

Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service► Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

Willard & Pat Walker Charitable Foundation, Inc.

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

A Employer identification number

20-0235689

315 W. Mountain Street

Room/suite

(479) 582-2310

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

Fayetteville AR 72701-5947

C If exemption application is pending, check here □

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeD 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 04
 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) ► \$ 249,442,348. J Accounting method: Cash Accrual
 Other (specify) _____

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)			
	2 Check ► <input checked="" 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	5,659,618.	5,659,618.	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	16,234,794.		RECEIVED
	b Gross sales price for all assets on line 6a 106,611,289.			03/2021
	7 Capital gain net income (from Part IV, line 2)		16,234,794.	OGDEN, UT
	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	21,894,412.	21,894,412.	
	13 Compensation of officers, directors, trustees, etc.	122,958.	12,296.	110,662.
	14 Other employee salaries and wages	60,663.	6,066.	54,597.
	15 Pension plans, employee benefits	30,283.	3,028.	27,255.
	16a Legal fees (attach schedule)	1-16a Stmt	8,780.	4,390.
	b Accounting fees (attach schedule)	1-16b Stmt	6,066.	606.
	c Other professional fees (attach schedule)			5,460.
	17 Interest			
	18 Taxes (attach schedule) (see instructions) See Stmt	429,220.	408,322.	20,898.
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) See Stmt	439,300.	350,970.	88,330.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,097,270.	785,678.	311,592.
	25 Contributions, gifts, grants paid	8,855,640.		8,855,640.
	26 Total expenses and disbursements. Add lines 24 and 25	9,952,910.	785,678.	9,167,232.
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	11,941,502.		
	b Net investment income (if negative, enter -0-)		21,108,734.	
	c Adjusted net income (if negative, enter -0-)			

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	238,433.	1,639,776.	1,639,776.
	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	276,986,124.	247,802,572.	247,802,572.
	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)	277,224,557.	249,442,348.	249,442,348.
	17	Accounts payable and accrued expenses			
	18	Grants payable	17,150,000.	18,850,000.	
	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)	17,150,000.	18,850,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	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)			260,074,557.	230,592,348.
	Total liabilities and net assets/fund balances (see instructions)			260,074,557.	230,592,348.
				277,224,557.	249,442,348..

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	260,074,557.
2	Enter amount from Part I, line 27a	2	11,941,502.
3	Other increases not included in line 2 (itemize) ► Increase in Grants Payable during Year	3	-1,700,000.
4	Add lines 1, 2, and 3	4	270,316,059.
5	Decreases not included in line 2 (itemize) ► Decrease in Unrealized Market Gains	5	39,723,711.
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	230,592,348.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (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.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
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 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))
2017	4,238,546.	231,920,981.	0.018276
2016	3,078,023.	53,227,782.	0.057827
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

- 2 Total of line 1, column (d) 2 0.693103
- 3 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 3 0.138621
- 4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 4 256,379,096.
- 5 Multiply line 4 by line 3 5 35,539,527.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 211,087.
- 7 Add lines 5 and 6 7 35,750,614.
- 8 Enter qualifying distributions from Part XII, line 4 8 9,167,232.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1 422,175.	
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		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	3 422,175.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:	4 0. 5 422,175. 6 425,051. 7 425,051. 8 7. 9 10 2,869. 11 2,869.	
a	2018 estimated tax payments and 2017 overpayment credited to 2018		6a 425,051.
b	Exempt foreign organizations—tax withheld at source		6b
c	Tax paid with application for extension of time to file (Form 8868)		6c 0.
d	Backup withholding erroneously withheld		6d
7	Total credits and payments. Add lines 6a through 6d	7 425,051.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 7.	
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 2,869.	
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ►	Refunded 11 2,869.	

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8a	X	
8b	X	
9	X	
10	X	

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?

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.

1c Did the foundation file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

4a 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.

4b 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

5a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5b Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by *General Instruction T*

6a 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?

7a 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

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 *General Instruction G*? If "No," attach explanation

9a 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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV

10a Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 Yes No
11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions Yes No
12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► fdncenter.org Yes No
13 X

14 The books are in care of ► Mr. John Walker Telephone no. ► (479) 582-2310
Located at ► 315 W. Mountain Street Fayetteville AR ZIP+4 ► 72701 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 Yes No
15 X

16 At any time during calendar year 2018, 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 ► 16 Yes No
16 X

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

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

1a During the year, did the foundation (either directly or indirectly):
 (1) Engage in the sale or exchange, or leasing of property with a disqualified person? 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
 1b 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 X

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 2018? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
 a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? 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____ 3b X

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 2018 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 2018) 4a X
 4b 4b X

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
 b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018? 4b X

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

		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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))?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	(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"/>	<input checked="" type="checkbox"/>
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	(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"/>	<input checked="" type="checkbox"/>
	(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"/>	<input checked="" type="checkbox"/>
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"/>		
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?	<input type="checkbox"/>	<input type="checkbox"/>
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/>	<input type="checkbox"/>

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	98,958.	0.	0.
Johnny M. Walker 120 State Hwy. 28 Crystal Bay NV 89402	President 13.00	24,000.	0.	0.
Austin Walker 1065 Peachtree St NE #3602 Atlanta GA 30309	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				
Total number of other employees paid over \$50,000				► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services. 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	
2	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	259,958,228.
b	Average of monthly cash balances	1b	325,118.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	260,283,346.
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	260,283,346.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,904,250.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	256,379,096.
6	Minimum investment return. Enter 5% of line 5	6	12,818,955.

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	12,818,955.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	422,175.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	422,175.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,396,780.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	12,396,780.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	12,396,780.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	9,167,232.
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	9,167,232.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	6	9,167,232.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				12,396,780.
2 Undistributed income, if any, as of the end of 2018.				
a Enter amount for 2017 only				
b Total for prior years: 20 ____ . 20 ____ . 20 ____				
3 Excess distributions carryover, if any, to 2018:				
a From 2013 7,423,698.				
b From 2014 4,887,717.				
c From 2015 3,737,402.				
d From 2016 3,078,023.				
e From 2017 4,238,546.				
f Total of lines 3a through e	23,365,386.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 9,167,232.				
a Applied to 2017, 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 2018 distributable amount				
e Remaining amount distributed out of corpus	9,167,232.			
5 Excess distributions carryover applied to 2018 (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 .	32,532,618.			
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 2017. Subtract line 4a from line 2a. Taxable amount—see instructions				0.
1 Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				12,396,780.
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 2013 not applied on line 5 or line 7 (see instructions) .	7,423,698.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	25,108,920.			
10 Analysis of line 9:				
a Excess from 2014 4,887,717.				
b Excess from 2015 3,737,402.				
c Excess from 2016 3,078,023.				
d Excess from 2017 4,238,546.				
e Excess from 2018 9,167,232.				

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

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ►				
1b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
2b	85% of line 2a				
2c	Qualifying distributions from Part XII, line 4 for each year listed				
2d	Amounts included in line 2c not used directly for active conduct of exempt activities				
2e	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.				
3a	"Assets" alternative test—enter:				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
3b	"Endowment" alternative test—enter 1/2 of minimum investment return shown in Part X, line 6 for each year listed				
3c	"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)(ii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

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

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

None

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

None

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

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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
Name and address (home or business)				
a Paid during the year				
See Exhibit A				
Various				
Various AR 72700		501(c)(3)	Various	8,855,640.
Total				
b Approved for future payment				
See Exhibit B				
Various				
Various AR 72400		501(c)(3)	Various	18,850,000.
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
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	0. 16,234,794.
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. 16,234,794.
13	Total. Add line 12, columns (b), (d), and (e)			13	16,234,794.

(See worksheet in line 13 instructions to verify calculations.)

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

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

	Yes	No
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?		
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.

(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.				
	 <i>originally signed & filed on or about</i> President		May the IRS discuss this return with the preparer shown below? See instructions <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
Signature of officer or trustee	Date July 31 2019	Title			
Paid Preparer Use Only	Print/Type preparer's name Paul H. Burgess, JD, CPA	Preparer's signature Paul H. Burgess, JD, CPA	Date 07/17/2019	Check <input type="checkbox"/> if self-employed	PTIN 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	Form 990-PF (2018)		

Name and Address Information	Form Information See Statement Attached	Submission Information	Restrictions
Mr. John M. Walker P.O. Box 10500 Fayetteville, AR 72703 479-582-2310		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

Taxes

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Payroll Taxes	14,367.	1,437.		12,930.
Excise Taxes	406,000.	406,000.		
Property	8,853.	885.		7,968.
Total	429,220.	408,322.		20,898.

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	341,155.	341,155.		
Office & Computer Expenses	62,613.	6,261.		56,352.
Telephone	1,889.	189.		1,700.
Utilities and Janitor	15,670.	1,567.		14,103.
Insurance	9,895.	990.		8,905.
Repairs and Maintenance	8,078.	808.		7,270.
Total	439,300.	350,970.		88,330.

Name <u>Willard & 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

Form 990-PF
Part II

Investments

2018

Name Willard & Pat Walker Charitable Foundation, Inc.				Employer Identification No 20-0235689
Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations	State and Local Obligations	US Government Obligations	US Government Obligations
	Book Value	FMV	Book Value	FMV
Tot to Fm 990-PF, Pt II, Ln 10a				
Line 10b - Investments - Corporate Stock:				End of Year
				Book Value
Diversified Portfolio & Wal Mart Shares				247,802,572.
				247,802,572.
Totals to Form 990-PF, Part II, Line 10b				247,802,572.
				247,802,572.
Line 10c - Investments - Corporate Bonds:				End of Year
				Book Value
				Fair Market Value
Totals to Form 990-PF, Part II, Line 10c				
Line 12 - Investments - Mortgage loans:				End of Year
				Book Value
				Fair Market Value
Totals to Form 990-PF, Part II, Line 12				
Line 13 - Investments - Other:				End of Year
				Book Value
				Fair Market Value
Totals to Form 990-PF, Part II, Line 13				

Willard & Pat Walker Charitable Foundation, Inc.

20-0235869-Exhibit A

Form 990 PF-Part XV, Line 3(a)

12-31-18

<u>Donee's Name & Address</u>	<u>Amount</u>	<u>Purpose</u>
Aflac Cancer Center 1577 Northeast Expressway Suite A Atlanta, GA 30329 501(c)(3)	10,000.00 100,000.00	matching support program support
Alzheimer's Association of Arkansas 210 N Walton Blvd. Suite 25 Bentonville, AR 72712	1,000.00	event support
ALS Association of Arkansas 1200 W Walnut Rogers, AR 72756 501(c)(3)	5,000.00	event support
American Heart Association SW affiliate 108 Sunbridge Fayetteville, AR 72703 501(c)(3)	23,710.00	program support
AR Advocates for Children & Families 614 E Emma, Suite 127 Springdale, AR 72764 501(c)(3)	1,000.00 2,500.00	event support general support
Arkansas Childrens Foundation 1 Children's Way, Slot 661 Little Rock, AR 72202-3591 501(c)(3)	30,000.00 15,000.00 10,000.00 1,000,000.00	event support event support event support capital campaign
Art on the Creeks 5309 Village Parkway, Suite 2 Rogers, AR 72758 501(c)(3)	500.00	event sponsorship
Arthritis Foundation of Arkansas 10 Corporate Hill Drive Little Rock AR 72205 501(c)(3)	5,000.00	event support
Arts Center of the Ozarks PO Box 725 Springdale, AR 72765 501(c)(3)	10,000.00 5,000.00	program support program support

Audrey Harris Neonatal Conference PO Box 10333 Fayetteville, AR 72703 501(c)(3)	1,500.00	program support
Benton County Sunshine School 3400 Woods Lane Rogers, AR 72756 501(c)(3)	13,425.00	program support
Bentonville Film Festival 2500 Broadway, STE F-125 Santa Monica, CA 90404 501(c)(3)	30,000.00	program support
Big Brothers Big Sisters of NWA 610 E Emma Springdale AR 72764 501(c)(3)	7,500.00 5,000.00	program support program support
Bikes, Blues & BBQ PO Box 710 Fayetteville, AR 72702 501(c)(3)	5,000.00	event support
Botanical Garden of the Ozarks PO Box 10407 Fayetteville, AR 72703 501(c)(3)	15,000.00 25,000.00	program support program support
Boys & Girls Club of Greater Dallas PO Box 140189 Dallas, TX 75214 501(c)(3)	2,500.00	event support
Brandon Burlsworth Foundation 119 W Central Ave Harrison, AR 72601 501(c)(3)	10,000.00 10,000.00	event support event support
Bright Spot Mobile Services Tulsa, OK 74103 501(c)(3)	5,000.00	program support
Cassville R-IV School District 1501 Main St Cassville, MO 65625 Public Schools	300.00	program support
Children's Safety Center	5,000.00	program support

614 East Emma, Suite 200
Springdale, AR 72764
501(c)(3)

Circle of Life Hospice
901 Jones Rd
Springdale, AR 72764
501(c)(3)

Coffeyville Historical Society
PO Box 1629
Coffeyville, KS 67337
501(c)(3)

Community Creative Center
PO Box 4690
Fayetteville, AR 72702
501(c)(3)

Country Music Hall of Fame & Museum
222 5th Ave South
Nashville, TN 37203
501(c)(3)

Crystal Bridges Museum of American
Art
PO Box 1169
Bentonville, AR 72712
501(c)(3)

Elizabeth Richardson Center
3917 S Missouri Rd
Springdale, AR 72764
501(c)(3)

Elkins Senior Activity & Wellness Center
PO Box 201
Elkins, AR 72727

EOA, Children's House
614 E Emma Suite M401
Springdale, AR 72764
501(c)(3)

Fayetteville
1790 N Futral Dr, #11
Fayetteville, AR 72701
501(c)(3)

Fayetteville Junior Civil League PO Box 10513 Fayetteville, AR 72703 501(c)(3)	250.00 5,000.00	general support event support
Fayetteville Public Education Foundation PO Box 571 Fayetteville, AR 72701 501(c)(3)	24,177.00	program support
Fayetteville Senior Activity Center 945 S College Ave Fayetteville, AR 72701 501(c)(3)	5,000.00 14,990.00	general support program support
Folk School of Fayetteville 865 N Lewis Ave Fayetteville, AR 72701 501(c)(3)	7,500.00	event support
Girls on the Run PO Box 97 Bentonville, AR 72712 501(c)(3)	10,000.00	program support
Good Samaritan Clinic 615 N B Street Fort Smith, AR 72901 501(c)(3)	500.00	genreral support
Hardison Mills 4540 Hwy 431 Columbia, TN 38401 Private School	5,000.00	program support
Haven of the Ozarks Farm Rd Exeter, MO 64647 501(c)(3)	5,000.00	program support
Helen Walton Children's Enrichment Center 1701 NE Wildcat Way Bentonville, AR 71712 501(c)(3)	100,000.00	capital campaign
HSU Foundation HSU Box 7550 Arkadelphia, AR 71999 Private College	500.00	program support

Humane Society of the Ozarks 413 North College Ave Fayetteville, AR 72703 501(c)(3)	500.00 1,000.00	program support event support
IAFS Southwestern Division 13725 Hillahay Drive Oklahoma City, OK 73170 Fire Chief Association	5,000.00	conference sponsor
Jesus Chapel School 10200 Album Dr El Paso, TX 79925 Private School	10,000.00	general support
Jones Center 922 E Emma Springdale, AR 72762 501(c)(3)	25,000.00	event support
Komen for the Cure - Ozark Affiliate PO Box 309 Springdale, AR 72765 501(c)(3)	10,000.00 5,000.00	race support event support
M&N Augustine Foundation PO Box 4008 Fayetteville, AR 72702 501(c)(3)	5,000.00 500.00	program support program support
Metavivor Research & Support po box 8094 Springdale, R 72764 501(c)(3)	1,000.00	general support
Miller McNeal Woodruff Foundation 3800 SW Layton Rd Bentonville, AR 72712 501(c)(3)	3,000.00	event support
Mount Sequoyah Center 150 N Skyline Fayetteville, AR 72701 501(c)(3)	15,000.00	program supoort
NWA Children's Shelter 14100 Vaughn Road Bentonville, AR 72712 501(c)(3)	10,000.00	program support
NWA Naturals	7,500.00	community support

PO Box 98333 Chicago, IL 60693	7,500.00	community support
Ozark Guidance Foundation PO Box 6430 Springdale, AR 72766-6430 501(c)(3)	1,000.00	event support
Pagnozzi Charities 100 E Poplar Suite A Fayetteville, AR 72703 501(c)(3)	5,000.00 5,000.00	program support scholarship support
Paul F. Muller Lodge 155 S. Razorback Rd. Fayetteville, AR 72702 501(c)(3)	2,500.00	general support
Potter's House PO Box 3014 Fayetteville, AR 72702 501(c)(3)	2,000.00	program support
Razorback Foundation 91 North Razorback Road Fayetteville, AR 72701 501(c)(3)	500,000.00 1,000,000.00	capital campaign capital campaign
Salvation Army PO Box 4275 Fayetteville, AR 72702-4275 501(c)(3)	7,500.00	program support
Samaritan Community Center 1211 W Hudson Rd Rogers, AR 72756 501(c)(3)	10,000.00	program support
Southern Arkansas University PO Box 9392 Magnolia, AR 71754-9392 Public University	100,000.00	program support
Spay Arkansas 1909 W Huntsville Rd Springdale, AR 72762 501(c)(3)	2,500.00	program support
Springdale High School 101 S Pleasant	11,131.77	program support

Springdale, AR 72764
public school

Springdale Public Education Foundation 800 E Emma Suite Springdale, AR 72764 501(c)(3)	350.00	program support
Springdale Senior Center 203 Park St Springdale, AR 72764 501(c)(3)	5,000.00	general support
Symphony Orchestra of NWA. PO Box 1243 Fayetteville, AR 72702 501(c)(3)	41,500.00	concert support
TheatreSquared PO Box 4188 Fayetteville, AR 72702 501(c)(3)	250,000.00 25,000.00 5,000.00	capital campaign program support event support
University of Arkansas 1002 Maple Street Fayetteville, AR 72701 Public University	500,000.00	capital campaign
UAMS - Jones Eye Institute 4301 Markham #716 Little Rock, AR 72205-7199 501(c)(3)	200,000.00	program support
UAMS - Reynolds Institute on Aging 4301 Markham #716 Little Rock, AR 72205-7199 501(c)(3)	1,500,000.00	endowment
UAMS - Winthrop Rockefeller Cancer Institute 4301 Markham #716 Little Rock, AR 72205-7199 501(c)(3)	50,000.00 1,000,000.00	event support capital campaign
US Marshals Museum 14th Noprh 3rd St Fort Smith, AR 72901 501(c)(3)	250,000.00	capital campaign
Vogel Alcove	10,000.00	event support

PO Box 750948
Dallas, TX 75315
501(c)(3)

Walker Elementary School 1701 S. 40th St. Springdale, AR 72762 public school	17,806.00	program support
Walton Arts Center PO Box 3547 Fayetteville, AR 72701 501(c)(3)	500,000.00 500.00	capital campaign general support
Washington Regional Found. PO Box 356 Fayetteville, AR 72702 501(c)(3)	10,500.00	event support
Welcome Health PO Box 3184 Fayetteville, AR 72702 501(c)(3)	5,000.00	program support
Wonderscope Children's Museum 5700 King Street Shawnee, KS 66203 501(c)(3)	25,000.00	capital Campaign
Total	<u>8,855,639.77</u>	

Willard & Pat Walker Charitable Foundation, Inc.

20-0235869-Exhibit B

Form 990 PF-Part XV, Line 3(b)

12-31-18

<u>Donee's Name & Address</u>	<u>Amount</u>	<u>Purpose</u>	<u>due</u>
Arkansas Children's Northwest 1 Children's Way Little Rock , AR 72205	2,000,000 2,000,000 2,000,000 1,000,000	capital campaign capital campaign capital campaign capital campaign	2019 2020 2021 2022
Country Music Hall of Fame and Museum 222 5th Avenue South Nashville, TN 387205	100,000 100,000 100,000 100,000	program support program support program support program support	2019 2020 2021 2022
Crystal Bridges Museum of American Art PO Box 1169 Bentonville, AR 72712	1,000,000 1,000,000	Program Endowment Program Endowment	2019 2020
Razorback Foundation (Baum Walker Stadium) 1295 S Razorback Rd. Fayetteville, AR 72701	1,000,000 1,000,000 1,000,000 1,000,000	Capital Campaign Capital Campaign Capital Campaign Capital Campaign	2019 2020 2022 2023
TheatreSquared PO Box 4188 Fayetteville, AR 72701	500,000 500,000	Capital Campaign Capital Campaign	2019 2020
University of Arkansas Pat Walker HealthCenter 525 Garland Ave Fayetteville, AR 72701	500,000	capital campaign	2019
UAMS - Jones EYE 4301 W Markham #425 Little Rock, AR 72205	200,000	Program Support	2019
UAMS - Rockefeller Cancer Institute 4301 W Markham St Little Rock, AR	1,000,000 1,000,000 1,000,000	Capital Campaign Capital Campaign Capital Campaign	2019 2020 2021
Walton Arts Center PO Box 3547 Fayetteville, AR 72702	500,000 250,000	Capital Campaign Capital Campaign	2019 2020
	18,850,000		