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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

▶ 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**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation ARCHIE D. & BERTHA H. WALKER FOUNDATION		A Employer identification number 41-6022758
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (952) 380-1350
23505 SMITHTOWN ROAD, NO. #260		
City or town, state or province, country, and ZIP or foreign postal code EXCELSIOR, MN 55331		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), 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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,151,125.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		183.	183.		ATCH 1
4 Dividends and interest from securities		143,362.	143,362.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		409,799.			
b Gross sales price for all assets on line 6a		1,891,530.			
7 Capital gain net income (from Part IV, line 2)			409,799.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3		1,684.	1,684.		
12 Total. Add lines 1 through 11		555,028.	555,028.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 4		41,738.			41,738.
c Other professional fees (attach schedule) *		98,899.	54,984.		43,915.
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 6		12,968.	2,980.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 7		37,736.			37,736.
24 Total operating and administrative expenses. Add lines 13 through 23		191,341.	57,964.		123,389.
25 Contributions, gifts, grants paid		283,285.			267,660.
26 Total expenses and disbursements. Add lines 24 and 25		474,626.	57,964.	0	391,049.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		80,402.			
b Net investment income (if negative, enter -0-)			497,064.		
c Adjusted net income (if negative, enter -0-)					

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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		2,940.	5,257.	5,257.
	2	Savings and temporary cash investments		211,479.	504,102.	504,102.
	3	Accounts receivable ▶ 11,939.			11,939.	11,939.
		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 schedule) ▶				
		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)		1,169,496.	1,653,173.	1,618,932.
	b	Investments - corporate stock (attach schedule)		2,641,388.	2,142,972.	4,777,984.
	c	Investments - corporate bonds (attach schedule)		423,102.	211,123.	207,985.
Liabilities	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 ▶ ATCH 8)		18,616.	24,926.	24,926.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		4,467,021.	4,553,492.	7,151,125.
	17	Accounts payable and accrued expenses		22,684.	18,027.	
	18	Grants payable		4,475.	15,625.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)		424.		
	23	Total liabilities (add lines 17 through 22)		27,583.	33,652.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		4,439,438.	4,519,840.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> 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				
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		4,439,438.	4,519,840.	
	31	Total liabilities and net assets/fund balances (see instructions)		4,467,021.	4,553,492.	

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	4,439,438.
2	Enter amount from Part I, line 27a	2	80,402.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,519,840.
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	4,519,840.

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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 PART IV SCHEDULE

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

b

c

d

e

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))

a

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

409,799.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in
Part I, line 8 }

3

0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	381,307.	6,218,651.	0.061317
2011	347,491.	6,090,833.	0.057051
2010	310,414.	5,892,574.	0.052679
2009	303,513.	5,332,013.	0.056923
2008	512,114.	6,248,999.	0.081951

2 Total of line 1, column (d)

2

0.309921

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

0.061984

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4

6,616,972.

5 Multiply line 4 by line 3

5

410,146.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

4,971.

7 Add lines 5 and 6

7

415,117.

8 Enter qualifying distributions from Part XII, line 4

8

391,049.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	9,941.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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-)		2	
3 Add lines 1 and 2		3	9,941.
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	9,941.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	21,880.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	21,880.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,939.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 10,000. Refunded <input type="checkbox"/>	11	1,939.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 N/A				
14	The books are in care of NANCY HAUSER Telephone no 952-380-1350			
Located at 23505 SMITHTOWN ROAD #260 EXCELSIOR, MN ZIP+4 55331				
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.	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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
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?	<input type="checkbox"/> Yes <input 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 type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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 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 type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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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 ☒ Nob 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)? ☐ Yes ☒ NoOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 STATEMENT 9		0	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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	1a	6,699,645.
b	Average of monthly cash balances	1b	18,093.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,717,738.
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	
3	Subtract line 2 from line 1d	3	6,717,738.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,766.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,616,972.
6	Minimum investment return. Enter 5% of line 5	6	330,849.

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	330,849.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,941.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,941.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	320,908.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	320,908.
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	320,908.

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	391,049.
b	Program-related investments - total from Part IX-B	1b	
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)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	391,049.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	391,049.

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				320,908.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 204,484.				
b From 2009 40,860.				
c From 2010 18,257.				
d From 2011 47,913.				
e From 2012 78,208.				
f Total of lines 3a through e	389,722.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>391,049.</u>				
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				320,908.
e Remaining amount distributed out of corpus	70,141.			
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:	459,863.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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)	204,484.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	255,379.			
10 Analysis of line 9				
a Excess from 2009 40,860.				
b Excess from 2010 18,257.				
c Excess from 2011 47,913.				
d Excess from 2012 78,208.				
e Excess from 2013 70,141.				

Form 990-PF (2013)

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

NOT APPLICABLE

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 foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 8 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

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

N/A

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

SEE STATEMENT 10

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 11				267,660.
Total			▶ 3a	267,660.
b <i>Approved for future payment</i> SEE STATEMENT 12				15,625.
Total			▶ 3b	15,625.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14			183.
4 Dividends and interest from securities			14			143,362.
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						1,684.
8 Gain or (loss) from sales of assets other than inventory			18			409,799.
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)						555,028.
13 Total. Add line 12, columns (b), (d), and (e)						555,028.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash	1a(1)			X
(2) Other assets	1a(2)			X
b Other transactions:				
(1) Sales of assets to a noncharitable exempt organization	1b(1)			X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)			X
(3) Rental of facilities, equipment, or other assets	1b(3)			X
(4) Reimbursement arrangements	1b(4)			X
(5) Loans or loan guarantees	1b(5)			X
(6) Performance of services or membership or fundraising solicitations	1b(6)			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c			X
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.				

[illegible]

2a 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**

Signature of officer or trustee


6/12/14
Date

Asst. Treasurer

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
JOHN THORVILSON

Preparer's signature 

Date	05/28/2014
------	------------

Check <input type="checkbox"/> if self-employed	PTIN P00003339
---	-------------------

Firm's name ► BDO USA, LLP

Firm's EIN ► 13-5381590

Firm's address ► 7650 EDINBOROUGH WAY STE 225
EDINA, MN

Phone no 952-854-5700

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
252,682.		WELLS FARGO 227,045.					VAR 25,637.	VAR
1,638,848.		WELLS FARGO 1,254,686.					VAR 384,162.	VAR
TOTAL GAIN(LOSS)							<u>409,799.</u>	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST BANK ACCOUNTS	2.	2.
INTEREST DREYFUS	181.	181.
TOTAL	<u>183.</u>	<u>183.</u>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	81,447.	81,447.
INTEREST	61,915.	61,915.
TOTAL	<u>143,362.</u>	<u>143,362.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISCELLANEOUS INCOME	1,684.	1,684.
TOTALS	<u>1,684.</u>	<u>1,684.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT & TAX PREP FEES	41,738.			41,738.
TOTALS	<u>41,738.</u>			<u>41,738.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL AND INVESTMENT EXPENSES	54,984.	54,984.	
OTHER PROFESSIONAL FEES	43,915.		43,915.
TOTALS	<u>98,899.</u>	<u>54,984.</u>	<u>43,915.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	9,988.	
FOREIGN TAXES PAID	2,980.	2,980.
TOTALS	<u>12,968.</u>	<u>2,980.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
TRUSTEE EXPENSES	22,989.	22,989.
OFFICE EXPENSE	9,544.	9,544.
DUES & SUBSCRIPTIONS	3,355.	3,355.
OTHER MANAGEMENT EXPENSES	1,848.	1,848.
TOTALS	<u>37,736.</u>	<u>37,736.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCRUED INTEREST DIVIDENDS	24,926.	24,926.
TOTALS	<u>24,926.</u>	<u>24,926.</u>

STATEMENT 9

Archie D. & Bertha H. Walker Foundation – 2013 Officers and Trustees

Harriet W. Fitts
Trustee
38 Nelson Avenue
Provincetown, MA 02657

William S. Fitts
Trustee
38 Nelson Avenue
Provincetown, MA 02657

Julia W. Gilmore
Vice-President and Trustee
P.O. Box 82
Blue Hill, ME 04614

Bronwyn A. E. Griffith
Trustee
Lundagatan 37
117 27 Stockholm
Sweden

James H. Heron
President and Trustee
9 Pocahontas Trail
Medford, NJ 08055

Catherine L. Lamb
Treasurer and Trustee
2045 Locust St. Apt. 3F
Philadelphia, PA 19103

Dana D. McCannel
Trustee
641 Commercial Street
Provincetown, MA 02657

Herbert J. Motley, Jr.
Secretary and Trustee
7 Dustin Lane
Jaffrey, NH 03452

Teri M. Motley
Trustee
7 Dustin Lane
Jaffrey, NH 03452

Amy C. Walker
Trustee
The Mirabella
3550 SW Bond Ave. Ste. 1102
Portland, OR 97239

Owen Gilmore
Trustee
282 Newbury St. Apt. 14
Boston, MA 02116

Lucinda H. Walker
Trustee
214 Old Barn
P.O. Box 487
Brownsville, VT 05037

Nancy L. Hauser
Assistant Treasurer
1920 Topaz Dr.
Chanhassen, MN 55317

Joan Schoepke
Assistant Secretary
10215 Scarborough Road
Bloomington, MN 55437-2516

STATEMENT 10
ARCHIE D. & BERTHA H. WALKER FOUNDATION
EIN # 41-6022758
GRANT GUIDELINES, PART XV, LINE 2
12/31/13

Mail to: Archie D. & Bertha H. Walker Foundation
23505 Smithtown Road #260
Excelsior, MN 55331

Attention: Ms. Nancy Hauser

Telephone Number: (952) 380-1350

Grant Guidelines: The Archie D. & Bertha H. Walker Foundation places primary emphasis upon grants to programs dealing with chemical dependency, chiefly alcoholism, upon children and their development.

The Trustees also consider grant proposals in areas of long-standing Foundation interests. These interests include programs in the arts, especially ones with which the Foundation has been historically associated, and programs addressing the treatment of racism, prejudice, and exclusivity.

In addition, approximately 10 grants of \$1,000 each are made annually in the areas of health, culture, conservation, recreation, education, international affairs, and social welfare. The total of these awards normally is limited to \$20,000 (not including matching grants).

The Foundation customarily limits its grant making activities to the State of Minnesota. Grants are usually awarded for a one-year period. The Foundation will ordinarily give preference to grants for programs over grants for capital needs. No grants are made either to individuals or private foundations.

Grant applications should include a description of the organization, the qualifications of responsible personnel, description of the project, its significance, a budget, and financial projections showing continuity of support if the request is for a new program. A copy of the organization's application must include a one-page project summary and budget submitted on the form provided by the Foundation.

Archie D. and Bertha H. Walker Foundation

EIN #41-6022758

CONTRIBUTIONS PAID

Year Ended 12/31/13

Chemical Dependency:

Ascension Place	\$	3,000
Bagosendaan		3,000
Bridge for Runaway Youth		1,000
Canvas Health		2,000
Comunidades Latinas Unidas En Servicio		1,000
Employment Action Center (WIT)		3,000
Guild Incorporated		1,500
House of Charity		3,000
House of Hope		2,500
Mental Health Consumer Survivor Network of Minnesota		2,000
Minneapolis Community Technical College		3,000
Minnesota Assistance Council for Veterans		3,000
Minnesota Recovery Connection		3,000
Minnesota Teen Challenge Academy		1,350
Na-way-ee Center School		3,000
Our Saviour's Housing		2,000
People Incorporated		3,000
Perspectives, Inc.		1,000
Rebuild Resources, Inc.		3,000
RELATE, Inc.		1,000
The Retreat		3,000
St. Stephen's Human Services		3,000
Teens Alone		3,000
Tubman Family Alliance		3,000
Twelfth Step House, Inc.		2,000
Walk-In Counseling Center		3,000
West Side Community Health Services		4,000
	<u>\$</u>	<u>66,350</u>

Racism:

Access Justice, PSC	\$	2,000
Achieve Minneapolis		2,500
American Civil Liberties Union of Minnesota		1,500
Battered Women's Legal Advocacy Project, Inc.		3,000
CAIR Minnesota		2,000
CASA Minnesota		1,500
Children's Law Center		5,000
College Possible		3,000

Conflict Resolution Center	3,000
Education Concerns for Hunger Organization (ECHO)	2,000
Girl Scout Council of Greater Minnesota & Wisconsin River Valleys	1,000
Immigrant Law Center of Minnesota	3,000
Indian Child Welfare Law Center	3,000
Latino Economic Development Center	2,000
League of Women Voters Minneapolis	2,500
Minnesota Computers for Schools	1,000
Minnesota Youth Intervention Programs Association	2,000
Page Education Foundation	3,000
Peacemaker Minnesota	3,000
Sabathani Community Center	3,000
St. Paul Area Council of Churches	2,000
YouthCARE	2,000
	<hr/>
	\$ 53,000

Family Interests:

Compatible Technology International	\$ 4,000
Fine Arts Work Center/Provincetown	12,825
Friends of the Hennepin County Library	5,000
St. Croix River Association	5,000
	<hr/>
	\$ 26,825

Arts and Culture:

Arena Dances, Inc.	\$ 3,000
Bloomington Theatre and Art Center	3,500
Cantus	2,000
Coffee House Press	3,000
Commonweal Theatre Company	1,000
Franconia Sculpture Park	4,000
Free Arts for Abused Children of Minnesota	5,000
Givens Foundation for African American Literature	1,000
Highpoint Center for Printmaking	3,000
Illusion Theater and School, Inc.	5,000
In the Heart of the Beast	2,500
James Sewell Ballet	1,000
The Jungle Theater	2,000
The Loft Literary Center	1,500
MacPhail Center for Music	4,000
Midwest Art Conservation Center	2,500
Minneapolis College of Art and Design	2,500
Minnesota Center for Book Arts	1,000
Minnesota Children's Museum	2,000
The Minnesota Sinfonia	4,000

Minnesota Youth Symphonies	3,000
Mixed Blood Theatre Company	1,500
Northfield Union of Youth	2,000
Ordway Center for the Performing Arts	1,500
Pangea World Theater	1,000
Park Square Theatre	2,500
Penumbra Theater Company, Inc.	2,000
Pillsbury House Theatre	2,000
The Playwrights' Center	1,000
St. Catherine University	3,000
Skylark Opera	2,300
Stages Theatre Company	2,000
Stepping Stone Theatre	2,000
Ten Thousand Things Theater	2,500
Textile Center of Minnesota	3,000
Theater Latte Da	3,000
TU Dance	2,000
Upstream Arts	3,000
Weavers Guild of Minnesota	1,000
Wilderness Inquiry	1,500
	<hr/>
	\$ 95,300

Matching Grants:

The Barnes Foundation	1,500
Change the World Kids	1,500
Compatible Technology International	250
Friends of the Princeton University Art Museum	40
Friends of the Windows	150
Grounds for Sculpture	110
Joyce Meyer Ministries	500
Juvenile Diabetes Research	50
Laurel House, Inc.	1,500
Minnesota Historical Society	1,500
Nahant Village Church	225
Philadelphia Museum of Art	1,500
Project Shakespeare	1,000
St. Croix River Association	1000
Salem Leadership Foundation	150
Southern Vermont Health & Recreation Center Foundation	50
Swiftsure Ranch Therapeutic Equestrian Center	1,000
Swim Across America	330
Trenton Area Soup Kitchen	500
Tustin Area Women's Club	2,000
United Church of Jaffrey	500

The Walker Center	750
Wilbraham & Monson Academy	500
Woodmere Art Museum	80
Yale University	500
Total Matching Grants Authorized	<u>\$ 17,185</u>

Minor Grants:

Big Brothers Big Sisters	\$ 1,000
Fraser	1,000
Neighborhood Involvement Program	1,000
Project for Pride in Living	1,000
Science Museum of Minnesota	1,000
Teenwise Minnesota	1,000
Thomas Irvine Dodge Nature Center	1,000
Twin Cities Public Television	1,000
Washburn Center for Children	1,000
	<u>\$ 9,000</u>
	<u>\$ 267,660</u>

ARCHIE D. AND BERTHA H. WALKER FOUNDATION

EIN #41-6022758

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Year Ended December 31, 2013

United Way of the Greater Twin Cities	\$	2,850
Afton Historical Society Press		150
Arden Theater Company		1,000
Fine Arts Work Center/Provincetown		1,000
Harvard University-Villa		1,000
Helping our Women, Inc.		500
MinnPost		50
Monadnock Chorus		1,000
The Philadelphia School		1,000
Provincetown Art Association		1,500
Provincetown Tennessee Williams Theater Festival, Inc.		1,000
St. Croix River Association		500
Share Our Selves, Inc.		325
Soup Kitchen of Provincetown		1,500
The Stone Trust Corporation		250
Sun Valley Center for the Arts		100
Sun Valley Summer Symphony		250
Trustees of Phillips Academy		1,000
Twin Cities Public Television		60
Unitarian Universalist Meeting House		500
The Walker Center		90
Total contributions approved for future payment	\$	<u>15,625</u>

ARCHIE D. AND BERTHA H. WALKER FOUNDATION

MARKETABLE SECURITIES

December 31, 2013 and 2012

(See Independent Auditors' Report on Supplemental Information)

DESCRIPTION	December 31, 2013			December 31, 2012		
	Face Amount or Number of Shares	Cost	Market Value	Face Amount or Number of Shares	Cost	Market Value
Corporate stocks:						
Accenture PLC	2,290	\$ 74,248	\$ 188,284	2,585	\$ 83,813	\$ 171,903
Automatic Data Processing, Inc	2,465	83,334	199,170	3,150	106,492	179,329
Bard C R, Inc	1,445	109,729	193,543	1,630	123,777	159,316
CVS/Caremark Corp	2,615	38,587	187,156	3,790	58,519	183,246
Danaher Corp	2,480	91,431	191,456	3,130	115,395	174,967
Donaldson Co Inc	4,300	91,322	186,878	4,300	91,322	141,212
Ecolab, Inc	1,825	89,508	190,293	2,340	114,767	168,246
Expeditors International Washington, Inc	3,895	120,371	172,354	4,570	148,947	180,744
Fedex Corporation	1,370	116,058	196,965	1,850	168,317	169,682
Franklin Resources Inc	3,555	52,219	205,230	1,415	50,099	177,865
Illinois Tool Works, Inc	2,480	16,985	208,518	2,770	18,971	168,444
Johnson & Johnson	2,070	105,868	189,591	2,385	121,979	167,188
Johnson Controls, Inc	4,000	112,014	205,200	6,600	188,131	202,422
Medtronic, Inc	3,315	24,673	190,248	4,450	66,336	182,539
Microsoft Corp	5,115	122,453	191,352	5,115	122,453	136,620
Novartis AG - ADR	2,265	136,644	182,061	3,030	183,913	191,799
Oracle Corporation	5,360	131,620	205,074	5,360	131,620	178,595
Proctor & Gamble Co	2,235	138,880	181,951	2,600	162,555	176,514
Qualcomm Inc.	2,630	167,869	195,277	2,630	167,869	162,691
Sherwin Williams Company	950	22,073	174,325	1,220	28,346	187,660
Sigma Aldrich Corporation	2,050	16,784	192,721	2,310	18,913	169,970
Stryker Corp	2,595	128,166	194,988	2,855	142,703	156,511
Sysco Corporation	5,290	39,641	190,969	5,950	55,343	188,377
Thermo Fisher Scientific Inc	1,700	86,958	189,295	2,840	145,271	181,135
Wal Mart Stores, Inc	2,225	25,537	175,085	2,225	25,537	151,812
Total corporate stocks	70,520	\$ 2,142,972	\$ 4,777,984	81,100	\$ 2,641,388	\$ 4,308,787
DESCRIPTION	January 00, 1900			January 00, 1900		
	Face Amount or Number of Shares	Cost	Market Value	Face Amount or Number of Shares	Cost	Market Value

ARCHIE D. AND BERTHA H. WALKER FOUNDATION

MARKETABLE SECURITIES

December 31, 2013 and 2012

(See Independent Auditors' Report on Supplemental Information)

United States notes:

United States Treasury notes, 4.25%, due 8/15/15	150,000	\$ 150,006	\$ 159,581	150,000	\$ 150,006	\$ 165,270
United States Treasury notes, 2.625%, due 4/30/16	50,000	53,453	52,453	-	-	-
United States Treasury notes, 3.125%, due 5/15/19	-	-	-	150,000	144,289	169,875
United States Treasury notes, 3.625%, due 2/15/20	-	-	-	150,000	159,852	175,266
United States Treasury notes, 3.625%, due 2/15/21	-	-	-	150,000	156,773	176,075
United States Treasury notes, 2.00%, due 2/15/22	50,000	48,750	47,449	-	-	-
United States Treasury notes, 2.00%, due 2/15/23	200,000	185,656	185,532	-	-	-
Total United States notes	450,000	437,865	445,015	600,000	610,920	686,486

State government and federal agency bonds:

Baltimore, MD, 5.625%, due 10/15/17	100,000	100,974	110,717	100,000	100,974	118,321
Cedar Rapids, IA, 3.00%, due 6/1/21	200,000	214,668	197,374	-	-	-
Connecticut State, 1.896%, due 10/15/19	200,000	206,224	191,652	-	-	-
Federal Farm Credit Bank, 4.41%, due 1/18/18	100,000	100,687	111,075	100,000	100,687	117,163
Grand Rapids, MN, 5.875%, due 6/1/13	-	-	-	100,000	100,967	102,011
Houston, TX, 2.44%, due 3/1/22	100,000	101,907	91,276	-	-	-
Lexington-Fayette Urban Cnty K, 3.00%, due 10/1/22	50,000	51,337	46,337	50,000	51,337	50,826
Michigan State, 4.99%, due 5/1/18	100,000	99,921	109,360	100,000	99,921	116,947
New York State, 4.25%, due 3/1/20	200,000	234,900	215,198	-	-	-
Snohomish Cnty, WA, 2.00%, due 12/1/17	100,000	104,690	100,928	100,000	104,690	104,933

Total state government and federal agency bonds	1,150,000	1,215,308	1,173,917	550,000	558,576	610,201
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Corporate bonds:

Coca-Cola Co., 3.625%, due 3/15/14	-	-	-	200,000	211,979	207,514
Merck & Co Inc., 4.00%, due 6/30/15	50,000	53,208	52,533	50,000	53,208	54,266
Occidental Petroleum Corp., 2.50%, due 2/1/16	150,000	157,915	155,452	150,000	157,915	157,568

Total corporate bonds	200,000	211,123	207,985	400,000	423,102	419,348
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Total marketable securities		\$ 4,007,268	\$ 6,604,901		\$ 4,233,986	\$ 6,024,822
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**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

ARCHIE D. & BERTHA H. WALKER FOUNDATION

Employer identification number

41-6022758

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 25,637.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	1,638,848.	1,254,686.		384,162.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 384,162.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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Part III Summary of Parts I and II**Caution: Read the instructions before completing this part**

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		25,637.
18	Net long-term gain or (loss):			
a	Total for year	18a		384,162.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		409,799.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	20	()
a	The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-. . . ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-.	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-.	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26.	32		
33	Enter the smaller of line 21 or \$11,950.	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-.	35		
36	Enter the smaller of line 32 or line 35.	36		
37	Multiply line 36 by 15%. ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-.	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	42		
43	Add lines 37, 41, and 42.	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶	45		

Schedule D (Form 1041) 2013

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

ARCHIE D. & BERTHA H. WALKER FOUNDATION

41-6022758

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	WELLS FARGO			1,638,848.	1,254,686.			384,162.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				1,638,848.	1254686.			384,162.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.



WALKER FOUNDATION

2013 Tax Information

Account Number 12163600

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Income for 2013

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return.

Additionally, to provide you with complete information for your tax returns, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
THERMO FISHER SCIENTIFIC INC	TMO	883556102	365	05/30/12	01/17/13	\$24,888.79	\$18,670.41	\$6,218.38
THERMO FISHER SCIENTIFIC INC	TMO	883556102	325	05/30/12	04/25/13	\$26,342.15	\$16,624.34	\$9,717.81
US TREASURY NOTE 3 125% 5		912828KQ2	50000	03/27/13	04/29/13	\$56,695.31	\$56,406.25	\$289.06
US TREASURY NOTE 2 000% 2		912828SF8	100000	03/07/13	04/30/13	\$104,429.69	\$101,906.25	\$2,523.44
EXPEDITORS INTL WASH INC	EXPD	302130109	370	04/25/13	07/31/13	\$14,930.05	\$13,161.60	\$1,768.45
EXPEDITORS INTL WASH INC	EXPD	302130109	570	04/25/13	09/11/13	\$25,395.56	\$20,275.99	\$5,119.57
Total short term gain/loss from sales:						\$252,681.55	\$227,044.84	\$25,636.71

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
JOHNSON CONTROLS INC	JCI	478366107	1300	09/09/11	01/17/13	\$41,079.07	\$38,058.67	\$3,020.40
NOVARTIS AG - ADR	NVS	66987V109	460	08/01/11	01/17/13	\$30,331.72	\$28,423.31	\$1,908.41



WALKER FOUNDATION

2013 Tax Information

Account Number 12163600

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Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
CVS/CAREMARK CORPORATION	CVS	126650100	550	08/28/01	01/17/13	\$28,643.35	\$9,921.23	\$18,722.12
MEDTRONIC INC	MDT	585055108	35	12/13/10	01/17/13	\$1,572.16	\$1,260.18	\$311.98
MEDTRONIC INC	MDT	585055108	500	10/15/09	01/17/13	\$22,459.50	\$18,392.65	\$4,066.85
MEDTRONIC INC	MDT	585055108	100	11/05/08	01/17/13	\$4,491.90	\$4,007.33	\$484.57
FRANKLIN RESOURCES INC	BEN	354613101	65	12/20/01	01/17/13	\$8,832.07	\$2,300.55	\$6,531.52
FRANKLIN RESOURCES INC	BEN	354613101	115	04/13/00	01/17/13	\$15,625.98	\$4,087.79	\$11,538.19
SHERWIN WILLIAMS CO	SHW	824348106	180	09/14/99	01/17/13	\$29,233.14	\$4,182.17	\$25,050.97
DANAHER CORP	DHR	235851102	350	08/16/07	01/18/13	\$20,950.53	\$12,903.57	\$8,046.96
EXPEDITORS INTL WASH INC	EXPD	302130109	650	12/27/11	01/18/13	\$27,832.37	\$27,188.64	\$645.73
AUTOMATIC DATA PROCESSING INC	ADP	053015103	375	08/14/02	03/06/13	\$23,275.72	\$12,677.59	\$10,598.13
ACCENTURE PLC	ACN	G1151C101	295	06/17/09	03/06/13	\$22,823.63	\$9,564.73	\$13,258.90
PROCTER & GAMBLE CO	PG	742718109	365	11/14/08	03/06/13	\$28,224.81	\$23,675.51	\$4,549.30
SYSCO CORP	SY	871829107	660	06/09/09	03/06/13	\$21,573.92	\$15,701.40	\$5,872.52
FEDEX CORPORATION	FDX	31428X106	235	01/12/07	03/06/13	\$25,420.67	\$25,585.53	\$-164.86
JOHNSON & JOHNSON	JNJ	478160104	315	08/15/03	04/25/13	\$26,755.50	\$16,110.39	\$10,645.11
US TREASURY NOTE 3 125% 5		912828KQ2	100000	04/05/10	04/29/13	\$113,390.63	\$96,196.63	\$17,194.00
US TREASURY NOTE 3 125% 5		912828KQ2	50000	03/01/11	04/29/13	\$56,695.31	\$50,023.44	\$6,671.87
ECOLAB INC	ECL	278865100	265	07/30/10	05/07/13	\$22,815.98	\$12,997.08	\$9,818.90
US TREASURY NOTE 3 625% 2		912828MP2	100000	09/08/10	05/07/13	\$116,375.00	\$108,507.81	\$7,867.19
US TREASURY NOTE 3 625% 2		912828MP2	50000	03/01/11	05/07/13	\$58,187.50	\$51,343.75	\$6,843.75
SHERWIN WILLIAMS CO	SHW	824348106	90	09/14/99	05/14/13	\$17,174.31	\$2,091.09	\$15,083.22
FRANKLIN RESOURCES INC	BEN	354613101	150	12/20/01	05/14/13	\$24,867.94	\$5,308.97	\$19,558.97
STRYKER CORP	SYK	853667101	260	01/05/07	05/14/13	\$17,919.15	\$14,536.86	\$3,382.29
US TREASURY NOTE 3 625% 2		912828PX2	150000	05/25/11	05/14/13	\$174,281.25	\$156,773.44	\$17,507.81
GRAND RAPIDS MINN 5.875% 6		386334G75	100000	07/11/06	06/01/13	\$100,000.00	\$100,967.00	\$-967.00
AUTOMATIC DATA PROCESSING INC	ADP	053015103	310	08/14/02	07/09/13	\$22,036.80	\$10,480.14	\$11,556.66
MEDTRONIC INC	MDT	585055108	500	12/13/10	07/09/13	\$26,284.54	\$18,002.55	\$8,281.99



WALKER FOUNDATION

2013 Tax Information

Account Number 12163600

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Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
EXPEDITORS INTL WASH INC	EXPD	302130109	80	12/27/11	07/31/13	\$3,228.12	\$3,346.05	\$-117.93
ILLINOIS TOOL WORKS INC	ITW	452308109	290	05/15/90	07/31/13	\$21,047.83	\$1,986.17	\$19,061.66
JOHNSON CONTROLS INC	JCI	478366107	850	09/09/11	07/31/13	\$34,543.39	\$24,884.52	\$9,658.87
CVS/CAREMARK CORPORATION	CVS	126650100	240	08/28/01	07/31/13	\$14,793.34	\$4,329.27	\$10,464.07
CVS/CAREMARK CORPORATION	CVS	126650100	60	12/20/01	07/31/13	\$3,698.33	\$885.37	\$2,812.96
SIGMA ALDRICH CORP	SIAL	826552101	260	08/11/94	09/04/13	\$21,491.22	\$2,128.75	\$19,362.47
NOVARTIS AG - ADR	NVS	66987V109	305	08/01/11	09/04/13	\$22,732.26	\$18,845.89	\$3,886.37
ECOLAB INC	ECL	278865100	250	07/30/10	09/04/13	\$23,192.09	\$12,261.40	\$10,930.69
BARD C R INCORPORATED	BCR	067383109	185	10/27/09	09/11/13	\$22,078.36	\$14,048.29	\$8,030.07
THERMO FISHER SCIENTIFIC INC	TMO	883556102	250	05/30/12	09/11/13	\$22,608.10	\$12,787.95	\$9,820.15
FEDEX CORPORATION	FDX	31428X106	245	01/12/07	10/24/13	\$31,921.45	\$26,674.28	\$5,247.17
DANAHER CORP	DHR	235851102	300	08/16/07	10/30/13	\$21,692.62	\$11,060.20	\$10,632.42
JOHNSON CONTROLS INC	JCI	478366107	450	09/09/11	10/30/13	\$20,452.14	\$13,174.15	\$7,277.99
COCA-COLA CO 3 625% 3		191216AL4	100000	07/06/10	12/02/13	\$100,922.00	\$107,279.00	\$-6,357.00
COCA-COLA CO 3 625% 3		191216AL4	100000	01/12/10	12/02/13	\$100,922.00	\$104,700.00	\$-3,778.00
CVS/CAREMARK CORPORATION	CVS	126650100	325	12/20/01	12/20/13	\$22,720.35	\$4,795.75	\$17,924.60
THERMO FISHER SCIENTIFIC INC	TMO	883556102	200	05/30/12	12/20/13	\$21,649.62	\$10,230.36	\$11,419.26
Total long term gain/loss from sales:						\$1,638,847.67	\$1,254,685.40	\$384,162.27