

## Return of Private Foundation

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

2949125100018 8

OMB No. 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

Willard &amp; Pat Walker Charitable Foundation, Inc.

Number and street (or P O box number if mail is not delivered to street address)

315 W. Mountain Street

City or town, state or province, country, and ZIP or foreign postal code

Fayetteville AR 72701-5947

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 277,224,557. J Accounting method:  Cash  Accrual  
 Other (specify) (Part I, column (d) must be on cash basis.)

A Employer identification number

20-0235689

B Telephone number (see instructions)

(479) 582-2310

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

**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)	54,336,418.			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	4,699,188.	4,699,188.		
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10	1,033,334.			
	b Gross sales price for all assets on line 6a 19,529,910.		L-6a Stmt		
	7 Capital gain net income (from Part IV, line 2) . . .		1,033,334.		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances . . . . .				
	b Less: Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) See Stmt . . . . .				
	12 Total. Add lines 1 through 11 . . . . .	60,097,793.	5,761,375.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	114,208.	OGDEN 11/421.		102,787.
	14 Other employee salaries and wages . . . . .	59,462.	5,946.		53,516.
	15 Pension plans, employee benefits . . . . .	25,040.	2,504.		22,536.
	16a Legal fees (attach schedule) L-16a Stmt	11,053.	4,597.		6,456.
	b Accounting fees (attach schedule) L-16b Stmt	7,997.	800.		7,197.
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	144,946.	125,194.		19,752.
	18 Taxes (attach schedule) (see instructions) See Stmt				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) See Stmt	226,789.	174,148.		52,641.
	24 Total operating and administrative expenses.	589,495.	324,610.		264,885.
	Add lines 13 through 23 . . . . .	3,973,661.			3,973,661.
	25 Contributions, gifts, grants paid . . . . .	4,563,156.	324,610.		4,238,546.
	26 Total expenses and disbursements. Add lines 24 and 25				
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	55,534,637.			
	b Net investment income (if negative, enter -0-) . . .		5,436,765.		
	c Adjusted net income (if negative, enter -0-) . . .				

For Paperwork Reduction Act Notice, see instructions.

BAA

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Form 990-PF (2017)

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 . . . . .		119,283.	238,433.	238,433.
	2 Savings and temporary cash investments . . . . .				
	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 . . . . .				
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule) L-10b Stmt		152,552,693.	276,986,124.	276,986,124.
	c Investments—corporate bonds (attach schedule) . . . . .				
Liabilities	11 Investments—land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans . . . . .				
	13 Investments—other (attach schedule) . . . . .				
	14 Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .		152,671,976.	277,224,557.	277,224,557.
Net Assets or Fund Balances	17 Accounts payable and accrued expenses . . . . .				
	18 Grants payable . . . . .		7,600,000.	17,150,000.	
	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 ► )				
	23 Total liabilities (add lines 17 through 22) . . . . .		7,600,000.	17,150,000.	
	<b>Foundations that follow SFAS 117, check here ► <input type="checkbox"/></b> <b>and complete lines 24 through 26, and lines 30 and 31.</b>				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>				
	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		145,071,976.	260,074,557.	
	30 Total net assets or fund balances (see instructions) . . . . .		145,071,976.	260,074,557.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		152,671,976.	277,224,557.	

**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	145,071,976.
2 Enter amount from Part I, line 27a . . . . .	2	55,534,637.
3 Other increases not included in line 2 (itemize) ► See Statement	3	59,467,944.
4 Add lines 1, 2, and 3 . . . . .	4	260,074,557.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	260,074,557.

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

(a) List and describe the kind(s) of property sold (for example, 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)
<b>1a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }		<b>2</b>		
<b>3</b> 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 . . . . .			<b>3</b>		

**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 doesn't 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))
2016	3,078,023.	42,606,826.	0.072242
2015	3,737,402.	34,860,403.	0.107211
2014	4,887,717.	28,516,249.	0.171401
2013	7,416,253.	21,916,438.	0.338388
2012	11,616,394.	28,320,517.	0.410176

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b> 1.099418
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years . . . . .	<b>3</b> 0.219884
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .	<b>4</b> 56,696,404.
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b> 12,466,632.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b> 54,368.
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b> 12,521,000.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . 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.	<b>8</b> 4,238,546.

**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	N/A 108,735.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3	Add lines 1 and 2	3	108,735.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	108,735.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	127,786.
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	152,786.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	44,051.
11	Enter the amount of line 10 to be. <b>Credited to 2018 estimated tax</b> ► 44,051.	Refunded	► 11

**Part VII-A Statements Regarding Activities**

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.	Yes	No
1c	Did the foundation file <b>Form 1120-POL</b> for this year?	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
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.	Yes	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	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .	Yes	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?	Yes	No
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	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ► AR  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 <i>General Instruction G</i> ? If "No," attach explanation	Yes	No
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 tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	Yes	No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	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	<input type="checkbox"/>	Yes	No	
11		<input checked="" type="checkbox"/>	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	<input type="checkbox"/>	Yes	No	
12		<input checked="" type="checkbox"/>	X		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► fdncenter.org	<input type="checkbox"/>	Yes	No	
13		<input checked="" type="checkbox"/>	X		
14	The books are in care of ► Mr. John Walker Located at ► 315 W. Mountain Street Fayetteville AR	Telephone no. ► (479) 582-2310 ZIP+4 ► 72701	<input type="checkbox"/>	Yes	No
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	<input type="checkbox"/>	Yes	No
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/>	Yes	No	
16		<input checked="" type="checkbox"/>	X		

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

<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>		<input type="checkbox"/>	Yes	No
1a	During the year, did the foundation (either directly or indirectly):	<input type="checkbox"/>	Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes	No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes	No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes	No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	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)?	<input type="checkbox"/>	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.)	<input type="checkbox"/>	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 ►	<input type="checkbox"/>	Yes	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?	<input type="checkbox"/>	Yes	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)): 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? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/>	Yes	No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	<input type="checkbox"/>	Yes	No
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____	<input type="checkbox"/>	Yes	No
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	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.)	<input type="checkbox"/>	Yes	No
3b		<input checked="" type="checkbox"/>	X	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/>	Yes	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?	<input type="checkbox"/>	Yes	No
4b		<input checked="" type="checkbox"/>	X	

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

		<b>Yes</b>	<b>No</b>
<b>5a</b> 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions			
Organizations relying on a current notice regarding disaster assistance, check here		►	<input checked="" type="checkbox"/>
<b>c</b> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.			
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			
<b>5b</b>			X
<b>6b</b>			X
<b>7b</b>			X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Amanda M. Macke 2956 Blueberry Fayetteville AR 72703	Secretary 40.00	90,208.	0.	0.
Johnny M. Walker 120 State Hwy. 28 Crystal Bay NV 89402	President 13.00	24,000.	0.	0.
Clancy Walker 1657 W Sunrise Road Fayetteville AR 72701	Director 0.00	0.	0.	0.
Austin Walker 1657 W Sunrise Road Fayetteville AR 72701	Director 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
<b>Total number of other employees paid over \$50,000</b>				► 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. 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		
<b>Total number of others receiving over \$50,000 for professional services</b>		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		
2		
All other program-related investments. See instructions		
3		
<b>Total. Add lines 1 through 3</b>		

**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	56,832,995.
b	Average of monthly cash balances	1b	726,806.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	57,559,801.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	57,559,801.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	863,397.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,696,404.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,834,820.

**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	2,834,820.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	108,735.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	108,735.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,726,085.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,726,085.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,726,085.

**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	4,238,546.
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	4,238,546.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	4,238,546.

**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 . . . . .				2,726,085.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only . . . . .			2,119,127.	
b Total for prior years: 20 20 20 . . . . .				
3 Excess distributions carryover, if any, to 2017:				
a From 2012 . . . . . 11,639,931.				
b From 2013 . . . . . 7,423,698.				
c From 2014 . . . . . 4,887,717.				
d From 2015 . . . . . 3,737,402.				
e From 2016 . . . . . 3,078,023.				
f Total of lines 3a through e . . . . .	30,766,771.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 4,238,546.				
a Applied to 2016, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
c Treated as distributions out of corpus (Election required—see instructions) . . . . .				
d Applied to 2017 distributable amount . . . . .				
e Remaining amount distributed out of corpus . . . . .	4,238,546.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	35,005,317.			
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 . . . . .				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				2,119,127.
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 . . . . .				2,726,085.
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) . . . . .				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .	11,639,931.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	23,365,386.			
10 Analysis of line 9:				
a Excess from 2013 . . . . . 7,423,698.				
b Excess from 2014 . . . . . 4,887,717.				
c Excess from 2015 . . . . . 3,737,402.				
d Excess from 2016 . . . . . 3,078,023.				
e Excess from 2017 . . . . . 4,238,546.				

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

N/A

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

## 1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

## See Supplementary Information Statement

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

**c Any submission deadlines:**

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
See Exhibit A Various Various AR 72700		501(c) (3)	Various	3,973,661.
<b>Total</b>				► <b>3a</b> 3,973,661.
<b>b Approved for future payment</b>				
See Exhibit B Various Various AR 72400		501(c) (3)	Various	17,150,000.
<b>Total</b>				► <b>3b</b> 17,150,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Line	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							
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						6	1,033,334.
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)							1,033,334.
13 Total. Add line 12, columns (b), (d), and (e)						13	1,033,334.

**Part XVI B – Relationship of Activities to the Accomplishment of Current Purposes**

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
		1a(1)	1a(2)
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash . . . . .	1a(1)	x
	(2) Other assets . . . . .	1a(2)	x
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	x
	(2) Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	x
	(3) Rental of facilities, equipment, or other assets . . . . .	1b(3)	x
	(4) Reimbursement arrangements . . . . .	1b(4)	x
	(5) Loans or loan guarantees . . . . .	1b(5)	x
	(6) Performance of services or membership or fundraising solicitations . . . . .	1b(6)	x
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	x
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

**b** If "Yes," complete the following schedule.

<b>(a) Name of organization</b>	<b>(b) Type of organization</b>	<b>(c) Description of relationship</b>

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign  
Here**

Signature of officer or trustee

B/27/18

Date

President

## Title

May the IRS discuss this return  
with the preparer shown below?  
See instructions  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Paul H. Burgess, JD, CPA	Paul H. Burgess, JD, CPA	06/18/2018		P00246306
	Firm's name ► Paul H. Burgess, Inc.	Firm's EIN ► 73-1433468			
Firm's address ► 525 South Main Street, #800	Phone no (918) 599-7755				

**BAA**

Tulsa

OK 74103

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Form 990-PF (2017)

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

**2017**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.  
 ► Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

**Name of the organization**

Willard &amp; Pat Walker Charitable Foundation, Inc.

**Employer identification number**

20-0235689

**Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

## Name of organization

Willard &amp; Pat Walker Charitable Foundation, Inc.

## Employer identification number

20-0235689

**Part I** . **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of Pat Walker PO Box 7299 Springdale AR 72766	\$ 54,336,418.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Willard &amp; Pat Walker Charitable Foundation, Inc.

Employer identification number

20-0235689

**Part II . Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	Walmart Stock & Marketable Securities ----- ----- -----	\$ 54,336,418.	December 2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- -----	\$	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- -----	\$	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- -----	\$	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- -----	\$	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- -----	\$	-----

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**Name of organization**

Willard & Pat Walker Charitable Foundation, Inc.

**Employer identification number**

20-0235689

**Part III** **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

See duplicate copies of Part III if additional space is needed.			
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	_____ _____ _____		_____ _____ _____
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	_____ _____ _____		_____ _____ _____
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	_____ _____ _____		_____ _____ _____
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	_____ _____ _____		_____ _____ _____

**Form 990-PF: Return of Private Foundation  
Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc.**

200235689

**Continuation Statement**

Name and Address Information	Form Information	Submission Information	Restrictions
Mr. John M. Walker P.O. Box 10500 Fayetteville, AR 72703 479-582-2310	See Statement Attached	Quarterly and one per year	Sec. 501(c)(3) organizations or tax exempt public entities.

## Additional information from your Form 990-PF: Return of Private Foundation

### Form 990-PF: Return of Private Foundation

#### Other Income

#### Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
Excise Tax Refund	28,853.	28,853.	
<b>Total</b>	28,853.	28,853.	

### Form 990-PF: Return of Private Foundation

#### Taxes

#### Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Payroll Taxes	13,574.	1,357.		12,217.
Excise Taxes	123,000.	123,000.		
Property	8,372.	837.		7,535.
<b>Total</b>	144,946.	125,194.		19,752.

### Form 990-PF: Return of Private Foundation

#### Other Expenses

#### Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Investment Fees	168,299.	168,299.		
Office & Computer Expenses	25,690.	2,569.		23,121.
Telephone	1,969.	197.		1,772.
Utilities and Janitor	12,611.	1,261.		11,350.
Insurance	11,031.	1,103.		9,928.
Repairs and Maintenance	7,094.	709.		6,385.
Dues and Subscriptions	95.	10.		85.
<b>Total</b>	226,789.	174,148.		52,641.

### Form 990-PF: Return of Private Foundation

#### Other Increases

#### Continuation Statement

Description	Amount
Increase in Grants Payable during Year	-9,550,000.
Increase in Unrealized Market Gains	69,017,944.
<b>Total</b>	59,467,944.



Name <u>Willard &amp; Pat Walker Charitable Foundation, Inc.</u>	Employer Identification No <u>20-0235689</u>
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**Line 16a - Legal Fees**

**Line 16b - Accounting Fees**

**Line 16c - Other Professional Fees**

Name <u>Willard &amp; Pat Walker Charitable Founda</u>	Employer Identification No <u>20-0235689</u>		
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<b>Line 10a - Investments - US and State Government Obligations:</b>	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
<b>Tot to Fm 990-PF, Pt II, Ln 10a</b>				

<b>Line 10b - Investments - Corporate Stock:</b>	End of Year	
	Book Value	Fair Market Value
Diversified Portfolio & Wal Mart Shares	276,986,124.	276,986,124.
<b>Totals to Form 990-PF, Part II, Line 10b . . . . .</b>	<b>276,986,124.</b>	<b>276,986,124.</b>

<b>Line 10c - Investments - Corporate Bonds:</b>	End of Year	
	Book Value	Fair Market Value
<b>Totals to Form 990-PF, Part II, Line 10c . . . . .</b>		

<b>Line 12 - Investments - Mortgage loans:</b>	End of Year	
	Book Value	Fair Market Value
<b>Totals to Form 990-PF, Part II, Line 12 . . . . .</b>		

<b>Line 13 - Investments - Other:</b>	End of Year	
	Book Value	Fair Market Value
<b>Totals to Form 990-PF, Part II, Line 13 . . . . .</b>		

## **Miscellaneous Statement**

2017

Name <u>Willard &amp; Pat Walker Charitable Foundation, Inc.</u>	Identification Number <u>20-0235689</u>
Part XV, Line 2(b)	
<p><u>The following items are required:</u> (1) <u>The name of the requesting organization;</u> (2) <u>The nature and purpose of the request;</u> (3) <u>A copy of the organization's IRS determination letter with federal tax identification number;</u> (4) <u>Budget and/or financial verificantion based on size of request;</u> and (5) <u>Requests should be brief, to the point, and not longer than three pages.</u></p> <p> </p> <p> </p> <p> </p>	<p> </p>
Total . . . . .	

cpcv0801 SCR 06/04/18