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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>The Walker Family Foundation</b> <b>Blair Nichols - Trustee</b>		<b>A Employer identification number</b>  <b>59-7245253</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>577 Mulberry Street, Suite 1200</b>	Room/suite	<b>B Telephone number</b>  <b>478-743-4171</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Macon, GA 31201</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>  <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>477,622.</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received				<b>N/A</b>	
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
<b>3</b> Interest on savings and temporary cash investments		<b>294.</b>	<b>294.</b>		<b>Statement 1</b>
<b>4</b> Dividends and interest from securities		<b>9,498.</b>	<b>9,498.</b>		<b>Statement 2</b>
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		<b>37,173.</b>			
Gross sales price for all assets on line 6a <b>196,991.</b>					
Capital gain net income (from Part IV, line 2)			<b>37,173.</b>		
<b>6b</b> Net short-term capital gain					
<b>7</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income					
<b>12 Total.</b> Add lines 1 through 11		<b>46,965.</b>	<b>46,965.</b>		
<b>13</b> Compensation of officers, directors, trustees, etc		<b>0.</b>	<b>0.</b>		<b>0.</b>
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees					
<b>b</b> Accounting fees <b>Stmt 3</b>		<b>1,435.</b>	<b>0.</b>		<b>0.</b>
<b>c</b> Other professional fees <b>Stmt 4</b>		<b>4,734.</b>	<b>4,734.</b>		<b>0.</b>
<b>17</b> Interest					
<b>18</b> Taxes <b>Stmt 5</b>		<b>74.</b>	<b>0.</b>		<b>0.</b>
<b>19</b> Depreciation and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses					
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23		<b>6,243.</b>	<b>4,734.</b>		<b>0.</b>
<b>25</b> Contributions, gifts, grants paid		<b>22,301.</b>			<b>22,301.</b>
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25		<b>28,544.</b>	<b>4,734.</b>		<b>22,301.</b>
<b>27</b> Subtract line 26 from line 12		<b>18,421.</b>			
<b>a</b> Excess of revenue over expenses and disbursements			<b>42,231.</b>		
<b>b</b> Net investment income (if negative, enter -0-)					
<b>c</b> Adjusted net income (if negative, enter -0-)				<b>N/A</b>	

P 3

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	22,991.	47,655.	47,655.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 7	182,277.	46,298.	46,293.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
<b>Liabilities</b>	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	206,675.	336,004.	383,674.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	411,943.	429,957.	477,622.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
<b>Net Assets or Fund Balances</b>	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	434,035.	433,628.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-22,092.	-3,671.	
	30 Total net assets or fund balances	411,943.	429,957.	
	31 Total liabilities and net assets/fund balances	411,943.	429,957.	

**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	411,943.
2 Enter amount from Part I, line 27a	2	18,421.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	430,364.
5 Decreases not included in line 2 (itemize) ▶ See Statement 6	5	407.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	429,957.

**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 Suntrust - see attached	P		
b Suntrust - see attached	P		
c Capital Gains Dividends			
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 16,367.		15,474.	893.
b 174,020.		144,344.	29,676.
c 6,604.			6,604.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			893.
b			29,676.
c			6,604.
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	37,173.
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) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

**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	22,146.	449,325.	.049287
2011	20,818.	456,041.	.045649
2010	0.	425,625.	.000000
2009	10,850.	377,355.	.028753
2008	15,450.	420,225.	.036766

2 Total of line 1, column (d)	2	.160455
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	.032091
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	464,843.
5 Multiply line 4 by line 3	5	14,917.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	422.
7 Add lines 5 and 6	7	15,339.
8 Enter qualifying distributions from Part XII, line 4	8	22,301.

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.

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**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	422.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	422.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	422.
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 payments and 2012 overpayment credited to 2013	6a 160.	7	160.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	262.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	Refunded		

**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
1b 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 \$ 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? 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?		
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) GA		
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

N/A

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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? Website address ► N/A	13	X	
14	The books are in care of ► <u>Sterne Agee &amp; Leach, Inc.</u> Telephone no ► <u>478-743-4171</u> Located at ► <u>577 Mulberry Street, Suite 1200, Macon, GA</u> ZIP+4 ► <u>31201</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	No 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 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 N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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))		
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) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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.) N/A	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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

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

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

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
BLAIR HURLBURT NICHOLS 1610 LYNDALE BLVD MAITLAND, FL 32751	0.00	0.	0.	0.
JOHN C. HURLBURT P.O. BOX 3079 WINTER PARK, FL 32790	0.00	0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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

Part VIII

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

(continued)

3 Five highest-paid independent contractors for professional services. 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

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



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	445,756.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	26,166.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	471,922.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	471,922.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	7,079.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	464,843.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	23,242.

**Part XI****Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	23,242.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	422.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	422.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	22,820.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	22,820.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	22,820.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	22,301.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	22,301.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	422.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	21,879.

**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.

## The Walker Family Foundation

Form 990-PF (2013)

Blair Nichols - Trustee

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**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				22,820.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			22,301.	
b Total for prior years		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 ▶ \$ 22,301.				
a Applied to 2012, but not more than line 2a			22,301.	
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.
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 instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				22,820.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	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				

## N/A

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

**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**

(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**

### 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

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**

Stephens Lamb , 478-743-4171, slamb@sterneagee.com

577 Mulberry Street, Suite 1200, Macon, GA 31201

**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**

## The Walker Family Foundation

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Blair Nichols - Trustee

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**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
<b>a Paid during the year</b>				
MAN IN THE MIRROR 180 WILSHIRE BLVD CASSELBERRY, FL 32707	NONE	MINISTRY	GENERAL OPERATIONS	1,000.
MUHLENBERG COLLEGE 2400 W CHEW ST ALLENTOWN, PA 18104	NONE	COLLEGE	GENERAL OPERATIONS	7,101.
THE BRIDGE TO RECOVERY, INC 1745 THE BRIDGE ROAD BOWLING GREEN, KY 42101	NONE	CHARITY	GENERAL OPERATIONS	14,200.
<b>Total</b>			<b>3a</b>	<b>22,301.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>			<b>3b</b>	<b>0.</b>





## SunTrust

Page 1 of 3

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

2/17/2014 20:42:08

Account Id: 1935690

TR U/A WALKER FAMILY FOUNDATION1112

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
0075W0593	ADVISORS CAMBIAR SMALL CAP-I								
Sold		08/20/13	13 321	300.00					
Acq		06/13/13	13 321	300.00	284.80 <input type="checkbox"/>	284.80	15.20	15.20	S
Total for 8/20/2013					284.80	284.80	15.20	15.20	
277902698	EATON VANCE ATLANTA CAP SMID-CAP-I								
Sold		08/20/13	8 969	200.00					
Acq		06/13/13	8 969	200.00	190.23 <input type="checkbox"/>	190.23	9.77	9.77	S
Total for 8/20/2013					190.23	190.23	9.77	9.77	
314172560	FEDERATED STRATEGIC VALUE-I								
Sold		06/13/13	2064 632	11,500.00					
Acq		10/25/10	2064 632	11,500.00	9,084.38 <input type="checkbox"/>	9,084.38	2,415.62	2,415.62	L
Total for 6/13/2013					9,084.38	9,084.38	2,415.62	2,415.62	
411511504	HARBOR CAP APPRECIATION-I								
Sold		06/13/13	219 873	10,400.00					
Acq		02/06/12	205 988	9,743.24	8,373.41 <input type="checkbox"/>	8,373.41	1,369.83	1,369.83	L
Acq		08/06/12	13 885	656.76	573.73 <input type="checkbox"/>	573.73	83.03	83.03	S
Total for 6/13/2013					8,947.14	8,947.14	1,452.86	1,452.86	
411511504	HARBOR CAP APPRECIATION-I								
Sold		08/20/13	26 305	1,300.00					
Acq		02/06/12	26 305	1,300.00	1,069.30 <input type="checkbox"/>	1,069.30	230.70	230.70	L
Total for 8/20/2013					1,069.30	1,069.30	230.70	230.70	
45775L408	T ROWE PRICE INSTL LARGE-CAP GRWTH-I								
Sold		06/13/13	130 172	2,800.00					
Acq		04/17/07	42 709	918.67	648.32 <input type="checkbox"/>	648.32	270.35	270.35	L
Acq		08/15/11	87 463	1,881.33	1,396.78 <input type="checkbox"/>	1,396.78	484.55	484.55	L
Total for 6/13/2013					2,045.10	2,045.10	754.90	754.90	
45775L408	T ROWE PRICE INSTL LARGE-CAP GRWTH-I								
Sold		08/20/13	92 43	2,100.00					
Acq		04/17/07	92 43	2,100.00	1,403.09 <input type="checkbox"/>	1,403.09	696.91	696.91	L
Total for 8/20/2013					1,403.09	1,403.09	696.91	696.91	
45775L408	T ROWE PRICE INSTL LARGE-CAP GRWTH-I								
Sold		11/20/13	1847 832	47,359.93					
Acq		10/26/09	109 036	2,794.59	1,448.00 <input type="checkbox"/>	1,448.00	1,346.59	1,346.59	L
Acq		05/24/10	904 142	23,173.16	12,224.00 <input type="checkbox"/>	12,224.00	10,949.16	10,949.16	L
Acq		11/24/08	180 998	4,638.98	1,524.00 <input type="checkbox"/>	1,524.00	3,114.98	3,114.98	L
Acq		01/08/08	206 614	5,295.52	3,010.37 <input type="checkbox"/>	3,010.37	2,285.15	2,285.15	L
Acq		04/17/07	447 042	11,457.69	6,786.10 <input type="checkbox"/>	6,786.10	4,671.59	4,671.59	L
Total for 11/20/2013					24,992.47	24,992.47	22,367.46	22,367.46	

**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual**  
**funds or CTF's - See Tax Transaction Detail)**

Account Id: 1935690

TR U/A WALKER FAMILY FOUNDATION1112

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
47103C183	JANUS PERKINS SMALL CAP VALUE-I								
Sold		06/13/13	409 785	9,732 39					
Acq		11/19/12	213 343	5,066 89	4,525 00	4,525 00	541 89	541.89	S
Acq		10/26/09	170 007	4,037 66	3,405 24	3,405 24	632 42	632 42	L
Acq		07/18/11	2.013	47 81	50 00	50 00	-2 19	-2 19	L
Acq		08/15/11	14 985	355 89	340 00	340 00	15 89	15 89	L
Acq		02/06/12	9 437	224 13	206 00	206 00	18 13	18 13	L
Total for 6/13/2013					8,526 24	8,526 24	1,206 15	1,206 15	
563821545	MANNING & NAPIER WORLD OPPTYS-A								
Sold		06/13/13	228 365	1,900 00					
Acq		10/26/09	228 365	1,900 00	1,836 05	1,836.05	63 95	63 95	L
Total for 6/13/2013					1,836 05	1,836 05	63 95	63 95	
563821545	MANNING & NAPIER WORLD OPPTYS-A								
Sold		08/20/13	94.451	800 00					
Acq		10/26/09	94 451	800 00	759 39	759.39	40 61	40 61	L
Total for 8/20/2013					759 39	759.39	40 61	40 61	
64128K868	NEUBERGER BERMAN HIGH INCOME BD-I								
Sold		06/13/13	615 058	5,800 00					
Acq		09/21/11	615 058	5,800 00	5,467.87	5,467 87	332 13	332 13	L
Total for 6/13/2013					5,467.87	5,467 87	332 13	332 13	
64128K868	NEUBERGER BERMAN HIGH INCOME BD-I								
Sold		08/20/13	1228 624	11,487 63					
Acq		09/21/11	1228 624	11,487 63	10,922.47	10,922 47	565 16	565 16	L
Total for 8/20/2013					10,922 47	10,922.47	565 16	565 16	
683974505	OPPENHEIMER DEVELOPING MKTS INSTL-Y								
Sold		08/20/13	8.772	300.00					
Acq		10/25/10	8 772	300 00	302 11	302.11	-2 11	-2.11	L
Total for 8/20/2013					302.11	302 11	-2 11	-2 11	
693390304	PIMCO LOW DURATION-I								
Sold		06/13/13	1621 815	16,802.00					
Acq		02/06/12	38 137	395 10	397.77	397 77	-2.67	-2 67	L
Acq		02/22/11	1583 678	16,406 90	16,486.09	16,486 09	-79 19	-79.19	L
Total for 6/13/2013					16,883.86	16,883.86	-81 86	-81.86	
722005816	PIMCO INVT GRADE CORP BD-I								
Sold		06/13/13	110.497	1,200.00					
Acq		11/19/12	110.497	1,200 00	1,254.14	1,254.14	-54 14	-54.14	S
Total for 6/13/2013					1,254 14	1,254.14	-54 14	-54 14	
76628R672	RIDGEWORTH FD-LARGCAP VAL EQTY RGD4								
Sold		08/20/13	44 274	750 00					
Acq		07/18/11	44 274	750 00	577 34	577.34	172 66	172 66	L
Total for 8/20/2013					577 34	577 34	172 66	172.66	



**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 1935690

**TR U/A WALKER FAMILY FOUNDATION1112**  
**Trust Year Ending 12/31/2013**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
76628T702	RIDGEWORTH FD-INTERMEDIATE BD								
	RGC								
<b>Sold</b>		08/20/13	5888 742	59,005 19					
<b>Acq</b>		06/13/13	628 067	6,293 23	6,400 00	6,400 00	-106 77	-106 77	S
<b>Acq</b>		02/06/12	272 438	2,729 83	2,866 05	2,866 05	-136 22	-136 22	L
<b>Acq</b>		04/17/07	4789 769	47,993 48	47,658 21	47,658 21	335 27	335 27	L
<b>Acq</b>		06/22/07	198 468	1,988 65	1,943 00	1,943 00	45 65	45.65	L
<b>Total for 8/20/2013</b>					58,867.26	58,867 26	137 93	137.93	
779917103	T ROWE PRICE DIVRSFD SMALLCAP GROWTH								
<b>Sold</b>		06/13/13	63 384	1,300 00					
<b>Acq</b>		09/04/12	63 384	1,300 00	1,111 76	1,111 76	188 24	188 24	S
<b>Total for 6/13/2013</b>					1,111 76	1,111 76	188.24	188 24	
779917103	T ROWE PRICE DIVRSFD SMALLCAP GROWTH								
<b>Sold</b>		08/20/13	20 661	450 00					
<b>Acq</b>		09/04/12	20 661	450 00	362.39	362 39	87 61	87 61	S
<b>Total for 8/20/2013</b>					362 39	362 39	87 61	87.61	
92206C755	VANGUARD MTG BACKED SECS INDEX-S								
<b>Sold</b>		08/21/13	197 726	4,000 00					
<b>Acq</b>		08/06/12	197 726	4,000 00	4,158.18	4,158 18	-158 18	-158 18	L
<b>Total for 8/21/2013</b>					4,158 18	4,158 18	-158 18	-158 18	
936793769	WASATCH LONG/SHORT-I								
<b>Sold</b>		06/13/13	57 766	900 00					
<b>Acq</b>		08/06/12	57 766	900 00	772 33	772 33	127 67	127 67	S
<b>Total for 6/13/2013</b>					772 33	772 33	127 67	127 67	
<b>Total for Account: 1935690</b>					159,817 90	159,817 90	30,569.24	30,569 24	
<b>Total Proceeds:</b>						<b>Fed</b>	<b>State</b>		
190,387 14					<b>S/T Gain/Loss</b>	892 51	892 51		
					<b>L/T Gain/Loss</b>	29,676 73	29,676.73		

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
SUNTRUST BANK-USGI	5.
SUNTRUST BANK-USGI	289.
Total to Form 990-PF, Part I, line 3, Column A	294.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
STERNE AGEE-DIVIDENDS	4,869.	0.	4,869.
STERNE AGEE-DIVIDENDS	6,580.	6,580.	0.
SUNTRUST-DIVIDENDS	773.	0.	773.
SUNTRUST-DIVIDENDS	8.	0.	8.
SUNTRUST-DIVIDENDS	3,736.	0.	3,736.
SUNTRUST-DIVIDENDS	112.	0.	112.
SUNTRUST-DIVIDENDS	24.	24.	0.
Total to Fm 990-PF, Part I, ln 4	16,102.	6,604.	9,498.

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Form 990-PF Accounting Fees Statement 3

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	1,435.	0.		0.
To Form 990-PF, Pg 1, ln 16b	1,435.	0.		0.

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Form 990-PF	Other Professional Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FIDUCIARY FEES-SUNTRUST	3,742.	3,742.		0.	
FIDUCIARY FEES-STERNE AGEE	992.	992.		0.	
To Form 990-PF, Pg 1, ln 16c	4,734.	4,734.		0.	

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FOREIGN TAXES - STERNE AGEE	74.	0.		0.	
To Form 990-PF, Pg 1, ln 18	74.	0.		0.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances			Statement	6
Description	Amount				
Cash vs. Tax Reporting Timing Differences	407.				
Total to Form 990-PF, Part III, line 5	407.				

Form 990-PF	Corporate Stock		Statement	7
Description	Book Value	Fair Market Value		
COMMON STOCKS	46,298.	46,293.		
Total to Form 990-PF, Part II, line 10b	46,298.	46,293.		

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Form 990-PF	Other Investments	Statement	8
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Description	Valuation Method	Book Value	Fair Market Value
MUTUAL FUNDS	COST	336,004.	383,674.
OTHER INVESTMENT FUNDS	COST	0.	0.
Total to Form 990-PF, Part II, line 13		336,004.	383,674.