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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.

For calendar year 2013, or tax year beginning **, 2013, and ending**LESTER A WALKER FOUNDATION
P O BOX 169
FREMONT, NE 68026-0169

G Check all that apply.

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year **(from Part II, column (c), line 16)** **J** Accounting method: Cash Accrual
 Other (specify) **-----**
► \$ 3,158,594. *(Part I, column (d) must be on cash basis)*

A	Employer identification number 47-6022547
B	Telephone number (see the instructions)
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here . . . ► <input type="checkbox"/>
E	2 Foreign organizations meeting the 85% test, check here and attach computation . . . ► <input type="checkbox"/>
F	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
G	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ► <input type="checkbox"/>

Part II Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	91,945.	91,945.	91,945.	
	5 a Gross rents				
	b Net rental income or (loss) . . .	152,186.			
	6 a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	914,711.			
	7 Capital gain net income (from Part IV, line 2)		152,186.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch) . . .				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	244,131.	244,131.	91,945.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	16,155.	16,155.	16,155.	
	14 Other employee salaries and wages . . .				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE STATEMENT 3	1,495.	1,495.	1,495.	
	c Other prof fees (attach sch)				
	17 Interest . . .	3,492.	3,492.	3,492.	
	18 Taxes (attach schedule) SEE STATEMENT 3				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications . . .				
	23 Other expenses (attach schedule)				
	SEE STATEMENT 3	26.	26.	26.	
	24 Total operating and administrative expenses. Add lines 13 through 23	21,168.	21,168.	21,168.	
	25 Contributions, gifts, grants paid PART XV	140,879.			140,879.
	26 Total expenses and disbursements. Add lines 24 and 25	162,047.	21,168.	21,168.	140,879.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	82,084.			
	b Net investment income (if negative, enter -0-) . . .		222,963.		
	c Adjusted net income (if negative, enter -0-) . . .			70,777.	

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
1	1 Cash – non-interest-bearing			
2	2 Savings and temporary cash investments	96,357.	88,776.	88,776.
3	3 Accounts receivable			
	Less: allowance for doubtful accounts			
4	4 Pledges receivable			
	Less: allowance for doubtful accounts			
5	5 Grants receivable			
6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
8	8 Inventories for sale or use			
9	9 Prepaid expenses and deferred charges			
10a	10a Investments – U.S. and state government obligations (attach schedule)	STATEMENT 4	35,000.	83,896.
b	b Investments – corporate stock (attach schedule)	STATEMENT 5	767,656.	645,646.
c	c Investments – corporate bonds (attach schedule)	STATEMENT 6	635,255.	725,249.
11	11 Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
12	12 Investments – mortgage loans			
13	13 Investments – other (attach schedule)	STATEMENT 7	997,703.	1,068,666.
14	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
15	15 Other assets (describe SEE STATEMENT 8)		1,019.	1,217.
16	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		2,532,990.	2,615,074.
17	17 Accounts payable and accrued expenses			
18	18 Grants payable			
19	19 Deferred revenue			
20	20 Loans from officers, directors, trustees, & other disqualified persons			
21	21 Mortgages and other notes payable (attach schedule)			
22	22 Other liabilities (describe)			
23	23 Total liabilities (add lines 17 through 22)		0.	0.
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
24	24 Unrestricted			
25	25 Temporarily restricted			
26	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
27	27 Capital stock, trust principal, or current funds			
28	28 Paid-in or capital surplus, or land, building, and equipment fund			
29	29 Retained earnings, accumulated income, endowment, or other funds		2,532,990.	2,615,074.
30	30 Total net assets or fund balances (see instructions)		2,532,990.	2,615,074.
	31 Total liabilities and net assets/fund balances (see instructions)		2,532,990.	2,615,074.

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	2,532,990.
2	Enter amount from Part I, line 27a	2	82,084.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,615,074.
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	2,615,074.

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 PER ATTACHED SCHEDULE			P	VARIOUS	VARIOUS
b PER ATTACHED SCHEDULE			P	VARIOUS	VARIOUS
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 128,197.			107,101.	21,096.	
b 786,514.			655,424.	131,090.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				21,096.	
b				131,090.	
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	152,186.
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 (column (b) divided by column (c))
2012	143,077.	2,864,113.	0.049955
2011	138,152.	2,899,888.	0.047640
2010	124,973.	2,796,869.	0.044683
2009	146,419.	2,517,244.	0.058166
2008	165,416.	2,972,017.	0.055658
2 Total of line 1, column (d)			2 0.256102
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 0.051220
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3,036,062.
5 Multiply line 4 by line 3			5 155,507.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,230.
7 Add lines 5 and 6			7 157,737.
8 Enter qualifying distributions from Part XII, line 4			8 140,879.

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 V **Excise Tax Based on Investment Income** (Section 4940(a), 4940(b), 4940(e), or 4948- see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here. ► <input type="checkbox"/> and enter 'N/A' on line 1.	
	Date of ruling or determination letter. (attach copy of letter if necessary- see instrs)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► <input 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, column (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
3	Add lines 1 and 2.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments:	
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a 2,360.
b	Exempt foreign organizations - tax withheld at source	6 b
c	Tax paid with application for extension of time to file (Form 8868)	6 c
d	Backup withholding erroneously withheld	6 d
7	Total credits and payments. Add lines 6a through 6d	7 2,360.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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 2,099.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11	Enter the amount of line 10 to be Credited to 2014 estimated tax	11 Refunded.

Part VI **Statements Regarding Activities**

1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	
1 c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	
(1)	On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	If 'Yes,' attach a detailed description of the activities	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	If 'Yes,' attach the statement required by General Instruction T	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	
•	By language in the governing instrument, or	
•	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
NE		
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	
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	
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	

Part VI FAY 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? Website address	13	X
14	The books are in care of ► <u>FREMONT NATIONAL BANK & TRUST</u> Telephone no. ► <u>402-721-1050</u> Located at ► <u>P O BOX 169, FREMONT, NE</u> ZIP + 4 ► <u>68026-0169</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►	16	Yes X

Part VI B Statements Regarding Activities for Which Form 4720 May Be Required

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __ .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see instructions.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 __ , 20 __ , 20 __ , 20 __ .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here. c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

7 a 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
JANE WALKER 84404 PHEASANT LANE PLEASANT HILL, OR 97455	TRUSTEE 0	0.	0.	0.
G MICHAEL WISEMAN 92 WEST 5TH FREMONT, NE 68025	TRUSTEE 0	4,460.	0.	0.
FREMONT NATIONAL BANK & TRUST P O BOX 169 FREMONT, NE 68026-0169	TRUSTEE 0	11,695.	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

.....

0

BAA

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services... ► 0

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	N/A	
2		
3		
All other program-related investments. See instructions.		
Total. Add lines 1 through 3	...	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1 a	2,961,984.
b	Average of monthly cash balances	1 b	120,312.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	3,082,296.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,082,296.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	46,234.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,036,062.
6	Minimum investment return Enter 5% of line 5	6	151,803.

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	151,803.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	4,459.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	4,459.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	147,344.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	147,344.
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	147,344.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc—total from Part I, column (d), line 26	1 a	140,879.
b	Program-related investments – total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	140,879.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	140,879.

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 ...				147,344.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			140,879.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 ...				
b From 2009				
c From 2010				
d From 2011				
e From 2012 ...				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 140,879.				
a Applied to 2012, but not more than line 2a			140,879.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount	0.			0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b...		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions.		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				147,344.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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

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

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 9				
Total				► 3a 140,879.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	91,945.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	152,186.
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)				244,131.	
13 Total. Add line 12, columns (b), (d), and (e)				13	244,131.
(See worksheet in line 13 instructions to verify calculations.)					

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

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash
(2) Other assets

b Other transactions:

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

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

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

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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

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



Paul Z. Chaffin

1

Title

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

Paid
Prep
Use C

Print/Type preparer's name STEVEN E. PRIBNOW	Preparer's signature 	Date 5-7-2014	Check <input type="checkbox"/> if self-employed	PTIN P00126578
Firm's name ► ERICKSON & BROOKS	Firm's EIN ► 47-0358808			
Firm's address ► P. O. BOX 1270 FREMONT, NE 68026-1270	Phone no (402) 721-3454			

BAA

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FREMONT NATIONAL BANK & TRUST
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THE LESTER A WALKER FOUNDATION

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 22
TRUST ADMINISTRATOR: BEG
INVESTMENT OFFICER: TUS

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
40.0000 APACHE CORP - 03/411105 - MINOR = 46 /								
SOLD		01/22/2013	3286.36					
ACQ	10.0000	01/12/2006	821.59	690.00	130.89	LT	Y	F
	30.0000	09/14/2006	2464.11	1943.40	521.31	LT	Y	F
100.0010 FIDELITY ADVISOR STRATEGIC INCOME FUND CLASS I #648 - 315920801 - MINOR = 592								
SOLD		01/22/2013	10001.11					
ACQ	155.8850	01/22/2011	2001.80	2000.00	1.80	LT	Y	F
	122.1410	11/12/2009	153.25	1496.30	16.95	LT	Y	F
	5.8170	12/23/2009	14.92	12.20	3.72	LT	Y	F
	163.5320	12/28/2009	2106.29	2000.00	106.29	LT	Y	F
	245.2980	02/08/2010	3159.44	3000.00	159.44	LT	Y	F
	31.1160	12/23/2011	401.46	319.64	21.82	LT	Y	F
	19.1110	12/23/2011	246.15	232.11	13.38	LT	Y	F
	1.3920	02/12/2010	17.93	16.90	1.03	LT	Y	F
	32.6500	01/29/2009	420.53	373.19	47.34	LT	Y	F
801 2820 HARBOR BOND FUND* - 411511108 - MINOR = 495								
SOLD		01/22/2013	10016.03					
ACQ	801 2820	09/20/2011	10016.03	9879.81	136.22	LT	Y	F
100.0000 ISHARES U S. PREFERRED STOCK ETN - 464288687 - MINOR = 540								
SOLD		01/22/2013	4029.92					
ACQ	50 0000	08/21/2010	2014.96	1989.98	24.98	LT	Y	F
	50 0000	02/10/2011	2014.96	1961.50	53.46	LT	Y	F
100.0000 ISHARES U S. PREFERRED STOCK ETN - 464288687 - MINOR = 540								
SOLD		02/06/2013	3996.92					
ACQ	50.0000	01/15/2010	1998.46	1902.50	95.96	LT	Y	F
	50.0000	01/23/2010	1998.46	1875.49	122.97	LT	Y	F
.3280 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464								
SOLD		02/25/2013	21.19					
ACQ	.3280	09/14/2006	21.19	11.00	16.19	LT	Y	F
80.0000 ABBOTT LABS CON - 002824100 - MINOR = 482								
SOLD		02/28/2013	215.95					
ACQ	40.0000	06/03/2005	1351.91	929.57	428.40	LT	Y	F
	20.0000	12/09/2010	678.99	484.55	194.44	LT	Y	F
	20.0000	02/10/2011	678.99	438.00	240.99	LT	Y	F
80.0000 ABBVIE INC COM - 0028/Y109 - MINOR = 482								
SOLD		02/28/2013	2960.09					
ACQ	40.0000	06/03/2005	1480.05	1008.03	472.02	LT	Y	F
	20.0000	11/09/2010	740.02	525.45	214.57	LT	Y	F
	20.0000	02/10/2011	740.02	474.97	265.06	LT	Y	F
425 2980 DODGE & COX INTERNATIONAL STOCK FUND #1048 - 256206103 - MINOR = 572								
SOLD		02/28/2013	1518.38					
ACQ	48.4910	01/25/2008	1731.83	2000.00	-268.17	LT	Y	F
	55.5110	12/14/2010	1984.44	2000.00	-15.56	LT	Y	F
	29.8240	04/21/2010	1065.01	1000.00	65.01	LT	Y	F
	61.5380	09/13/2010	2197.52	2000.00	197.52	LT	Y	F
	62.4800	11/12/2009	2231.16	2000.00	231.16	LT	Y	F
	62.5000	12/28/2009	2231.81	2000.00	231.81	LT	Y	F
	3.2110	05/25/2005	114.66	98.55	16.11	LT	Y	F
	70.0100	01/02/2010	2502.45	2000.00	502.45	LT	Y	F
	31.6000	12/22/2008	1128.44	652.35	466.09	LT	Y	F
340.2690 FIDELITY ADVISOR SMALL CAP FUND CLASS I #298 - 315805655 - MINOR = 496								
SOLD		02/28/2013	8758.52					
ACQ	8.9000	12/10/2010	229.09	232.19	-3.10	LT	Y	F
	6.5230	01/01/2011	167.90	168.62	-0.72	LT	Y	F
	215.3740	11/21/2001	1088.12	1000.00	88.12	LT	Y	F
	9.7840	12/14/2001	251.84	245.08	6.76	LT	Y	F
	.6410	01/11/2008	16.50	15.68	0.82	LT	Y	F
	.7510	01/09/2012	19.33	17.32	2.01	LT	Y	F
	26.4150	12/19/2011	679.92	579.55	100.37	LT	Y	F
	11.8820	12/12/2008	305.82	205.78	100.04	LT	Y	F
431.1250 FIDELITY ADVISOR STRATEGIC INCOME FUND CLASS I #648 - 315920801 - MINOR = 592								
SOLD		02/28/2013	5582.08					
ACQ	2 200	02/13/2012	34.73	33.86	0.87	LT	Y	F
	142.3280	01/29/2009	1811.53	1626.81	190.72	LT	Y	F
	90.6620	06/25/2009	1151.75	1000.00	151.75	LT	Y	F
	100.2000	01/14/2009	1279.55	1000.00	279.55	LT	Y	F
	101.2150	03/25/2009	1292.52	1000.00	292.52	LT	Y	F
19.0000 HEINZ (HJ) CO CON - 4230/4103 - MINOR = 459								
SOLD		02/28/2013	1376.14					
ACQ	19.0000	06/28/2012	1376.14	1009.19	366.35	ST	C	
15.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 482								
SOLD		02/28/2013	5725.31					
ACQ	15 0000	11/26/2003	5725.31	3297.75	1995.62	LT	Y	F
20 0000 UNITED PARCEL SERVICE INC CL B-COM - 911312106 - MINOR = 411								
SOLD		02/28/2013	1656.76					
ACQ	20 0000	09/14/2006	1656.76	1443.83	212.93	LT	Y	F
100.0000 ISHARES U.S. PREFERRED STOCK ETN - 464288687 - MINOR = 540								
SOLD		04/01/2013	4021.94					
ACQ	50.0000	01/28/2010	2013.91	1861.99	151.98	LT	Y	F
	50 0000	02/04/2010	2013.91	1863.47	150.50	LT	Y	F
3100 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464								
SOLD		05/28/2013	26.91					
ACQ	3100	05/14/2010	26.91	10.25	16.66	LT	Y	F

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TAX PREPARER: 22
TRUST ADMINISTRATOR: BEG
INVESTMENT OFFICER: TJS

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
83 0000 AES CORP - 00130H105 - MINOR = 493								
SOLD 06/11/2013		1017.57						
ACQ 83.0000 08/02/2012		1017.57		1004.29	13.28	LT	Y	F
10 0000 CHEVRONTEXACO CORP - 166/64100 - MINOR = 464								
SOLD 06/11/2013		1216.68						
ACQ 10.0000 03/11/2002		1216.68		446.12	769.96	LT	Y	F
30.00000 COMCAST CORP NEW CL A SPL - 20030N200 - MINOR = 435								
SOLD 06/11/2013		1169.99						
ACQ 30.0000 06/01/2004		1169.99		565.62	604.37	LT	Y	F
25 0000 THE WALT DISNEY CO COM - 25468/106 - MINOR = 445								
SOLD 06/11/2013		1600.72						
ACQ 25.0000 01/24/2008		1600.72		128.65	82.07	LT	Y	F
10 0000 GENERAL ELEC CO COM - 369604103 - MINOR = 416								
SOLD 06/11/2013		1648.50						
ACQ 10.0000 12/2/1999		1648.50		3646.01	-1997.51	LT	Y	F
17 0000 HOME DEPOT INC - 437076102 - MINOR = 452								
SOLD 06/11/2013		1323.11						
ACQ 11.0000 01/28/2008		1323.11		489.88	833.89	LT	Y	F
5.00000 INT'L BUSINESS MACHS CORP COM - 459200101 - MINOR = 484								
SOLD 06/11/2013		1023.18						
ACQ 5.0000 03/11/2002		1023.18		521.10	501.48	LT	Y	F
20.00000 J P MORGAN CHASE & CO - 46625H100 - MINOR = 411								
SOLD 06/11/2013		1010.58						
ACQ 20.0000 03/10/2005		1010.58		128.80	341.78	LT	Y	F
40.00000 MEDTRONIC INC - 585055106 - MINOR = 419								
SOLD 06/11/2013		2087.96						
ACQ 40.0000 02/01/2001		2087.96		2126.40	-38.44	LT	Y	F
10 0000 3M CO - 885/9Y101 - MINOR = 416								
SOLD 06/11/2013		1103.58						
ACQ 10.0000 09/14/2006		1103.58		133.07	310.51	LT	Y	F
50.00000 1SHARES U S. PREFERRED STOCK ETY - 464288687 - MINOR = 540								
SOLD 06/11/2013		1957.05						
ACQ 50.0000 12/28/2009		1957.05		1847.99	109.06	LT	Y	F
5.00000 BERKSHIRE HATHAWAY INC DEL CL B NEW - 0846/0102 - MINOR = 412								
SOLD 08/12/2013		585.64						
ACQ 5.0000 01/03/2008		585.64		381.95	203.69	LT	Y	F
10 0000 CHEVRONTEXACO CORP - 166/64100 - MINOR = 464								
SOLD 08/12/2013		1215.58						
ACQ 10.0000 03/11/2002		1215.58		446.12	768.86	LT	Y	F
20 0000 THE WALT DISNEY CO COM - 254687106 - MINOR = 445								
SOLD 08/12/2013		1213.51						
ACQ 5.0000 01/24/2008		318.39		145.13	122.66	LT	Y	F
15.0000 12/16/2008		955.18		347.11	607.41	LT	Y	F
20.00000 HOME DEPOT INC - 43/0/6102 - MINOR = 452								
SOLD 08/12/2013		1583.78						
ACQ 20.0000 01/28/2008		1583.78		516.34	1001.44	LT	Y	F
50.00000 1SHARES U S. PREFERRED STOCK ETY - 464288687 - MINOR = 540								
SOLD 08/15/2013		1882.26						
ACQ 4.0000 02/2/2009		150.58		18.12	118.86	LT	Y	F
4.0000 02/27/2009		150.58		78.71	71.87	LT	Y	F
6.0000 02/2/2009		225.87		117.18	108.09	LT	Y	F
8.0000 02/2/2009		301.16		151.44	143.72	LT	Y	F
21.0000 04/28/2009		790.55		542.85	247.10	LT	Y	F
7.0000 06/1/2009		263.52		219.24	44.28	LT	Y	F
.33000 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464								
SOLD 08/21/2013		26.26						
ACQ .3300 05/14/2010		26.26		10.14	15.52	LT	Y	F
1133.42500 PIMCO COMMODITY REALRETURN STRATEGY FUND INST #45 - 122005661 - MINOR = 574								
SOLD 09/10/2013		6426.52						
ACQ 12/3890 09/22/2011		122.30		1000.00	-211.10	LT	Y	F
12/8/10 12/05/2011		125.06		1000.00	-214.94	LT	Y	F
1.1660 12/08/2011		6.61		8.85	-2.24	LT	Y	F
4.9000 12/08/2011		27.78		37.19	-9.41	LT	Y	F
8/2.0930 03/30/2012		4944.11		6000.00	-1055.23	LT	Y	F
10 0000 CHEVRONTEXACO CORP - 166/64100 - MINOR = 464								
SOLD 10/18/2013		1196.88						
ACQ 10.0000 03/11/2002		1196.88		446.12	750.16	LT	Y	F
20 0000 CISCO SYS INC - 1/2/5R102 - MINOR = 489								
SOLD 10/18/2013		459.89						
ACQ 20.0000 01/29/2009		459.89		431.00	28.89	LT	Y	F
10.00000 THE WALT DISNEY CO COM - 25468/106 - MINOR = 445								
SOLD 10/18/2013		669.99						
ACQ 10.0000 12/16/2008		669.99		231.85	438.14	LT	Y	F
10.00000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 464								
SOLD 10/18/2013		844.31						
ACQ 10.0000 12/29/2010		844.31		735.90	138.41	LT	Y	F
10.00000 HOME DEPOT INC - 43/0/6102 - MINOR = 452								
SOLD 10/18/2013		149.59						
ACQ 10.0000 01/28/2008		149.59		288.17	461.42	LT	Y	F
5 00000 INT'L BUSINESS MACHS CORP COM - 459200101 - MINOR = 484								
SOLD 10/18/2013		867.78						
ACQ 5.0000 03/11/2002		867.78		521.10	346.08	LT	Y	F
15.00000 J P MORGAN CHASE & CO - 46625H100 - MINOR = 411								
SOLD 10/18/2013		808.64						
ACQ 15.0000 03/10/2005		808.64		546.60	262.04	LT	Y	F

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TAX PREPARER: 22
TRUST ADMINISTRATOR: BEG
INVESTMENT OFFICER: TJS

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
10.0000 PEPSICO INC COM - /13448108 - MINOR = 462								
SOLD 10/18/2013			821.39					
ACQ 10.0000 01/19/1994			821.39	184 70	642.69	LT	Y	F
10.0000 PROCTER & GAMBLE CO COM - /42/18109 - MINOR = 457								
SOLD 10/18/2013			793.29					
ACQ 10.0000 03/10/2005			793.29	535 30	257.99	LT	Y	F
25.0000 TEVA PHARMACEUTICAL INDNS LTD ADR - 881624209 - MINOR = 482								
SOLD 10/18/2013			998.98					
ACQ 25.0000 06/28/2012			998.98	979.23	19 75	LT		F
3/00 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464								
SOLD 11/29/2013			28 03					
ACQ 3/00 05/14/2010			28.03	11 84	16 19	LT	Y	F
/1.9110 HARBOR INTERNATIONAL FUND NL - 411511306 - MINOR = 5/2								
SOLD 12/24/2013			5002 85					
ACQ 11.0860 12/19/2001			1/1 25	165 43	5 82	LT	Y	F
14.7510 04/20/2007			1026 23	1000 00	26 23	LT	Y	F
15.7650 01/25/2008			1096.11	1000 00	96 11	LT	Y	F
7.1450 12/19/2006			491 08	436 13	60 95	LT	Y	F
23 1640 05/04/2006			1611 52	1387 29	224 23	LT	Y	F
50.0000 CISCO SYS INC - 1/275R102 - MINOR = 489								
SOLD 12/26/2013			1088 99					
ACQ 20.0000 03/25/2009			435.60	339 19	96.41	LT	Y	F
30.0000 07/29/2009			653 39	646 49	6 90	LT	Y	F
20.0000 COMCAST CORP NEW CL A SPL 20030N200 - MINOR = 435								
SOLD 12/26/2013			990.59					
ACQ 20.0000 06/01/2004			990.59	377.08	613 51	LT	Y	F
11.0000 MCKESSON HBOC INC COM - 58155Q103 - MINOR = 4/8								
SOLD 12/26/2013			1/13.08					
ACQ 11.0000 06/28/2012			1/13.08	1024 64	748.44	LT		F
10.0000 3M CO - 88579Y101 - MINOR = 416								
SOLD 12/26/2013			1383.58					
ACQ 10.0000 09/14/2006			1383.58	133 07	650.51	LT	Y	F
TOTALS			126108.38	10101 31	19007.07			

LT CGain Dividends 2089.01 - 2089.01
128197.39 107101.31 21096.08

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LAW FUND OF WALKER FOUNDATION

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 22
TRUST ADMINISTRATOR BEG
INVESTMENT OFFICER: TUS

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
150 0000 APACHE CORP - 037411105 - MINOR = 46 /								
SOLD 01/22/2013			12323.86					
ACQ 80.0000 05/05/2006	652.3			5/31 20	841 53	LT	Y	F
/0.0000 07/12/2006	5/51.13			4834 90	916 23	LT	Y	F
150.0000 BOEING CO - 09/023105 - MINOR = 410								
SOLD 01/22/2013			11116.26					
ACQ 15.0000 12/16/2008	1111.63			592 19	518 84	LT	Y	F
135.0000 03/25/2009	10004.63			5059 19	4944 84	LT	Y	F
3108 0030 FIDELITY ADVISOR STRATEGIC INCOME FUND CLASS I #648 - 315920801 - MINOR = 592								
SOLD 01/22/2013			40031.09					
ACQ 1169 1350 07/27/2011	15058 46			15000 00	58 46	LT	Y	F
1453 9960 02/10/2011	182.41			18320 34	40/1.13	LT	Y	F
398.4060 04/21/2010	5131.41			5000 00	131 41	LT	Y	F
58.2210 02/11/2011	49.89			/30 61	19.22	LT	Y	F
28 2450 12/22/2010	363.80			351 37	12 43	LT	Y	F
200 0000 ISHARES U S PREFERRED STOCK ETF - 464288687 - MINOR = 540								
SOLD 01/22/2013			8059.84					
ACQ 150.0000 08/2/2010	6044.88			5969.94	/4 94	LT	Y	F
50.0000 09/13/2010	2014.96			2001 50	13.46	LT	Y	F
300.0000 ISHARES U S. PREFERRED STOCK ETF - 464288687 - MINOR = 540								
SOLD 02/06/2013			11990.76					
ACQ 250.0000 01/15/2010	9992.30			9512 48	4/9 82	LT	Y	F
50.0000 01/22/2010	1998.46			18/5 49	122.91	LT	Y	F
10000 0000 TRANSDOCEAN SEDCO FOREX INC NT / 3/5% DID 10/15/2001 DUE 04/15/2018 - 893830AK5 - MINOR = 290								
SOLD 01/06/2013			12080.00					
ACQ 10000.0000 08/16/2010	12080.00			10362.10	1/1/ 90	LT	Y	F
25000.0000 PEPSICO INC NT 4.65% DID 12/04/2000 / DUE 02/15/2013 - /134488G2 - MINOR = 210								
SOLD 02/15/2013			25000.00					
ACQ 25000.0000 12/03/2008	25000.00			25561 25	-561.25	LT	Y	F
2610 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464								
SOLD 02/25/2013			21.64					
ACQ 2610 05/05/2006	21.64			8 81	12 83	LT	Y	F
510.0000 ABBOTT LABS COM - 0028241100 - MINOR = 482								
SOLD 02/28/2013			1/314.11					
ACQ 300.0000 06/03/2005	10184.11			69/1.14	3213 03	LT	Y	F
100.0000 04/21/2010	3394.92			2494 22	900 0	LT	Y	F
110.0000 02/10/2011	3/34.42			2408.98	1325 44	LT		
510.0000 ABBVIE INC COM - 0028/Y109 - MINOR = 482								
SOLD 02/28/2013			188/0.65					
ACQ 300 0000 06/03/2005	11100.38			7560 26	3540 12	LT	Y	F
100 0000 04/21/2010	3/00 13			2/04 11	995 36	LT	Y	F
110.0000 02/10/2011	40/0.14			2612.34	145/ .80	LT		
2092.2420 DODGE & COX INTERNATIONAL STOCK FUND #1048 - 256206103 - MINOR = 5/2								
SOLD 02/28/2013			74/13 95					
ACQ 242.4830 01/25/2008	8659 07			10000 00	-1340 93	LT	Y	F
138.9270 12/14/2010	4961 08			5000.00	-38.92	LT	Y	F
2/8.8620 11/09/2010	9958.16			10000 00	-41.84	LT	Y	F
140.8050 12/23/2010	5028.15			5000 00	28 15	LT	Y	F
119.2960 04/21/2010	4260.06			4000 00	260.06	LT	Y	F
781 0060 11/12/2009	27889.72			25000 00	2889 72	LT	Y	F
54.7450 05/25/2005	1954.94			1680 12	2/4 82	LT	Y	F
1/5 1930 07/02/2010	6256 14			5000 00	1256 14	LT	Y	F
160.9250 12/22/2008	5746.63			33/2 91	23/3 66	LT	Y	F
16/3.9140 FIDELITY ADVISOR SMALL CAP FUND CLASS I #298 - 315805655 - MINOR = 496								
SOLD 02/28/2013			43086.55					
ACQ 43. /800 12/10/2010	1126.90			1142 23	-15 33	LT	Y	F
32 0890 01/07/2011	825.97			829 50	-3.53	LT	Y	F
944.1380 11/24/2001	24302.11			24000 00	302.11	LT	Y	F
33 5440 12/14/2001	863.42			840.28	23 14	LT	Y	F
2.1990 01/11/2008	56.60			53.11	2.83	LT	Y	F
426 0/60 09/04/2008	1096/ 20			10000.00	96/ 20	LT	Y	F
3.6950 01/09/2012	95.11			85.18	9 93	LT	Y	F
129.9470 12/19/2011	3344.84			2851 04	493.80	LT	Y	F
58.4460 12/12/2008	1504.40			1012.29	492 11	LT	Y	F
6925.8540 FIDELITY ADVISOR STRATEGIC INCOME FUND CLASS I #648 - 315920801 - MINOR = 592								
SOLD 02/28/2013			88443.16					
ACQ 12. /650 02/13/2012	163.01			158 93	4.08	LT		
92.0460 12/22/2010	11/5.43			1145 05	30 38	LT	Y	F
100.2650 12/22/2010	1280.38			1247.30	33.08	LT	Y	F
1612.9030 05/13/2010	20596.11			20000 00	596 11	LT	Y	F
1218.5220 07/02/2010	15560.53			15000 00	560.53	LT	Y	F
816.3270 11/12/2009	10424.50			10000.00	424.50	LT	Y	F
29.4520 12/23/2009	3/6.10			360.49	15 61	LT	Y	F
155.2610 12/23/2011	1982.68			1891.08	91 60	LT	Y	F
95.2380 12/23/2011	1216.19			1160.00	56 19	LT	Y	F
4 4910 02/12/2010	51.35			54 52	2 83	LT	Y	F
8/4 8910 07/29/2009	111/2.36			10000 00	11/2.36	LT	Y	F
906.6180 06/25/2009	115/1.51			10000 00	157/ 51	LT	Y	F
501.0020 01/14/2009	6391.80			5000.00	139/ 80	LT	Y	F
506.0/30 03/25/2009	6462.55			5000 00	1462 55	LT	Y	F
94 0000 HEINZ (HJ) CO CON - 4230/4103 - MINOR = 459								
SOLD 02/28/2013			6808 28					
ACQ 94 0000 06/28/2012	6808 28			4995 19	1812 49	ST	C	

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 22
TRUST ADMINISTRATOR: BEG
INVESTMENT OFFICER: TJS

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
200.0000 WELLS FARGO & COMPANY (NEW) COM - 949/46101 - MINOR = 469								
SOLD 02/28/2013			7039.86					
ACQ 200 0000 03/12/1999			/039.86	3919.50	3120.36	LT	Y	F
500.0000 ISHARES U S. PREFERRED STOCK ETF - 46428868/ - MINOR = 540								
SOLD 04/01/2013			20139.70					
ACQ 200 0000 01/22/2010			8055.88	7501.98	553.90	LT	Y	F
50.0000 02/04/2010			2013.91	1863.41	150.50	LT	Y	F
250 0000 03/01/2012			10069.85	9692.48	377.37	LT	Y	F
.1160 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464								
SOLD 05/28/2013			10 0 /					
ACQ 1160 07/12/2006			10 07	3 86	6 21	LT	Y	F
200 0000 ISHARES U S. PREFERRED STOCK ETF - 46428868/ - MINOR = 540								
SOLD 05/29/2013			8111.88					
ACQ 200 0000 02/04/2010			8111.88	7453.88	658.00	LT	Y	F
41 / 0000 AES CORP - 00130H105 - MINOR = 493								
SOLD 06/11/2013			5112.37					
ACQ 41 / 0000 08/02/2012			5112.31	5045.66	66.71	GT	C	
50.0000 BERKSHIRE HATHAWAY INC DEL CL B NEW - 0846/0/02 - MINOR = 472								
SOLD 06/11/2013			5685.90					
ACQ 50 0000 03/17/2008			5685.90	4240.00	1445.90	LT	Y	F
50.0000 CHEVRONTEXACO CORP - 166/64100 - MINOR = 464								
SOLD 06/11/2013			6083.42					
ACQ 50.0000 11/26/2003			6083.42	1886.25	419.71	LT	Y	F
100 0000 COMCAST CORP NEW CL A SPL - 20030N200 - MINOR = 435								
SOLD 06/11/2013			3899.98					
ACQ 100 0000 06/01/2004			3899.98	1885.40	2014.58	LT	Y	F
100.0000 THE WALT DISNEY CO COM - 25468/106 - MINOR = 445								
SOLD 06/11/2013			6402.90					
ACQ 100 0000 11/08/2001			6402.90	3363.00	3039.90	LT	Y	F
200.0000 GENERAL ELEC CO COM - 369604103 - MINOR = 416								
SOLD 06/11/2013			4/10.01					
ACQ 200 0000 09/10/1999			4/10.01	799.66	-3269.65	LT	Y	F
243 / 4920 HARBOR BOND FUND* - 411511108 - MINOR = 495								
SOLD 06/11/2013			29932.41					
ACQ 798.220 03/01/2012			9808.31	10000.00	-191.69	LT	Y	F
804.5050 01/22/2012			98/9.32	10000.00	-120.68	LT	Y	F
1 6260 12/16/2011			19 9 /	19 74	0 23	LT	Y	F
832 6390 10/06/2011			10224.81	10000.00	224.81	LT	Y	F
70 0000 HOME DEPOT INC - 43 / 0 / 6102 - MINOR = 452								
SOLD 06/11/2013			5450.81					
ACQ 70 0000 04/21/2003			5450.81	1928.06	3522.75	LT	Y	F
20.0000 INT'L BUSINESS MACHS CORP COM - 459200101 - MINOR = 484								
SOLD 06/11/2013			4092.73					
ACQ 20.0000 06/01/2004			4092.73	1753.43	2339.30	LT	Y	F
90 0000 J P MORGAN CHASE & CO - 46625H100 - MINOR = 471								
SOLD 06/11/2013			481 / 62					
ACQ 90 0000 11/24/2004			481 / .62	3395.70	1421.92	LT	Y	F
50 0000 JOHNSON & JOHNSON COM - 4 / 8160104 - MINOR = 482								
SOLD 06/11/2013			4235.42					
ACQ 50 0000 03/08/1994			4235.42	504.63	3730.79	LT	Y	F
50.0000 3M CO - 885/9Y101 - MINOR = 416								
SOLD 06/11/2013			551 / .90					
ACQ 45 0000 09/16/2005			4966.11	3313.35	1652.76	LT	Y	F
5.0000 02/00/2007			551 / .9	3 / 3 15	1 / 8 64	LT	Y	F
100 0000 UNITED PARCEL SERVICE INC CL B-COM - 911312106 - MINOR = 411								
SOLD 06/11/2013			8580.90					
ACQ 100.0000 09/14/2006			8580.90	7219.15	1361.75	LT	Y	F
200.0000 ISHARES U.S. PREFERRED STOCK ETF - 46428868/ - MINOR = 540								
SOLD 06/12/2013			7828.20					
ACQ 195.0000 01/28/2010			1632.49	7261.78	370.71	LT	Y	F
5.0000 02/04/2010			195.71	186.35	9.35	LT	Y	F
25000.0000 GOLDMAN SACHS GROUP INC SR NT 4.75% D/PD 0 / 15 / 2003 DUE 0 / 15 / 2013 - 38141GDK/ - MINOR = 240								
SOLD 0 / 15 / 2013			25000.00					
ACQ 25000.0000 09/20/2004			25000.00	25000.00	0.00	LT	Y	F
50.0000 BERKSHIRE HATHAWAY INC DEL CL B NEW - 0846 / 0 / 02 - MINOR = 472								
SOLD 08/12/2013			5856.40					
ACQ 50 0000 0 / 03 / 2008			5856.40	3819.50	2036.90	LT	Y	F
100.0000 CHEVRONTEXACO CORP - 166/64100 - MINOR = 464								
SOLD 08/12/2013			12155.84					
ACQ 60.0000 04/21/2003			7293.50	1929.74	5363.76	LT	Y	F
40.0000 11/26/2003			4862.34	1509.00	3353.34	LT	Y	F
100.0000 COMCAST CORP NEW CL A SPL - 20030N200 - MINOR = 435								
SOLD 08/12/2013			4300.93					
ACQ 100.0000 06/01/2004			4300.93	1885.39	2415.54	LT	Y	F
100.0000 THE WALT DISNEY CO COM - 25468/106 - MINOR = 445								
SOLD 08/12/2013			6361.89					
ACQ 80.0000 11/08/2001			5094.31	2690.40	2403.91	LT	Y	F
20.0000 06/19/2008			12 / 3 .58	661.20	612.38	LT	Y	F
100.0000 GENERAL ELEC CO COM - 369604103 - MINOR = 416								
SOLD 08/12/2013			2423.41					
ACQ 100.0000 09/10/1999			2423.41	3989.84	-1566.43	LT	Y	F
100.0000 HOME DEPOT INC - 43 / 0 / 6102 - MINOR = 452								
SOLD 08/12/2013			7918.91					
ACQ 100 0000 04/21/2003			7918.91	2 / 54 3 /	5164.54	LT	Y	F

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER 22
TRUST ADMINISTRATOR: BEG
INVESTMENT OFFICER: TJS

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
50 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 482								
SOLD 08/12/2013			4598.92					
ACQ 50.0000 03/08/1994			4598.92	504.62	4094 30	LT	Y	F
200.0000 1SHARES U S. PREFERRED STOCK ETW - MINOR = 540								
SOLD 08/15/2013			7529.06					
ACQ 40 0000 06/01/2009			1505.81	1269.59	236 22	LT	Y	F
60.0000 01/29/2009			2258.72	204.33	184 38	LT	Y	F
55.0000 01/28/2010			2070.49	2048.19	22 30	LT	Y	F
45 0000 02/10/2010			1694.04	1671.83	22 21	LT	Y	F
25000 0000 3M CO MEDIUM TERM NTS TRANCHE # 1'R 00005 4 3/54 DID 08/21/2008 DUE - 885/9EARS - MINOR = 210								
SOLD 08/15/2013			25000.00					
ACQ 25000 0000 08/19/2008			25000.00	25116.75	-116 75	LT	Y	F
3610 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464								
SOLD 08/21/2013			28.72					
ACQ 3610 01/12/2006			28.72	11.83	16 89	LT	Y	F
5610 8220 PIMCO COMMODITY REALRETURNS STRATEGY FUND INST #45 - 722005667 - MINOR = 574								
SOLD 09/10/2013			31813.37					
ACQ 636.9430 09/22/2011			3611.47	5000.00	-1388.53	LT	Y	F
639.3860 12/05/2011			3625.32	5000.00	-134.68	LT	Y	F
5.8300 12/08/2011			33.06	44.25	-11.19	LT	Y	F
24.5020 12/08/2011			138.93	185.97	-47.04	LT	Y	F
4304 1610 03/13/2012			24404.59	30000.00	-5595.41	LT		
200 0000 1SHARES U S. PREFERRED STOCK ETW - MINOR = 540								
SOLD 10/15/2013			7509.97					
ACQ 9 0000 02/2/2009			337.95	117.12	160.83	LT	Y	F
9/ 0000 05/2/2009			3642.34	2972.69	669.65	LT	Y	F
44 0000 05/27/2009			1652.19	1340.24	311.95	LT	Y	F
50 0000 06/01/2009			1877.49	1586.98	290.51	LT	Y	F
50 0000 CHEVRONTEXACO CORP - 166/64100 - MINOR = 464								
SOLD 10/18/2013			5984.40					
ACQ 50.0000 04/21/2003			5984.40	1608.12	4376.28	LT	Y	F
100 0000 THE WALT DISNEY CO COM - 25468/106 - MINOR = 445								
SOLD 10/18/2013			6699.89					
ACQ 100.0000 06/19/2008			6699.89	3306.00	3393.89	LT	Y	F
100.0000 HOME DEPOT INC - 430/6102 - MINOR = 452								
SOLD 10/18/2013			1495.87					
ACQ 100 0000 04/21/2003			1495.87	2754.37	4741.50	LT	Y	F
50 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 482								
SOLD 10/18/2013			4567.93					
ACQ 50 0000 03/08/1994			4567.93	504.62	4062.31	LT	Y	F
127.0000 TEVA PHARMACEUTICAL IND'S LTD ADR - 881624209 - MINOR = 482								
SOLD 10/18/2013			5074.84					
ACQ 127 0000 06/28/2012			5074.84	4974.48	100 36	LT		
.8210 KINDER MORGAN MANAGEMENT LLC SHS - 49455U100 - MINOR = 464								
SOLD 11/29/2013			62.19					
ACQ .6060 01/12/2006			45.90	19.53	26.37	LT	Y	F
2150 08/14/2009			16.29	6.92	9.37	LT	Y	F
876 6800 HARBOR INTERNATIONAL FUND NL - 411511306 - MINOR = 572								
SOLD 12/20/2013			60499.68					
ACQ 57.9570 12/19/2007			3999.61	4001.34	-1.73	LT	Y	F
156.3480 03/30/2007			10189.58	10000.00	789.58	LT	Y	F
78.8270 01/25/2008			5439.85	5000.00	439.85	LT	Y	F
157.8780 02/02/2007			10895.16	10000.00	895.16	LT	Y	F
30 2490 12/19/2006			2087.48	1846.39	241.09	LT	Y	F
166.9730 05/04/2006			11522.81	10000.00	1522.81	LT	Y	F
85.4120 03/07/2012			5894.28	5000.00	894.28	LT	Y	F
143.0360 09/14/2006			9870.91	8125.88	1745.03	LT	Y	F
621.1180 ROYCE TOTAL RETURN FUND-1N* - 780905881 - MINOR = 496								
SOLD 12/20/2013			10062.11					
ACQ 62.6700 12/05/2006			1015.37	867.44	147.93	LT	Y	F
131.2360 12/07/2007			2126.02	1731.01	395.01	LT	Y	F
42 2050 08/15/2005			6920.72	5468.22	1452.50	LT	Y	F
50 0000 CHEVRONTEXACO CORP - 166/64100 - MINOR = 464								
SOLD 12/26/2013			6241.33					
ACQ 50 0000 04/21/2003			6241.33	1608.12	4633.21	LT	Y	F
50 0000 COMCAST CORP NEW CL A SPL - 20030N200 - MINOR = 435								
SOLD 12/26/2013			2476.48					
ACQ 50 0000 06/01/2004			2476.48	942.70	1533.78	LT	Y	F
140.0000 INTEL CORPORATION - 458140100 - MINOR = 490								
SOLD 12/26/2013			3586.75					
ACQ 140 0000 11/10/2011			3586.75	3368.32	218.43	LT		
54.0000 MCKESSON HBOC INC COM - 58155Q103 - MINOR = 478								
SOLD 12/26/2013			8704.21					
ACQ 54 0000 06/28/2012			8704.21	5030.07	3674.14	LT		
50.0000 3M CO - 88579Y101 - MINOR = 416								
SOLD 12/26/2013			6917.88					
ACQ 50.0000 09/16/2005			6917.88	3681.50	3236.38	LT	Y	F
TOTALS			116389.21	655424.82	12096439			

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10125.14
786514.35
655424.82
131089.53

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LESTER A WALKER FOUNDATION

47-6022547

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ERICKSON & BROOKS	\$ 1,495.	\$ 1,495.	\$ 1,495.	
TOTAL	<u>\$ 1,495.</u>	<u>\$ 1,495.</u>	<u>\$ 1,495.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	\$ 2,767.	\$ 2,767.	\$ 2,767.	
FOREIGN TAXES	725.	725.	725.	
TOTAL	<u>\$ 3,492.</u>	<u>\$ 3,492.</u>	<u>\$ 3,492.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	\$ 26.	\$ 26.	\$ 26.	
TOTAL	<u>\$ 26.</u>	<u>\$ 26.</u>	<u>\$ 26.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

US GOVT BONDS	COST	\$	0.	\$	0.
STATE/MUNICIPAL OBLIGATIONS	VALUATION METHOD		BOOK VALUE		FAIR MARKET VALUE
MUNICIPAL BONDS	COST		85,520.		83,896.
		\$	85,520.	\$	83,896.
TOTAL		<u>\$ 85,520.</u>		<u>\$ 83,896.</u>	

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LESTER A WALKER FOUNDATION

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STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COST	\$ 645,646.	\$ 1,059,060.	
TOTAL	<u>\$ 645,646.</u>	<u>\$ 1,059,060.</u>	

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COST	\$ 725,249.	\$ 763,183.	
TOTAL	<u>\$ 725,249.</u>	<u>\$ 763,183.</u>	

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER PUBLICLY TRADED SECURITIES</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	\$ 1,068,666.	\$ 1,162,462.
	TOTAL	<u>\$ 1,068,666.</u>	<u>\$ 1,162,462.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	\$ 1,217.	\$ 1,217.
TOTAL	<u>\$ 1,217.</u>	<u>\$ 1,217.</u>

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LESTER A WALKER FOUNDATION

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STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HOSPICE OF ARIZONA AT BRYANS 222 W NERN AVE STE A100 PHOENIX, AZ 85021		PUBLIC	CURRENT OPERATIONS	\$ 4,002.
DODGE COUNTY HISTORICAL SOCIETY FREMONT, NE 68026		PUBLIC	CURRENT OPERATIONS	1,500.
REBUILDING TOGETHER GREATER FREMONT AREA 1837 N "C" ST FREMONT, NE 68025		PUBLIC	CURRENT OPERATIONS	2,500.
ST JAMES EPISCOPAL CHURCH P O BOX 627 FREMONT, NE 68026		CHURCH	CURRENT OPERATIONS	7,251.
MIDLAND UNIVERSITY 900 N CLARKSON FREMONT, NE 68025		PUBLIC	SCHOLARSHIP FUND	5,628.
NEBR INDEP COLLEGE FUND 4940 S 114TH ST OMAHA, NE 68137		PUBLIC	SCHOLARSHIP FUND	2,251.
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAK CORPORATE DR FAIRFAX, VA 22031		PUBLIC	SCHOLARSHIP FUND	2,251.
PLANNED PARENTHOOD 4610 DODGE ST OMAHA, NE 68132		PUBLIC	CURRENT OPERATIONS	1,126.
MCCOOK LESTER WALKER FNDT P O BOX 1328 MCCOOK,, NE 69001		PUBLIC	CURRENT OPERATIONS	3,377.
FREMONT AREA COMMUNITY FOUNDAT 450 E 23RD ST FREMONT, NE 68025		PUBLIC	CURRENT OPERATIONS	90,045.
JOHN C LINCOLN HEALTH FOUND 9108 N 3RD ST PHOENIX, AZ 85020		PUBLIC	CURRENT OPERATIONS	4,002.
DODGE CNTY 4-H FOUNDATION 1206 W 23RD FREMONT, NE 68025		PUBLIC	CURRENT OPERATIONS	1,125.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
RIDGE CEMETERY ASSN FREMONT, NE 68025		PUBLIC	CURRENT OPERATIONS	\$ 2,000.
FREMONT OPERA HOUSE FREMONT, NE 68025		PUBLIC	CURRENT OPERATIONS	2,500.
FREMONT ART ASSOCIATION GALLERY 92 WEST FREMONT, NE 68025		PUBLIC	CURRENT OPERATIONS	7,319.
AID TO ADOPTION OF SPECIAL KIDS FREMONT, NE 68025		PUBLIC	CURRENT OPERATIONS	4,002.
				TOTAL \$ <u>140,879.</u>