

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation OTTO & FRAN WALTER FOUNDATION INC		A Employer identification number 13-1625529	
Number and street (or P O box number if mail is not delivered to street address) THE BRICK HOUSE 7 OAK STREET		B Telephone number (see instructions) (207) 633-7300	
City or town, state or province, country, and ZIP or foreign postal code BOOTHBAY HARBOR, ME 04538		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,760,951		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	284,046	284,046		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	833,255			
	b Gross sales price for all assets on line 6a	5,836,408			
	7 Capital gain net income (from Part IV, line 2)		833,255		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,117,301	1,117,301		
	13 Compensation of officers, directors, trustees, etc	130,500	32,625		97,875
	14 Other employee salaries and wages	27,560	6,890		20,670
	15 Pension plans, employee benefits	27,200	6,800		20,400
	16a Legal fees (attach schedule)	387	97		290
	b Accounting fees (attach schedule)	26,093	8,425		17,668
	c Other professional fees (attach schedule)	21,817	10,909		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	23,213	3,264		9,792
	19 Depreciation (attach schedule) and depletion	1,935	0		
	20 Occupancy	15,172	3,793		11,379
	21 Travel, conferences, and meetings	86,979	21,560		64,679
	22 Printing and publications	444	111		333
	23 Other expenses (attach schedule)	28,396	7,099		21,295
	24 Total operating and administrative expenses. Add lines 13 through 23	389,696	101,573		264,381
	25 Contributions, gifts, grants paid	1,652,000			627,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,041,696	101,573		891,381
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-924,395			
	b Net investment income (if negative, enter -0-)		1,015,728		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	5,675	54,670	54,670
	2 Savings and temporary cash investments	304,030	616,208	616,208
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	23,376	10,193	10,193
	10a Investments—U S and state government obligations (attach schedule)	1,326,556	1,528,666	1,602,551
	b Investments—corporate stock (attach schedule)	7,645,240	7,279,887	9,694,368
	c Investments—corporate bonds (attach schedule)	2,859,776	2,723,690	2,724,814
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ 38,080 Less accumulated depreciation (attach schedule) ▶ 23,601	4,405	14,479	14,479
15 Other assets (describe ▶ _____)	39,516	43,668	43,668	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,208,574	12,271,461	14,760,951	
Liabilities	17 Accounts payable and accrued expenses	70,966	93,421	
	18 Grants payable	384,500	1,124,500	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	40,000	10,468	
	23 Total liabilities (add lines 17 through 22)	495,466	1,228,389	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	11,713,108	11,043,072	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	11,713,108	11,043,072		
31 Total liabilities and net assets/fund balances (see instructions) .	12,208,574	12,271,461		

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	11,713,108
2 Enter amount from Part I, line 27a	2	-924,395
3 Other increases not included in line 2 (itemize) ▶ _____	3	285,000
4 Add lines 1, 2, and 3	4	11,073,713
5 Decreases not included in line 2 (itemize) ▶ _____	5	30,641
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	11,043,072

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	833,255
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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



Yes



No

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

1 Enter the appropriate amount in each column for each year, see 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))
2016	953,272	13,264,409	0 071867
2015	968,533	14,242,972	0 068001
2014	894,636	14,593,611	0 061303
2013	931,242	13,644,754	0 068249
2012	765,863	12,787,889	0 059890
2 Total of line 1, column (d)			2 0 329310
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 065862
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 13,861,699
5 Multiply line 4 by line 3			5 912,959
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,157
7 Add lines 5 and 6			7 923,116
8 Enter qualifying distributions from Part XII, line 4			8 951,554

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	10,157
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	10,157
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10,157
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	16,503
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	16,503
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,346
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 6,346 Refunded ☐	11	0

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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY, ME		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.WALTERFOUNDATION.ORG	13	Yes	
14	The books are in care of NEIL SUMNER CPA Telephone no (212) 938-1930			

Located at **115 WEST 29TH ST SUITE 603 NEW YORK NY** ZIP+4 **100015060**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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). ☐ Yes ☒ 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. ☐	1b		No
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 2017? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
FRANK G HELMAN 88 APPALACHEE ROAD BOOTHBAY HARBOR, ME 04538	PRESIDENT 30 00	66,000	0	0
MARTHA H PEAK 88 APPALACHEE ROAD BOOTHBAY HARBOR, ME 04538	VICE-PRESIDENT 30 00	49,500	0	0
CARL R GRIFFIN III 59 ATLANTIC AVE BOOTHBAY HARBOR, ME 04538	SECRETARY 10 00	15,000	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0****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	
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 FUNDING FOR PUBLICATION OF BOOK ADVOCATING ROTARY INTERNATIONAL PEACE CENTERS	60,173
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 **60,173**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	13,968,468
b	Average of monthly cash balances.	1b	39,323
c	Fair market value of all other assets (see instructions).	1c	65,000
d	Total (add lines 1a, b, and c).	1d	14,072,791
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	14,072,791
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	211,092
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,861,699
6	Minimum investment return. Enter 5% of line 5.	6	693,085

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	693,085
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	10,157
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,157
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	682,928
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	682,928
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	682,928

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	891,381
b	Program-related investments—total from Part IX-B.	1b	60,173
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	951,554
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	10,157
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	941,397

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				682,928
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	149,411			
b From 2013.	279,059			
c From 2014.	200,668			
d From 2015.	271,476			
e From 2016.	298,462			
f Total of lines 3a through e.	1,199,076			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 951,554				
a Applied to 2016, but not more than line 2a			0	
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 2017 distributable amount.				682,928
e Remaining amount distributed out of corpus	268,626			
5 Excess distributions carryover applied to 2017 (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	1,467,702			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	149,411			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,318,291			
10 Analysis of line 9				
a Excess from 2013.	279,059			
b Excess from 2014.	200,668			
c Excess from 2015.	271,476			
d Excess from 2016.	298,462			
e Excess from 2017.	268,626			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

MARTHA H PEAK VP GRANTS DIRECTOR
OTTO AND FRAN WALTER FDN 7 OAK STREET
BOOTHBAY HARBOR, ME 04538
(207) 633-7300

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

E-MAIL TO GRANTS@WALTERFOUNDATION.ORG REQUESTING FOUNDATION'S GUIDELINES FOR GIVING BEFORE SUBMITTING GRANT REQUEST

c Any submission deadlines

APPLICATIONS CONTINUOUSLY ACCEPTED THROUGHOUT YEAR

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

THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS OR TO ANY PROGRAM OR ORGANIZATION THAT HAS A PURELY RELIGIOUS OR ETHNIC AGENDA OR THAT DISCRIMINATES BASED ON SEX OR SEXUAL ORIENTATION

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	627,000
b <i>Approved for future payment</i> THE ROTARY FOUNDATION 1560 SHERMAN AVENUE EVANSTON, IL 60201	N/A	PUBLIC CHARITY	CHALLENGE GRANT-TO ENDOW A PEACE FELLOWSHIP	375,000
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320	N/A	PUBLIC CHARITY	FUNDING TO ESTABLISH GLOBAL COMMONS--A FACILITY OF GLOBAL LEARNING	600,000
EUROPEAN UNION STUDIES CENTER CUNY 365 FIFTH AVENUE NEW YORK, NY 10016	N/A	PUBLIC CHARITY	TO SUPPORT STUDIES OF EUROPEAN UNION ISSUES	50,000
Total			3b	1,025,000

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.			14	284,046		
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	833,255		
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). . .		0		1,117,301		0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		1,117,301	

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

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

Sign Here	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.	***** 2018-08-13 *****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	NEIL SUMNER				P00447769
	Firm's name ▶ NEIL SUMNER CPA				Firm's EIN ▶ 13-4182749
	Firm's address ▶ 115 WEST 29TH STREET SUITE 603 NEW YORK, NY 10001				Phone no (212) 938-1930

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
713 AT&T	P	2012-05-02	2017-12-28
2670 ABBOT LABORATORIES	P	2015-11-18	2017-06-16
97 ABBVIE INC	P	2017-10-17	2017-12-28
406 ACCENTURE PLC F CLASS	P	2016-02-23	2017-01-10
161 ALLERGAN PLC F	P	2017-06-15	2017-12-28
35 ALPHABET INC CLASS A	P	2013-10-27	2017-12-28
85 APLPHABET INC CLASS C	P	2014-04-03	2017-12-28
30 AMAZON COM INC	P	2016-05-19	2017-12-28
144 AMERICAN EXPRESS CO	P	2016-06-09	2017-12-28
34 AMERICAN TOWER CORP REIT	P	2017-12-11	2017-12-28

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
28,225		25,279	2,946
125,737		117,822	7,915
9,430		8,849	581
46,753		40,185	6,568
28,814		37,062	-8,248
32,338		18,098	14,240
78,172		44,093	34,079
29,709		22,236	7,473
13,210		9,754	3,456
4,785		4,842	-57

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,946
			7,915
			581
			6,568
			-8,248
			14,240
			34,079
			7,473
			3,456
			-57

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
911 AMGEN INCORPORATED	P	2014-01-22	2017-04-05
3397 ANTERO RESOURCES CORP	P	2016-03-22	2017-02-28
821 APPLE INC	P	2009-10-29	2017-12-28
1048 APPLIED MATERIALS	P	2017-09-08	2017-12-05
4128 BANK OF AMERICA	P	2014-02-26	2017-12-28
113 BIOGEN IDEC INC	P	2011-08-24	2017-12-11
2625 BOOZ ALLEN HAMILTON CLASS A	P	2017-03-08	2017-09-15
32 BROADCOM LTD F	P	2017-06-08	2017-12-28
296 CBS CPR CLASS B	P	2016-01-14	2017-12-28
457 CELGENE CORP	P	2017-02-15	2017-12-28

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
160,299		124,043	36,256
83,855		85,694	-1,839
122,154		42,647	79,507
54,421		47,961	6,460
101,209		65,840	35,369
35,022		25,693	9,329
91,038		94,124	-3,086
8,271		8,049	222
18,465		13,814	4,651
61,054		52,973	8,081

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			36,256
			-1,839
			79,507
			6,460
			35,369
			9,329
			-3,086
			222
			4,651
			8,081

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
140 CHEVRON CORPORATION	P	2017-03-22	2017-12-28
118 CHUBB LTD F	P	2016-03-14	2017-12-28
4784 CISCO SYSTEMS INC	P	2014-05-20	2017-10-10
3050 CITICORP INC	P	2015-05-21	2017-11-06
84 COGNIZANT TECH SOLU CLASS A	P	2017-09-15	2017-12-28
1922 COMCAST CORP NEW CI A	P	2012-06-15	2017-12-28
1247 COMMSCOPE HLDG CO	P	2017-01-25	2017-06-08
345 CONOCOPHILIPS	P		2017-12-28
36 CUMMINS INC	P	2017-09-06	2017-12-28
181 DANAHER CORP	P	2016-08-10	2017-12-28

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
16,445		13,607	2,838
16,802		14,094	2,708
153,818		122,686	31,132
206,525		168,273	38,252
5,973		6,129	-156
75,634		39,556	36,078
47,111		45,133	1,978
18,226		16,442	1,784
6,334		5,734	600
15,774		14,748	1,026

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,838
			2,708
			31,132
			38,252
			-156
			36,078
			1,978
			1,784
			600
			1,026

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
331 DELTA AIR LINES INC	P	2015-12-17	2017-12-28
81 DISCOVER	P	2017-11-20	2017-12-28
145 DOW CHEMICAL COMPANY	P	2016-02-05	2017-06-28
163 DOW DUPONT INC	P	2016-02-05	2017-12-28
3321 DR HORTON CO	P	2016-11-25	2017-09-05
5833 DXC TECHNOLOGY COMOP/HP ENTERPRISE	P	2016-07-07	2017-06-08
94 E-TRADE FINANCIAL CO	P	2017-06-16	2017-12-28
1399 EDISON INTERNATIONAL	P	2017-10-27	1947-12-26
603 ELECTRONIC ARTS INC	P	2016-12-15	2017-12-28
218 ELI LILLY & COMPANY	P	2016-12-23	2017-12-28

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
17,602		15,405	2,197
6,254		5,268	986
8,780		6,903	1,877
11,592		7,760	3,832
113,082		95,276	17,806
131,383		101,689	29,694
4,646		3,693	953
90,572		111,013	-20,441
67,778		48,746	19,032
18,024		16,160	1,864

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,197
			986
			1,877
			3,832
			17,806
			29,694
			953
			-20,441
			19,032
			1,864

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1822 ENERGEN CORP	P	2016-12-15	2017-07-10
138 EOG RESOURCES	P	2016-11-07	2017-12-28
105 EXXON MOBIL CORP	P	2005-11-14	2017-12-28
157 FACEBOOK INC CLASS A	P	2016-11-10	2017-06-28
1489 GENERAL ELECTRIC CO	P	2004-07-02	2017-06-15
228 GILEAD SCIENCE INC	P	2013-12-09	2017-12-28
923 HALLIBURTON CO HLDG	P	2016-11-25	2017-12-01
105 HERSEY COMPANY	P	2017-03-07	2017-12-28
222 HEWLETT PACKARD ENTE	P	2016-07-07	2017-01-09
430 HILL ROM HOLDINGS	P	2017-02-28	2017-12-13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
94,190		100,612	-6,422
14,034		13,248	786
8,787		7,886	901
24,812		20,507	4,305
43,100		39,462	3,638
16,872		20,013	-3,141
43,541		48,624	-5,083
11,708		11,416	292
5,212		4,202	1,010
33,544		28,902	4,642

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6,422
			786
			901
			4,305
			3,638
			-3,141
			-5,083
			292
			1,010
			4,642

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
376 HOME DEPOT INC	P	2011-09-16	2017-12-28
58 HONEYWELL INTL INC	P	2017-07-28	2017-12-28
2778 HUNTINGTON BANCSHS	P	2016-12-12	2017-11-17
1204 INGERSOLL RAND PLC F	P	2016-11-15	2017-10-31
864 INGREDION INC	P		2017-01-09
5120 INTEL CORP	P		2017-03-07
64 INTERCONTIENTAL EXC	P	2017-11-07	2017-12-13
1080 INTERNATIONAL PAPER	P	2015-11-16	2017-02-08
746 JOHNSON & JOHNSON	P	2015-01-20	2017-03-13
392 JPMORGAN CHASE & CO	P		2017-12-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
54,429		20,826	33,603
8,899		8,102	797
37,793		36,720	1,073
108,154		89,414	18,740
102,728		81,401	21,327
183,929		169,392	14,537
4,535		4,267	268
57,844		44,844	13,000
88,034		75,855	12,179
37,869		19,031	18,838

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			33,603
			797
			1,073
			18,740
			21,327
			14,537
			268
			13,000
			12,179
			18,838

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
3808 KIMCO REALTY	P	2017-01-19	2017-05-30
780 LEAR CORPORATION	P	2016-08-25	2017-11-17
53 MARATHON PETE CORP	P	2017-07-12	2017-12-13
470 MC DONALDS CORP	P	2016-02-12	2017-12-28
200 MEDTRONIC PLC F	P	2016-03-18	2017-12-28
1855 MICHAEL KORS HLDGS	P	2016-06-09	2017-08-24
656 MICROSOFT CORP	P	2004-11-09	2017-12-28
71 NORTHROP GRUMMAN CO	P	2015-10-09	2017-12-28
2092 ON SEMICONDUCTOR CO	P	2017-06-06	2017-11-17
893 ORACLE CORPORATION	P	2011-07-01	2017-12-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
69,883		96,413	-26,530
120,657		89,228	31,429
3,439		2,865	574
74,185		54,989	19,196
15,881		15,768	113
78,311		92,363	-14,052
49,166		22,363	26,803
19,634		12,092	7,542
42,999		32,955	10,044
42,297		34,678	7,619

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-26,530
			31,429
			574
			19,196
			113
			-14,052
			26,803
			7,542
			10,044
			7,619

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
102 PARKER-HANNIFIN CORP	P	2016-06-09	2017-12-28
1382 PENSKE AUTOMOTIVE	P	2017-01-31	2017-07-31
612 PEPSICO INCORPORATED	P	2014-02-06	2017-12-28
2514 PFIZER INCORPORATED	P	2011-06-09	2017-12-28
420 POST HOLDINGS INC	P	2016-06-21	2017-12-13
229 PROCTOR GAMBLE	P	2016-03-04	2017-12-28
262 PROLOGIS INC REIT	P	2016-11-25	2017-12-28
1252 PRUDENTIAL FINANCIAL	P	2016-10-21	2017-08-24
1287 PUB SVC ENT GROUP INC	P	2013-09-05	2017-12-28
358 PVH CORP	P	2016-10-21	2017-12-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
17,718		11,899	5,819
60,897		73,262	-12,365
70,537		50,594	19,943
83,701		63,892	19,809
35,013		32,879	2,134
20,473		19,324	1,149
15,806		12,831	2,975
129,680		105,937	23,743
62,700		51,014	11,686
38,885		37,579	1,306

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,819
			-12,365
			19,943
			19,809
			2,134
			1,149
			2,975
			23,743
			11,686
			1,306

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
991 QUALCOMM INC	P	2015-12-10	2017-12-13
3353 QUANTA SERVICES INC	P	2016-07-18	2017-11-08
119 RAYMOND JAMES FINL18	P	2017-05-17	2017-12-28
672 ROYAL CARIBBEAN CRUIS F	P	2017-05-11	2017-12-28
2741 SKETCHERS USA INC CLASS A	P	2016-08-18	2017-06-15
103 STANLEY BLACK & DECK	P	2016-10-03	2017-12-13
176 STATE STREET CORP	P	2016-07-27	2017-12-28
1358 SUNTRUST BANK INC	P	2015-11-16	2017-12-28
118 THERMO FISHER SCNTFC	P	2016-12-12	2017-12-28
48 TIFFANY & CO	P	2017-08-31	2017-12-28

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
54,825		53,784	1,041
120,618		87,271	33,347
10,371		8,756	1,615
82,308		73,795	8,513
73,622		69,444	4,178
15,097		12,687	2,410
15,829		10,578	5,251
79,102		59,494	19,608
20,113		16,709	3,404
5,046		4,283	763

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,041
			33,347
			1,615
			8,513
			4,178
			2,410
			5,251
			19,608
			3,404
			763

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
229 TYSON FOODS INC CLASS A	P	2016-05-19	2017-12-28
162 UNITED HEALTHCARE GRP INC	P	2016-09-21	2017-12-28
1580 VALERO ENERGY CORP	P	2016-03-15	2017-10-11
710 VCA LINE	P	2016-11-02	2017-01-12
4474 VERIZON COMMUNICATIONS	P	2014-03-05	2017-07-28
139 VISA INC CLASS A	P	2017-02-10	2017-12-28
1191 WASTE MANAGEMENT INC	P	2015-05-21	2017-03-06
959 WESTROCK CO	P	2016-12-21	2017-12-28
2970 WHOLE FOODS MARKET	P	2016-04-12	2016-03-14
283 XCEL ENERGY INC	P	2017-01-10	2017-12-28

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
16,514		15,328	1,186
31,902		22,751	9,151
113,491		100,473	13,018
63,895		43,467	20,428
209,526		214,543	-5,017
15,146		12,618	2,528
84,776		59,483	25,293
52,357		51,465	892
89,128		90,934	-1,806
13,720		11,549	2,171

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,186
			9,151
			13,018
			20,428
			-5,017
			2,528
			25,293
			892
			-1,806
			2,171

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1713 XL GROUP LTD F	P	2017-07-05	2017-12-21
FNMA PL AH0936 DUE 12/1/40	P	2011-11-14	2017-07-27
FNMA PL AB5468 DUE 6/1/42	P	2012-07-12	2017-07-27
FNMA Q0-9530 DUE 7/1/42	P	2013-10-10	2017-07-27
179 BIOVERATIV INC	P	2011-08-24	2017-02-09
BIOVERATIV INC FRACTIONS	P	2011-08-24	2017-02-09
150M US T NOTE 2 625% DUE 8/15/20	P	2013-12-18	2017-01-10
VARIOUS GNMA/FNMA POOLS PRINCIPAL	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
60,760		75,949	-15,189
32,973		31,901	1,072
62,413		60,822	1,591
98,032		95,491	2,541
7,659		6,806	853
22			22
155,072		152,851	2,221
54,899		54,899	0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-15,189
			1,072
			1,591
			2,541
			853
			22
			2,221
			0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COOPERATIVE FOR EDUCATION 2300 MONTANA AV SUITE 301 CINCINNATI, OH 45211	N/A	PUBLIC CHARITY	TO SUPPORT CENTRALIZATION OF SCHOOLS IN GUATEMALA	82,500
EUROPEAN UNION STUDIES CENTER CUNY 365 FIFTH AVENUE NEW YORK, NY 10016	N/A	PUBLIC CHARITY	TO FUND ANNUAL LECTURE, OUTREACH, EXCHANGE PROGRAMS AND CONFERENCESCONFERENCE	52,000
METROPOLITAN OPERA ASSOCIATION 30 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	PUBLIC CHARITY	TO SUPPORT THE HD LIVE IN SCHOOLS PROGRAM IN WY AND NC	50,000
MUSKINGUM COLLEGE 163 STORMENT STREET NEW CONCORD, OH 43762	N/A	PUBLIC CHARITY	SUPPORT CONSTRUCTION OF NEW BUILDING TO HOUSE THE DEPARTMENT OF MUSIC	32,500
SAFE PASSAGEPO BOX 663 YARMOUTH, ME 04096	N/A	PUBLIC CHARITY	NEW SCHOOL BUILDING CAPITAL SUPPORT IN GUATEMALA CITY	120,000
Total ► 3a				627,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE ROTARY FOUNDATION 1560 SHERMAN AVENUE EVANSTON, IL 60201	N/A	PUBLIC CHARITY	TO ENDOW A PEACE FELLOWSHIP	125,000
ROTARY INTERNATIONAL 1560 SHERMAN AVENUE EVANSTON, IL 60201	N/A	NC	TO FUND SPEAKER FOR CONFERENCE ON ENVIRONMENTAL SUSTAINABILITY AND PEACE	15,000
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320	N/A	PUBLIC CHARITY	FUNDING TO ESTABLISH GLOBAL COMMONS--A FACILITY OF GLOBAL LEARNING	150,000
Total 				627,000
3a				

TY 2017 Accounting Fees Schedule**Name:** OTTO & FRAN WALTER FOUNDATION INC**EIN:** 13-1625529**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
QUARTERLY ACCOUNTING	7,350	3,675		3,675
PREPARATION OF FINANCIAL STMTS	5,000	2,500		2,500
TAX REPORT SERVICES	4,500	2,250		2,250
GRANT AUDIT MONITORING	9,243	0		9,243

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

TY 2017 Depreciation Schedule

Name: OTTO & FRAN WALTER FOUNDATION INC

EIN: 13-1625529

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE	2004-09-01	3,177	3,177	SL	7 000000000000	0	0		
FURNITURE	2005-03-03	1,122	1,122	SL	7 000000000000	0	0		
FURNITURE & FIXTURES	2007-07-01	8,049	8,049	SL	7 000000000000	0	0		
OFFICE EQUIPMENT	2007-07-01	1,091	1,091	SL	5 000000000000	0	0		
DRIVEWAY	2008-11-17	9,300	5,012	SL	15 000000000000	620	0		
FILING CABINET	2009-03-27	1,102	1,099	SL	7 000000000000	0	0		
COMPUTERS	2010-11-16	4,501	4,501	SL	5 000000000000	0	0		
COMPUTERS	2011-11-28	5,368	5,368	SL	5 000000000000	0	0		
COMPUTERS	2012-09-25	760	646	SL	5 000000000000	114	0		
FURNITURE & FIXTURES	2008-02-06	1,470	1,470	SL	7 000000000000	0	0		
COMPUTERS	2008-05-07	1,593	1,593	SL	5 000000000000	0	0		
COMPUTERS & PERIPHERALS	2017-07-01	12,009		SL	5 000000000000	1,201	0		

TY 2017 Investments Corporate Bonds Schedule

Name: OTTO & FRAN WALTER FOUNDATION INC

EIN: 13-1625529

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
150M ORACLE 5% DUE 07/08/2019	151,699	156,602
150M JP MORGAN CHASE 6% DUE 01/15/2018	150,303	150,179
150M MCDONALDS CORP 3.5% DUE 7/15/2020	150,665	154,408
100M LOWES COMPANIES 3.75% DUE 4/15/2021	101,671	103,707
150M BERKSHIRE HATHAWAY 3.75% DUE 8/15/21	157,012	156,629
150M THE HOME DEPOT 3.75% DUE 2/15/2024	151,340	158,090
150M UNITED TECH CORP 3.1% DUE 6/1/2022	151,140	152,761
150M APPLE INC 2.1% DUE 05/06/2019	150,884	150,368
125M STATE STREET CORP 3.7% DUE 11/20/2023	131,481	131,459
125M EMERSON ELECTRIC 4.875% DUE 10/15/2019	130,895	130,828
135M OCCIDENTAL PETROL 3.5% DUE 06/15/25	140,659	139,434
150M GOLDMAN SACHS GR 6.15% DUE 04/01/18	151,764	151,505
125M TARGET CORPORATION 3.5% DUE 07/01/24	135,399	130,054
150M BLACKROCK INC 3.5% DUE 03/18/24	162,255	155,729
125M WAL-MART STORES 4.125% DUE 02/01/19	129,118	127,826
130M WELLS FARGO BK VAR 20 DUE 12/07/20	132,249	132,349
150M COCA COLA COMPANY 3.2% DUE 11/01/23	154,688	155,372
125M GE CAPITAL 6.0% DUE 8/7/2019	133,647	132,150
150M BRISTOL MYERS SQUIBB 3.25% DUE 11/1/2023	156,821	155,364

TY 2017 Investments Corporate Stock Schedule

Name: OTTO & FRAN WALTER FOUNDATION INC
EIN: 13-1625529

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5,220 A T & T	159,790	175,232
3,590 APPLE INC	129,500	421,890
1,956 CONOCOPHILLIPS	113,876	131,571
989 EXXON MOBIL CORP	66,393	73,938
3,010 JPMORGAN CHASE & CO	127,101	279,969
4,622 MICROSOFT CORP	159,026	383,390
371 BIOGEN IDEC INC	58,143	82,191
1,130 HOME DEPOT INC	65,903	177,779
17,185 ORACLE CORPORATION	127,095	153,755
6,300 PFIZER INCORPORATED	96,220	137,129
2,750 COMCAST CORP NEW CL A	65,392	137,251
2,395 DELTA AIR LINES INC NEW	96,061	115,584
1,780 GILEAD SCIENCES INC	149,486	122,791
2,226 PUB SVC ENT GROUP INC	83,795	108,871
8,634 BANK OF AMERICA	96,646	177,356
1,650 PEPSICO INCORPORATED	85,812	124,477
210 ALPHABET INC CLASS A	90,489	184,344
210 ALPHABET INC CLASS C	64,842	130,799
580 NORTHROP GRUMMAN CO	86,684	156,217
2,322 QUALCOMM INC	72,236	85,211
2,270 SUNTRUST BANKS INC	85,132	111,999
2,370 WASTE MANAGEMENT INC	58,883	101,748
186 AMAZON COM INC	160,929	243,250
1,051 AMERICAN EXPRESS CO	76,156	110,532
1,930 CBS CORP CLASS B	76,259	96,406
940 CHEVRON CORPORATION	77,756	100,152
944 CHUBB LTD F	98,661	120,703
1,382 DANAHER CORP	97,860	111,477
1,295 ELECTRONIC ARTS INC	55,940	72,702
1,699 ELI LILLY & COMPANY	130,939	148,565

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,105 EOG RESOURCES	92,832	104,349
1,116 FACEBOOK INC CLASS A	218,213	278,101
1,337 HALLIBURTON CO HLDG	67,957	63,042
6,975 HUNTINGTON BANCSHS	55,475	61,108
1,100 MCDONALDS CORP	73,709	108,436
1,534 MEDTRONIC PLC F	140,068	142,766
823 PARKER-HANNIFIN CORP	84,111	143,897
1,348 POST HOLDINGS INC	72,647	73,525
1,243 PROCTER & GAMBLE	208,398	221,431
2,084 PROLOGIS INC REIT	89,231	117,537
1,127 PVH CORP	87,964	114,982
791 STANLEY BLACK & DECK	84,747	116,747
1,538 STATE STREET CORP	96,911	151,393
843 THERMO FISHER SCNTFC	102,661	137,663
1,420 TYSON FOODS INC CLASS A	106,001	129,793
1,113 UNITEDHEALTH GRP INC	157,251	245,372
1,011 WESTROCK CO	71,963	83,564
1668 ABBVIE INC	152,172	161,312
404 ALLERGEN PLC F	93,001	66,086
880 AMERICAN TOWER CORP REIT	125,317	125,550
1482 APPLIED MATERIALS	67,823	75,760
500 BROADCOM LTD F	125,758	128,450
2,703 BORG WARNER INC	95,421	105,910
688 CELGENE CORP	79,750	71,800
1,601 COGNIZANT TECH SOLU CLASS A	116,820	113,703
596 CUMMINS INC	94,922	105,277
1,618 DISCOVER FINANCIAL S	105,233	124,457
2,181 DOWDUPOINT INC	103,828	155,331
2,260 E-TRADE FINANCIAL CO	88,789	112,028
1,535 FOOT LOCKER	73,105	71,961

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,084 HERSHEY COMPANY	117,861	123,045
1,342 HIGHWOODS PPTY REIT	70,424	68,321
616 HILL ROM HOLDINGS	41,404	51,923
1,030 HONEYWELL INTL INC	143,885	157,961
1,435 INTERCONTINENTAL EXC	95,685	101,254
3,278 KROGER COMPANY	86,836	89,981
1,066 MARATHON PETE CORP	57,628	70,335
2,360 ON SEMICONDUCTOR CO	37,176	49,418
1,222 RAYMOND JAMES FINL	89,911	109,125
3,201 TECHNIPFMC LTD F	83,930	94,588
1,013 TIFFANY & CO	90,386	105,301
1,947 VISA INC CLASS A	177,581	221,997
522 WESTLAKE CHEMICAL CO	51,418	55,609
2,222 XCEL ENERGY INC	90,679	106,900

TY 2017 Investments Government Obligations Schedule**Name:** OTTO & FRAN WALTER FOUNDATION INC**EIN:** 13-1625529**US Government Securities - End
of Year Book Value:**

926,865

**US Government Securities - End
of Year Fair Market Value:**

1,007,695

**State & Local Government
Securities - End of Year Book
Value:**

601,801

**State & Local Government
Securities - End of Year Fair
Market Value:**

594,856

**TY 2017 Land, Etc.
Schedule****Name:** OTTO & FRAN WALTER FOUNDATION INC**EIN:** 13-1625529

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE	3,177	3,177	0	
FURNITURE	1,122	1,122	0	
FURNITURE & FIXTURES	8,049	8,049	0	
OFFICE EQUIPMENT	1,091	1,091	0	
DRIVEWAY	9,300	5,632	3,668	
FILING CABINET	1,102	1,099	3	
COMPUTERS	760	760	0	
FURNITURE & FIXTURES	1,470	1,470	0	
COMPUTERS & PERIPHERALS	12,009	1,201	10,808	

TY 2017 Legal Fees Schedule**Name:** OTTO & FRAN WALTER FOUNDATION INC**EIN:** 13-1625529

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	387	97		290

TY 2017 Other Assets Schedule**Name:** OTTO & FRAN WALTER FOUNDATION INC**EIN:** 13-1625529**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT - RENT	960	960	960
ACCRUED INVESTMENT INCOME	35,556	39,708	39,708
EMPLOYEE LOAN	3,000	3,000	3,000

TY 2017 Other Decreases Schedule

Name: OTTO & FRAN WALTER FOUNDATION INC

EIN: 13-1625529

Description	Amount
PROGRAM RELATED EXPENSES	30,641

TY 2017 Other Expenses Schedule**Name:** OTTO & FRAN WALTER FOUNDATION INC**EIN:** 13-1625529**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TEL, COMPUTER & INTERNET	12,739	3,185		9,554
INSURANCE	2,212	553		1,659
OFFICE & POSTAGE	9,785	2,446		7,337
DUES,FEES & PERMITS	3,660	915		2,745

TY 2017 Other Increases Schedule

Name: OTTO & FRAN WALTER FOUNDATION INC
EIN: 13-1625529

Description	Amount
ACCRUED GRANTS PAID	285,000

TY 2017 Other Liabilities Schedule**Name:** OTTO & FRAN WALTER FOUNDATION INC**EIN:** 13-1625529

Description	Beginning of Year - Book Value	End of Year - Book Value
PROGRAM RELATED EXPENSES	40,000	10,468

TY 2017 Other Professional Fees Schedule**Name:** OTTO & FRAN WALTER FOUNDATION INC**EIN:** 13-1625529

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVICE	21,817	10,909		0

TY 2017 Taxes Schedule**Name:** OTTO & FRAN WALTER FOUNDATION INC**EIN:** 13-1625529

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE	10,157	0		0
PAYROLL	13,056	3,264		9,792