

Form

**990-PF****Return of Private Foundation**

OMB No 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
 Do not enter Social Security numbers on this form as it may be made public.  
 Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>WALTON FAMILY FOUNDATION, INC.</b>		A Employer identification number <b>13-3441466</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. BOX 1860</b>		B Telephone number (see instructions) <b>(479) 464-1570</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BENTONVILLE, AR 72712</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>	D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 2,480,825,574.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc. received (attach schedule)		500,676,062.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		19,133.	19,133.		ATCH 1
4 Dividends and interest from securities		54,421,247.	54,421,247.		ATCH 2
5a Gross rents		198.	198.		
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		34,852,066.			
b Gross sales price for all assets on line 6a	471,681,078.				
7 Capital gain net income (from Part IV, line 2)			34,852,066.		
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) ATCH 3		3,760,652.	3,429,464.		
12 Total. Add lines 1 through 11		593,729,358.	92,722,108.		
13 Compensation of officers, directors, trustees, etc.		6,932,030.			6,932,030.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 4		345,821.			345,821.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) *		10,322,210.	3,124,537.		7,197,673.
17 Interest ATCH 6		89,417.	89,417.		
18 Taxes (attach schedule) (see instructions) ATCH 7		2,790,243.	1,083,878.		6,365.
19 Depreciation (attach schedule) and depletion		81,476.			
20 Occupancy		252,591.			252,591.
21 Travel, conferences, and meetings		591,645.			591,645.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 8		2,915,620.	2,015,775.		654,845.
24 Total operating and administrative expenses. Add lines 13 through 23		24,321,053.	6,313,607.		15,980,970.
25 Contributions, gifts, grants paid		311,719,212.			311,475,768.
26 Total expenses and disbursements. Add lines 24 and 25		336,040,265.	6,313,607.	0	327,456,738.
27 Subtract line 26 from line 12		257,689,093.			
a Excess of revenue over expenses and disbursements			86,408,501.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	383,833.	556,605.	556,605.
	2 Savings and temporary cash investments . . . . .	5,516,578.	447,326.	447,326.
	3 Accounts receivable ▶ 496,387.			
	Less allowance for doubtful accounts ▶ . . . . .	771,549.	496,387.	496,387.
	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) ▶ *		* 105,854,765.	ATCH 9
	Less allowance for doubtful accounts ▶ . . . . .	99,810,986.	105,854,765.	105,854,765.
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . . . . .			
	c Investments - corporate bonds (attach schedule) . . . . .			
	11 Investments - land, buildings, and equipment basis . . . . .			
Less accumulated depreciation (attach schedule) ▶ . . . . .				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . . ATCH 10	1,403,389,591.	1,660,497,320.	2,369,804,931.	
14 Land, buildings, and equipment basis . . . . .	604,521.			
Less accumulated depreciation (attach schedule) ▶ . . . . .	365,493.	534,059.	239,028.	
15 Other assets (describe ▶ ATCH 11)	3,422,274.	3,426,532.	3,426,532.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,513,828,870.	1,771,517,963.	2,480,825,574.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>	<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, . . . ▶ <input checked="" type="checkbox"/></b> <b>check here 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 . . . . .	1,513,828,870.	1,771,517,963.	
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	1,513,828,870.	1,771,517,963.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,513,828,870.	1,771,517,963.	

**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	1,513,828,870.
2 Enter amount from Part I, line 27a . . . . .	2	257,689,093.
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	1,771,517,963.
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	1,771,517,963.

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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 (e.g., real estate,  
2-story brick warehouse, or common stock, 200 shs MLC Co.)(b) How  
acquired  
P - Purchase  
D - Donation(c) Date  
acquired  
(mo., day, yr.)(d) Date sold  
(mo., day, yr.)**1a** SEE PART IV SCHEDULE

<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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(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>	34,852,066.
<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>	0

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

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

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

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

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	444,256,794.	1,837,258,450.	0.241804
2011	511,185,281.	1,439,043,491.	0.355226
2010	571,450,633.	2,115,700,930.	0.270100
2009	386,621,788.	2,007,754,102.	0.192564
2008	200,479,422.	1,675,939,125.	0.119622

<b>2</b> Total of line 1, column (d)	<b>2</b>	1.179316
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.235863
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	2,232,307,798.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	526,518,814.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	864,085.
<b>7</b> Add lines 5 and 6	<b>7</b>	527,382,899.
<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>	341,018,210.

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

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)		
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	1,728,170.
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-)	
3	Add lines 1 and 2	1,728,170.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	1,728,170.
6	Credits/Payments	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	1,892,532.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	10,153.
7	Total credits and payments. Add lines 6a through 6d	1,902,685.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	174,515.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax	174,515. Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) AR, DE,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. SEE ATTCH 18	X	

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.WALTONFAMILYFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>ROBERT SMITH</u> Telephone no <u>(479) 464-1570</u> Located at <u>BENTONVILLE, AR</u> ZIP+4 <u>72712</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

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

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE ATTCH 20 - 87. ☒ Yes ☐ No

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X

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? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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

(a) Name and address	(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
ATTCH 13		6,932,030.	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 ☐

**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
ATCH 14		4,433,125.
Total number of others receiving over \$50,000 for professional services . . . . .		30

**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 NOT APPLICABLE	
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 EXCELLENT EDUCATION - TO PROVIDE SUPPORT FOR THE DEVELOPMENT OF CHARTER SCHOOL FACILITIES	3,500,000.
2 HAGEDORN LITTLE VILLAGE - PROVIDE AN INTEREST FREE LOAN TO REPAY OUTSTANDING FACILITIES REVENUE BONDS, SERIES 2002A	3,418,850.
All other program-related investments See instructions	
3 ALL OTHER CHARITABLE LOANS	6,538,532.
Total. Add lines 1 through 3 . . . . .	13,457,382.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,064,997,426.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	200,934,907.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	370,000.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,266,302,333.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,266,302,333.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	33,994,535.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	2,232,307,798.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	111,615,390.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	111,615,390.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	1,728,170.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,728,170.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	109,887,220.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	8,468,580.
<b>5</b>	Add lines 3 and 4	<b>5</b>	118,355,800.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	118,355,800.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	327,456,738.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	13,457,382.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	104,090.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	341,018,210.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	341,018,210.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				118,355,800.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 11 20 10 20 09 . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	200,479,422.			
b From 2009 . . . . .	387,176,923.			
c From 2010 . . . . .	572,092,619.			
d From 2011 . . . . .	511,657,517.			
e From 2012 . . . . .	445,058,667.			
f Total of lines 3a through e . . . . .	2,116,465,148.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 341,018,210. *				
a Applied to 2012, 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) . . . . .	341,018,210.			
d Applied to 2013 distributable amount . . . . .				
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	118,355,800.			118,355,800.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	2,339,127,558.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
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 . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	82,123,622.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	2,257,003,936.			
10 Analysis of line 9				
a Excess from 2009 . . . . .	387,176,923.			
b Excess from 2010 . . . . .	572,092,619.			
c Excess from 2011 . . . . .	511,657,517.			
d Excess from 2012 . . . . .	445,058,667.			
e Excess from 2013 . . . . .	341,018,210.			

\* SEE ATTCH 88

Form 990-PF (2013)



Form 990-PF (2013)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a</b> <i>Paid during the year</i>  SEE ATTCH 16 & 19				
<b>Total</b> .....			▶ <b>3a</b>	311,719,212.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> .....			▶ <b>3b</b>	

## 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	(d) Amount	
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments				14	19,133.	
<b>4</b> Dividends and interest from securities . . . . .				14	54,421,247.	
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .				16	198.	
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .		523000	-968,790.	14	3,429,464.	
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	34,852,066.	
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b ATCH 17 _____						1,299,978.
c _____						
d _____						
e _____						
<b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .			-968,790.		92,722,108.	1,299,978.
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						93,053,296.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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

OMB No 1545-0047

**2013**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

Name of the organization

WALTON FAMILY FOUNDATION, INC.

Employer identification number

13-3441466

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 foundationCheck 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not 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 does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **WALTON FAMILY FOUNDATION, INC.**Employer identification number  
13-3441466**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	HRW TRUST NO. 1, UAD 01/17/03 P.O. BOX 730 MILLSAP, TX 76066	\$ 15,756,830.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	HRW TRUST NO.2, UAD 01/17/03 P.O. BOX 730 MILLSAP, TX 76066	\$ 15,756,830.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	HRW TRUST NO. 3, UAD 01/17/03 P.O. BOX 730 MILLSAP, TX 76066	\$ 13,551,159.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	HRW TRUST NO. 4, UAD 01/17/03 P.O. BOX 730 MILLSAP, TX 76066	\$ 13,551,159.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	JTW TRUST NO. 1, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 38,330,326.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	JTW TRUST NO. 2, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 38,330,326.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **WALTON FAMILY FOUNDATION, INC.**Employer identification number  
**13-3441466****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
7	JTW TRUST NO. 3, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 38,330,326.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
8	JTW TRUST NO. 4, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 38,330,326.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
9	JTW TRUST NO. 5, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 38,330,326.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
10	HRW TESTAMENTARY TRUST NO. 1 P.O. BOX 730 MILLSAP, TX 76606	\$ 25,116,102.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
11	HRW TESTAMENTARY TRUST NO. 2 P.O. BOX 730 MILLSAP, TX 76606	\$ 25,116,102.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
12	HRW TESTAMENTARY TRUST NO. 3 P.O. BOX 730 MILLSAP, TX 76606	\$ 25,116,102.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization **WALTON FAMILY FOUNDATION, INC.**Employer identification number  
13-3441466**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
13	HRW TESTAMENTARY TRUST NO. 4 P.O. BOX 730 MILLSAP, TX 76606	\$ 25,116,102.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
14	HRW TESTAMENTARY TRUST NO. 5 P.O. BOX 730 MILLSAP, TX 76606	\$ 18,429,675.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
15	HRW TESTAMENTARY TRUST NO. 6 P.O. BOX 730 MILLSAP, TX 76606	\$ 18,429,675.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
16	HRW TESTAMENTARY TRUST NO. 7 P.O. BOX 730 MILLSAP, TX 76606	\$ 18,429,675.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
17	HRW TESTAMENTARY TRUST NO. 8 P.O. BOX 730 MILLSAP, TX 76606	\$ 18,429,675.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
18	HRW TESTAMENTARY TRUST NO. 9 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,806,336.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **WALTON FAMILY FOUNDATION, INC.**Employer identification number  
13-3441466**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
19	HRW TESTAMENTARY TRUST NO. 10 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,806,336.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
20	HRW TESTAMENTARY TRUST NO. 11 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,806,337.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
21	HRW TESTAMENTARY TRUST NO. 12 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,806,337.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
22	CHRISTY R. WALTON 970 W BROADWAY JACKSON, WY 83011	\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
23	LUKAS T. WALTON 970 WEST BROADWAY JACKSON, WY 83011	\$ 6,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

4562

Department of the Treasury  
Internal Revenue Service (99)

Name(s) shown on return

# Depreciation and Amortization (Including Information on Listed Property)

See separate instructions.

Attach to your tax return.

OMB No 1545-0172

2013

Attachment  
Sequence No 179

Identifying number  
13-3441466

WALTON FAMILY FOUNDATION, INC.

Business or activity to which this form relates

## GENERAL DEPRECIATION

### Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

### Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	61,164.

### Part III MACRS Depreciation (Do not include listed property) (See instructions)

#### Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

#### Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property	SEE	8,667.	3.000	HY	DDB	2,889.
b 5-year property	DETAIL	46,578.	5.000	HY	DDB	9,204.
c 7-year property		27,125.	7.000	HY	DDB	3,875.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

#### Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

### Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	4,344.
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions	22	81,476.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)****24a** Do you have evidence to support the business/investment use claimed? ☒ Yes ☐ No **24b** If "Yes," is the evidence written? ☒ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
<b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) . . . . . <b>25</b>								
<b>26</b> Property used more than 50% in a qualified business use:								
AUTO	01/07/2013	100 %	21,719.	21,719.	5	DDB	4,344.	
		%						
		%						
<b>27</b> Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
<b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1. . . . .							<b>28</b>	4,344.
<b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1. . . . .							<b>29</b>	

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles). . .						
<b>31</b> Total commuting miles driven during the year . . . . .						
<b>32</b> Total other personal (noncommuting) miles driven . . . . .						
<b>33</b> Total miles driven during the year. Add lines 30 through 32 . . . . .						
<b>34</b> Was the vehicle available for personal use during off-duty hours? . . . . .	Yes	No	Yes	No	Yes	No
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person? . . . . .						
<b>36</b> Is another vehicle available for personal use? . . . . .						

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

	Yes	No
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? . . . . .	<input checked="" type="checkbox"/>	
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . . . .	<input checked="" type="checkbox"/>	
<b>39</b> Do you treat all use of vehicles by employees as personal use? . . . . .		<input checked="" type="checkbox"/>
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? . . . . .		<input checked="" type="checkbox"/>
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) . . . . .		<input checked="" type="checkbox"/>

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
<b>42</b> Amortization of costs that begins during your 2013 tax year (see instructions)					
<b>43</b> Amortization of costs that began before your 2013 tax year . . . . .					<b>43</b>
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report. . . . .					<b>44</b>

### GENERAL DEPRECIATION

[illegible][illegible]

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
<b>TOTALS</b>							

JSA  
3X9024 1 000

### GENERAL DEPRECIATION

## GENERAL DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
LEASEHOLD IMP.	11/30/2012	4,350	100.000			4,350.	73.	943.	SL		5.000				870.
OFFICE EQUIPMENT	02/14/2013	18,137.	100.000			18,137		3,627.	DDBA		5.000				3,627.
COMPUTER SOFTWARE	03/14/2013	8,667.	100.000			8,667		2,889.	DDBA		3.000				2,889.
HP SERVER	03/14/2013	3,989.	100.000			3,989.		798.	DDBA		5.000				798.
FURNITURE AND FIXT	10/24/2013	15,157.	100.000			15,157		2,165.	DDBA		7.000				2,165.
FURNITURE/FIXTURES	11/14/2013	11,968	100.000			11,968.		1,710.	DDBA		7.000				1,710.
VIDEO EQUIP NJ	12/19/2013	17,911.	100.000			17,911.		3,582.	DDBA		5.000				3,582.
OFFICE WIRING	02/01/2013	6,542.	100.000			6,542		1,199	SL		5.000				1,199
COMPUTER EQUIPMENT	07/31/2008	14,873.	100.000			14,873	13,805.	14,873	DDBA		5.000				1,068
Less Retired Assets . . . . .															
Subtotals . . . . .		588,790.				588,790.	290,220.	367,352.							77,132.

[illegible]

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
<b>TOTALS</b>							

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ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ARVEST BANK	5,429.	5,429.
BANK OF AMERICA	13,704.	13,704.
TOTAL	<u>19,133.</u>	<u>19,133.</u>



FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WALTON ENTERPRISES, LLC	27,208,124.	27,208,124.
NORTHERN TRUST ENDOWMENT FUND	5,104,205.	5,104,205.
NORTHERN TRUST NORAD ACCOUNT	89,219.	89,219.
NORTHERN TRUST GOLDMAN SACHS ACCOUNT	2,195,000.	2,195,000.
ARIEL FUND	154,898.	154,898.
REGIONS BANK	13,277.	13,277.
PRESBYTERIAN CHURCH USA	56,782.	56,782.
SOUTHERN FINANCIAL PARTNERS - PRI	29,826.	29,826.
CHARTER FUND - PRI	150,000.	150,000.
MCKAY SHIELDS	3,071,149.	3,071,149.
QM COMMON DAILY EAFE FUND	4,891,639.	4,891,639.
QM COMMON DAILY EMERGING MKT FUND	3,147,270.	3,147,270.
NT BOND CREDIT FUND	4.	4.
DIVERSIFIED FRONTIER EQUITY FUND	1,666,602.	1,666,602.
GOLDMAN SACHS CALL FUND	1,213,743.	1,213,743.
GOLDMAN SACHS PUT FUND	6,613.	6,613.
GOLDMAN SACHS BROKERAGE	355.	355.
RUSSELL 1000	3,452,308.	3,452,308.
RUSSELL 2000	304,192.	304,192.
RUSSELL 50	1,100,050.	1,100,050.
PARTNERSHIP INCOME - DIVIDENDS/INTEREST	565,991.	565,991.
<b>TOTAL</b>	<u><u>54,421,247.</u></u>	<u><u>54,421,247.</u></u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
RECOVERIES OF PRIOR YEAR GRANTS	1,299,978.	
PARTNERSHIP INCOME- OTHER INCOME	2,112,853.	3,081,643.
CASH TRANSLATION GAIN	512,695.	512,695.
UNREALIZED LOSS ON FX FORWARD CONTRACT	-164,874.	-164,874.
TOTALS	<u>3,760,652.</u>	<u>3,429,464.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	345,821.			345,821.
TOTALS	<u>345,821.</u>	<u></u>	<u></u>	<u>345,821.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	3,124,537.	3,124,537.	
EDUCATIONAL CONSULTING FEES	3,010,624.		3,010,624.
CHARITABLE & OTHER CONSULTING	4,187,049.		4,187,049.
TOTALS	<u>10,322,210.</u>	<u>3,124,537.</u>	<u>7,197,673.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NT INTEREST EXPENSE	986.	986.
INTEREST EXPENSE - PASS THRU	88,431.	88,431.
TOTALS	<u>89,417.</u>	<u>89,417.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX	1,700,000.		
PROPERTY TAXES	3,036.		3,036.
SALES AND USE TAX	3,329.		3,329.
NT FOREIGN TAXES	1,061,174.	1,061,174.	
PARTNERSHIPS - FOREIGN TAXES	22,704.	22,704.	
TOTALS	<u>2,790,243.</u>	<u>1,083,878.</u>	<u>6,365.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MISC. EXPENSES	7,475.		7,475.
SUPPLIES	86,665.		86,665.
TELEPHONE AND COMMUNICATIONS	58,372.		58,372.
POSTAGE AND EXPRESS MAIL	14,091.		14,091.
DUES AND SUBSCRIPTIONS	25,023.		25,023.
INSURANCE	262.		262.
REPAIRS AND MAINTENANCE	927.		927.
WEBSITE SERVICES	6,369.		6,369.
PRINT/DESIGN SERVICES	145,751.		145,751.
RECRUITING EXPENSES	165,051.		165,051.
PUBLIC RELATION EXPENSES	37,375.		37,375.
TRAINING EXPENSES	107,484.		107,484.
PARTNERSHIP PORTFOLIO EXPENSES	2,015,775.	2,015,775.	
SERVICE AGREEMENT EXPENSE	245,000.		
TOTALS	<u>2,915,620.</u>	<u>2,015,775.</u>	<u>654,845.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: LOCAL INITIATIVES SUPPORT CORPORATION  
ORIGINAL AMOUNT: 10,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 09/09/2003  
MATURITY DATE: 12/31/2016  
REPAYMENT TERMS: 1,000,000 DUE YEARLY. REMAINING TOTAL DUE 2016.  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: FINANCE NEW EDUCATIONAL FACILITIES FUNDS  
DESCRIPTION AND FMV OF CONSIDERATION: \$10,000,000 IN CASH  
10,000,000.

BEGINNING BALANCE DUE ..... 6,997,035.

ENDING BALANCE DUE ..... 6,363,134.

ENDING FAIR MARKET VALUE ..... 6,363,134.

BORROWER: BRIGHTER CHOICE FOUNDATION  
ORIGINAL AMOUNT: 10,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 05/04/2004  
MATURITY DATE: 12/31/2014  
REPAYMENT TERMS: REVOLVING CREDIT LINE - PRINCIPAL DUE 12/31/2014  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: SUPPORT CONSTRUCTION FINANCING FOR CHARTER SCHOOLS  
DESCRIPTION AND FMV OF CONSIDERATION: \$10,000,000 IN CASH  
10,000,000.

BEGINNING BALANCE DUE ..... 10,000,000.

ENDING BALANCE DUE ..... 10,000,000.

ENDING FAIR MARKET VALUE ..... 10,000,000.



ATTACHMENT 9 (CONT'D)

BORROWER: PACIFIC CHARTER SCHOOL DEVELOPMENT  
ORIGINAL AMOUNT: 3,750,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 01/31/2005  
MATURITY DATE: 12/31/2014  
REPAYMENT TERMS: DUE AND PAYABLE 12/31/2014  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: CONSTRUCTION OF CHARTER SCHOOL FACILITIES  
DESCRIPTION AND FMV OF CONSIDERATION: \$3,750,000 IN CASH  
3,750,000.

BEGINNING BALANCE DUE ..... 3,750,000.

ENDING BALANCE DUE ..... 3,750,000.

ENDING FAIR MARKET VALUE ..... 3,750,000.

BORROWER: SOUTHERN FINANCIAL PARTNERS  
ORIGINAL AMOUNT: 2,000,000.  
INTEREST RATE: 2.000000  
DATE OF NOTE: 01/22/2006  
MATURITY DATE: 01/12/2016  
REPAYMENT TERMS: PAYMENT IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: FUNDING SMALL BUSINESSES IN THE DELTA AREA  
DESCRIPTION AND FMV OF CONSIDERATION: \$2,000,000 CASH  
2,000,000.

BEGINNING BALANCE DUE ..... 1,230,770.

ENDING BALANCE DUE ..... 923,078.

ENDING FAIR MARKET VALUE ..... 923,078.

ATTACHMENT 9 (CONT'D)

BORROWER: BUILDING HOPE  
ORIGINAL AMOUNT: 9,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 05/14/2007  
MATURITY DATE: 12/31/2014  
REPAYMENT TERMS: 4% IN 2 YRS, 4% IN 3 YRS, BALANCE AFTER 4 YRS  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: FACILITIES FOR 28 HIGH QUALITY CHARTER SCHOOLS  
DESCRIPTION AND FMV \$9,000,000 IN CASH  
OF CONSIDERATION: 9,000,000.

BEGINNING BALANCE DUE ..... 3,391,412.

ENDING BALANCE DUE ..... 823,671.

ENDING FAIR MARKET VALUE ..... 823,671.

BORROWER: EXALT EDUCATION  
ORIGINAL AMOUNT: 900,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 07/31/2011  
MATURITY DATE: 07/31/2016  
REPAYMENT TERMS: \$150,000 ANNUALLY BEGINNING 7/31/2016  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: WORKING CAPITAL LOAN  
DESCRIPTION AND FMV \$900,000 IN CASH  
OF CONSIDERATION: 900,000.

BEGINNING BALANCE DUE ..... 900,000.

ENDING BALANCE DUE ..... 900,000.

ENDING FAIR MARKET VALUE ..... 900,000.

ATTACHMENT 9 (CONT'D)

BORROWER: CHARTER FUND, INC.  
ORIGINAL AMOUNT: 10,000,000.  
INTEREST RATE: 3.000000  
DATE OF NOTE: 07/30/2007  
MATURITY DATE: 02/01/2018  
REPAYMENT TERMS: 10 YEARS  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: REVOLVING CHARTER SCHOOL FACILITIES FINANCING FUND  
DESCRIPTION AND FMV \$10,000,000 IN CASH  
OF CONSIDERATION: 10,000,000.

BEGINNING BALANCE DUE ..... 5,000,000.

ENDING BALANCE DUE ..... 7,500,000.

ENDING FAIR MARKET VALUE ..... 7,500,000.

BORROWER: IFF  
ORIGINAL AMOUNT: 5,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 11/28/2007  
MATURITY DATE: 11/28/2019  
REPAYMENT TERMS: DUE TEN YEARS FROM DATE OF DRAW ON ORIGINAL LOAN  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: LOAN FUNDS TO 3 CHARTER SCHOOLS IN WI, MO, IN  
DESCRIPTION AND FMV \$5,000,000 IN CASH  
OF CONSIDERATION: 5,000,000.

BEGINNING BALANCE DUE ..... 5,000,000.

ENDING BALANCE DUE ..... 5,000,000.

ENDING FAIR MARKET VALUE ..... 5,000,000.

ATTACHMENT 9 (CONT'D)

BORROWER: PRESBYTERIAN CHURCH (U.S.A)  
ORIGINAL AMOUNT: 2,396,698.  
INTEREST RATE: 1.000000  
DATE OF NOTE: 01/25/2007  
MATURITY DATE: 01/25/2014  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY - RENEWAL OPTION  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: BUILD NEW CHURCHES AND RENOVATE EXISTING CHURCHES  
DESCRIPTION AND FMV \$2,825,350 IN CASH  
OF CONSIDERATION: 2,825,350.

BEGINNING BALANCE DUE ..... 2,803,854.

ENDING BALANCE DUE ..... 2,825,350.

ENDING FAIR MARKET VALUE ..... 2,825,350.

BORROWER: PRESBYTERIAN CHURCH (U.S.A.)  
ORIGINAL AMOUNT: 2,396,698.  
INTEREST RATE: 1.340000  
DATE OF NOTE: 01/25/2007  
MATURITY DATE: 01/25/2014  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY -RENEWAL OPTION  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: BUILD NEW CHURCHES AND RENOVATE EXISTING CHURCHES  
DESCRIPTION AND FMV \$2,941,992 IN CASH  
OF CONSIDERATION: 2,941,992.

BEGINNING BALANCE DUE ..... 2,906,706.

ENDING BALANCE DUE ..... 2,941,992.

ENDING FAIR MARKET VALUE ..... 2,941,992.

ATTACHMENT 9 (CONT'D)

BORROWER: PACIFIC CHARTER SCHOOL DEVEL.  
ORIGINAL AMOUNT: 10,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 08/14/2009  
MATURITY DATE: 08/13/2018  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: CONSTRUCTION OF CHARTER SCHOOL FACILITIES  
DESCRIPTION AND FMV \$10,000,000 IN CASH  
OF CONSIDERATION: 10,000,000.

BEGINNING BALANCE DUE ..... 10,000,000.

ENDING BALANCE DUE ..... 10,000,000.

ENDING FAIR MARKET VALUE ..... 10,000,000.

BORROWER: EXCELLENT EDUCATION DEVELOP.  
ORIGINAL AMOUNT: 4,500,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 08/14/2008  
MATURITY DATE: 08/13/2015  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: AID W/DUE DILIGENCE FOR SCHOOLS NEEDING FINANCING  
DESCRIPTION AND FMV \$4,500,000 IN CASH  
OF CONSIDERATION: 4,500,000.

BEGINNING BALANCE DUE ..... 4,500,000.

ENDING BALANCE DUE ..... 2,500,000.

ENDING FAIR MARKET VALUE ..... 2,500,000.

ATTACHMENT 9 (CONT'D)

BORROWER: E-STEM PUBLIC CHARTER SCHOOLS  
ORIGINAL AMOUNT: 3,200,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 04/07/2008  
MATURITY DATE: 07/14/2013  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: TO RENOVATE CHARTER SCHOOL BUILDING.  
DESCRIPTION AND FMV \$3,200,000 IN CASH  
OF CONSIDERATION: 3,200,000.

BEGINNING BALANCE DUE ..... 2,937,342.

ENDING BALANCE DUE ..... 2,937,342.

ENDING FAIR MARKET VALUE ..... 2,937,342.

BORROWER: LOCAL INITIATIVES SUPPORT CORP  
ORIGINAL AMOUNT: 2,700,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 04/26/2008  
MATURITY DATE: 04/26/2021  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: SUPPORT CHARTER SCHOOL FACILITIES  
DESCRIPTION AND FMV \$2,700,000 IN CASH  
OF CONSIDERATION: 2,700,000.

BEGINNING BALANCE DUE ..... 2,700,000.

ENDING BALANCE DUE ..... 2,700,000.

ENDING FAIR MARKET VALUE ..... 2,700,000.

ATTACHMENT 9 (CONT'D)

BORROWER: LOCAL INITIATIVES SUPPORT CORP  
 ORIGINAL AMOUNT: 10,000,000.  
 INTEREST RATE: 0.00000  
 DATE OF NOTE: 12/21/2011  
 MATURITY DATE: 12/21/2022  
 REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: NATIONAL CHARTER SCHOOL LOAN FUND  
 DESCRIPTION AND FMV \$10,000,000 IN CASH  
 OF CONSIDERATION: 10,000,000.

BEGINNING BALANCE DUE ..... 10,000,000.

ENDING BALANCE DUE ..... 10,000,000.

ENDING FAIR MARKET VALUE ..... 10,000,000.

BORROWER: SOUTHERN BANCORP CAPITAL PARTNERS  
 ORIGINAL AMOUNT: 10,000,000.  
 INTEREST RATE: 2.000000  
 DATE OF NOTE: 03/05/2009  
 MATURITY DATE: 12/31/2018  
 REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: ESTABLISH ARKANSAS EDUCATION FACILITIES LOAN FUND  
 DESCRIPTION AND FMV \$10,000,000 IN CASH  
 OF CONSIDERATION: 10,000,000.

BEGINNING BALANCE DUE ..... 8,212,196.

ENDING BALANCE DUE ..... 7,397,196.

ENDING FAIR MARKET VALUE ..... 7,397,196.

ATTACHMENT 9 (CONT'D)

BORROWER: SOUTHERN BANCORP CDC  
 ORIGINAL AMOUNT: 8,500,000.  
 INTEREST RATE: 0.00000  
 DATE OF NOTE: 08/13/2009  
 MATURITY DATE: 12/31/2015  
 REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: PURCHASE REAL ESTATE FOR A CHARTER SCHOOL IN AR  
 DESCRIPTION AND FMV \$8,500,000 IN CASH  
 OF CONSIDERATION: 8,500,000.

BEGINNING BALANCE DUE ..... 6,571,671.

ENDING BALANCE DUE ..... 6,286,754.

ENDING FAIR MARKET VALUE ..... 6,286,754.

BORROWER: SOUTHERN BANCORP CAPITAL PARTNERS  
 ORIGINAL AMOUNT: 500,000.  
 INTEREST RATE: 1.000000  
 DATE OF NOTE: 12/10/2009  
 MATURITY DATE: 12/10/2029  
 REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATIRITY  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: REDEVELOP DOWNTOWN HELENA, AR  
 DESCRIPTION AND FMV \$500,000 IN CASH  
 OF CONSIDERATION: 500,000.

BEGINNING BALANCE DUE ..... 500,000.

ENDING BALANCE DUE ..... 500,000.

ENDING FAIR MARKET VALUE ..... 500,000.



ATTACHMENT 9 (CONT'D)

BORROWER: IFF  
ORIGINAL AMOUNT: 3,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 12/08/2010  
MATURITY DATE: 11/30/2021  
REPAYMENT TERMS: \$1 MILLION DUE 11/30/2020, BALANCE DUE 11/30/2021  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: PARENTAL CHOICE PROGRAM IN MILWAUKEE, WI  
DESCRIPTION AND FMV OF CONSIDERATION: \$3,000,000 IN CASH  
3,000,000.

BEGINNING BALANCE DUE ..... 3,000,000.

ENDING BALANCE DUE ..... 3,000,000.

ENDING FAIR MARKET VALUE ..... 3,000,000.

BORROWER: CHARTER SCHOOL FINANCING PARTNERSHIP  
ORIGINAL AMOUNT: 5,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 12/20/2010  
MATURITY DATE: 12/31/2022  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: ASSIST CHARTER SCHOOLS WITH ACCESS TO BOND MARKET  
DESCRIPTION AND FMV OF CONSIDERATION: \$5,000,000 IN CASH  
5,000,000.

BEGINNING BALANCE DUE ..... 3,500,000.

ENDING BALANCE DUE ..... 3,466,625.

ENDING FAIR MARKET VALUE ..... 3,466,625.

ATTACHMENT 9 (CONT'D)

BORROWER: THE HIGH BAR  
ORIGINAL AMOUNT: 400,000.  
INTEREST RATE: 3.250000  
DATE OF NOTE: 04/01/2010  
MATURITY DATE: 05/31/2014  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: ONLINE TRAINING FOR CHARTER SCHOOL BOARDS

BEGINNING BALANCE DUE ..... 245,000.

BORROWER: BUILDING HOPE  
ORIGINAL AMOUNT: 3,300,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 12/01/2011  
MATURITY DATE: 11/01/2016  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: DC CHARTER SCHOOL FACILITIES  
DESCRIPTION AND FMV \$3,300,000 IN CASH  
OF CONSIDERATION: 3,300,000.

BEGINNING BALANCE DUE ..... 3,300,000.

ENDING BALANCE DUE ..... 3,300,000.

ENDING FAIR MARKET VALUE ..... 3,300,000.

ATTACHMENT 9 (CONT'D)

BORROWER: THE NATURE CONSERVANCY  
ORIGINAL AMOUNT: 365,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 03/22/2011  
MATURITY DATE: 02/28/2013  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: PURCHASE 29 ACRES ALONG THE KINGS RIVER  
DESCRIPTION AND FMV \$365,000 IN CASH  
OF CONSIDERATION: 365,000.

BEGINNING BALANCE DUE ..... 365,000.

ENDING BALANCE DUE ..... 365,000.

ENDING FAIR MARKET VALUE ..... 365,000.

BORROWER: PACIFIC CHARTER SCHOOL DEV.  
ORIGINAL AMOUNT: 4,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 11/07/2012  
MATURITY DATE: 12/01/2022  
REPAYMENT TERMS: PAYMENT IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: FUNDING CHARTER SCHOOLS IN THE BES NETWORK  
DESCRIPTION AND FMV \$4,000,000 IN CASH  
OF CONSIDERATION: 4,000,000.

BEGINNING BALANCE DUE ..... 2,000,000.

ENDING BALANCE DUE ..... 4,000,000.

ENDING FAIR MARKET VALUE ..... 4,000,000.

ATTACHMENT 9 (CONT'D)

BORROWER: HAGEDORN LITTLE VILLAGE  
ORIGINAL AMOUNT: 3,418,850.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 02/01/2013  
MATURITY DATE: 06/30/2019  
REPAYMENT TERMS: SEMI-ANNUAL PAYMENTS \$262,988 STARTING JUNE 2013  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: ASSIST WITH REPAYMENT OF CIVIC FACILITY BONDS  
DESCRIPTION AND FMV \$3,418,850 IN CASH  
OF CONSIDERATION: 3,418,850.

ENDING BALANCE DUE ..... 2,892,873.

ENDING FAIR MARKET VALUE ..... 2,892,873.

BORROWER: THE NATURE CONSERVANCY  
ORIGINAL AMOUNT: 490,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 11/01/2013  
MATURITY DATE: 09/30/2015  
REPAYMENT TERMS: PAYABLE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: PURCHASE 18 PLUS ACRES OF LAND ON THE KINGS RIVER  
DESCRIPTION AND FMV \$490,000 IN CASH  
OF CONSIDERATION: 490,000.

ENDING BALANCE DUE ..... 490,000.

ENDING FAIR MARKET VALUE ..... 490,000.

ATTACHMENT 9 (CONT'D)

BORROWER: THE NATURE CONSERVANCY  
 ORIGINAL AMOUNT: 1,491,750.  
 INTEREST RATE: 0.00000  
 DATE OF NOTE: 06/27/2013  
 MATURITY DATE: 05/31/2015  
 REPAYMENT TERMS: PAYMENT IN FULL UPON MATURITY  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: PURCHASE 608 ACRES OF LAND ON THE KINGS RIVER  
 DESCRIPTION AND FMV \$1,491,750 IN CASH  
 OF CONSIDERATION: 1,491,750.

ENDING BALANCE DUE ..... 1,491,750.

ENDING FAIR MARKET VALUE ..... 1,491,750.

BORROWER: EXCELLENT EDUCATION DEVELOPMENT, INC.  
 ORIGINAL AMOUNT: 5,000,000.  
 INTEREST RATE: 0.00000  
 DATE OF NOTE: 11/22/2013  
 MATURITY DATE: 10/31/2018  
 REPAYMENT TERMS: \$2,000,000 ON 10/31/2018, BALANCE DUE ON MATURITY  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: PROVIDE FACILITY FINANCING FOR LA CHARTER SCHOOLS  
 DESCRIPTION AND FMV \$5,000,000 IN CASH  
 OF CONSIDERATION: 5,000,000.

ENDING BALANCE DUE ..... 3,500,000.

ENDING FAIR MARKET VALUE ..... 3,500,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 99,810,986.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 105,854,765.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 105,854,765.

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WALTON ENTERPRISES, LLC			
LIMITED LIABILITY CO. UNITS	100,752,742.	100,752,525.	585,824,039.
ROB-WAL, TULSA 28, LLC	210,859.	210,856.	370,000.
NORTHERN TRUST MANAGED INCOME ACCOUNTS	701,928,056.	837,029,524.	938,467,112.
BOA CERTIFICATE OF DEPOSIT	5,137,164.	5,150,868.	5,150,868.
REGION BANK - STOCK	5,957,098.	5,957,098.	1,641,335.
RUSSELL 1000	131,102,754.	127,221,632.	185,522,947.
RUSSELL 2000	18,479,762.	16,007,601.	21,510,017.
RUSSELL 50		61,254,365.	72,519,514.
MCKAY SHIELDS	126,822,823.		
QM COMMON DAILY EAFE FUND	125,206,839.	122,950,935.	153,932,189.
QM COMMON DAILY EMERGING MKTS	91,134,377.	117,363,573.	123,698,849.
DIVERSIFIED FRONTIER MKTS FUND	17,966,073.	49,312,535.	58,561,729.
ARIEL FUND		50,132,597.	51,013,926.
LONE PINE		40,000,000.	40,000,000.
GOLDMAN SACHS PUT FUND	46,894,772.	63,428,182.	64,540,390.
GOLDMAN SACHS CALL FUND	31,795,918.	63,724,321.	67,051,308.
GOLDMAN SACHS BROKERAGE ACCT.	354.	708.	708.
TOTALS	<u>1,403,389,591.</u>	<u>1,660,497,320.</u>	<u>2,369,804,931.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROGRAM RELATED INVESTMENT- (SOUTHERN DEVELOPMENT BANK CO)	3,300,030.	3,300,030.	3,300,030.
PROGRAM RELATED INVESTMENT- (NEIGHBORHOOD BANCORP.)	100,000.	100,000.	100,000.
DEPOSITS	22,244.	26,502.	26,502.
TOTALS	<u>3,422,274.</u>	<u>3,426,532.</u>	<u>3,426,532.</u>

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISE

THE WALTON FAMILY FOUNDATION (FOUNDATION) MADE A \$3,500,000 GRANT TO THE ENDEAVOR FOUNDATION (GRANTEE) TO ESTABLISH A FUND TO EXPAND THE SCOPE AND QUALITY OF PROGRAMS FOR YOUTH AND OTHER COMMUNITY ORGANIZATIONS IN THE FOUNDATION'S HOME REGION. THE FOUNDATION HAS ADVISORY PRIVILEGES OVER FUND DISTRIBUTIONS. THE FOUNDATION HAS TREATED THIS GRANT AS A QUALIFYING DISTRIBUTION BECAUSE IT ACCOMPLISHES THE CHARITABLE PURPOSE DESCRIBED IN IRC SECTION 170(C) (2) (B) .



WALTON FAMILY FOUNDATION, INC

13-3441466

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND TIME DEVOTED TO POSITION</u>	<u>COMPEN'SATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
S. ROBSON WALTON P.O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
JIM C. WALTON P O BOX 2030 BENTONVILLE, AR 72712	SEC/TREAS & BOARD DR < 10 HOURS	NONE	NONE	NONE
ALICE L. WALTON P O BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
SAMUEL R. WALTON P.O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
CARRIE W. PENNER P O BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
BENJAMIN S WALTON P.O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE

ATTACHMENT 13

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND TIME DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ALICE A. PROIETTI P O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
STEUART L. WALTON P O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
THOMAS L. WALTON P.O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
LUKAS T. WALTON P.O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
JAMES M. WALTON P.O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
WALTON ENTERPRISES, LLC - MANAGEMENT SERVICES P O BOX 1860 BENTONVILLE, AR 72712		* 6,932,030	NONE	NONE
		<u>6,932,030</u>	<u>NONE</u>	<u>NONE</u>

\* Reported as authorized under IRS Announcement 2001-33  
No individual listed above received compensation from  
Walton Enterprises, LLC or any other source for services  
to the Foundation

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
GOLDMAN SACHS ASSET MGT. 71 SOUTH WACKER DRIVE CHICAGO, IL 60606	INVESTMENT MGMT FEES	707,881.
NORTHERN TRUST LA SALLE STREET CHICAGO, IL 60606	INVESTMENT MGMT FEES	716,059.
MATHEMATICA POLICY RESEARCH P.O. BOX 2393 PRINCETON, NJ 08543	EVALUATION SERVICES	1,586,812.
MCKINSEY & COMPANY, INC. P.O. BOX 7247 PHILADELPHIA, PA 19170	CONSULTING SERVICES	675,000.
GENERAL ATLANTIC SERVICE COMPANY 55 EAST 52ND STREET, PARK AVENUE PLACE NEW YORK, NY 10055	INVESTMENT MGMT FEES	747,373.
TOTAL COMPENSATION		<u>4,433,125.</u>

WALTON FAMILY FOUNDATION  
FORM 990PF  
DECEMBER 31, 2013

13-3441466

Attachment 15

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**990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS**

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BRENDA DEAN  
P O BOX 2030  
BENTONVILLE, AR 72712  
479-464-1570

**990PF, PART XV - FORM AND CONTENTS FOR SUBMITTED APPLICATIONS**

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GRANTS TO ORGANIZATIONS WRITTEN REQUEST ONLY. SEE FOUNDATION  
WEBSITE AT [WWW.WALTONFAMILYFOUNDATION.ORG](http://WWW.WALTONFAMILYFOUNDATION.ORG)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEE ATTACHMENT 19			311,401,568
CITY OF SILOAM SPRINGS, AR	NONE PC	GRANT OF LAND FOR USE BY THE CITY TO DEVELOP A KAYAKING COURSE ON THE ILLINOIS RIVER PREVIOUSLY TREATED AS A QUALIFYING DISTRIBUTION WHEN ACQUIRED.	243,444.
CHILDREN'S MUSEUM OF NORTHWEST ARKANSAS BENTONVILLE, AR 72712	NONE PC	GRANT OF 5.09 ACRES OF LAND FOR BUILDING OF CHILDREN'S MUSEUM IN BENTONVILLE, AR	74,200.
		TOTAL CONTRIBUTIONS PAID	<u>311,719,212.</u>

WALTON FAMILY FOUNDATION, INC.

13-3441466

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
RECOVERY OF PRIOR YEAR GRANTS					1,299,978.
TOTALS					<u>1,299,978.</u>

**WALTON FAMILY FOUNDATION**  
**Form 990-PF**  
**FEIN: 13-3441466**  
**December 31, 2013**

**Attachment 18**

**Statement of Persons Becoming a Substantial Contributor During the Tax Year**

- (1) HRW TESTAMENTARY CLAT 5  
P O BOX 730  
MILLSAP, TX 76066
- (2) HRW TESTAMENTARY CLAT 6  
P O BOX 730  
MILLSAP, TX 76066
- (3) HRW TESTAMENTARY CLAT 7  
P O BOX 730  
MILLSAP, TX 76066
- (4) HRW TESTAMENTARY CLAT 8  
P O BOX 730  
MILLSAP, TX 76066

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
NEO A and M College Development Foundation, Inc	Miami	OK		Public	Education	10,000
100 Black Men of America, Inc	Atlanta	GA		Public	Education	420,000
22nd Judicial District CASA, Inc.	Ada	OK		Public	Education	2,500
40 Schools	New Orleans	LA		Exp Responsibility	Education	450,000
50CAN, Inc	New York	NY		Public	Education	4,300,000
Abundant Rain Ministries Inc	Coweta	OK		Public	Charitable	2,000
Academic Development Institute, Inc	Lincoln	IL		Public	Education	100,000
Academie Lafayette	Kansas City	MO		Public	Education	5,000
Accelerate Arkansas	Little Rock	AR		Exp Responsibility	Education	75,000
Accelerate Institute	Chicago	IL		Public	Education	250,000
Achievement First, Inc	New Haven	CT		Public	Education	616,000
Achievement Network, LTD	Boston	MA		Exp Responsibility	Education	62,500
Ada City Schools Foundation, Inc	Ada	OK		Public	Education	2,500
African Parks Foundation of America	Middleburg	VA		Public	Charitable	500,000
Afterschool Alliance	Washington	DC		Public	Education	18,180
Ag Innovations	Sebastopol	CA		Public	Charitable	135,000
Ag Technology and Environmental Stewardship Foundation Inc	Ankeny	IA		Exp Responsibility	Charitable	155,000
Agape Mission	Bartlesville	OK		Public	Charitable	5,000
Agricultural Watershed Institute	Decatur	IL		Public	Charitable	75,000
Aim High Academy, Inc	Tulsa	OK		Public	Education	2,500
Alliance College-Ready Academy High School 18	Los Angeles	CA		Public	Education	250,000
Alliance College-Ready Academy High School 20	Los Angeles	CA		Public	Education	250,000
Alliance College-Ready Middle Academy 10	Los Angeles	CA		Public	Education	250,000
Alliance College-Ready Middle Academy 12	Los Angeles	CA		Public	Education	250,000
Alliance College-Ready Middle Academy 8	Los Angeles	CA		Public	Education	250,000
Alliance College-Ready Middle Academy 9	Los Angeles	CA		Public	Education	250,000
Alliance for Children, Inc	Fort Worth	TX		Public	Education	25,000
Alliance for School Choice, Inc	Washington	DC		Public	Education	3,163,500
Alliance for Water Efficiency	Chicago	IL		Public	Charitable	262,500
Alternative Opportunities, Inc	Springfield	MO		Public	Charitable	128,765
Alzheimer's Arkansas Programs and Services	Little Rock	AR		Public	Charitable	2,500
America Achieves, Inc	New York	NY		Public	Education	498,432
American Bird Conservancy	The Plains	VA		Public	Charitable	73,313
American Cancer Society Inc	Stilwell	OK		Public	Charitable	1,000
American Center for School Choice	San Mateo	CA		Public	Education	100,000
American Childhood Cancer Organization of Arkansas	Little Rock	AR		Public	Charitable	2,700
American Education Finance Association Inc	Columbia	MO		Public	Charitable	25,000
American Enterprise Institute for Public Policy Research	Washington	DC		Public	Charitable	417,435
American Farmland Trust	Washington	DC		Public	Charitable	133,553
American Heart Association	Fayetteville	AR		Public	Charitable	10,000
American Heart Association Phoenix	Tempe	AZ		Public	Charitable	10,000
American Institutes for Research in Behavioral Sciences	Washington	DC		Public	Charitable	185,830
American National Red Cross, Mile High Chapter	Denver	CO		Public	Charitable	5,000
American Red Cross Northern Colorado Chapter	Ft Collins	CO		Public	Charitable	50,000
American Rivers, Inc	Washington	DC		Public	Charitable	424,400
American Whitewater	Cullowhee	NC		Public	Charitable	160,000
Amon Carter Museum of Western Art	Fort Worth	TX		Public	Charitable	589,800
Animo Charter Middle School #2	Los Angeles	CA		Public	Education	250,000
AOPA Foundation Aircraft Owners and Pilot Association	Frederick	MD		Public	Charitable	40,000
AR Kids Read	Little Rock	AR		Public	Education	2,500
ARC for the River Valley	Fort Smith	AR		Public	Charitable	1,500
ARC Group Homes, Inc	Bartlesville	OK		Public	Charitable	5,000
Area Agency on Aging of Northwest Arkansas Foundation	Harrison	AR		Public	Charitable	12,000
Arete Scholars Fund, Inc	Dacula	GA		Public	Education	250,000
Argenta Community Development Corporation	North Little	AR		Public	Charitable	2,500
Arizona Autism Charter School	Goodyear	AZ		Public	Education	220,000
Arizona Charter Schools Association	Phoenix	AZ		Public	Charitable	600,000
Arizona Foundation for Women, Inc	Phoenix	AZ		Public	Charitable	50,000
Arizona Historical Society	Tucson	AZ		Public	Charitable	5,000
Arizona Humane Society	Phoenix	AZ		Public	Charitable	2,500
Arizona Land and Water Trust Inc	Tucson	AZ		Public	Charitable	57,947



Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Arizona Science Center	Phoenix	AZ		Public	Charitable	300,000
Arkansans for Education Reform Foundation	Little Rock	AR		Exp Responsibility	Education	300,202
Arkansas Aims - Arkansas Advanced Initiative for Math and Science, Inc	Little Rock	AR		Public	Education	437,500
Arkansas Arts Center Foundation	Little Rock	AR		Public	Charitable	107,000
Arkansas Athletes Outreach	Fayetteville	AR		Public	Charitable	7,500
Arkansas Children's Hospital Foundation	Little Rock	AR		Public	Charitable	25,000
Arkansas Committee of the National Museum of Women in the Arts	Helena	AR		Public	Charitable	3,000
Arkansas Community Foundation	Little Rock	AR		Public	Charitable	37,500
Arkansas Department of Education	Little Rock	AR		Public	Education	242,000
Arkansas Extension Homemakers Council	Little Rock	AR		Public	Charitable	10,000
Arkansas Family Health Foundation	Little Rock	AR		Public	Charitable	10,000
Arkansas Governor's Mansion Association	Little Rock	AR		Public	Charitable	1,000
Arkansas High School Rodeo Association	Crossett	AR		Public	Charitable	5,000
Arkansas Independent Colleges and Universities	North Little	AR		Public	Education	12,000
Arkansas Natural Resources Commission	Little Rock	AR		Public	Charitable	100,000
Arkansas Policy Foundation	Little Rock	AR		Public	Charitable	10,000
Arkansas Public School Resource Center	Little Rock	AR		Public	Education	3,732,840
Arkansas Repertory Theatre	Little Rock	AR		Public	Charitable	5,000
Arkansas Single Parent Scholarship Fund	Springdale	AR		Public	Charitable	2,500
Arkansas Special Olympics Inc	North Little	AR		Public	Charitable	1,000
Arkansas State Council on Economic Education	Little Rock	AR		Public	Education	20,000
Arkansas Symphony Orchestra Foundation	Little Rock	AR		Public	Charitable	5,000
Arkansas Tech University	Russellville	AR		Public	Education	276,248
Arkansas Tennis Patrons Foundation	Little Rock	AR		Public	Charitable	10,000
Arthritis Foundation Southeast Region	Little Rock	AR		Public	Charitable	2,500
Arts Center of the Ozarks	Springdale	AR		Public	Charitable	6,000
Arts Council of Johnson County	Lenexa	KS		Public	Charitable	5,000
Arts Council of Oklahoma City	Oklahoma City	OK		Public	Charitable	10,000
Aspen Center for Environmental Studies	Aspen	CO		Public	Charitable	113,634
Aspen Community Charter School	Woodv Creek	CO		Public	Education	333,333
Aspen Journalism	Aspen	CO		Public	Charitable	42,500
Aspen Valley Medical Foundation Limited	Aspen	CO		Public	Charitable	10,000
Aspen Valley Ski-Snowboard Club, Inc	Aspen	CO		Public	Charitable	50,000
Aspire of Green County Oklahoma	Tulsa	OK		Public	Education	10,000
Aspire of Southwest Missouri	Joplin	MO		Public	Education	5,000
Aspire Public Schools	Oakland	CA		Public	Education	135,000
Association of American Educators Foundation	Mission Viejo	CA		Public	Education	551,552
Association of Latino Professionals in Finance and Accounting Foundation	Los Angeles	CA		Public	Charitable	65,100
Association of Missouri Charter Schools	St Louis	MO		Public	Education	229,802
ASU Foundation for A New American University	Tempe	AZ		Public	Education	5,950,000
Atlas Preparatory School	Colorado	CO		Public	Education	250,000
Aurora R-8 School District	Aurora	MO		Public	Education	3,000
Autism Speaks	New York	NY		Public	Charitable	10,000
Bartlesville Community Foundation	Bartlesville	OK		Public	Charitable	10,000
Bartlesville Public Schools	Bartlesville	OK		Public	Education	10,000
Bartlesville Regional United Way	Bartlesville	OK		Public	Charitable	1,000
Bayou Bartholomew Alliance	Monticello	AR		Public	Charitable	141,145
Bdote Learning Center	Minneapolis	MN		Public	Charitable	30,000
Beacon Center of Tennessee	Nashville	TN		Public	Charitable	50,000
Beaver Water District	Lowell	AR		Public	Charitable	58,250
Beaver Watershed Alliance	Springdale	AR		Public	Charitable	123,998
Bella Vista Historical Society	Bella Vista	AR		Public	Charitable	1,000
Bella Vista Public Library	Bella Vista	AR		Public	Charitable	5,000
Bellwether Education Partners (DC Partner)	Washington	DC		Public	Education	480,339
Bellwether Education Partners, Inc	Sudbury	MA		Public	Education	300,000
Benton County Historical Society	Bentonville	AR		Public	Charitable	2,000
Bentonville Bella Vista Trailblazers Association Inc	Bentonville	AR		Public	Charitable	382,117
Bentonville Child Care and Development Center	Bentonville	AR		Public	Charitable	790,487
Bentonville Public Schools	Bentonville	AR		Public	Education	122,550
Bentonville Public Schools Foundation	Bentonville	AR		Public	Education	10,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Bethlehem House Inc	Conway	AR		Public	Charitable	5,000
Big Brothers and Big Sisters of Greater Kansas City	Kansas City	MO		Public	Charitable	5,000
Big Brothers Big Sisters of Northwest Arkansas, Inc	Fayetteville	AR		Public	Charitable	2,500
Big Brothers Big Sisters of Oklahoma	Stillwater	OK		Public	Charitable	2,500
Biodiversity Project	Chicago	IL		Public	Charitable	180,000
Black Alliance for Educational Options	Washington	DC		Public	Education	1,300,000
Black Bear Conservation Committee	Baton Rouge	LA		Public	Charitable	130,050
Blue Ocean Institute	Stony Brook	NY		Public	Charitable	26,000
Blue Ridge School Incorporated	St George	VA		Public	Education	5,000
Blue Valley Educational Foundation	Overland Park	KS		Public	Education	2,500
Bluejacket Public Schools	Bluejacket	OK		Public	Education	3,500
Bonneville Environmental Foundation	Portland	OR		Public	Charitable	262,615
Boston Mountain Cyclists, Inc	Bentonville	AR		Exp Responsibility	Charitable	15,000
Boulder Community Foundation	Boulder	UT		Public	Charitable	200,400
Boy Scouts of America Cherokee Area Council	Bartlesville	OK		Public	Charitable	5,000
Boy Scouts of America Last Frontier Council	Oklahoma City	OK		Public	Charitable	12,500
Boy Scouts of America/Indian Nations Council, Inc	Tulsa	OK		Public	Charitable	15,000
Boy Scouts of America/Quapaw Area Council	Little Rock	AR		Public	Charitable	2,000
Boy Scouts of America/Westark Area Council	Fort Smith	AR		Public	Charitable	8,000
Boys and Girls Club of Bartlesville	Bartlesville	OK		Public	Charitable	10,000
Boys and Girls Club of Benton County	Bentonville	AR		Public	Charitable	20,000
Boys and Girls Club of Nowata, Inc	Nowata	OK		Public	Charitable	5,000
Boys and Girls Club of Oklahoma County, Inc	Oklahoma City	OK		Public	Charitable	10,000
Boys and Girls Club of Ottawa County	Miami	OK		Public	Charitable	2,000
Boys and Girls Club of Siloam Springs AR, Inc	Siloam Springs	AR		Public	Charitable	2,500
Boys and Girls Club of Wallingford	Wallingford	CT		Public	Charitable	2,500
Boys and Girls Clubs of America	Atlanta	GA		Public	Charitable	25,000
Boys and Girls Clubs of Greater Kansas City	Kansas City	MO		Public	Charitable	5,000
Boys and Girls Clubs of Metropolitan Phoenix	Phoenix	AZ		Public	Charitable	15,000
Bricolage Academy	New Orleans	LA		Public	Education	250,000
Brighter Choice Foundation, Inc	Albany	NY		Public	Charitable	555,000
Broken Arrow Neighbors	Broken Arrow	OK		Public	Charitable	10,000
Brookings Institution	Washington	DC		Public	Education	547,555
Brophy College Preparatory	Phoenix	AZ		Public	Education	16,500
Buffalo Rural Fire Department Inc	Buffalo	MO		Public	Charitable	3,500
Building Excellent Schools, Inc	Boston	MA		Public	Education	3,109,500
Building Hope	Washington	DC		Exp Responsibility	Education	300,000
Bull Shoals Theater of the Arts, Inc	Bull Shoals	AR		Public	Charitable	6,000
C G Jung Educational Center of Houston Texas	Houston	TX		Public	Education	5,000
Cabot Christmas Alliance Inc	Cabot	AR		Public	Charitable	2,380
Cabot Scholarship Foundation, Inc	Cabot	AR		Public	Education	4,000
California Academy of Sciences	San Francisco	CA		Public	Education	230,000
California Charter Schools Association CCSA	Los Angeles	CA		Public	Education	5,550,000
Camino Nuevo High School No 1	Los Angeles	CA		Public	Education	250,000
Camp Aldersgate, Inc	Little Rock	AR		Public	Charitable	7,500
Camp War Eagle, Inc	Rogers	AR		Exp Responsibility	Charitable	5,341,694
Caney Valley Historical Society	Caney	KS		Public	Charitable	3,500
Cape Cod Commercial Fishermen's Alliance, Inc	Chatham	MA		Public	Charitable	220,000
Carety Foundation	Fort Worth	TX		Public	Charitable	25,000
Carl Albert State College Development Foundation	Poteau	OK		Public	Education	2,800
Carleton College	Northfield	MN		Public	Education	1,425
Carpe Diem West	Sausalito	CA		Public	Charitable	138,000
Carroll and Madison Public Library Foundation	Berryville	AR		Public	Charitable	2,000
Carroll County Community Foundation	Eureka Springs	AR		Public	Charitable	2,000
Carthage R-9 School Foundation	Carthage	MO		Public	Education	5,000
Carti Foundation, Inc	Little Rock	AR		Public	Charitable	2,500
CASA - Court Appointed Special Advocates of Grayson County	Sherman	TX		Public	Charitable	2,000
CASA Academy	Phoenix	AZ		Exp Responsibility	Charitable	30,000
CASA of Crawford County, Inc.	Van Buren	AR		Public	Charitable	1,500

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
CASA of Northwest Arkansas, Inc	Springdale	AR		Public	Charitable	35,000
CASA of Palo Pinto and Parker Counties	Weatherford	TX		Public	Charitable	20,000
CASA of the Fifth Judicial District	Russellville	AR		Public	Charitable	5,000
CASA of the Tri-Peaks	Morrilton	AR		Public	Charitable	3,500
Cassville United Methodist Church	Cassville	MO		Public	Charitable	5,000
Catholic Social Services, Diocese of Little Rock	Little Rock	AR		Public	Charitable	98,000
Cato Institute	Washington	DC		Public	Charitable	75,000
Cedarville Little Pirates Athletic Association	Cedarville	AR		Public	Charitable	3,000
Center for American Progress	Washington	DC		Public	Education	100,000
Center for Art and Education	Van Buren	AR		Public	Education	2,500
Center for Better Schools (TCBS)	Newport	RI		Public	Education	338,000
Center for Children and Families, Inc	Norman	OK		Public	Charitable	2,500
Center for Education Reform	Bethesda	MD		Public	Education	541,856
Center for Neighborhood Technology	Chicago	IL		Public	Charitable	30,000
Center for Rural Affairs	Lyons	NE		Public	Charitable	319,136
Centers for Youth and Families, Inc	Little Rock	AR		Public	Charitable	10,000
Centro Mexicano de Derecho Ambiental, A C	Mexico City			Exp Responsibility	Charitable	62,500
CEO Leadership Academy, Inc	Milwaukee	WI		Public	Education	375,000
Ceres, Inc	Boston	MA		Public	Charitable	275,000
Chaffee Crossing Historic Preservation Organization	Fort Smith	AR		Public	Charitable	1,000
Chamber Foundation Ottawa	Ottawa	KS		Public	Charitable	5,000
Charles R. Drew Charter School	Atlanta	GA		Public	Education	250,000
Charter Board Partners	Washington	DC		Public	Education	621,875
Charter Fund - d/b/a CSGF Tennessee	Broomfield	CO		Exp Responsibility	Education	1,000,000
Charter Fund, Inc	Broomfield	CO		Exp Responsibility	Education	12,000,000
Charter School Partners	Minneapolis	MN		Public	Education	596,000
Chicago Collegiate Charter School	Chicago	IL		Public	Education	220,000
Chicago Public Media	Chicago	IL		Public	Education	10,000
Child Advocates of Silicon Valley, Inc	Milpitas	CA		Public	Charitable	5,000
Children Now	Oakland	CA		Public	Education	350,000
Children's Center	Joplin	MO		Public	Charitable	6,000
Children's Center, Inc	Bethany	OK		Public	Charitable	10,000
Children's Garden Montessori School	Denver	CO		Public	Charitable	5,000
Children's Health Council	Palo Alto	CA		Public	Charitable	1,000
Children's Hospital Foundation	Aurora	CO		Public	Charitable	118,395
Choate Rosemary Hall Foundation, Inc	Wallingford	CT		Public	Charitable	1,270,000
Christel House Academy West	Indianapolis	IN		Public	Education	250,000
Christian Community Care Clinic, Inc	Benton	AR		Public	Charitable	5,500
Christian County Museum Inc	Ozark	MO		Public	Charitable	3,500
Christian Ministers Alliance, Inc	Tulsa	OK		Public	Charitable	10,000
Church of the Pioneers Foundation	Menlo Park	CA		Public	Charitable	5,000
Church Women United Duncan Toy Shop	Duncan	OK		Public	Charitable	5,000
Citizens Memorial Health Care	Bolivar	MO		Public	Charitable	3,500
City Connections Inc	Little Rock	AR		Public	Charitable	5,000
City First Enterprises	Washington	DC		Public	Charitable	40,000
City of Bolivar	Bolivar	MO		Public	Charitable	3,500
City of Caney	Caney	KS		Public	Charitable	1,500
City of Elkins	Elkins	AR		Public	Charitable	6,500
City of Eufaula	Eufaula	OK		Public	Charitable	5,000
City of Farmington	Farmington	AR		Public	Charitable	10,000
City of Fayetteville	Fayetteville	AR		Public	Charitable	46,604
City of Fort Worth - Animal Adoption Center	Fort Worth	TX		Public	Charitable	20,000
City of Huntsville	Huntsville	AR		Public	Charitable	10,000
City of Lawton	Lawton	OK		Public	Charitable	10,000
City of Pea Ridge	Pea Ridge	AR		Public	Charitable	5,000
City of Rogers	Rogers	AR		Public	Charitable	176,013
City of Siloam Springs	Siloam Springs	AR		Public	Charitable	1,090,446
City on a Hill Charter Public School II	Boston	MA		Public	Education	250,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
City Year Denver	Denver	CO		Public	Education	150,000
City Year Inc	Boston	MA		Public	Education	567,000
Civitan Center	Benton	AR		Public	Charitable	5,260
CIYOTA - c/o Global Livingston Institute	Denver	CO		Public	Charitable	5,000
Claremore Public Schools Foundation	Claremore	OK		Public	Education	5,000
Clarices Room of Hope	Mena	AR		Public	Charitable	5,000
Clarksdale Municipal School District	Clarksdale	MS		Public	Education	210,046
Cleveland County Christmas Store, Inc	Norman	OK		Public	Charitable	5,000
ClientEarth	London E8			Public	Charitable	241,667
Clinton Global Initiative	New York	NY		Public	Charitable	19,000
Coaching Corps	Oakland	CA		Public	Charitable	10,000
Coastal Communities Consulting	Gretna	LA		Public	Charitable	75,000
Cochise County	Bisbee	AZ		Public	Charitable	36,677
Cochise Water Project, Inc	Sierra Vista	AZ		Public	Charitable	500,000
Coffeyville Community College Foundation	Coffeyville	KS		Public	Education	5,000
Colcord Public Schools	Colcord	OK		Public	Education	2,500
College Initiative	Marianna	AR		Exp Responsibility	Education	65,000
College Initiative	Marianna	AR		Public	Education	130,000
College of the Ozarks	Point Lookout	MO		Public	Education	25,000
College of Wooster	Wooster	OH		Public	Education	20,000
Colorado Bright Beginnings	Denver	CO		Public	Charitable	100,000
Colorado College	Colorado	CO		Public	Education	2,000,000
Colorado Environmental Coalition	Denver	CO		Public	Charitable	129,048
Colorado League of Charter Schools	Denver	CO		Public	Education	355,000
Colorado Mesa University	Grand	CO		Public	Education	80,116
Colorado Nonprofit Development Center	Denver	CO		Public	Education	625,000
Colorado Succeeds	Denver	CO		Public	Education	750,000
Colorado Therapeutic Riding Center, Inc	Longmont	CO		Public	Charitable	10,000
Colorado Water Trust	Denver	CO		Public	Charitable	546,643
Colorado Watershed Assembly	Denver	CO		Public	Charitable	10,000
Colorado Youth Corps Association	Denver	CO		Public	Charitable	25,000
Columbia College (Chicago)	Chicago	IL		Public	Education	20,000
Columbia College (Missouri)	Columbia	MO		Public	Education	10,000
Columbia Public Schools	Columbia	MO		Public	Education	2,000
Columbia University Law School	New York	NY		Public	Education	25,000
Columbus Elementary School	Tulsa	OK		Public	Education	5,000
Columbus Zoological Park Association - SECORE Project	Powell	OH		Public	Charitable	50,000
Comanche County Memorial Foundation, Inc	Lawton	OK		Public	Charitable	15,000
Commercial Fisheries Research Foundation	Saunderstown	RI		Public	Charitable	30,274
Communities Foundation of Oklahoma, Inc	Oklahoma City	OK		Public	Charitable	5,000
Community Crisis Center, Inc	Miami	OK		Public	Charitable	4,000
Community Foundation of Jackson Hole	Jackson	WY		Public	Charitable	110,000
Community Foundation of the Ozarks, Inc	Springfield	MO		Public	Charitable	12,500
Community Service Council of Greater Tulsa	Tulsa	OK		Public	Charitable	10,000
COMPASS For Lifelong Discovery	Woody Creek	CO		Public	Charitable	10,000
Compass Montessori Secondary School	Golden	CO		Public	Education	33,642
Compassion Outreach Center, Inc	Ada	OK		Public	Charitable	2,500
Comunidad y Biodiversidad, A C	Guaymas,			Exp Responsibility	Charitable	829,015
Conference of Southwest Foundations, Inc	Dallas	TX		Public	Charitable	3,000
Conservation International Foundation	Arlington	VA		Public	Charitable	20,426,136
Conservation Lands Foundation	Durango	CO		Public	Charitable	275,000
Consultative Group on Biological Diversity	San Francisco	CA		Public	Charitable	91,785
Conway County Center for Exceptional Children	Morrilton	AR		Public	Charitable	2,630
Conway County Community Service, Inc	Clarksville	AR		Public	Charitable	3,000
Conway County Community Service, Inc	Morrilton	AR		Public	Charitable	5,000
Conway County Single Parent Scholarship Fund	Morrilton	AR		Public	Charitable	2,630
Conway Foundation, Inc.	Conway	AR		Public	Charitable	6,760
Cookson Hills Christian Ministries - Cookson Hills Christian School	Kansas	OK		Public	Charitable	40,000
Cooperative Development Services	St Paul	MN		Public	Charitable	110,000
Cooperative Emergency Outreach	Fayetteville	AR		Public	Charitable	10,000
Cornell University	Ithaca	NY		Public	Charitable	91,502
Council for Economic Education	New York	NY		Public	Education	20,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Council on Families in Crisis, Inc	Nevada	MO		Public	Charitable	3,500
Council on Foundations	Arlington	VA		Public	Charitable	44,500
County Line School District	Branch	AR		Public	Education	5,000
Coweta Public Schools	Coweta	OK		Public	Education	5,000
Creative Ideas	Little Rock	AR		Public	Charitable	1,000
Credit Counseling of Arkansas, Inc	Fayetteville	AR		Public	Charitable	111,781
Crime Commission, Inc	Tulsa	OK		Public	Charitable	3,000
Cristo Rey Network	Chicago	IL		Public	Education	530,000
Crittenton Children's Center	Kansas City	MO		Public	Charitable	5,000
Cross Timbers Senior Citizen Center	Mineral Wells	TX		Public	Charitable	5,000
Crosslines of McDonald County, Inc	Anderson	MO		Public	Charitable	2,500
Crowder College Foundation, Inc	Neosho	MO		Public	Education	32,000
DC Public Charter School Board	Washington	DC		Public	Education	510,000
DC Public Education Fund	Washington	DC		Public	Education	16,903
Decision Point, Inc	Bentonville	AR		Public	Charitable	30,000
Defenders of Wildlife	Washington	DC		Public	Charitable	100,058
Delaware County Historical Society	Jay	OK		Public	Charitable	3,500
Delta Charter School of Math, Science and Technology	Ferriday	LA		Public	Education	220,000
Denison Independent School District	Denison	TX		Public	Charitable	10,000
Denison ISD Education Foundation, Inc	Denison	TX		Public	Charitable	10,000
Denver Biennial of the Americas Corporation	Denver	CO		Public	Charitable	250,000
Denver Children's Advocacy Center	Denver	CO		Public	Charitable	419,000
Denver Montessori Junior-Senior High School	Denver	CO		Public	Education	250,000
Denver Public Schools	Denver	CO		Public	Education	109,375
Department of Commerce	Washington	DC		Public	Charitable	200,000
Desert Botanical Garden	Phoenix	AZ		Public	Charitable	10,000
Dickinson State University Foundation	Dickinson	ND		Public	Education	320,000
Dignity Now	Branson	MO		Public	Charitable	3,500
Dogwood Literacy Council Siloam Springs, Arkansas	Siloam Springs	AR		Public	Charitable	5,000
Domestic Violence Intervention Services, Inc	Tulsa	OK		Public	Charitable	50,000
Don Bosco Community Center	Kansas City	MO		Public	Charitable	5,000
DonorsChoose.org	New York	NY		Public	Charitable	100,000
Door of Faith Ministries, Inc	Chula Vista	CA		Public	Charitable	3,000
Downtown Bentonville Inc	Bentonville	AR		Public	Charitable	211,638
Downtown Muskogee	Muskogee	OK		Public	Charitable	5,000
Downtown Springdale Alliance	Springdale	AR		Public	Charitable	15,000
Dream Catchers Outdoor Adventures Inc	Atkins	AR		Public	Charitable	10,000
DREAM Charter School	New York	NY		Public	Education	250,000
Ducks Unlimited, Inc	Ridgeland	MS		Public	Charitable	46,292
Duke University	Durham	NC		Public	Charitable	89,519
Duncan Public Schools Foundation	Duncan	OK		Public	Education	5,000
Duncan Regional Hospital Health Foundation	Duncan	OK		Public	Charitable	5,000
EAA Aviation Foundation, Inc	Oshkosh	WI		Public	Charitable	50,000
Earth Economics	Tacoma	WA		Public	Charitable	110,000
East Harlem Scholars Academy Charter School II	New York	NY		Public	Education	250,000
Eastern Sequoyah County OK Friends of the Muldrow Library	Muldrow	OK		Public	Charitable	2,500
Ecology Project International	Missoula	MT		Public	Charitable	417,500
Edgewood Center for Children and Families	San Francisco	CA		Public	Charitable	1,000
Edmond YMCA (Young Men's Christian Association)	Edmond	OK		Public	Charitable	2,500
Education Commission of the States	Denver	CO		Public	Education	144,262
Education Pioneers	Oakland	CA		Public	Education	1,162,186
Education Reform Now, Inc	New York	NY		Public	Education	2,814,600
Education Sector Inc	Washington	DC		Public	Education	72,063
Education Trust, Inc	Washington	DC		Public	Education	150,000
Education Trust-West	Oakland	CA		Public	Education	273,000
Education Writers Association	Washington	DC		Public	Education	125,000
Educational Enterprises, Inc	Waukesha	WI		Public	Education	555,000
EdVoice Institute for Research and Education	Sacramento	CA		Public	Education	200,000
Elementary Institute of Science	San Diego	CA		Public	Education	49,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Enactus	Springfield	MO		Public	Charitable	150,000
Endeavor Foundation	Springdale	AR		Public	Charitable	5,896,028
Environment Colorado Research and Policy Center, Inc	Denver	CO		Public	Charitable	10,000
Environmental Defense Fund	Washington	DC		Public	Charitable	14,978,858
Environmental Grantmakers Association	New York	NY		Public	Charitable	14,150
Environmental Law and Policy Center of the Midwest	Chicago	IL		Public	Charitable	90,000
Environmental Law Institute	Washington	DC		Public	Charitable	225,000
Environmental Working Group	Washington	DC		Public	Charitable	175,000
Equitas Academy Charter School #2	Los Angeles	CA		Public	Education	250,000
e-STEM Public Charter Schools, Inc	Little Rock	AR		Public	Education	318,900
Eternity Fraternity Inc A Ministry of Faith	Wagoner	OK		Public	Charitable	5,000
Eureka Springs Youth Sports Association	Eureka Springs	AR		Public	Charitable	5,000
Everglades Foundation, Inc	Palmetto Bay	FL		Public	Charitable	57,000
Evergreen State College Foundation	Olympia	WA		Public	Education	10,000
Exalt Academy of Southwest Little Rock	Little Rock	AR		Public	Education	250,000
Exalt Education	Little Rock	AR		Exp Responsibility	Education	400,000
Exalt Youth	Brooklyn	NY		Public	Education	4,000
Excel Center Lafayette Square	Indianapolis	IN		Public	Education	250,000
Excellent Education Development, Inc	Los Angeles	CA		Public	Education	50,000
Excellent Schools Detroit	Detroit	MI		Public	Education	301,900
Exploratorium	San Francisco	CA		Public	Charitable	2,000
Extera Public School #2	Los Angeles	CA		Public	Education	250,000
Faith Christian Family Church	Eureka Springs	AR		Public	Charitable	3,000
Faith Medical Missions	Chickasha	OK		Public	Charitable	3,000
Families for Excellent Schools, Inc	New York	NY		Public	Education	500,000
Family Crisis and Counseling Center, Inc	Bartlesville	OK		Public	Charitable	5,000
Family Resource Center, Inc	Pittsburg	KS		Public	Charitable	2,500
Family Resource Services of Lonoke Inc	Lonoke	AR		Public	Charitable	2,380
Family Self Help Center, Inc	Joplin	MO		Public	Charitable	5,000
Family Violence Center, Inc	Springfield	MO		Public	Charitable	2,500
Family YMCA of Bartlesville	Bartlesville	OK		Public	Charitable	10,000
Farmington High School	Farmington	AR		Public	Education	5,000
Faulkner County Council on Aging, Inc	Conway	AR		Public	Charitable	4,000
Fay School	Southborough	MA		Public	Education	10,000
Fellowship of Christian Athletes	Lowell	AR		Public	Charitable	13,500
Fenton Academy for Social and Emotional Learning	Lake View	CA		Public	Education	250,000
Fenton Science, Technology, Engineering and Math (STEM) Academy	Lake View	CA		Public	Education	250,000
Ferndiff Camp and Conference Center	Little Rock	AR		Public	Charitable	10,000
Fine Arts Institute of Edmond	Edmond	OK		Public	Education	5,000
First Presbyterian Church	Bartlesville	OK		Public	Charitable	5,000
First Tee of Fort Smith Arkansas, Inc	Fort Smith	AR		Public	Charitable	1,000
First United Methodist Church	Grove	OK		Public	Charitable	2,500
FishChoice Inc	Fort Collins	CO		Public	Charitable	85,000
FJC A Foundation of Donor Advised Funds	New York	NY		Public	Charitable	10,000
Fondo para la Accion Ambiental y la Ninez	Bogota,			Exp Responsibility	Charitable	40,000
Food and Shelter Inc	Norman	OK		Public	Charitable	5,000
Foothills United Way, Inc	Lafayette	CO		Public	Charitable	50,000
Forever Costa Rica Association	San Jose,			Exp Responsibility	Charitable	40,000
Forsyth Public Library	Forsyth	MO		Public	Charitable	4,000
Fort Smith Chamber Economic Development Foundation, Inc	Fort Smith	AR		Public	Charitable	31,250
Fort Smith Christian Women's Job Corps	Fort Smith	AR		Public	Charitable	8,000
Fort Smith Symphony Association, Inc	Fort Smith	AR		Public	Charitable	5,000
Fort Worth Modern Art Museum Assoc	Fort Worth	TX		Public	Charitable	50,000
Fort Worth Museum of Science and History	Fort Worth	TX		Public	Charitable	25,000
Fort Worth Zoological Association, Inc	Fort Worth	TX		Public	Charitable	50,000
Fortune School	Sacramento	CA		Public	Education	250,000
Foundation for Louisiana	Baton Rouge	LA		Public	Charitable	50,000
Foundation for Springfield Public Schools	Springfield	MO		Public	Education	5,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Fountain House, Inc	New York	NY		Public	Charitable	7,000
Fountain Lake School District	Hot Springs	AR		Public	Education	40,000
Four Corners School of Outdoor Education, Inc	Monticello	UT		Public	Charitable	25,000
Franklin Center for Government and Public Integrity	Alexandria	VA		Public	Education	200,000
Franklin County	Ozark	AR		Public	Charitable	2,500
Freedom House	Weatherford	TX		Public	Charitable	5,000
Freeman-Oak Hill Health System	Joplin	MO		Public	Charitable	5,000
Friends of Choice in Urban Schools	Washington	DC		Public	Charitable	617,668
Friends of Marolt Park	Aspen	CO		Public	Charitable	1,000
Friends of the Alma Public Library of Alma	Alma	AR		Public	Charitable	2,500
Friends of the Chicago River	Chicago	IL		Public	Charitable	20,000
Friends of the Heavener Runestone LLC	Poteau	OK		Public	Charitable	5,000
Friends of the Palo Alto Junior Museum and Zoo	Palo Alto	CA		Public	Charitable	1,000
Friends of the Siloam Springs Library Foundation	Siloam Springs	AR		Public	Charitable	3,500
Friends of the Verde River Greenway	Cottonwood	AZ		Public	Charitable	598,922
Fuller Theological Seminary	Pasadena	CA		Public	Charitable	10,000
Fun in the Sun Ministries, Inc	Shell Knob	MO		Public	Charitable	3,000
Fundacion de Beneficencia Alejandro Rojas Sierra	Curico			Exp Responsibility	Charitable	838,906
Gabriel's Angels	Phoenix	AZ		Public	Charitable	1,000
Gabriel's House, Inc	Duncan	OK		Public	Charitable	5,000
Gaines House, Inc	Little Rock	AR		Public	Charitable	5,000
Gary Comer Youth Center	Chicago	IL		Public	Charitable	12,349
Gateway to Prevention and Recovery, Inc	Shawnee	OK		Public	Charitable	5,000
Genesis House, Inc	Siloam Springs	AR		Public	Charitable	5,000
Gentry Public Library Association	Gentry	AR		Public	Charitable	2,500
George W Bush Foundation	Dallas	TX		Public	Education	103,000
Georgetown University	Washington	DC		Public	Education	1,299,545
Georgia Charter Schools Association Inc	Atlanta	GA		Public	Charitable	650,000
Georgia Public Policy Foundation	Atlanta	GA		Public	Education	120,000
Gideon's International	Bentonville	AR		Public	Charitable	1,000
Gift of Hope, Inc	Forsyth	MO		Public	Charitable	3,000
Gila Watershed Partnership of Arizona	Safford	AZ		Public	Charitable	500,000
Girl Scouts - Arizona Cactus-Pine Council, Inc	Phoenix	AZ		Public	Charitable	12,500
Girl Scouts - Diamonds of Arkansas Oklahoma and Texas	Fayetteville	AR		Public	Charitable	18,000
Girl Scouts of Alaska	Anchorage	AK		Public	Charitable	5,000
Girl Scouts of Colorado (Girl Scouts Mile Hi Council)	Denver	CO		Public	Charitable	2,000
Girl Scouts of Eastern Oklahoma aka Magic Empire Council of Girl Scouts	Tulsa	OK		Public	Charitable	5,000
Girl Scouts of Western Oklahoma	Oklahoma City	OK		Public	Charitable	5,000
Girls Athletic Leadership High School	Denver	CO		Public	Charitable	220,000
Global Education Academy Middle School	Playa Del Rey	CA		Public	Charitable	250,000
Global Explorers	Fort Collins	CO		Public	Charitable	100,000
Global Gardens	Tulsa	OK		Public	Charitable	2,500
Gombe School of Environment and Society-USA Inc	Houghton	MI		Public	Education	265,250
Good Shepherd Humane Society	Eureka Springs	AR		Public	Charitable	1,500
Goodwill Education Initiatives, Inc	Indianapolis	IN		Public	Education	300,000
Governor Dummer Academy	Byfield	MA		Public	Education	35,000
Grady Memorial Hospital Foundation	Chickasha	OK		Public	Charitable	4,000
Graland Country Day	Denver	CO		Public	Charitable	10,000
Grand Canyon River Guides	Flagstaff	AZ		Public	Charitable	10,000
Grand Canyon Youth	Flagstaff	AZ		Public	Charitable	155,279
Grand Rapids Ellington Academy of Arts and Technology	Grand Rapids	MI		Public	Charitable	250,000
Grand Staircase-Escalante Partners Inc	Kanab	UT		Public	Charitable	491,493
Grayson County Juvenile Alternatives, Inc	Sherman	TX		Public	Charitable	2,000
Grayson County Shelter	Denison	TX		Public	Charitable	2,000
Great Lakes Education Foundation	Lansing	MI		Public	Education	120,205
Great Oakland Public Schools Leadership Center	Oakland	CA		Public	Education	150,000
Great Work, Inc	Denver	CO		Exp Responsibility	Education	93,000
Greater Cornerstone Community Development Project	Tulsa	OK		Public	Education	10,000
Greater New Orleans Development Foundation	New Orleans	LA		Public	Charitable	250,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Greenway Foundation, Inc.	Greenwood	CO		Public	Charitable	25,000
Greenwood Education Foundation, Inc.	Greenwood	AR		Public	Education	1,500
Greenwood Parks Commission	Greenwood	AR		Public	Charitable	5,000
Grid Alternatives	Oakland	CA		Public	Charitable	20,000
Grove Public Schools - Grove School District	Grove	OK		Public	Education	2,500
Growing Home, Inc	Chicago	IL		Public	Charitable	85,000
Growing Power	Milwaukee	WI		Public	Charitable	40,000
Guadalupe Centers Inc	Kansas City	MO		Public	Charitable	5,000
Gulf of Maine Research Institute	Portland	ME		Public	Charitable	50,000
Gulf Restoration Network	New Orleans	LA		Public	Charitable	80,000
Habitat for Humanity Greater San Francisco, Inc	San Francisco	CA		Public	Charitable	10,000
Habitat for Humanity International, Inc	Nevada	MO		Public	Charitable	3,000
Habitat for Humanity International, Inc	Russellville	AR		Public	Charitable	5,000
Habitat for Humanity International, Inc Tahlequah	Tahlequah	OK		Public	Charitable	8,000
Habitat for Humanity of Benton County, Inc	Bentonville	AR		Public	Charitable	12,500
Habitat for Humanity, Inc - Joplin Area	Joplin	MO		Public	Charitable	5,000
Hackett Public Schools	Hackett	AR		Public	Education	1,000
Happy Hill Farm Children's Home, Inc	Granbury	TX		Public	Charitable	20,000
Harlem School of the Arts, Inc	New York	NY		Public	Education	25,000
Harvard University	Cambridge	MA		Public	Education	2,173,891
Hawaii Community Foundation	Honolulu	HI		Public	Charitable	5,000
Hawn Foundation	Santa Monica	CA		Public	Charitable	1,500
Healthy Child Healthy World, Inc	Los Angeles	CA		Public	Charitable	1,000
Hearts Afire Foundation	Merced	CA		Public	Charitable	2,000
Heritage Foundation	Washington	DC		Public	Education	155,000
Herring Gut Learning Center	Port Clyde	ME		Public	Charitable	10,000
Hawatha Leadership Academy - Northrop	Minneapolis	MN		Public	Charitable	250,000
High Aspirations Incorporated	Kansas City	MO		Public	Charitable	5,000
High Country Citizens Alliance	Crested Butte	CO		Public	Charitable	56,964
High Country News	Panna	CO		Public	Charitable	5,000
High Tech High Graduate School of Education	San Diego	CA		Public	Education	200,000
Highline Academy at Green Valley Ranch	Denver	CO		Public	Education	250,000
Hillsdale Public Schools	Muskogee	OK		Public	Education	8,000
Hispanic Council for Reform and Educational Options	Lake Worth	FL		Public	Education	326,250
Hispanic Scholarship Fund	San Francisco	CA		Public	Education	91,243
Hispanic Women's Organization of Arkansas	Springdale	AR		Public	Charitable	78,521
Hispanics for School Choice Educational Trust Fund	Milwaukee	WI		Public	Charitable	40,250
Historic Preservation Alliance of Arkansas, Inc	Little Rock	AR		Public	Charitable	2,000
Holy Land Christians Society, Inc	Falls Church	VA		Public	Charitable	26,000
Home Hospice of Grayson County	Sherman	TX		Public	Charitable	2,000
Hoover Institution, Stanford University	Stanford	CA		Public	Education	334,383
Hope Center	Westville	OK		Public	Charitable	5,000
Hope Faith Ministries	Kansas City	MO		Public	Charitable	5,000
Hope Women's Shelter, Inc	Mineral Wells	TX		Public	Charitable	15,000
Hopi Foundation	Keams Canyon	AZ		Public	Charitable	2,500
Horizon Charter School Academy - Belmont	Des Plaines	IL		Public	Education	250,000
Horizon Charter School Academy - McKinley Park	Des Plaines	IL		Public	Education	250,000
Horses for Healing, Inc	Bentonville	AR		Public	Charitable	20,000
Hospice of the Hills, Inc	Harrison	AR		Public	Charitable	10,000
Hospital Development Foundation, Inc	Mountain	AR		Public	Charitable	5,500
Hot Springs National Park Rotary Club Scholarship Foundation Trust	Hot Springs	AR		Public	Charitable	5,000
Hot Springs National Park Sister City Foundation	Hot Springs	AR		Public	Charitable	5,000
Hot Springs Village Animal Welfare League	Hot Springs	AR		Public	Charitable	5,760
Housing Opportunities Partnership Exchange	Harrison	AR		Public	Charitable	5,000
Hunger and Thirst Ministries	Siloam Springs	AR		Public	Charitable	2,000
ICF - International Community Foundation	National City	CA		Public	Charitable	212,700
IFF	Chicago	IL		Public	Education	193,766
Illinois Network of Charter Schools	Chicago	IL		Public	Education	750,000
Illinois River Watershed Partnership	Fayetteville	AR		Public	Charitable	200,000



Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Illinois State Charter School Commission	Chicago	IL		Public	Education	100,000
Illinois Stewardship Alliance	Springfield	IL		Public	Education	55,000
Indiana Public Charter Schools Association Inc	Indianapolis	IN		Public	Education	292,471
Indianapolis Academy of Excellence- A Challenge Foundation Academy	Indianapolis	IN		Exp Responsibility	Education	30,000
Infant Crisis Services	Oklahoma City	OK		Public	Charitable	10,000
Innovation Network for Communities	Tamworth	NH		Public	Charitable	35,000
Inspiration Point Fine Arts Colony	Eureka Springs	AR		Public	Charitable	5,000
Inspire Academy	Muncie	IN		Public	Education	250,000
Institute for Humane Studies	Arlington	VA		Public	Charitable	40,000
Institute For Justice (IJ)	Arlington	VA		Public	Charitable	530,547
Institute for Sustainable Communities	Montpelier	VT		Public	Charitable	75,000
Intercultural Center for the Study of Deserts and Oceans	Tucson	AZ		Public	Charitable	108,677
International Mountain Bicycling Association	Boulder	CO		Public	Charitable	96,674
International Seafood Sustainability Foundation Inc	Washington	DC		Public	Charitable	350,000
Iowa Environmental Council	Des Moines	IA		Public	Charitable	100,000
Iowa State University of Science and Technology	Ames	IA		Public	Charitable	60,000
ISEAL Alliance	London	UK		Exp Responsibility	Charitable	49,186
Ivy Bound Academy Math, Science, and Technology Middle School 2	Sherman Oaks	CA		Public	Education	250,000
Izaak Walton League of America	Gaithersburg	MD		Public	Charitable	173,381
James and Dorothy Doss Heritage and Culture Center of Parker County	Weatherford	TX		Public	Charitable	10,000
Jay Community Anti-Drug Network Coalition, Inc	Jay	OK		Public	Charitable	2,000
Jay Public Schools Educational Foundation, Inc	Jay	OK		Public	Education	4,500
Jazz at Lincoln Center	New York City	NY		Public	Charitable	50,000
Jesus Was Homeless Inc	Branson	MO		Public	Charitable	3,000
Jim Riley Outreach, Inc	Edmond	OK		Public	Charitable	10,000
JMJ Maternity Homes	Merced	CA		Public	Charitable	25,000
John Brown University	Siloam Springs	AR		Public	Education	2,500
John G Shedd Aquarium Society	Chicago	IL		Public	Charitable	61,580
Johnson C Smith Theological Seminary	Atlanta	GA		Public	Charitable	5,000
Jones Center for Families Inc	Springdale	AR		Public	Charitable	20,000
Jones Trust	Springdale	AR		Exp Responsibility	Charitable	1,000,000
Joplin Business and Industrial Development Corporation	Joplin	MO		Public	Charitable	6,000
Joplin Family Y	Joplin	MO		Public	Charitable	4,000
Junior Achievement of Arkansas, Inc	Little Rock	AR		Public	Charitable	5,000
Junior Achievement of Oklahoma, Inc	Tulsa	OK		Public	Charitable	5,000
Kamo's Kids, Inc	Little Rock	AR		Public	Charitable	5,000
Kansas City Hospice, Inc	Kansas City	MO		Public	Charitable	5,000
Kansas City Symphony	Kansas City	MO		Public	Charitable	5,000
Kansas University Endowment Association	Kansas City	KS		Public	Education	5,000
Kappa Kappa Gamma Foundation	Columbus	OH		Public	Education	149,839
Kathy Summers Memorial Benefit	Berryville	AR		Public	Charitable	2,500
Keystone Center	Keystone	CO		Public	Charitable	225,000
Kids of Our Heroes Adventure Camp	Aurora	MO		Public	Charitable	7,000
Kimbell Art Foundation	Fort Worth	TX		Exp Responsibility	Charitable	125,000
KIPP Foundation	San Francisco	CA		Public	Education	8,808,000
KIPP Tulsa Academy College Preparatory	Tulsa	OK		Public	Education	250,000
Koweta Community Workforce	Coweta	OK		Public	Charitable	3,000
LA Voice	Los Angeles	CA		Public	Education	100,000
Lakota Fund	Kyle	SD		Public	Charitable	5,000
Land Legacy	Tulsa	OK		Public	Charitable	25,000
Land Stewardship Project	Minneapolis	MN		Public	Charitable	142,179
Language Academy of Sacramento	Sacramento	CA		Public	Education	10,000
Larchmont Charter School	Los Angeles	CA		Public	Education	250,000
LA's Promise	Los Angeles	CA		Public	Education	150,000
Lawrence D Crocker College Prep - A School for the Arts and Technology	New Orleans	LA		Public	Education	250,000
Lawton Enhancement Trust Authority	Lawton	OK		Public	Charitable	5,000
Leach Public Schools	Twin Oaks	OK		Public	Education	5,000
Leadership Oklahoma, Inc	Oklahoma City	OK		Public	Education	5,000
Leading Educators Inc	New Orleans	LA		Public	Education	75,000
Lebanon R-3 School District	Lebanon	MO		Public	Education	5,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Lebanon-Laclede Interagency on Food and Enrichment	Lebanon	MO		Public	Charitable	5,000
Lee Montessori Public Charter School	Washington	DC		Public	Education	250,000
Leflore County Historical Society, Inc	Poteau	OK		Public	Education	5,000
Leland Stanford Junior University	Stanford	CA		Public	Education	700,000
LEV Foundation	Seattle	WA		Public	Education	250,000
Lewis and Clark Community College	Godfrey	IL		Public	Education	200,000
Liberty Wildlife Rehabilitation Foundation Inc	Scottsdale	AZ		Public	Charitable	20,000
Life Styles Foundation, Inc	Fayetteville	AR		Public	Charitable	2,000
Lighthouse Academies	Framingham	MA		Public	Education	375,000
Lincoln Childcare Center, Inc	Fort Smith	AR		Public	Charitable	3,000
Lincoln Public Schools	Lincoln	AR		Public	Education	6,500
Lisa Academy	Little Rock	AR		Public	Education	250,000
LISA Academy-North Little Rock	Sherwood	AR		Public	Education	250,000
Literacy Action of Central Arkansas, Inc	Little Rock	AR		Public	Education	5,000
Little Rock Chamber Foundation	Little Rock	AR		Public	Charitable	20,000
Little Rock Preparatory Academy	Little Rock	AR		Public	Education	250,000
Living Coast Discovery Center	Chula Vista	CA		Public	Charitable	102,500
Local Initiatives Support Corporation	New York	NY		Public	Education	469,189
Lonoke County Safe Haven, Inc	Cabot	AR		Public	Charitable	1,500
Lonoke Exceptional School - Lonoke	Lonoke	AR		Public	Education	4,000
Los Angeles County Museum of Art	Los Angeles	CA		Public	Charitable	100,000
Louisiana Association of Public Charter Schools	New Orleans	LA		Public	Education	444,582
Louisiana State University and Agricultural and Mechanical College	Baton Rouge	LA		Public	Charitable	128,259
Low Income Investment Fund	San Francisco	CA		Public	Charitable	100,000
Lower Mississippi River Conservation Committee	Vicksburg	MS		Public	Charitable	124,977
Lower Mississippi River Foundation	Clarksdale	MS		Public	Charitable	91,250
Lucile Packard Foundation for Children's Health	Palo Alto	CA		Public	Charitable	10,000
Lumberyard Arts Center, Inc	Baldwin City	KS		Public	Charitable	2,500
Lutheran High School Association of Greater Milwaukee	Greendale	WI		Public	Education	59,000
Lutheran Urban Mission Initiative Inc	Milwaukee	WI		Public	Education	425,000
Madison-Carver Academy	Royal Oak	MI		Public	Education	220,000
Main Street Russellville	Russellville	AR		Public	Charitable	2,500
Main Street Siloam Springs, Inc	Siloam Springs	AR		Public	Charitable	105,000
Mainstream Living	Little Rock	AR		Public	Charitable	2,500
Manta Consulting, Inc	Carmel	CA		Exp Responsibility	Charitable	25,000
Michigan Association of Public School Academies	Lansing	MI		Public	Education	554,986
Marble City Historical Society Inc	Marble City	OK		Public	Charitable	2,200
Marine Stewardship Council	London			Public	Charitable	2,500,000
Maritime Museum Association of San Diego	San Diego	CA		Public	Charitable	1,500
Marquette University	Milwaukee	WI		Public	Education	289,389
Marshall Direct Fund	Aspen	CO		Public	Charitable	5,000
Martin Luther King, Jr Preparatory High School	Memphis	TN		Public	Charitable	250,000
Marva Workshop, Inc	Russellville	AR		Public	Charitable	2,500
Massachusetts Charter Public School Association	Hudson	MA		Public	Education	350,000
Match School Foundation Inc	Jamaica Plain	MA		Public	Education	150,000
Math and Science College Preparatory	Hermosa	CA		Public	Education	30,000
Mayo Clinic Arizona	Scottsdale	AZ		Public	Charitable	100,000
MCA Denver - Museum of Contemporary Art-Denver	Denver	CO		Public	Charitable	165,000
McAlester Public Schools	McAlester	OK		Public	Education	5,000
McCune Brooks Health Care Foundation, Inc	Carthage	MO		Public	Charitable	2,500
McDonald County Schools Foundation	Anderson	MO		Public	Education	2,500
Menlo School	Atherton	CA		Public	Education	25,000
Mercy Health Foundation of Northwest Arkansas	Rogers	AR		Public	Charitable	15,000
Mercy Regional Health Foundation	Joplin	MO		Public	Charitable	5,000
Meridian Institute	Dillon	CO		Public	Education	750,000
Merlin Foundation	Green Forest	AR		Public	Charitable	3,000
Messmer Catholic Schools Scholarships	Milwaukee	WI		Public	Education	10,000
Methodist Family Health Foundation Inc.	Little Rock	AR		Public	Charitable	2,500
Metro Charter School	Los Angeles	CA		Public	Education	250,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Metropolitan College of New York	New York	NY		Public	Education	10,000
Miami Public Schools Enrichment Foundation	Miami	OK		Public	Education	4,000
MICAH Project	New Orleans	LA		Public	Charitable	227,700
Michael Usnow Respite Center	Hopkinton	MA		Public	Charitable	5,000
Mid Peninsula Regional Open Space District	Los Altos	CA		Public	Charitable	5,000
Mid-America Science Museum	Hot Springs	AR		Public	Charitable	7,500
Mildred Osborne Charter School	New Orleans	LA		Public	Charitable	250,000
Mile High United Way, Inc	Denver	CO		Public	Charitable	200,000
Milwaukee Chapter - Black Alliance for Educational Options Inc	Milwaukee	WI		Public	Education	25,000
Milwaukee Charter School Advocates	Milwaukee	WI		Public	Education	106,101
Milwaukee College Preparatory School of Wisconsin	Milwaukee	WI		Public	Education	133,000
Mind Trust Inc	Indianapolis	IN		Public	Education	23,000
Minnesota Agricultural Water Resource Center	Eagan	MN		Public	Charitable	133,862
Minnesota Center for Environmental Advocacy	Saint Paul	MN		Public	Charitable	30,000
Minnesota Zoo Foundation	Apple Valley	MN		Public	Charitable	41,320
Mississippi First	Jackson	MS		Public	Charitable	275,000
Mississippi Fish and Wildlife Foundation	Stoneville	MS		Public	Charitable	200,000
Mississippi River Corridor Tennessee	Memphis	TN		Public	Charitable	75,000
Mississippi State University	Mississippi	MS		Public	Education	141,333
Mississippi's Lower Delta Partnership	Rolling Fork	MS		Public	Charitable	113,560
Missouri Congress of Parents and Teachers	Columbia	MO		Public	Education	5,000
Missouri Council on Economic Education	Kansas City	MO		Public	Education	5,000
Missouri Southern Foundation	Joplin	MO		Public	Charitable	5,000
Monarch School Project	San Diego	CA		Public	Education	5,000
Monett Community Outreach	Monett	MO		Public	Charitable	2,500
Monterey Bay Aquarium Foundation	Monterey	CA		Public	Charitable	35,000
Montessori del Mundo	Aurora	CO		Public	Education	250,000
Montessori School of Englewood	Chicago	IL		Public	Education	8,000
Moore Norman Vocational Technical Fdn Inc	Norman	OK		Public	Education	5,000
Moore Public School Foundation, Inc	Moore	OK		Public	Education	5,000
Morehouse College	Atlanta	GA		Public	Education	240,000
Mountain Climbers of Mountain Grove, Inc	Mountain	MO		Public	Charitable	5,000
Mountain Home Christian Clinic, Inc	Mountain	AR		Public	Charitable	3,000
Mountain Home Public Schools	Mountain	AR		Public	Education	2,500
Mt Vernon Presbyterian Church	Pea Ridge	AR		Public	Charitable	1,000
Museum of Northern Arizona Inc	Flagstaff	AZ		Public	Charitable	10,000
MyCollege Foundation	Denver	CO		Public	Education	250,000
National Alliance for Public Charter Schools	Washington	DC		Public	Education	1,318,000
National Association of Charter School Authorizers	Chicago	IL		Public	Education	1,960,066
National Association of Conservation Districts	Washington	DC		Public	Education	30,000
National Audubon Society	New York	NY		Public	Charitable	2,570,767
National Audubon Society, Inc	Joplin	MO		Public	Charitable	5,000
National Christian Foundation	Alpharetta	GA		Public	Charitable	10,000
National Conference of State Legislatures	Denver	CO		Public	Charitable	203,000
National Corn Growers Association Foundation	Chesterfield	MO		Public	Charitable	200,000
National Council of La Raza - NCLR	Washington	DC		Public	Education	300,000
National Council on Crime and Delinquency	Madison	WI		Public	Charitable	49,995
National Council on Teacher Quality	Washington	DC		Public	Education	175,000
National Court Appointed Special Advocate Association	Seattle	WA		Public	Charitable	5,000
National Cowgirl Museum and Hall of Fame, Inc	Fort Worth	TX		Public	Charitable	50,000
National Cutting Horse Association Charities Found	Fort Worth	TX		Public	Charitable	105,000
National Fish and Wildlife Foundation	Washington	DC		Public	Charitable	745,788
National Gallery of Art	Landover	MD		Public	Charitable	100,000
National Geographic Society	Washington	DC		Public	Charitable	40,000
National Governor's Association Center for Best Practices	Washington	DC		Public	Education	225,000
National Marine Sanctuary Foundation	Silver Spring	MD		Public	Charitable	5,000
National Multiple Sclerosis Society	Denver	CO		Public	Charitable	500
National Museum of Women in the Arts, Inc	Washington	DC		Public	Charitable	30,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
National Park Community College Foundation, Inc	Hot Springs	AR		Public	Education	10,000
National Parks Conservation Association	Washington	DC		Public	Charitable	74,762
National Public Radio	Washington	DC		Public	Charitable	600,000
National School Climate Center	New York	NY		Public	Education	30,000
National Tax Limitation Foundation	Roseville	CA		Public	Charitable	1,000
National Wildlife Federation	Reston	VA		Public	Charitable	2,958,333
Nature Conservancy of Texas, Inc	Dallas	TX		Public	Charitable	25,000
Nature Conservancy, Inc	Arlington	VA		Public	Charitable	3,405,949
Nature Conservancy, Inc - Arkansas	Little Rock	AR		Public	Charitable	17,000
Nature Conservancy, Inc - California	San Francisco	CA		Public	Charitable	5,000
Neighborspace	Chicago	IL		Public	Charitable	29,410
Neosho R-5 School District	Neosho	MO		Public	Education	3,000
New Beginning Children's Homes, Inc	Cave Springs	AR		Public	Charitable	5,000
New Fuels Alliance	Boston	MA		Public	Charitable	41,500
New Haven Home, Inc	Mineral Wells	TX		Public	Charitable	131,260
New Heights Christian School	Bentonville	AR		Public	Education	135,000
New Jersey Charter Public Schools Association	Hamilton	NJ		Public	Education	437,052
New Leaders	New York	NY		Public	Education	1,000,000
New Life Ranch, Inc	Colcord	OK		Public	Charitable	25,000
New Schools for New Orleans Inc	New Orleans	LA		Public	Education	543,157
New Teacher Project Inc	Brooklyn	NY		Public	Education	2,500,000
New Venture Fund	Washington	DC		Public	Education	3,937,437
New Voice Strategies	Chicago	IL		Public	Education	150,000
New York Historical Society	New York	NY		Public	Charitable	25,000
Newark Charter School Fund	Newark	NJ		Exp Responsibility	Charitable	1,875,000
Newhouse	Kansas City	MO		Public	Charitable	5,000
NewSchools Venture Fund	Oakland	CA		Public	Education	2,752,386
NextGen Network Inc	Washington	DC		Public	Education	76,000
Noel Betterment Association	Noel	MO		Public	Charitable	2,500
Nonprofit Knowledge Works, Inc	New Orleans	LA		Public	Education	100,000
Norman Public School Foundation	Norman	OK		Public	Education	5,000
Noroeste Sustentable	La Paz, Baja CA	MX		Exp Responsibility	Charitable	600,000
North Arkansas College Foundation, Inc	Harrison	AR		Public	Education	5,000
North Arkansas Medical Foundation	Harrison	AR		Public	Charitable	10,000
North Arkansas Partnership for Health Education, Inc	Harrison	AR		Public	Charitable	2,500
North Garland County Youth Center	Hot Springs	AR		Public	Charitable	10,000
North Little Rock Kiwanis Club Charitable Foundation, Inc	North Little	AR		Public	Charitable	2,000
Northeast Charter Schools Network, Inc	Albany	NY		Public	Education	550,000
Northeast College Prep	Minneapolis	MN		Public	Education	250,000
Northeast Midwest Institute	Washington	DC		Public	Education	250,000
Northern California Public Broadcasting, Inc KQED, Inc	San Francisco	CA		Public	Charitable	1,000
Northwest Arkansas Community College Foundation, Inc	Bentonville	AR		Public	Education	66,000
Northwest Arkansas Community Creative Center	Fayetteville	AR		Public	Charitable	99,120
Northwest Arkansas Crisis Intervention Center	Springdale	AR		Public	Charitable	5,000
Northwest Arkansas Free Health Center	Fayetteville	AR		Public	Charitable	10,000
Northwest Arkansas Regional Planning Commission	Springdale	AR		Public	Charitable	4,867,984
Northwest Arkansas Women's Shelter	Rogers	AR		Public	Charitable	10,000
Northwest Evaluation Association	Portland	OR		Public	Education	495,700
Northwest Organization for Animal Help	Stanwood	WA		Public	Charitable	5,000
Nova Southeastern University Inc	Fort	FL		Public	Education	25,000
Nowata City-County Library	Nowata	OK		Public	Charitable	5,000
Nowata County Historical Society, Inc	Nowata	OK		Public	Charitable	5,000
Nowata Public Schools	Nowata	OK		Public	Education	4,000
Nueva School	Hillsborough	CA		Public	Education	1,700,000
Oakland Community Organizations	Oakland	CA		Public	Education	200,000
Oats, Inc	Columbia	MO		Public	Charitable	2,500
Ocean Conservancy	Washington	DC		Public	Charitable	1,552,083
O'Connor House	Phoenix	AZ		Public	Charitable	5,000
Ohio Alliance of Public Charter Schools	Columbus	OH		Public	Education	272,044
Oklahoma 4-H Foundation, Inc	Stilwell	OK		Public	Charitable	2,500

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Oklahoma Caring Foundation, Inc	Tulsa	OK		Public	Charitable	2,500
Oklahoma City Economic Development Foundation, Inc	Oklahoma City	OK		Public	Charitable	20,000
Oklahoma Heritage Association, Inc	Oklahoma City	OK		Public	Charitable	5,000
Oklahoma State University Foundation	Stillwater	OK		Public	Education	5,000
Oklahoma Union School	South	OK		Public	Education	6,000
Oklahoma Women's Coalition, Inc	Oklahoma City	OK		Public	Charitable	5,000
Okmulgee Education Foundation	Okmulgee	OK		Public	Education	5,000
Olana Partnership	Hudson	NY		Public	Charitable	50,000
Old Jail Art Center	Albany	TX		Public	Charitable	10,000
OneOC	Santa Ana	CA		Public	Charitable	37,823
Open Arms Shelter - Lonoke County Task Force on Child Abuse and Neglect Inc	Lonoke	AR		Public	Charitable	4,000
Open Space Institute	New York	NY		Public	Charitable	86,550
Operation Breakthrough, Inc	Kansas City	MO		Public	Charitable	7,500
Operation One Voice	Duluth	GA		Public	Charitable	15,000
Oral Roberts University	Tulsa	OK		Public	Education	5,000
OSU Extension Division	Okmulgee	OK		Public	Charitable	5,000
OSU Extension Division	Vinita	OK		Public	Charitable	3,500
Our House, Inc	Little Rock	AR		Public	Charitable	5,000
Outreach International	Independence	MO		Public	Charitable	5,000
Oxfam America Inc	Boston	MA		Public	Charitable	225,000
Ozark Center	Joplin	MO		Public	Charitable	5,000
Ozark College and Career Academy	Springdale	AR		Exp Responsibility	Education	30,000
Ozark Mountain Technical Center	Mountain	MO		Public	Charitable	2,500
Ozark Natural Science Center, Inc	Huntsville	AR		Public	Charitable	35,000
Ozark Off Road Cyclists OORC	Fayetteville	AR		Public	Charitable	68,020
Ozark Rape Crisis, Inc	Clarksville	AR		Public	Charitable	3,500
Ozarks Medical Center Foundation	West Plains	MO		Public	Charitable	5,000
Pacific Charter School Development, Inc	Los Angeles	CA		Public	Education	70,000
Pacific Research Institute for Public Policy	San Francisco	CA		Public	Education	200,000
Pahara Institute	Nana	CA		Public	Education	500,000
Palo Pinto Challenge, Inc	Strawn	TX		Public	Charitable	5,000
Panama High School	Panama	OK		Public	Education	2,500
Parent Revolution, Inc	Los Angeles	CA		Public	Education	1,995,324
Parents and Friends of Children and Adults, Inc	Little Rock	AR		Public	Charitable	7,500
Parents for Educational Freedom in North Carolina	Raleigh	NC		Public	Education	710,000
PARK Foundation Inc	Little Rock	AR		Public	Charitable	5,000
Park Partners of Fort Smith, Inc	Fort Smith	AR		Public	Charitable	10,000
Parker County Committee on Aging, Inc	Weatherford	TX		Public	Charitable	5,000
pARTners	Jackson	WY		Public	Charitable	15,000
Partners Advancing Values in Education	Milwaukee	WI		Public	Education	100,000
Partners for Western Conservation	Arvada	CO		Public	Charitable	35,000
Partners in Conservation	Moapa	NV		Public	Charitable	49,325
Partnership for Los Angeles Schools	Los Angeles	CA		Public	Education	279,799
Pataula Charter Academy - High School	Edison	GA		Public	Education	250,000
Paul Habans Charter School	New Orleans	LA		Public	Education	250,000
Pea Ridge Historical Society, Inc	Pea Ridge	AR		Public	Charitable	1,000
Pea Ridge School District	Pea Ridge	AR		Public	Education	10,500
Pediatric Hematology Children's Assistance Fund	Mesa	AZ		Public	Charitable	2,000
Peel Compton Foundation	Bentonville	AR		Exp Responsibility	Charitable	594,033
Peninsula Open Space Trust	Palo Alto	CA		Public	Charitable	1,000
Pennsylvania Coalition of Public Charter Schools	West Chester	PA		Public	Education	230,000
People Acting in Community Together	San Jose	CA		Public	Education	200,000
People Against Cancer, Inc	Otho	IA		Public	Charitable	5,000
Performing Arts Fort Worth, Inc	Fort Worth	TX		Public	Charitable	83,333
Philadelphia Schools Project	Philadelphia	PA		Public	Education	1,876,666
Philanthropy Roundtable	Washington	DC		Public	Charitable	115,000
Phillips Brooks School	Menlo Park	CA		Public	Education	25,000
Phoenix Family Housing Corp	Kansas City	MO		Public	Charitable	5,000
Phoenix Symphony Association	Phoenix	AZ		Public	Charitable	200,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Phoenix Theatre	Phoenix	AZ		Public	Charitable	216,000
PICO National Network	Oakland	CA		Public	Education	200,000
Pioneer Institute, Inc.	Boston	MA		Public	Education	120,000
Pittsburg State University	Pittsburg	KS		Public	Education	5,000
Plant With Purpose	San Diego	CA		Public	Charitable	10,000
Polaris Charter Academy	Chicago	IL		Public	Education	250,000
Policy Innovators in Education Network Inc	Minneapolis	MN		Public	Education	427,289
Polk County Fair and Rodeo Association	Mena	AR		Public	Charitable	5,000
Polk County Genealogical Society	Bolivar	MO		Public	Charitable	2,500
Positive Coaching Alliance	Mountain	CA		Public	Charitable	1,000
Power to the Peaceful, Inc	Sausalito	CA		Public	Charitable	2,000
Practical Farmers of Iowa	Ames	IA		Public	Charitable	268,000
Prairie Grove Middle School	Prairie Grove	AR		Public	Education	12,000
Presbyterian Children's Homes and Services	Austin	TX		Public	Charitable	15,000
Prescott College	Prescott	AZ		Public	Charitable	15,000
Pride in McAlester	McAlester	OK		Public	Charitable	7,900
Professional Counseling Associates, Inc	Little Rock	AR		Public	Charitable	2,500
Project Gatehouse Endowment	Westlake	TX		Exp Responsibility	Charitable	1,250,000
Pronatura Noroeste AC	Baja California	Mex		Exp Responsibility	Charitable	637,436
Providence Christian Ministries, Inc	Lowell	AR		Public	Charitable	3,500
PTA Arkansas Congress	Little Rock	AR		Public	Charitable	5,000
Public Affairs Research Council of Louisiana	Baton Rouge	LA		Public	Charitable	26,000
Public Broadcasting of Colorado, Inc	Centennial	CO		Public	Charitable	5,000
Pulaski Technical College Foundation, Inc	North Little	AR		Public	Education	7,000
Quest Scholars Program	Palo Alto	CA		Public	Education	2,000
R Street Institute	Washington	DC		Public	Charitable	334,915
RARE	Arlington	VA		Public	Charitable	625,000
Razorback Foundation, Inc	Fayetteville	AR		Public	Education	2,007,500
Reason Foundation	Los Angeles	CA		Public	Education	75,000
Reeds Spring Middle School	Reeds Spring	MO		Public	Education	4,000
Regents of the University of California	La Jolla	CA		Public	Education	140,000
Regents of the University of California	Merced	CA		Public	Education	90,000
Regents of the University of Michigan	Ann Arbor	MI		Public	Education	89,032
Regents of the University of Minnesota	Minneapolis	MN		Public	Education	80,000
Relay Graduate School of Education	New York	NY		Public	Education	500,000
RESOLVE Inc	Washington	DC		Public	Charitable	39,480
Resource Center	Chicago	IL		Public	Charitable	25,000
Resources First Foundation	Yarmouth	ME		Public	Charitable	25,000
Resources Legacy Fund	Sacramento	CA		Public	Charitable	250,000
Rhode Island Mayoral Academies	Providence	RI		Public	Education	510,000
Rios to Rivers	Aspen	CO		Public	Charitable	20,000
River Management Society	Takoma Park	MD		Public	Charitable	5,000
River Network	Portland	OR		Public	Charitable	65,000
River Parks Authority	Tulsa	OK		Public	Charitable	50,000
River Valley Christian Clinic, Inc	Dardanelle	AR		Public	Charitable	5,000
Roaring Fork Public Radio Translator, Inc	Aspen	CO		Public	Charitable	1,000
Rocketship Education	Redwood City	CA		Public	Education	200,000
Rockhurst University	Kansas City	MO		Public	Education	5,000
Rocky Mountain Institute	Snowmass	CO		Public	Education	5,000
Rogers Bentonville Junior Auxiliary	Rogers	AR		Public	Charitable	2,000
Rogers Development Foundation, Inc	Rogers	AR		Public	Charitable	7,000
Rogers Fire Department	Rogers	AR		Public	Charitable	1,300
Rogers Public Schools	Rogers	AR		Public	Education	42,500
Ronald McDonald House Charities of Arkoma Inc	Springdale	AR		Public	Charitable	25,000
Ronald McDonald House Charities of Oklahoma City, Inc	Oklahoma City	OK		Public	Charitable	5,000
Ronnie Brewer Foundation	Fayetteville	AR		Public	Charitable	5,000
Rose State College Foundation, Inc	Midwest City	OK		Public	Education	2,000
Rotary Club of Bentonville Foundation	Bentonville	AR		Public	Charitable	5,000
Rural Advantage	Fairmont	MN		Public	Charitable	75,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Safe Place, Inc	Morrilton	AR		Public	Charitable	4,500
Salina High School	Salina	OK		Public	Education	6,000
Saline County Safe Haven, Inc	Benton	AR		Public	Charitable	5,500
Salvation Army	Oklahoma City	OK		Public	Charitable	5,000
Salvation Army - Fayetteville	Fayetteville	AR		Public	Charitable	20,000
Salvation Army - Tulsa, OK	Tulsa	OK		Public	Charitable	5,000
Salvation Army Colorado/Arizona	Prescott	AZ		Public	Charitable	50,000
Salvation Army Little Rock	Little Rock	AR		Public	Charitable	2,500
Salvation Army of Ada	Ada	OK		Public	Charitable	2,500
Salvation Army of Bartlesville	Bartlesville	OK		Public	Charitable	10,000
Salvation Army Shawnee	Shawnee	OK		Public	Charitable	10,000
Samaritan Counseling and Growth Center, Inc	Bartlesville	OK		Public	Charitable	10,000
Samaritan House Community Center	Rogers	AR		Public	Charitable	3,500
San Antonio Area Foundation	San Antonio	TX		Public	Education	1,500,000
San Bois CASA, Inc	Poteau	OK		Public	Charitable	5,000
San Diego Natural History Museum	San Diego	CA		Public	Charitable	951,500
San Jose Children's Discovery Museum	San Jose	CA		Public	Charitable	1,000
Saville Center Inc	Stillwater	OK		Public	Charitable	2,500
Saving Pets at Risk Incorporated	Shawnee	OK		Public	Charitable	2,500
Schaumburg Elementary	New Orleans	LA		Public	Charitable	250,000
School Choice Indiana	Indianapolis	IN		Public	Education	250,000
School Choice Ohio	Columbus	OH		Public	Education	500,000
School Choice Wisconsin Inc	Milwaukee	WI		Public	Education	200,000
School District of Raytown Educational Foundation	Raytown	MO		Public	Education	5,000
School of New Hope Marion County Special Education Center	Yellville	AR		Public	Education	5,000
Schools That Can Milwaukee, Inc	Milwaukee	WI		Public	Education	515,000
Sea Education Association	Woods Hole	MA		Public	Charitable	10,000
Sea Sanctuaries Trust	Bali, Indonesia			Exp Responsibility	Charitable	119,100
Seafood Industry Research Fund	McLean	VA		Public	Charitable	75,000
Seaweb	Silver Spring	MD		Public	Charitable	229,920
Seed Savers Exchange, Inc	Decorah	IA		Public	Charitable	5,000
Serenity, Inc	Mountain	AR		Public	Charitable	5,000
Seton Education Partners	New York	NY		Public	Education	170,000
Seven Hills Homeless Center	Fayetteville	AR		Public	Charitable	85,500
Shadow Buddies Foundation	Lenexa	KS		Public	Charitable	5,000
Shawnee Community Foundation	Shawnee	OK		Public	Charitable	10,000
Shell Knob Alliance of Churches	Shell Knob	MO		Public	Charitable	5,000
Shell Knob Senior Center Corporation	Shell Knob	MO		Public	Charitable	2,000
Show-Me Institute	Saint Louis	MO		Public	Charitable	40,000
Shriners Hospitals for Children	Forth Worth	TX		Public	Charitable	10,000
Silicon Valley Community Foundation	Mountain	CA		Public	Charitable	500,000
Single Parent Scholarship Fund	Fort Smith	AR		Public	Charitable	1,750
Single Parent Scholarship Fund of Benton County, Inc	Bentonville	AR		Public	Charitable	4,000
Single Parent Scholarship Fund of Northwest Arkansas, Inc	Fayetteville	AR		Public	Charitable	4,500
Single Parent Scholarship Fund of Pulaski County	Little Rock	AR		Public	Charitable	5,000
Skaggs Foundation	Branson	MO		Public	Charitable	4,000
Skytruth	Shepherdstown	WV		Public	Charitable	75,000
SmartFish AC	Baja California	MEX		Exp Responsibility	Charitable	154,990
Sociedad de Historia Natural Niparaja A C	La Paz, BCS			Exp Responsibility	Charitable	430,000
Society of Environmental Journalists	Jenkintown	PA		Public	Charitable	125,000
South Middlesex Opportunity Council, Inc	Framingham	MA		Public	Charitable	5,000
Southern Bancorp Community Partners	Little Rock	AR		Public	Charitable	1,598,857
Southwest Conservation Corps	Durango	CO		Public	Charitable	267,440
Southwest Family YMCA aka Tri-State Family YMCA	Neosho	MO		Public	Charitable	15,200
SPA Foundation	Lakeland	FL		Public	Charitable	25,000
Spanish Community of Wallingford	Wallingford	CT		Public	Charitable	2,500
Spavinaw School	Spavinaw	OK		Public	Education	6,000
Special Forces Charitable Trust	Essex	CT		Public	Charitable	20,000
Special Olympics Oklahoma, Inc	Tulsa	OK		Public	Charitable	5,000

Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Springdale Rotary Charitable Foundation Trust	Springdale	AR		Public	Charitable	32,000
Springdale Schools Alumni Foundation, Inc	Springdale	AR		Public	Education	4,000
Springfield Catholic Schools	Springfield	MO		Public	Education	5,000
St. Marcus Lutheran School	Milwaukee	WI		Public	Education	75,000
St. Paul's School	Concord	NH		Public	Education	50,000
Stanford University	Stanford	CA		Public	Education	47,000
Stanford University Board of Trustees of the Leland Stanford Junior University	Palo Alto	CA		Public	Education	99,930
Star Rock Ministries	San Clemente	CA		Public	Charitable	10,000
Step Up for Students	Tampa	FL		Public	Education	28,000
Stepping Stone School, Inc. for Exceptional Children, Inc	Alma	AR		Public	Education	2,500
Steve Nash Foundation	Anchorage	AK		Exp. Responsibility	Charitable	5,000
Stilwell Public School Foundation, Inc	Stilwell	OK		Public	Education	4,000
Stockton -Community Foundation of the Ozarks	Springfield	MO		Public	Charitable	3,500
StreetWise	Chicago	IL		Public	Charitable	75,000
Students First Foundation	Menlo Park	CA		Public	Education	500,000
Students for Education Reform (SFER)	New York	NY		Public	Education	650,000
StudentsFirst Institute	Sacramento	CA		Public	Education	2,787,000
Subiaco Academy	Subiaco	AR		Public	Education	25,000
SuMar, Voces por la Naturaleza, A C	Guaymas,	CP		Exp. Responsibility	Charitable	77,300
Sun Angel Foundation, Inc	Tempe	AZ		Public	Charitable	5,000
Susan G. Komen Breast Cancer Foundation	Little Rock	AR		Public	Charitable	5,000
Sustainable Fisheries Partnership Foundation	Honolulu	HI		Public	Charitable	1,548,640
Sustainable Fishery Advocates (FishWise)	Santa Cruz	CA		Public	Charitable	350,000
Sustainable Northwest	Portland	OR		Public	Charitable	100,000
Swope Health Services	Kansas City	MO		Public	Charitable	5,000
Symphony Orchestra of Northwest Arkansas	Fayetteville	AR		Public	Charitable	170,971
Synergy Academies	Los Angeles	CA		Public	Education	10,000
SySTEM Phoenix	Phoenix	AZ		Exp. Responsibility	Education	30,000
Tallulah Charter School	Tallulah	LA		Public	Education	250,000
Tamarisk Coalition	Grand	CO		Public	Charitable	200,000
Taneyville RII School District	Taneyville	MO		Public	Education	6,000
Tarleton State University	Stephenville	TX		Public	Education	7,500
Taxpayers for Common Sense	Washington	DC		Public	Education	181,250
Teach for America - Delta Region	Oxford	MS		Public	Education	4,087,500
Teach for America - Indianapolis - Indianapolis Principal Fellowship	Indianapolis	IN		Public	Education	10,000
Teach for America (National)	New York	NY		Public	Education	18,797,500
Teach for America, Inc	San Francisco	CA		Public	Education	25,000
Team Rwanda Cycling, Inc	Aspen	CO		Public	Charitable	150,000
Tech Museum of Innovation	San Jose	CA		Public	Charitable	1,000
Telluride Foundation	Telluride	CO		Public	Charitable	33,900
Tennessee Charter School Incubator	Memphis	TN		Public	Education	611,736
Tennessee Charter Schools Association	Nashville	TN		Public	Education	304,522
Teton Science Schools	Jackson	WY		Public	Education	170,000
Texas A&M University-Kingsville	Kingsville	TX		Public	Education	5,000
Texas Charter Schools Association	Austin	TX		Public	Education	218,707
Texas County Memorial Hospital Healthcare Foundation	Houston	TX		Public	Charitable	2,500
Texas Game Warden Association, Inc	Hamilton	TX		Public	Charitable	1,000
The Academy Charter School	Santa Ana	CA		Public	Education	250,000
The Children's Scholarship Fund	New York	NY		Public	Education	8,560,000
The Colorado Museum of Natural History	Denver	CO		Public	Charitable	320,000
The Corps Network	Washington	DC		Public	Charitable	100,000
The NET Charter High School	New Orleans	LA		Public	Education	250,000
The Oaks Academy	Indianapolis	IN		Public	Education	331,650
Theatre Squared	Fayetteville	AR		Public	Charitable	75,000
Theodore Roosevelt Conservation Partnership, Inc	Washington	DC		Public	Charitable	345,000
Therapeutic Equestrian Association of McAlester	McAlester	OK		Public	Charitable	5,100
Third Sector New England, Inc	Boston	MA		Public	Charitable	80,000
Thomas B. Fordham Institute	Washington	DC		Public	Education	847,950
Thunderbird Challenge Inc	Pryor	OK		Public	Charitable	6,000
Thunderbird Clubhouse Board, Inc.	Norman	OK		Public	Charitable	2,500
Town of Clarkdale Arizona	Clarkdale	AZ		Public	Charitable	137,796



Detail for Part XV, Line 3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Trends Charitable Fund	Paradise Valley	AZ		Public	Charitable	10,000
Tricycle Theatre For Youth	Bentonville	AR		Public	Charitable	134,850
Trout Unlimited	Arlington	VA		Public	Charitable	610,650
Trout Unlimited, Inc. Alaska	Homer	AK		Public	Charitable	45,000
TruFund Financial Services, Inc	New York	NY		Public	Charitable	250,000
Trust for Conservation Innovation	San Francisco	CA		Public	Charitable	490,000
Trust for Hidden Villa	Los Altos	CA		Public	Charitable	1,000
Trust for Public Land	New Orleans	LA		Public	Charitable	20,600
Tulsa Ballet Theatre	Tulsa	OK		Public	Charitable	5,000
Tulsa Boys' Home	Tulsa	OK		Public	Charitable	5,000
Tulsa Community College Foundation	Tulsa	OK		Public	Charitable	25,000
Tulsa Community Foundation	Tulsa	OK		Public	Charitable	24,500
Tulsa Global Alliance	Tulsa	OK		Public	Charitable	3,000
Twin Lakes Community Foundation	Mountain	AR		Public	Charitable	4,000
U C Davis Foundation	Davis	CA		Public	Charitable	3,000
U S Fish and Wildlife Service	Lakewood	CO		Public	Charitable	100,000
UCSD Cancer Center Foundation - U C San Diego Foundation	La Jolla	CA		Public	Charitable	25,000
Umoja Student Development Corporation	Chicago	IL		Public	Education	5,000
Unified School District 250	Pittsburg	KS		Public	Education	2,500
United Cerebral Palsy	Fayetteville	AR		Public	Charitable	5,000
United Negro College Fund, Inc	Washington	DC		Public	Education	445,400
United States Endowment for Forestry and Communities, Inc	Greenville	SC		Public	Charitable	57,250
United Way of Adair County, Inc	Stilwell	OK		Public	Charitable	5,000
United Way of Grayson County Inc	Sherman	TX		Public	Charitable	2,000
United Way of Northwest Arkansas	Lowell	AR		Public	Charitable	159,000
United Way of Parker County	Weatherford	TX		Public	Charitable	25,000
United Way of Pottawatomie County, Inc	Shawnee	OK		Public	Charitable	4,000
University District Development Corporation	Little Rock	AR		Public	Charitable	2,500
University of Arizona Foundation	Tucson	AZ		Public	Education	177,992
University of Arkansas Division of Agriculture	Yellville	AR		Public	Education	2,000
University of Arkansas Foundation Inc	Fayetteville	AR		Public	Education	1,255,247
University of Baltimore Foundation	Baltimore	MD		Public	Education	5,000
University of California at Santa Barbara	Santa Barbara	CA		Public	Education	1,211,022
University of Central Arkansas Foundation, Inc	Conway	AR		Public	Education	2,500
University of Central Oklahoma Foundation	Edmond	OK		Public	Education	5,000
University of Colorado Foundation	Boulder	CO		Public	Education	123,052
University of New Orleans	New Orleans	LA		Public	Education	100,000
University of North Carolina at Chapel Hill	Chapel Hill	NC		Public	Education	27,500
University of Notre Dame	Notre Dame	IN		Public	Education	991,739
University of Oklahoma Foundation, Inc	Norman	OK		Public	Education	15,000
University of Science and Arts of Oklahoma Foundation Inc	Chickasha	OK		Public	Education	3,000
University of South Florida Foundation, Inc	Tampa	FL		Public	Education	57,000
University of Southern California	Los Angeles	CA		Public	Education	142,034
University of the Ozarks	Clarksville	AR		Public	Education	167,368
University of Tulsa	Tulsa	OK		Public	Education	5,000
University of Utah - Rio Mesa Center	Salt Lake City	UT		Public	Education	3,500
University of Washington	Seattle	WA		Public	Education	202,675
University of Washington Foundation	Seattle	WA		Public	Education	250,000
University of Wisconsin - Madison	Madison	WI		Public	Education	239,819
University of Wyoming	Laramie	WY		Public	Education	15,000
University of Wyoming Foundation	Laramie	WY		Public	Education	500,000
Up With Trees	Tulsa	OK		Public	Charitable	10,000
Upper White River Basin Foundation	Branson	MO		Public	Charitable	25,000
Urban Ecology Center	Milwaukee	WI		Public	Charitable	385,000
Urban League of Greater New Orleans	New Orleans	LA		Public	Education	355,081
Urban Prep Academies	Chicago	IL		Public	Education	5,000
USA Cycling Development Foundation	Colorado	CO		Public	Charitable	50,000
Valley of the Sun United Way	Phoenix	AZ		Public	Charitable	20,000
Valor Academy Charter High School	Los Angeles	CA		Public	Education	250,000
Van Buren School District Education Foundation, Inc	Van Buren	AR		Public	Education	3,000

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Van Cliburn Foundation, Inc.	Fort Worth	TX		Public	Charitable	15,000
Variety Health Center, Inc	Oklahoma City	OK		Public	Charitable	5,000
VBP Indy Inc	Indianapolis	IN		Public	Education	250,000
Venture Academy	Minneapolis	MN		Public	Education	250,000
Vera Lloyd Presbyterian Home and Family Services, Inc	Little Rock	AR		Public	Charitable	8,000
Verde River Basin Partnership	Cottonwood	AZ		Public	Charitable	60,000
Verde Valley Land Preservation Institute	Cottonwood	AZ		Public	Charitable	126,538
Victim Center Inc	Springfield	MO		Public	Charitable	2,500
Vietnam Veterans of San Diego	San Diego	CA		Public	Charitable	20,000
Vinita Public Schools	Vinita	OK		Public	Education	3,000
Vision Preparatory Charter School	Memphis	TN		Public	Education	250,000
Vista College Preparatory	Phoenix	AZ		Public	Education	220,000
Volunteer Low Cost Spay and Neuter Clinic	Flippin	AR		Public	Charitable	2,000
Wagoner Community Outreach, Inc	Wagoner	OK		Public	Charitable	2,500
Wagoner Education Foundation, Inc	Wagoner	OK		Public	Education	2,500
Wake Forest University	Winston-	NC		Public	Education	5,000
Wallingford Public Library Assoc	Wallingford	CT		Public	Charitable	2,000
Wallingford Public Schools	Wallingford	CT		Public	Education	3,000
Walmart Associates in Critical Need Fund	Bentonville	AR		Public	Charitable	4,000,000
Walters Public Schools	Walters	OK		Public	Education	5,000
Walton Arts Center Inc	Fayetteville	AR		Public	Charitable	3,355,000
Washington County Historical Society, Inc	Dewey	OK		Public	Charitable	10,000
Washington Regional Medical Foundation	Fayetteville	AR		Public	Charitable	6,500
Washington Women in Need	Bellevue	WA		Public	Charitable	5,000
Watershed Conservation Resource Center	Fayetteville	AR		Public	Charitable	335,000
Watershed Human and Community Development Agency, Inc	Little Rock	AR		Public	Charitable	5,000
Watershed Management Group	Tucson	AZ		Public	Charitable	304,384
West Fork School District	West Fork	AR		Public	Education	4,500
West Plains R-VII School District	West Plains	MO		Public	Education	5,000
Western Arkansas Child Development, Inc	Gentry	AR		Public	Education	2,500
Western Conservation Foundation	Denver	CO		Public	Charitable	800,000
Western Resource Advocates	Boulder	CO		Public	Charitable	534,548
Westside Atlanta Charter School	Atlanta	GA		Public	Education	220,000
Westside Community Association of Bartlesville Oklahoma	Bartlesville	OK		Public	Charitable	5,000
Westville Public Schools	Westville	OK		Public	Education	2,500
Whale Foundation	Flagstaff	AZ		Public	Charitable	10,000
Wild Salmon Center	Portland	OR		Public	Charitable	350,000
WildAid Inc	San Francisco	CA		Public	Charitable	157,520
Wildlands Network	Titusville	FL		Public	Charitable	75,000
William A Farnsworth Library and Art Museum	Rockland	ME		Public	Charitable	25,000
Winrock International	Arlington	VA		Public	Charitable	400,000
Wisconsin Lutheran College	Milwaukee	WI		Public	Education	210,000
Women in Safe Home Inc	Muskogee	OK		Public	Charitable	5,000
Women's Crisis Center of Taney County, Inc	Rockaway	MO		Public	Charitable	2,500
Women's Employment Network	Kansas City	MO		Public	Charitable	7,500
Woodlands School, Inc	Milwaukee	WI		Public	Education	241,200
Woodrow Wilson National Fellowship Foundation	Princeton	NJ		Public	Education	400,000
World Brain Forum Foundation	Aspen	CO		Public	Charitable	1,000
World Services for the Blind	Little Rock	AR		Public	Charitable	125,000
World Wildlife Fund	Washington	DC		Public	Charitable	1,179,553
Worldlink Foundation	San Francisco	CA		Public	Charitable	7,000
Yavapai College Foundation	Prescott	AZ		Public	Education	48,220
YMCA of Shawnee Oklahoma, Inc	Shawnee	OK		Public	Charitable	1,000
YMCA of Southern Arizona	Tucson	AZ		Public	Charitable	5,000
Young Audiences Charter School	New Orleans	LA		Public	Education	250,000
Young Life Foundation	Colorado	CO		Public	Charitable	10,000
Young Men's Christian Association of Lawton Oklahoma	Lawton	OK		Public	Charitable	10,000
Young Women's Christian Association	Tulsa	OK		Public	Charitable	5,000
Young Women's Christian Association of Oklahoma City	Oklahoma City	OK		Public	Charitable	15,500
Youth and Family Resource Center, Inc	Shawnee	OK		Public	Charitable	5,000
Youth Emergency Shelter Inc	Eufaula	OK		Public	Charitable	5,000
Youth Golf of Northwest Arkansas	Lowell	AR		Public	Charitable	5,000
Youth Services for Stephens County, Inc.	Duncan	OK		Public	Charitable	5,000
Yucatan Environmental Foundation	Port Townsend	WA		Public	Charitable	721
Yukon Public School Foundation for Excellence, Inc	Yukon	OK		Public	Education	5,000
Yuma Crossing National Heritage Area Corporation	Yuma	AZ		Public	Charitable	54,233
Zoological Society of San Diego	San Diego	CA		Public	Charitable	13,500
Renewal of scholarships awarded in a previous year			None	Public	Education	178,886
				Total Grants Paid		311,401,568

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2013**

**ATTACHMENT 20**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d).

- (1) Grantee – The Walton Family Foundation, Inc. owns common stock in the following entity as a program-related investment  
  
Southern Development Bancorporation, Inc.  
d/b/a Southern Bancorp Community Partners  
8924 Kanis Road  
Little Rock, AR 72205
- (2) Dates of Investment - December 23, 1987 - \$300,000  
July 9, 1998 - \$3,000,030
- (3) Purpose - To provide Southern Development Bancorporation ("SDB") d/b/a Southern Bancorp Community Partners with funds to promote its purpose of implementing a new approach to the development of economically depressed rural communities in Arkansas, communities which suffer from high unemployment and which are not being adequately served by the existing financial institutions in the area. SDB and its related companies are operating programs designed to increase job opportunities for residents of these depressed communities. SDB's programs emphasize the development of small business and self-employment activities in rural areas by providing capital, market data, technical support, and business planning counsel to that sector of the local economy. SDB aggressively supports the creation of jobs through the creation and development of local business enterprises.
- (4) Amount Expended by Grantee – The initial investment of \$300,000 made on 12/23/87 and an additional investment of \$3,000,030 made on 07/09/98 continue to be utilized for the purpose of the program related investment as stated in (3) above.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the program-related investment has been used for anything other than its intended charitable purpose.
- (6) Date of Reports from Grantee - Date of last annual reports were August 5, 2014.
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's program related investment through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with an independent audit report of its financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Taxable entity – program related investment of the Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2013**

**ATTACHMENT 21**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee - The Walton Family Foundation, Inc. owns common stock in the following entity as a program-related investment  
  
Neighborhood Bancorp  
1727 Sweetwater Road, Suite J  
National City, CA 91950
- (2) Date of Investment - May 31, 1996 - \$100,000
- (3) Purpose - To provide Neighborhood Bancorp ("NB") with funds to form or acquire a bank which will seek to provide banking services to customer groups that are currently underserved in its geographic market area. These groups include individuals, affordable housing advocates, non-profit corporations and other community based organizations, and religious organizations. The groups, or the individuals represented by the groups: (i) earn less than 100% of the median family income for San Diego County, (ii) are ethnically and racially diverse, (iii) do not have ready access to traditional financial institutions and systems, and (iv) rent or lease dwellings rather than own them.
- (4) Amount Expended by Grantee - \$100,000 investment made 05/31/96 continues to be utilized for the purpose of the program related investment as stated in (3) above.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the program-related investment has been used for anything other than its intended charitable purpose.
- (6) Date of Report from Grantee - Date of annual report was August 5, 2014.
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with an independent audit report of its financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status - Taxable entity - program related investment of the Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2013**

**ATTACHMENT 22**

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PART VII-B; LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d):

- (1) Grantee –  
  
Ag Technology and Environmental Stewardship Foundation, Inc  
1255 SW Prairie Trail Parkway  
Ankeny, IA 50023
- (2) Date and Amount of Grant – November 7, 2013 – \$75,000
- (3) Purpose – To advance bioreactors and cover crops as solutions to nutrient run-off in the Upper Midwest
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$67,101.16 of the \$75,000 received on November 7, 2013 in accordance with the terms of the grant agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was August 5, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private non-operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2013**

**ATTACHMENT 23**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d).

- (1) Grantee -  
  
Arkansans for Education Reform Foundation  
400 West Capitol Avenue, Suite 1700  
Little Rock, AR 72201-3438
- (2) Date and Amount of Grant – Various 2012 - \$2,088,750  
Various 2013 – \$300,202
- (3) Purpose – To provide operational and programmatic support to the Arkansans for Education Reform Foundation
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$467,973 of the remaining (\$1,084,166) grant funds received during calendar 2012 and \$167,081 of the 2013 grant funds in accordance with the terms of the grant agreements
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of annual report was October 29, 2014
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through the calendar year ended December 31, 2013. In addition, the grantee has provided the Foundation with a copy of its financial statements for the calendar year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
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**DECEMBER 31, 2013**

**ATTACHMENT 24**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg Sec 53.4945-5(d)

- (1) Grantee/Borrower -

Building Hope  
910 17<sup>th</sup> Street NW, Suite 1100  
Washington, D C 20006

- (2) Date and amount of program-related investment loan – June 14, 2007 - \$2,000,000  
August 21, 2008 - \$3,227,500  
December 10, 2009 - \$2,877,205  
December 9, 2010 - \$895,295

Amounts represent advances against a \$9 million program related investment which is a non-interest bearing loan, recoverable within eight years. As of December 31, 2013, the Borrower has repaid \$8,176,329 on the amounts advanced.

- (3) Purpose – To provide direct loans for financing facilities for quality public charter schools in Washington, D C
- (4) Amount Expended by Grantee/borrower – The Grantee/Borrower has provided financial reports to the Foundation related to the program related investment loans of \$2,000,000, \$3,227,500, \$2,877,205 and \$895,295 made on June 14, 2007, August 21, 2008, December 10, 2009 and December, 2010 respectively, indicating that all loan proceeds have been and continue to be used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the Grantee/Borrower, no part of the program-related investment loan funds have been used for anything other than its intended charitable purpose.
- (6) Date of Report from Grantee/Borrower – Date of financial report was March 20, 2014
- (7) Grantor Verification - The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Private non-operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 25**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee/Borrower -

Building Hope  
910 17<sup>th</sup> Street NW, Suite 1100  
Washington, D C 20006

- (2) Date and amount of program-related investment loan – December 15, 2011 - \$1,500,000  
June 28, 2012 - \$1,800,000

Amounts represent advances against a \$3.3 million program related investment which is a non-interest bearing loan, recoverable within five years

- (3) Purpose – To provide direct loans that continue to serve the facility needs of quality public charter schools in the District of Columbia
- (4) Amount Expended by Grantee/Borrower – Grantee/Borrower has provided financial reports to the Foundation related to the program related investment loans indicating that all of the loan funds received on December 15, 2011 and June 28, 2012 have been deployed and continue to be used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the Grantee/Borrower, no part of the program-related investment loan funds have been used for anything other than its intended charitable purpose
- (6) Date of Report from Grantee/Borrower – Date of financial report was August 15, 2014
- (7) Grantor Verification - The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private non-operating Foundation



**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 26**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Camp War Eagle, Inc  
P O Box 2030  
Bentonville, AR 72712
- (2) Date and Amount of Grant - Various 2012 - \$4,737,975  
Various 2013 - \$5,341,694
- (3) Purpose - To provide Camp War Eagle, Inc ("Camp War Eagle") with funds to be used to operate a summer camp in Northwest Arkansas for the benefit of children of moderate to below moderate means. Camp War Eagle is a coeducational, non-denominational, multi-purposed activity; residential summer camp for children ages 7-17 of all ethnic and cultural backgrounds.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining \$397,529 of the 2012 grant funds and \$5,113,970 of the 2013 grant funds in accordance with the terms of the grant agreements.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the loan has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee - Date of annual report was October 21, 2014
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status - Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 27**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee –  
  
Charter Fund, Inc  
Dba CSGF Tennessee  
350 Interlocken Blvd , Suite 390  
Broomfield, CO 80021
- (2) Date and Amount of Grant – December 9, 2010 - \$1,000,000  
– July 25, 2013 - \$1,000,000
- (3) Purpose – To provide support to scale a number of excellent public charter schools operating in Memphis and Nashville into 4-5 Charter Management Organizations that will open 20 new public charter schools by 2015
- (4) Amount Expended by Grantee – Based on its annual report, the grantee has expended \$352,836 of the remaining grant funds (\$802,279) received on December 9, 2010 and none of the \$1,000,000 received July 25, 2013, in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of annual report was June 27, 2014
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Charter Fund, Inc  
350 Interlocken Blvd , Suite 390  
Broomfield, CO 80021
- (2) Date and Amount of Grant – December 20, 2012 - \$2,000,000
- (3) Purpose – To provide support for a six-year initiative to grow charter management organizations and stand-alone charter schools in New Orleans
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended \$439,831 of the (\$1,822,844) remaining grant funds received in calendar 2012 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of annual report was June 27, 2014.
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec 53.4945-5(d)

- (1) Grantee -  
  
Charter Fund, Inc.  
350 Interlocken Blvd , Suite 390  
Broomfield, CO 80021
- (2) Date and Amount of Grant – Various 2012 - \$8,000,000  
Various 2013 - \$5,000,000
- (3) Purpose – To provide startup support to approximately 32 high performing individual public charter schools
- (4) Amount Expended by Grantee – Based on its annual report, the grantee has expended all of the remaining funds (\$550,000) received in calendar 2012 and all of the grant funds (\$5,000,000) received in 2013 in accordance with the terms of the grant agreements
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of annual report was June 27, 2014.
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Charter Fund, Inc  
350 Interlocken Blvd , Suite 390  
Broomfield, CO 80021
- (2) Date and Amount of Grant – November 11, 2010 – \$3,833,526
- (3) Purpose – To provide support to the Charter Fund, Inc to create quality charter school management organizations (CMOs) The Charter Fund will provide charter school operators with the guidance and resources they need to become successful CMOs and develop self-sufficient networks of high performing charter schools
- (4) Amount Expended by Grantee – Based on its annual report, the grantee has expended all of the remaining grant funds (\$3,833,526) received on November 11, 2010 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of annual report was June 27, 2014
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013 In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013 The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Private operating Foundation

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee/Borrower -

Charter Fund, Inc  
350 Interlocken Blvd, Suite 390  
Broomfield, CO 80021

- (2) Date and amount of program-related investment loan – December 27, 2007 - \$10,000,000  
– September 29, 2011 - \$2,500,000  
– August 22, 2013 - \$2,500,000

Amount represents advances against a \$10.0 million program related investment revolving loan which bears a three percent (3%) interest rate, recoverable within ten years. As of December 16, 2009, the Borrower has repaid \$7,500,000 on the amounts advanced.

- (3) Purpose – To provide streamlined facility financing to charter school management organizations (CMOs) for the acquisition, construction, renovation and leasehold improvement of quality public charter school facilities
- (4) Amount Expended by Grantee/Borrower – The Grantee/Borrower has provided financial reports to the Foundation related to the program related investment loan of \$10,000,000, \$2,500,000, \$2,500,000 made on December 27, 2007, September 29, 2011 and August 22, 2013 respectively, indicating that all loan proceeds have been and continue to be used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the Grantee/Borrower, no part of the program-related investment loan will be used for anything other than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Date of latest financial report was August 8, 2014
- (7) Grantor Verification - The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee/borrower has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Charter Fund, Inc.  
350 Interlocken Blvd., Suite 390  
Broomfield, CO 80021
- (2) Date and Amount of Grant –  
December 8, 2011 - \$6,900,000  
November 15, 2012 - \$6,900,000  
November 21, 2013 - \$7,000,000
- (3) Purpose – To support the creation and expansion of public charter school networks and management companies nationally
- (4) Amount Expended by Grantee/Borrower – Based on its annual report, the grantee has expended the remaining (\$2,378,235) of the grant funds received on December 8, 2011, \$688,881 of the grant funds received on November 15, 2012 and none of the funds received on November 21, 2013 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the Grantee, no part of the grant will be used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of latest financial report was June 27, 2014
- (7) Grantor Verification - The Grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 33**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg Sec 53.4945-5(d)

(1) Grantee -

Charter Fund, Inc  
350 Interlocken Blvd , Suite 390  
Broomfield, CO 80021

(2) Date and Amount of Grant – December 15, 2011 - \$1,000,000

(3) Purpose – To support the Florida Charter School Growth Fund, a new \$30 million public -private fund investing in the development and scale up of outstanding charter networks serving primarily low-income and minority students

(4) Amount Expended by Grantee – Based on its annual report, the grantee has expended \$149,712 of the grant funds received on December 15, 2011 in accordance with the terms of the grant agreement

(5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the Grantee, no part of the grant will be used for anything other than its intended purpose

(6) Date of Report from Grantee/Borrower – Date of latest financial report was June 27, 2014

(7) Grantor Verification - The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee/borrower has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary

(8) Foundation Status – Private operating Foundation



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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Crystal Bridges – Museum of American Art, Inc  
P.O. Box 1169  
Bentonville, AR 72712
- (2) Date and Amount of Grants – December 27, 2010 - \$175,000,000
- (3) Purpose – To provide Crystal Bridges Museum of American Art, Inc (the “Museum”) with funds to plan, construct and operate a museum and cultural center in Northwest Arkansas which will primarily exhibit works of art created by American artists
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining grant funds (\$4,800,000) received in calendar 2010 in accordance with the terms of the grant agreement as of its most recent year ended December 31, 2013
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was November 6, 2014
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation– converted to a public charity

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg Sec 53 4945-5(d)

- (1) Grantee/Borrower -  
  
Exalt Education  
1818 N Taylor Street #353  
Little Rock, AR 72207
- (2) Date and Amount of program related investment – July 31, 2011 – \$600,000
- (3) Purpose – Non-interest bearing loan to provide working capital to allow borrower to improve its business model and operations
- (4) Amount Expended by Grantee/Borrower - The Grantee/Borrower has provided financial reports to the Foundation and all \$600,000 of loan proceeds have been used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement. The balance of the program related investment loan is awaiting investment in accordance with the terms of the program related investment loan agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Date of annual report was November 5, 2014
- (7) The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee/borrower has provided the Foundation with a copy of its audited financial statements for the year-ended June 30, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status

**WALTON FAMILY FOUNDATION, INC.**  
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PART VII-B; LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg Sec 53.4945-5(d).

- (1) Grantee/Borrower  
  
Exalt Education  
1818 N Taylor Street #353  
Little Rock, AR 72207
- (2) Date and Amount of program related investment – July 14, 2011 – \$300,000
- (3) Purpose – Non-interest bearing loan to provide working capital to allow borrower to improve its business model and operations
- (4) Amount Expended by Grantee/Borrower - The Grantee/Borrower has provided financial reports to the Foundation and the loan proceeds of \$300,000 have been used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of annual report was September 4, 2014
- (7) The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee/borrower has provided the Foundation with a copy of its audited financial statements for the year-ended June 30, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Received 501 (c)(3) status

**WALTON FAMILY FOUNDATION, INC.**  
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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee/Borrower -

Exalt Education  
1607 North Taylor Street  
Little Rock, AR 72207

- (2) Date and Amount of Grant – August 22, 2013 - \$160,000  
November 30, 2013 - \$240,000

- (3) Purpose – To establish a charter school management network that will feature quality charter schools

- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received on August 22, 2013 and all of the grant funds received on November 30, 2013 in accordance with the terms of the grant agreement

- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose

- (6) Date of Report from Grantee – Date of annual report was August 20, 2014

- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.

- (8) Foundation Status – Received 501 (c)(3) status

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PART VII-B; LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
e-STEM Public Charter Schools  
200 River Market Drive, Suite 225  
Little Rock, AR 72201
- (2) Date and Amount of program related investment – Various 2008 – \$2,909,000  
March 31, 2009 – \$28,342
- (3) Purpose – Five year, no interest loan to provide funding to renovate certain real property located at 112 West Third Street, Little Rock, AR to be used as a new charter school
- (4) Amount Expended by Grantee - The Grantee/Borrower has provided financial reports to the Foundation and the loan proceeds of \$2,937,342 have been and continue to be used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the program related investment has been used for anything other than its intended charitable purpose
- (6) Date of Report from Grantee – Date of financial report was February 24, 2014.
- (7) Grantor Verification - The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through June 30, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended June 30, 2013. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Received charter school authorization.

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg Sec 53.4945-5(d)

- (1) Grantee -  
  
Newark Charter School Fund  
60 Park Place, 17<sup>th</sup> Floor  
Newark, NJ 07102
- (2) Date and Amount of Grant – May 31, 2012 - \$1,875,000  
December 11, 2013 - \$1,875,000
- (3) Purpose – To invest in expanding the enrollment in Newark K-12 high performing public charter schools
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining grant funds (\$715,983) received on May 31, 2012 and none of the grant funds received December 11, 2013 in accordance with the terms of the grant agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of annual report was August 7, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Private operating Foundation

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg Sec 53.4945-5(d):

- (1) Grantee -  
  
The Peel Compton Foundation  
312 N Main Street  
Bentonville, AR 72712
- (2) Date and Amount of Grant - Various 2013 - \$594,033
- (3) Purpose - To provide The Peel Compton Foundation ("Peel") with funds to be used in the development and maintenance of Compton Gardens, a community park in Bentonville, Arkansas which is a haven of Arkansas wildlife and plant life offering residents a secluded experience of nature and which is used to educate school children in the area about Arkansas' natural environment and for the preservation of historically significant structures in Benton County, Arkansas
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the 2013 grant funds in accordance with the terms of the grant agreements
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee - Date of annual report was June 30, 2014
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2013. In addition, the grantee has provided the Foundation with a copy of its financial statements for the year-ended July 24, 2014. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg Sec 53.4945-5(d)

(1) Grantee -

Partners for Developing Futures  
850 Colorado Blvd., Suite 103  
Los Angeles, CA 90041

(2) Date and Amount of Grant – December 12, 2012 – \$40,000

(3) Purpose – To launch a pilot, venture philanthropy fund which will identify and support 11 people of color in creating and growing high-quality charter schools and charter school networks that will serve 5,600 students

(4) Amount Expended by Grantee - Based on the annual report received, the grantee has expended all the remaining funds (\$35,000) received on December 12, 2012 in accordance with the terms of the grant agreement

(5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.

(6) Date of Report from Grantee – Date of annual report was July 12, 2013.

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary

(8) Foundation Status – Private operating Foundation



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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

(1) Grantee -

Beaver Watershed Alliance  
614 E Emma Avenue, Suite 19438  
Springdale, AR 72764

(2) Date and Amount of Grant – July 28, 2011 – \$124,237

(3) Purpose – To provide start-up funding and initial operating support for the Alliance

(4) Amount Expended by Grantee - Based on the annual report, the grantee returned the remaining (2,679) received on July 28, 2011 in accordance with the terms of the grant agreement

(5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose

(6) Date of Report from Grantee – Date of annual report July 29, 2014

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – Received 501 (c) (3) status

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg Sec 53.4945-5(d)

(1) Grantee -

New Voice Strategies  
3023 N. Clark Street, #763  
Chicago, IL 60657

(2) Date and Amount of Grant – November 15, 2011 – \$351,480

(3) Purpose – To launch the second phase of its pilot that will effectively bring classroom teachers' voices forward in support of important education reform initiatives in several states and also at the Federal level.

(4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining grant funds (\$8,918) received on November 15, 2011 in accordance with the terms of the grant agreement

(5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant funds have been used for anything than its intended purpose

(6) Date of Report from Grantee – Date of annual report is August 22, 2014

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary

(8) Foundation Status – 501 (c) (3) status received

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
40 Schools  
643 Magazine, Suite 206  
New Orleans, LA 70130
- (2) Date and Amount of Grant -- March 28, 2013 - \$450,000
- (3) Purpose -- To create great Charter Schools in the Southeast
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received on March 28, 2013 in accordance with the terms of the grant agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant funds have been used for anything other than its intended purpose
- (6) Date of Report from Grantee -- Date of annual report is June 30, 2013
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status -- Received 501(c)(3) status

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg Sec 53.4945-5(d)

- (1) Grantee -  
  
Comunidad y Biodiversidad, A C  
Boulevard Aguamariana #297  
Colonia Delicias, CP 85420
- (2) Date and Amount of Grant – November 29, 2012 – \$110,000  
– July 26, 2013 – \$123,000
- (3) Purpose – To assist the Gulf of California Pacific sardine fishery to comply with the conditions outlined in its MSC Certification
- (4) Amount Expended by Grantee - Based on the annual reports, the grantee has expended all of the remaining grant funds (\$81,162) received in calendar year 2012 and all of the grant funds received July 26, 2013 in accordance with the terms of the grant agreements.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of annual report was July 14, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – International charitable organization

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec 53.4945-5(d)

- (1) Grantee -  
  
Comunidad y Biodiversidad, A.C.  
Boulevard Aguamariana #297  
Colonia Delicias, CP 85420
- (2) Date and Amount of Grant – Various 2012 - \$744,260  
– Various 2013 - \$706,015
- (3) Purpose – Support to building ocean resilience an incentive-based approach for marine conservation in Pacific Mexico
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining funds received (\$150,604) during the calendar year ended December 31, 2012 and all funds received in 2013 in accordance with the terms of the grant agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of annual report was September 30, 2014.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg Sec 53.4945-5(d).

(1) Grantee -

Grupo Tortuguero de las California, A C.  
Cuauhtemoc #155 e/l Madero y Belisario Dominguez  
Colonia Pueblo Nuevo, C.P. 23060  
La Paz, Baja California, MX

(2) Date and Amount of Grant – Various 2012 - \$200,090

(3) Purpose – Two-year grant to continue work to bring sustainability to the finfish fisheries in Bahia Magdalena. Specifically, the grant would help to improve fisheries enforcement and management, identify and cultivate enhanced market opportunities for more sustainably-caught fish, and help reduce by-catch in a globally-important hotspot for the endangered loggerhead turtle.

(4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining grant funds (\$23,800) received during the calendar year ended December 31, 2012 in accordance with the terms of the grant agreement.

(5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.

(6) Date of Report from Grantee – Date of annual report was June 18, 2014.

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – International charitable organization.

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d).

- (1) Grantee -  
  
Pronatura Noroeste, AC  
Calle Decema No 60, Zona Centro  
Ensenada, Baja California  
CP 22800 Mexico7
- (2) Date and Amount of Grant – Various 2013 - \$120,000
- (3) Purpose – To support the recovery and conservation of fishing resources in the Gulf of California
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received in calendar year 2013 in accordance with the terms of the grant agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was July 15, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg Sec 53.4945-5(d)

- (1) Grantee -  
  
Pronatura Noroeste, AC  
Calle Decema No 60, Zona Centro  
Ensenada, Baja California  
CP 22800 Mexico7
- (2) Date and Amount of Grant – May 16, 2013 - \$192,436
- (3) Purpose – To support the restoration of the Colorado River Delta, bi-national negotiations and community-based restoration efforts
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received on May 16, 2013 in accordance with the terms of the grant agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of annual report was July 14, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – International charitable organization.



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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

(1) Grantee -

Sociedad de Historia Natural Niparaja, AC  
Revolucion 430 Colonia Esterito  
La Paz Baja, CA 23020

(2) Date and Amount of Grant – Various 2012 - \$422,000  
Various 2013 - \$430,000

(3) Purpose – to continue to advance several strategies to conserve the marine resources of the Lower Gulf of California, including marine protected areas and fisheries projects in Cabo Pulmo National Park, Magdalena Bay, Espiritu Santo National Park, and the fishing corridor between La Paz and Loreto

(4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all the remaining funds (\$59,572) of the grant funds received in calendar 2012 and \$392,050 of the grant funds received in calendar year 2013 in accordance with the terms of the grant agreement

(5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose

(6) Date of Report from Grantee – Date of annual report was July 31, 2014.

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – International charitable organization.

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PART VII-B; LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d).

- (1) Grantee -  
  
Fundacion de Beneficencia Alejandro Rojas Sierra  
Merced 255 Oficina 301 Block 2  
Curico. Chile
- (2) Date and Amount of Grant -- Various 2013 -- \$838,906
- (3) Purpose -- A three-year grant to support the Chile school construction project in Iloca
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received during calendar year 2013 in accordance with the terms of the grant agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee -- Date of annual report was June 8, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status -- International charitable organization.

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PART VII-B; LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg Sec 53.4945-5(d)

- (1) Grantee -  
  
Arizona Autism Charter Schools, Inc.  
16174 W Glenrosa Avenue  
Goodyear, AZ 85395
- (2) Date and Amount of Grant – November 8, 2012 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining grant funds (\$27,827) received on November 8, 2012 in accordance with the terms of the grant agreement
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of the last annual report was September 5, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Applied for 501(c)(3) status. Received charter school authorization.

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

(1) Grantee -

Achievement Network, LTD  
225 Friend Street, Suite 704  
Boston, MA 02114

(2) Date and Amount of Grant – December 19, 2013 - \$62,500

(3) Purpose – To improve data use in schools through expansion of the Achievement Network Model

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all the funds received December 19, 2013 in accordance with the terms of the grant agreement

(5) Date of Report from Grantee – Date of the annual report was August 1, 2014.

(6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.

(7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – Private operating Foundation

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

(1) Grantee -

Centro Mexicano de Derecho Ambiental, A C  
Atlixco 138 Colonia Condesa  
C P 06140  
Mexico City, MX

(2) Date and Amount of Grant – Various 2012 - \$125,000  
June 20, 2013 - \$62,500

(3) Purpose – To support sustainable development of Magdalena Bay and Sinaloa

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining funds (118,821) of the grant funds received in calendar 2012 and all of the funds received on June 20, 2013 in accordance with the terms of the grant agreement

(5) Date of Report from Grantee – Date of the annual report was July 15, 2014

(6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose

(7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary

(8) Foundation Status – International charitable organization

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg Sec 53.4945-5(d)

- (1) Grantee/Borrower -

Charter School Financing Partnership, LLC  
One Washington Mall, 12<sup>th</sup> Floor  
Boston, MA 02108

- (2) Date and amount of program-related investment loan – December 22, 2010 – \$2,850,000  
December 15, 2011 - \$650,000

Amounts represent advances against a \$3.5 million program related investment which is a non-interest bearing loan, recoverable within ten years. As of December 31, 2013, the Borrower has repaid \$33,375 on the amounts advanced.

- (3) Purpose – Ten year Credit Enhancement loan to assist charter schools with access to the bond market to finance or refinance their facilities.
- (4) Amount Expended by Grantee – Based on the annual report, the borrower has deployed all of the loan proceeds received on December 22, 2010 and December 15, 2011 as stated in the terms of the program related investment loan agreement.
- (5) Date of Report from Grantee – Date of the annual report was September 18, 2014.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary. In addition, the grantee has provided the Foundation with an independent audit report of its financial statements for the year-ended December 31, 2013.
- (8) Foundation Status – Received 501 (c) (3) status.

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

(1) Grantee -

City of Trees Public Charter School  
990 Florida Avenue NW  
Washington, DC 20001

(2) Date and Amount of Grant - December 9, 2010 - \$30,000

(3) Purpose - Pre-authorization startup grant for the start-up of a charter school

(4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$19,029 of the grant funds received on December 9, 2010 in accordance with the terms of the grant agreement. The Foundation has made numerous attempts to collect all outstanding financial report(s) related to the grant. The Grantee has been unresponsive to the Foundation's requests. Accordingly, the Foundation will not make any future grants to this Grantee until the reporting requirement has been satisfied.

(5) Date of Report from Grantee - Date of the annual report was August 6, 2013

(6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.

(7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status - Applied for 501(c)(3) status. Charter school authorization status pending.

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec 53 4945-5(d)

- (1) Grantee/Borrower -

High Bar, LLC  
82 Shaker Road  
Harvard, MA 01451

- (2) Date and amount of program-related investment loan – April 22, 2010 – \$250,000  
October 14, 2010 - \$150,000

Amounts represent advances against a \$400,000 program related investment which is an interest bearing loan (3 25%), recoverable in thirty months

- (3) Purpose – To test and launch an online training tool for public charter school governing boards
- (4) Amount Expended by Grantee – The Grantee/Borrower has previously reported that all of the loan proceeds were expended in 2010 in accordance with the purpose outlined in the loan agreement. On October 22, 2012 Borrower and Lender entered into an agreement by which Borrower's payment of the outstanding loan balance will be made "in kind" by Borrower performing services to designated public charities that provide resources to charter schools. A report dated June 21, 2013 shows that as of December 31, 2013 the remaining (\$245,000) of the outstanding loan balance has been paid in kind under this arrangement
- (5) Date of Report from Grantee – Date of the annual report was June 21, 2013
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Taxable entity – program related investment of the Foundation.



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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Lower Mississippi River Foundation  
291 Sunflower Avenue  
Clarksdale, MS 38614
- (2) Date and Amount of Grant -- December 6, 2012 -- \$50,000
- (3) Purpose -- Capacity building grant to expand on the Lower Mississippi River water trail. This grant directly supports WFF's mission to develop ecologically compatible income streams for local communities.
- (4) Amount Expended by Grantee -- Based on the annual report, the grantee has expended all of the remaining (\$2,180) of the grant funds received on December 6, 2012 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee -- Date of the annual report was July 1, 2014.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status -- Received 501(c)(3) status.

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d):

- (1) Grantee -  
  
The Savannah Classical Academy  
777 King George Blvd Unit 30  
Savannah, GA 31419
- (2) Date and Amount of Grant – February 16, 2012 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$27,385) of the grant funds received on February 16, 2012 in accordance with the terms of the grant agreement
- (5) Date of Report from Grantee – Date of the annual report was July 1, 2013
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – 501(c) (3) status pending Received charter school authorization

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec 53 4945-5(d)

(1) Grantee -

Hinds Feet Montessori School of the Arts, Inc  
PO Box 6884  
Atlanta, GA 30315

(2) Date and Amount of Grant – December 6, 2012 – \$30,000

(3) Purpose – Pre-authorization grant for the start-up of a charter school

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended the remaining (\$16,623) of the grant funds received on December 6, 2012 in accordance with the terms of the grant agreement

(5) Date of Report from Grantee – Date of the annual report was June 30, 2014

(6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose

(7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary

(8) Foundation Status – Applied for 501(c)(3) status. Charter school authorization status pending

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg Sec 53.4945-5(d)

- (1) Grantee -  
Oakland Academy Charter School  
PO Box 682  
Ellijay, GA 30540
- (2) Date and Amount of Grant – May 24, 2012 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$6,433 of the grant funds received on May 24, 2012 in accordance with the terms of the grant agreement
- (5) Date of Report from Grantee – Date of the annual report was June 26, 2014.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Applied for 501(c) (3) status Charter school authorization status pending

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Jones Trust  
922 E Emma Avenue  
Springdale, AR 72764
- (2) Date and Amount of Grant – November 29, 2012 – \$1,000,000  
November 14, 2013 - \$1,000,000
- (3) Purpose – To be used for deferred maintenance and capital improvements for Jones Center for Families located in Springdale, AR
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received on November 29, 2012 and \$151,049 of the grant funds received on November 14, 2013 in accordance with the terms of the grant agreement
- (5) Date of Report from Grantee – Date of the annual report was April 18, 2014
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Private Operating Foundation

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d).

- (1) Grantee -  
  
Accelerate Arkansas  
PO Box 241394  
Little Rock, AR 72223
- (2) Date and Amount of Grant – December 12, 2012 - \$75,000  
November 7, 2013 - \$75,000
- (3) Purpose – To support Accelerate Arkansas' efforts to effectively infuse Science, Technology, Engineering and Math (STEM) components in schools across the state
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received on December 12, 2012 and has expended \$49,810 of the grant funds received on November 7, 2013 in accordance with the terms of the grant agreement
- (5) Date of Report from Grantee – Date of the annual report was August 1, 2014
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Applied for 501 (c) (3) status.

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d).

- (1) Grantee -  
  
Building Hope  
910 17<sup>th</sup> Street NW, Suite 1100  
Washington, D C 20006
- (2) Date and Amount of Grant – November 14, 2013 - \$300,000
- (3) Purpose – To support the next phase of charter growth in Washington, DC through three main areas of work charter school incubator initiative expansion, technical assistance center and facility advocacy
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended \$241,000 of the \$300,000 grant received on November 14, 2013 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of financial report was August 15, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Public non-operating Foundation

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

(1) Grantee -

Project Gatehouse Endowment  
1110 Post Oak Place  
Westlake, TX 76262

(2) Date and Amount of Grant – October 24, 2013 - \$1,250,000

(3) Purpose – To provide matching funding to support the Project Gatehouse Endowment (“Endowment”) The Endowment shall support the operations and programming of “The Gatehouse” living community for women and children in crisis

(4) Amount Expended by Grantee – Based on the annual report, the grantee has established various investment accounts which are directed by the Investment Committee of the Board of Directors to maintain the endowment funds in accordance with the terms of the endowment grant

(5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose

(6) Date of Report from Grantee – Date of financial report was July 22, 2014

(7) Grantor Verification - The grantee has provided the Foundation with the required reports The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary

(8) Foundation Status Received 501(c)(3) status.



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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d):

(1) Grantee –

Ag Technology and Environmental Stewardship Foundation, Inc  
1255 SW Prairie Trail Parkway  
Ankeny, IA 50023

(2) Date and Amount of Grant – November 14, 2013 – \$80,000

(3) Purpose – To implement a private-sector initiative to demonstrate technology-based conservation practice planning as a tool to accelerate implementation of Iowa's Nutrient Reduction Strategy. This grant is premised on the idea that the existing public-sector infrastructure for conservation technical assistance is inadequate to meet current demand and that private sector tools and personnel have an important role to play in advancing agricultural conservation and improving the environmental outcomes of agriculture.

(4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received in calendar 2013 in accordance with the terms of the grant agreement.

(5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.

(6) Date of Report from Grantee – Date of annual report was July 15, 2014.

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – Private non-operating Foundation.

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

(1) Grantee -

Great Work, Inc  
1112 Washington Ave. Unit 200  
Golden, CO 80403

(2) Date and Amount of Grant – August 7, 2013 - \$30,000

(3) Purpose – To support the start-up costs of the Great Work, Inc. project including but not limited to costs associated with hiring consultants and leasing office space

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received in calendar 2013 in accordance with the terms of the grant agreement

(5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose

(6) Date of Report from Grantee – Date of financial report was September 18, 2014.

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status - Received 501 (c) (3) status

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PART VII-B; LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d):

- (1) Grantee -  
  
Great Work, Inc.  
1112 Washington Ave Unit 200  
Golden, CO 80403
- (2) Date and Amount of Grant – October 17, 2013 - \$63,000
- (3) Purpose – To support general operations of Great Work, Inc. and allow for the continued exploration of broader movements within education and begin to articulate how Great Work would support secondary Montessori programs
- (4) Amount Expended by Grantee - Based on its annual reports, the grantee has expended \$58,000 of the \$63,000 of the grant received on October 17, 2013 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of financial report was September 18, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Received 501 (c) (3) status

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg Sec 53.4945-5(d)

(1) Grantee -

CASA Academy  
1500 W Maryland Ave  
Phoenix, AZ 85015

(2) Date and Amount of Grant – November 21, 2013 - \$30,000

(3) Purpose – Preauthorization grant for the start-up of a charter school.

(4) Amount Expended by Grantee - Based on its annual reports, the grantee has expended \$6,821 of the \$30,000 of the grant received on November 21, 2013 in accordance with the terms of the grant agreement

(5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose

(6) Date of Report from Grantee – Date of financial report was April 8, 2014.

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary

(8) Foundation Status – Received charter school authorization

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PART VII-B. LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d):

- (1) Grantee -  
  
SySTEM Phoenix  
4015 E. Glenrosa Ave  
Phoenix, AZ 85018
- (2) Date and Amount of Grant – December 3, 2013 - \$30,000
- (3) Purpose – Preauthorization grant for the start-up of a charter school
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended \$305 of the \$30,000 of the grant received on December 3, 2013 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of financial report was April 4, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg Sec 53.4945-5(d)

- (1) Grantee -  
  
Boston Mountain Cyclists, Inc  
9635 Gaston Road  
Bentonville, AR 72712
- (2) Date and Amount of Grant – November 21, 2013 - \$15,000
- (3) Purpose – To promote cycling in the NW Arkansas region Group rides promoting fitness and safety were conducted, along with a number of amateur races sponsored by BMC
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received in calendar 2013 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee/Borrower – Date of financial report was September 15, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Received 501(c) (3) status

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PART VII-B; LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg Sec 53.4945-5(d)

- (1) Grantee -  
  
Kimbell Art Museum  
3333 Camp Bowie Blvd  
Fort Worth, TX 76107
- (2) Date and Amount of Grant – February 21, 2013 - \$25,000
- (3) Purpose – To provide general operating support to the museum which was used to support the free public lectures that promote visual arts and strengthen our community relations
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received in calendar 2013 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of financial report was January 27, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Private Operating Foundation

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Kimbell Art Museum  
3333 Camp Bowie Blvd  
Fort Worth, TX 76107
- (2) Date and Amount of Grant – August 15, 2013 - \$100,000
- (3) Purpose – To support the Renzo Piano Pavilion building project.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received in calendar 2013 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of financial report was July 7, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private Operating Foundation



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**PART VII-B; LINE 5(c) - EXPENDITURE RESPONSIBILITY**

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Statement Pursuant to Reg Sec 53.4945-5(d)

- (1) Grantee -  
  
Sea Sanctuaries Trust  
Kampong Saukabu, Raja Ampat, West Papua  
Sorong, Indonesia
- (2) Date and Amount of Grant – March 28, 2013 - \$60,000  
August 1, 2013 - \$59,100
- (3) Purpose – To continue to consolidate management and enforcement activities in two no-take zones, totaling nearly 70,000 hectares, within the Bird's Head Seascape, a priority marine geography for the foundation Sea Sanctuaries Trust began this work in mid-2010 as a subgrantee of the Nature Conservancy
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$115,808 of the \$119,100 in grant funds received in calendar 2013 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of financial report was August 22, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – International charitable organization

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

(1) Grantee -

Sumar, Voces por la Naturaleza, A C  
Blvd Lomas de Cortés  
Guaymas, Sonora 85450

(2) Date and Amount of Grant – June 20, 2013 - \$40,000  
November 14, 2013 - \$37,300

(3) Purpose - To create three rights-based fisheries pilot projects within Marismas Nacionales, a nationally important mangrove system in Mexico. The three projects would be community driven and government supported, combining territorial user rights for fisheries (TURF) to restrict access and fishing gears with no-take zones to protect critical habitats.

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$54,920 of the \$77,300 grant funds received in calendar 2013 in accordance with the terms of the grant agreement

(5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose

(6) Date of Report from Grantee/Borrower – Date of financial report was July 11, 2014.

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – International charitable organization

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d):

- (1) Grantee -  
  
Steve Nash Foundation  
9400 Sugar Circle  
Anchorage, AK 99507
- (2) Date and Amount of Grant – March 28, 2013 – \$5,000
- (3) Purpose – To support the Early Learning Initiative in Arizona
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received on March 28, 2013 in accordance with the terms of the grant agreement
- (5) Date of Report from Grantee – Date of the annual report was July 1, 2014
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Private non-operating Foundation

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Noroeste Sustentable  
Transbordadores s/n e/ Sinaloa e Inalámbrica  
Col. El Manglito C.P. 23060  
La Paz, Baja California Sur, México
- (2) Date and Amount of Grant – February 7, 2013 – \$50,000
- (3) Purpose – To support sustainable initiatives that help foster a sense of community empowerment in El Mangle
- (4) Amount Expended by Grantee –Based on annual report, the grantee has expended all of the grant funds received on February 7, 2013 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee – Date of financial report was August 08, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization

**WALTON FAMILY FOUNDATION, INC.**  
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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

(1) Grantee -

Indianapolis Academy of Excellence  
1145 E 22<sup>nd</sup> St  
Indianapolis, IN 46202

(2) Date and Amount of Grant - May 22, 2013 - \$30,000

(3) Purpose - Preauthorization grant for the start-up of a charter school.

(4) Amount Expended by Grantee - Based on its annual reports, the grantee has expended \$21,304 of the \$30,000 grant received on May 22, 2013 in accordance with the terms of the grant agreement.

(5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.

(6) Date of Report from Grantee/Borrower - Date of financial report was June 23, 2014

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status - Received charter school authorization

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Ozark College and Career Academy  
PO Box 114  
Springdale, AR 72764
- (2) Date and Amount of Grant - May 16, 2013 - \$30,000
- (3) Purpose – Preauthorization grant for the start-up of a charter school
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended all of the grant funds received on May 16, 2013 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee/Borrower – Date of financial report was January 13, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status - Received charter school authorization

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PART VII-B; LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d).

- (1) Grantee -  
  
Pronatura Noroeste A C  
Calle Décima No. 60, Zona Centro  
Ensenada, Baja California 22800
- (2) Date and Amount of Grant – September 5, 2013 - \$325,000
- (3) Purpose - To continue work to restore riparian habitat and river flows in the Delta region of the Colorado River in Mexico. Because most of the original riparian habitat has been lost, restoring pockets of riparian habitat is critical for the region's native plants and animals, and is also very important for migratory birds.
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended all of the grant funds received on September 5, 2013 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Date of financial report was July 14, 2014.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Forever Costa Rica Association  
Forum I, Building G, 7<sup>th</sup> Floor  
San José, Santa Anna
- (2) Date and Amount of Grant – July 26, 2013 - \$40,000
- (3) Purpose - To establish a fundraising platform for marine conservation projects in the Eastern Tropical Pacific Seascape. This fundraising platform, PACIFICO, was agreed to by the five environmental funds in the region in a letter of intent on November 8, 2012.
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended \$20,578 of the \$40,000 grant funds received on July 26, 2013 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Date of financial report was July 3, 2014.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.



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**PART VII-B. LINE 5(c) - EXPENDITURE RESPONSIBILITY**

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Fondo para la Accion Ambiental y la Ninez  
Cr. 7b No 32-33 Piso 27  
Bogotá, Columbia
- (2) Date and Amount of Grant – July 26, 2013 - \$40,000
- (3) Purpose - To implement two strategies to strengthen marine conservation finance in the Eastern Tropical Pacific Seascape. These two strategies will assist the foundation with identifying and securing long-term financing from new revenue streams and funding sources for the marine protected areas in Colombia, Costa Rica, Panama and Ecuador.
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended \$21,557 of the \$40,000 grant received on July 26, 2013 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Date of financial report was June 2, 2014.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization

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**DECEMBER 31, 2013**

**ATTACHMENT 83**

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PART VII-B: LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d).

(1) Grantee -

ISEAL Alliance  
Unit G-06 The Wenlock, 50-52 Wharf Road  
London, UK N1 7EU

(2) Date and Amount of Grant – August 23, 2013 - \$49,186

(3) Purpose - To produce a code of good practice to govern the labeling practices of standard setting and certification bodies and the sustainability claims associated with these labels. The objective is to establish baseline requirements for such claims in order to ensure label credibility with buyers and end users.

(4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended \$45,772 of the \$49,186 grant received on August 23, 2013 in accordance with the terms of the grant agreement.

(5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.

(6) Date of Report from Grantee/Borrower – Date of financial report was July 14, 2014

(7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – International charitable organization

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2013**

**ATTACHMENT 84**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d).

- (1) Grantee -  
  
Smart Fish, A C  
Miguel L. de Legaspi 760  
LaPaz, BCS 23000
- (2) Date and Amount of Grant – August 23, 2013 - \$154,990
- (3) Purpose - To advance fisheries sustainability initiatives in Northwest Mexico and encourage improved market opportunities for fisheries that demonstrate improved ecological and socio-economic sustainability in the region
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended \$64,430 of the \$154,990 grant received on August 23, 2013 in accordance with the terms of the grant agreement
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee/Borrower – Date of financial report was July 14, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – International charitable organization

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2013**

**ATTACHMENT 85**

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PART VII-B. LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
NOS Noroeste Sustentable, A C  
Transbordadores s/n entre Sinaloa e Inalámbrica, Col. El Manglito  
La Paz, Baja California Sur 23060
- (2) Date and Amount of Grant – January 17, 2013 - \$275,000  
August 15, 2013 - \$275,000
- (3) Purpose - To continue to advance conservation of marine resources in La Paz Bay and the Upper Gulf Biosphere Reserve. Specifically, NOS will facilitate dialogue and agreements with the fishing sector in each geography that will advance conservation of fishery resources, develop enhanced market options for these resources, and build community empowerment to govern these resources effectively.
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended all of the grant funds issued in 2013 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Date of financial report was July 15, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2013**

**ATTACHMENT 86**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

Statement Pursuant to Reg. Sec. 53.4945-5(d)

- (1) Grantee -  
  
Manta Consulting, Inc  
316 Mid Valley Ctr #190  
Carmel, CA 93923
- (2) Date and Amount of Grant – January 10, 2013 - \$10,000  
September 12, 2013 - \$15,000
- (3) Purpose - To launch and implement Fish 2 0, a business competition that will create connections between fisheries businesses and investors who want to support the sustainable seafood industry. The intent of the competition is to increase the amount of investment and innovation in the sustainable fisheries sector by creating a networking and information sharing platform for collaboration and financing, for use by investors, foundations, and seafood businesses.
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended all of the grant funds issued in 2013 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Date of financial report was June 28, 2014.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Taxable entity.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2013**

**ATTACHMENT 87**

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PART VII-B, LINE 5(c) - EXPENDITURE RESPONSIBILITY

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Statement Pursuant to Reg. Sec. 53.4945-5(d):

- (1) Grantee -  
  
College Initiative  
87 West Tennessee Street  
Marianna, AR 72360
- (2) Date and Amount of Grant – January 15, 2013 - \$32,500  
March 28, 2013 - \$32,500
- (3) Purpose - To provide general operating support which included ACT/SAT test preparation, financial aid consulting, summer enrichment programs, and college application assistance to high school students in the Arkansas Delta region
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended all of the grant funds issued in 2013 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (6) Date of Report from Grantee/Borrower – Date of financial report was August 11, 2014
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Applied for 501 (c) (3) status

**WALTON FAMILY FOUNDATION**

**Form 990-PF**

**FEIN: 13-3441466**

**December 31, 2013**

**Attachment 88**

**Section 4942(h)(2) Election as to the Treatment of Qualifying Distributions**

**Name:** Walton Family Foundation, Inc

**Address:** P.O. Box 2030  
Bentonville, AR 72712

**Federal ID No.:** 13-3441466

**Year Ending:** December 31, 2013

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat current-year qualifying distributions (in excess of the immediately preceding tax year's undistributed income (which is zero)) in the amount of \$ 341,018,210 as being made out of corpus

Signature

Buddy Philpot  
Executive Director

Date

11-14-14

WALTON FAMILY FOUNDATION, INC.  
 FORM 990-PF  
 13-3441466  
 12/31/2013

PART IV, CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST	PROCEEDS	NET GAIN/(LOSS)
NORTHERN TRUST -COMMON TRUST FUND	CAPITAL GAIN/(LOSS) DISTRIBUTIONS	VARIOUS	VARIOUS	1,490,585	5,739,588	4,249,003
NORTHERN TRUST - R1000	VARIOUS STOCKS	VARIOUS	VARIOUS	36,863,763	39,579,316	2,715,553
NORTHERN TRUST - R2000	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	3,960,796	6,156,691	2,195,895
MCKAY SHIELDS	VARIOUS BONDS	VARIOUS	VARIOUS	124,479,017	133,252,740	8,773,723
QM COMMON EAFE FUND	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	23,459,402	26,664,422	3,205,020
QM COMMON EMERGING MARKET EQUITY FUND	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	2,184,363	151,421	(2,032,942)
NORTHERN TRUST - R50	VARIOUS STOCKS	VARIOUS	VARIOUS	4,461,923	4,627,389	165,466
NTGI FRONTIER MARKET COMMON FUND	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	5,231,088	6,077,897	846,809
NORTHERN TRUST - NORAD	VARIOUS BONDS	VARIOUS	VARIOUS	45,497,305	45,500,000	2,695
ARIEL FUND	VARIOUS STOCKS	VARIOUS	VARIOUS	1,178,040	1,210,844	32,804
NORTHERN TRUST - GS	VARIOUS BONDS	VARIOUS	VARIOUS	119,502,550	120,239,453	736,903
GOLDMAN SACHS - PUT FUND	VARIOUS STOCKS	VARIOUS	VARIOUS	76,286	4,103,152	4,026,866
GOLDMAN SACHS - CALL FUND	VARIOUS STOCKS	VARIOUS	VARIOUS	68,443,894	71,962,074	3,518,180
PASS-THROUGH GAIN/LOSS	VARIOUS	VARIOUS	VARIOUS	-	6,416,091	6,416,091
				436,829,012	471,681,078	34,852,066

PART 1, COLUMN A, LINES 6a & 6c 436,829,012 471,681,078 34,852,066