refunded...

Part VII A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Row 1a: Did the foundation attempt to influence any national, state, or local legislation... X. Row 1b: Did it spend more than \$100 during the year... X. Row 1c: Did the foundation file Form 1120-POL... X. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? X. Row 3: Has the foundation made any changes, not previously reported to the IRS... X. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more... X. Row 4b: If 'Yes,' has it filed a tax return on Form 990-T... Row 5: Was there a liquidation, termination, dissolution, or substantial contraction... X. Row 6: Are the requirements of section 508(e) satisfied either... Row 7: Did the foundation have at least \$5,000 in assets... X. Row 8a: Enter the states to which the foundation reports... KY - Kentucky. Row 8b: If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF... X. Row 9: Is the foundation claiming status as a private operating foundation... X. Row 10: Did any persons become substantial contributors during the tax year... X.

BAA

Form 990-PF (2013)



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

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

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

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

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? . . . . .

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		
6 b		X
7 b		

**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
K.N. SAUTTER 1021 HILLSBORO MILE, A1A, APT#905 HILLSBORO BEACH FL 33062	CHAIRPERSON/TRUSTEE	0.00	0.	0.
M.N. JEWETT 2813 CAMEO CIRCLE LAS VEGAS NV 89107	SEC/TREAS/TRUSTEE	0.00	0.	0.

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

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

Total number of other employees paid over \$50,000 . . . . . None



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1 a</b>	203,143.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1 b</b>	110,888.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1 c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1 d</b>	314,031.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1 e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	314,031.
<b>4</b>	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	4,710.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4 . . . . .	<b>5</b>	309,321.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	15,466.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	15,466.
<b>2 a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2 a</b>	100.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI) . . . . .	<b>2 b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2 c</b>	100.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	<b>3</b>	15,366.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	15,366.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	15,366.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
<b>a</b>	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 . . . . .	<b>1 a</b>	16,000.
<b>b</b>	Program-related investments — total from Part IX-B . . . . .	<b>1 b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3 a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3 b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	16,000.
<b>5</b>	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) . . . . .	<b>5</b>	100.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	15,900.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				15,366.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			0.	
<b>b</b> Total for prior years 20 __, 20 __, 20 __				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .				0.
<b>b</b> From 2009 . . . . .				0.
<b>c</b> From 2010 . . . . .				1,452.
<b>d</b> From 2011 . . . . .				252.
<b>e</b> From 2012 . . . . .				1,153.
<b>f</b> Total of lines 3a through e . . . . .	2,857.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 16,000.				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				15,366.
<b>e</b> Remaining amount distributed out of corpus . . . . .	634.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	3,491.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount — see instructions . . . . .		0.		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions . . . . .			0.	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	3,491.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . .				0.
<b>b</b> Excess from 2010 . . . . .				1,452.
<b>c</b> Excess from 2011 . . . . .				252.
<b>d</b> Excess from 2012 . . . . .				1,153.
<b>e</b> Excess from 2013 . . . . .				634.

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

N/A

<b>1</b> 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>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2 a</b> 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			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> 'Support' alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
 NONE
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
 NONE
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed  
 K.N. SAUTTER, WALNUT HALL FOUNDATION  
 3725 NEWTOWN ROAD  
 LEXINGTON KY 40511 (724) 935-4970
- b** The form in which applications should be submitted and information and materials they should include  
 WRITTEN REQUEST WITH PURPOSE AND SOURCE OF OTHER FUNDING
- c** Any submission deadlines  
 OPEN
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
 DONATIONS LIMITED TO EDUCATION, SCIENTIFIC, CHARITABLE, RELIGIOUS, CIVIC, AND PUBLIC PURPOSE ORGANIZATIONS.

**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>				
STABLE OF MEMORIES RED MILE ROAD LEXINGTON KY 40504		501(c)(3)	UNRESTRICTED	6,000.
CITI PERFORMING ARTS CENTER 270 TREMONT STREET BOSTON MA 02116		501(c)(3)	UNRESTRICTED	4,000.
KENTUCKY EQUINE HUMANE CENTER 1713 CATNIP HILL ROAD NICHOLASVILLE KY 40356		501(c)(3)	UNRESTRICTED	4,000.
GOD'S PANTRY 1685 JAGGIE FOX WAY LEXINGTON KY 40511		501(C)(3)	UNRESTRICTED	2,000.
<b>Total . . . . . ▶ 3 a</b>				16,000.
<i>b Approved for future payment</i>				
<b>Total . . . . . ▶ 3 b</b>				





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

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
EXCISE TAX-2012	88.	88.	88.	
FOREIGN TAX PAID	25.	25.	25.	
<b>Total</b>	<u>113.</u>	<u>113.</u>	<u>113.</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
BRISTOL MYERS SQUIBB	714.	17,008.
EXXONMOBIL CORPORATION	2,510.	136,013.
ZIMMER HOLDINGS	36.	2,982.
INFRASTRUCTURE FUND Q	38,000.	21,396.
STRATEGIST FUND A	37,521.	40,788.
<b>Total</b>	<u>78,781.</u>	<u>218,187.</u>