

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2009**Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements.**For calendar year 2009, or tax year beginning , 2009, and ending , 20****G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

WALTON FAMILY FOUNDATION, INC.

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

P.O. BOX 1860

City or town, state, and ZIP code

BENTONVILLE, AR 72712

A Employer identification number

13-3441466

B Telephone number (see page 10 of the instructions)

(479) 464-1570

C If exemption application is pending, check here ☐**D** 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$** 2,275,851,898.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	683,136,912.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	461,586.	461,586.		ATCH 1
4 Dividends and interest from securities	54,385,508.	54,385,508.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,214,287.			
b Gross sales price for all assets on line 6a	739,938,512.			
7 Capital gain net income (from Part IV, line 2)		2,214,287.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	380,486.	73.		ATCH 3
12 Total. Add lines 1 through 11	740,578,779.	57,061,454.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	3,531,414.			3,531,414.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	530,865.	0.	0.	530,865.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) *	5,105,817.	1,547,550.		3,558,267.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) **	1,085,884.			884.
19 Depreciation (attach schedule) and depletion	72,838.			
20 Occupancy	133,035.			133,035.
21 Travel, conferences, and meetings	364,911.			364,911.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	492,470.	416.		492,054.
24 Total operating and administrative expenses. Add lines 13 through 23	11,317,234.	1,547,966.	0.	8,611,430.
25 Contributions, gifts, grants paid	360,407,050.			360,407,050.
26 Total expenses and disbursements. Add lines 24 and 25	371,724,284.	1,547,966.	0.	369,018,480.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	368,854,495.			
b Net investment income (if negative, enter -0-)		55,513,488.		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 5 JSA ** ATCH 6

Form 990-PF (2009)



Department of the Treasury
Internal Revenue Service
Ogden UT 84201

For assistance, call:
1-877-829-5500

Notice Number: CP211A

Date: September 13, 2010

Taxpayer Identification Number:
13-3441466

Tax Form: 990PF

Tax Period: December 31, 2009

083910.771712.0288.006 1 AT 0.357 375



WALTON FAMILY FOUNDATION INC
% CRAVATH SWAINE AND MOORE
PO BOX 1860
BENTONVILLE AR 72712-1860600

083910

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is **November 15, 2010**.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at www.irs.gov/eo. This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.



Department of the Treasury
Internal Revenue Service
OGDEN UT 84201-0074

For assistance, call:
1-877-829-5500

Notice Number: CP211A
Date: June 28, 2010

Taxpayer Identification Number:
13-3441466
Tax Form: 990PF
Tax Period: December 31, 2009

122402.742658.0370.008 1 AT 0.357 375



WALTON FAMILY FOUNDATION INC
% CRAVATH SWAINE AND MOORE
PO BOX 1860
BENTONVILLE AR 72712-1860600

22402

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is **August 15, 2010**.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at www.irs.gov/eo. This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	287,254.	112,354.	112,354.
	2 Savings and temporary cash investments	11,565,679.	24,203,711.	24,203,711.
	3 Accounts receivable ▶ 436,464.			
	Less: allowance for doubtful accounts ▶	514,455.	436,464.	436,464.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *		* 76,718,424.	ATCH 8
	Less: allowance for doubtful accounts ▶	66,969,563.	76,718,424.	76,718,424.
	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 ▶ 211,552.			
Less: accumulated depreciation (attach schedule) ▶	211,552.	211,552.	370,000.	
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 9	1,163,222,118.	1,583,124,961.	2,033,134,524.	
14 Land, buildings, and equipment: basis ▶ 410,804.				
Less: accumulated depreciation (attach schedule) ▶ 234,944.	116,616.	175,860.	175,860.	
15 Other assets (describe ▶ ATCH 10)	140,702,561.	140,700,561.	140,700,561.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,383,589,798.	1,825,683,887.	2,275,851,898.	
Liabilities	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 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	1,383,589,798.	1,825,683,887.	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,383,589,798.	1,825,683,887.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,383,589,798.	1,825,683,887.		

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	1,383,589,798.
2 Enter amount from Part I, line 27a	2	368,854,495.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	73,239,594.
4 Add lines 1, 2, and 3	4	1,825,683,887.
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	1,825,683,887.

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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					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	2,214,287.	
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 7</p> <p>If (loss), enter -0- in Part I, line 7</p> </div> <div style="font-size: 3em; margin: 0 10px;">}</div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).</p> <p>If (loss), enter -0- in Part I, line 8.</p> </div> <div style="font-size: 3em; margin: 0 10px;">}</div> </div>					

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 page 18 of 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))
2008	200,479,422.	1,675,939,125.	0.119622
2007	246,254,290.	1,338,306,090.	0.184004
2006	205,616,883.	1,221,873,540.	0.168280
2005	231,971,321.	1,023,447,099.	0.226657
2004	186,057,186.	798,667,945.	0.232959
2 Total of line 1, column (d)			2 0.931522
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.186304
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,007,200,086.
5 Multiply line 4 by line 3			5 373,949,405.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 555,135.
7 Add lines 5 and 6			7 374,504,540.
8 Enter qualifying distributions from Part XII, line 4			8 387,176,923.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		1	555,135.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	555,135.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	555,135.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009.	6a	1,163,762.	
b Exempt foreign organizations' tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868).	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,163,762.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	608,627.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 608,627. Refunded <input type="checkbox"/>	11		

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 page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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?		N/A
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 page 19 of the instructions) <input type="checkbox"/> 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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 ATTACH 20	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ WWW.WALTONFAMILYFOUNDATION.ORG				
14	The books are in care of ▶ ROBERT SMITH	Telephone no. ▶ (479) 464-1570		
	Located at ▶ BENTONVILLE, AR	ZIP + 4 ▶ 72712		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	N/A ▶ <input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	15		

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 page 20 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	3b	N/A
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 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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 21 - 114 ☒ 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** ☐ N/A

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 page 22 of the 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
ATTACHMENT 12		3,531,414.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 13		2,650,724.
Total number of others receiving over \$50,000 for professional services		16

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 page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 LOAN TO BRIGHTER CHOICE - FINANCE CHARTER SCHOOLS	5,192,714.
2 LOAN TO IFF TO FINANCE NEW EDUCATIONAL FACILITIES	4,000,000.
All other program-related investments. See page 24 of the instructions.	
3 ALL OTHER CHARITABLE LOANS.	8,833,647.
Total. Add lines 1 through 3	18,026,361.

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,785,277,080.
b	Average of monthly cash balances	1b	252,119,505.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	370,000.
d	Total (add lines 1a, b, and c)	1d	2,037,766,585.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,037,766,585.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	30,566,499.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,007,200,086.
6	Minimum investment return. Enter 5% of line 5	6	100,360,004.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	100,360,004.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	555,135.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	555,135.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	99,804,869.
4	Recoveries of amounts treated as qualifying distributions	4	8,657,913.
5	Add lines 3 and 4	5	108,462,782.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	108,462,782.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	369,018,480.
b	Program-related investments - total from Part IX-B	1b	18,026,361.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	132,082.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	387,176,923.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	555,135.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	386,621,788.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				108,462,782.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	107,118,034.			
b From 2005	232,253,863.			
c From 2006	206,068,761.			
d From 2007	246,842,230.			
e From 2008	200,479,422.			
f Total of lines 3a through e	992,762,310.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>387,176,923.</u> *				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	387,176,923.			
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	108,462,782.			108,462,782.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,271,476,451.			
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 page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,271,476,451.			
10 Analysis of line 9:				
a Excess from 2005	230,909,115.			
b Excess from 2006	206,068,761.			
c Excess from 2007	246,842,230.			
d Excess from 2008	200,479,422.			
e Excess from 2009	387,176,923.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

S. ROBSON WALTON

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 14

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

ATTACHMENT 15

c Any submission deadlines:

SEE ATTACHED SCHOLARSHIP APPLICATION.

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

SEE ATTACHED RULES OF ELIGIBILITY FOR SCHOLARSHIPS.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 16				
Total.			3a	360,407,050.
b Approved for future payment				
Total.			3b	

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 page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	461,585.
4 Dividends and interest from securities			14	54,384,679.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property .				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	2,214,287.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory . . .				
11 Other revenue: a _____				
b ATTACHMENT 17				73. 380,413.
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)				57,060,624. 380,413.
13 Total. Add line 12, columns (b), (d), and (e)				13 57,441,037.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

[illegible]

Underpayment of Estimated Tax by Corporations

► See separate instructions.

► Attach to the corporation's tax return.

2009

Name WALTON FAMILY FOUNDATION, INC.	Employer identification number 13-3441466
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)	1	555,135.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
c Credit for federal tax paid on fuels (see instructions)	2c	
d Total. Add lines 2a through 2c	2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	555,135.
4 Enter the tax shown on the corporation's 2008 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	1,226,927.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	555,135.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6** ☐ The corporation is using the adjusted seasonal installment method.
- 7** ☐ The corporation is using the annualized income installment method.
- 8** ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9 05/15/2009	06/15/2009	09/15/2009	12/15/2009
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	10 138,784.	138,784.	138,784.	138,784.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11 438,762.	300,000.	425,000.	
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column	12	299,978.	461,194.	747,410.
13 Add lines 11 and 12	13	599,978.	886,194.	747,410.
14 Add amounts on lines 16 and 17 of the preceding column	14			
15 Subtract line 14 from line 13. If zero or less, enter -0-	15 438,762.	599,978.	886,194.	747,410.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16			
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17			
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18 299,978.	461,194.	747,410.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Form **2220** (2009)

Depreciation and Amortization
(Including Information on Listed Property)

OMB No. 1545-0172

2009Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Attachment
Sequence No. **67**

Name(s) shown on return

WALTON FAMILY FOUNDATION, INC.

Identifying number

13-3441466

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 the instructions for a higher limit for certain businesses	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 2008 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 2010. 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	

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 2009	17	43,797.
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 ▶ <input type="checkbox"/>		

Section B - Assets Placed in Service During 2009 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					
b 5-year property	DETAIL	120,949.	5.000	HY	DDB	24,190.
c 7-year property		11,130.	7.000	HY	DDB	1,590.
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	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2009 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	3,261.
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	72,838.
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, cellular telephones, 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
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25 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) **25****26** Property used more than 50% in a qualified business use: SEE LISTED PROPERTY DETAIL

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28** 3,261.**29** Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29****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
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes No	Yes No	Yes No	Yes No	Yes No	Yes No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 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
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	X	
38 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		X
39 Do you treat all use of vehicles by employees as personal use?		X
40 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?		X
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		X

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
-----------------------------	---------------------------------	---------------------------	---------------------	--	-----------------------------------

42 Amortization of costs that begins during your 2009 tax year (see instructions):

--	--	--	--	--	--

43 Amortization of costs that began before your 2009 tax year **43****44** **Total.** Add amounts in column (f). See the instructions for where to report **44**

2009

Description of Property

GENERAL DEPRECIATION

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
TELEPHONES	06/15/1993	873.	100.000			873.	873.	873.	DDB		7.000				
FILE CABINETS (5)	06/15/1993	919.	100.000			919.	919.	919.	DDB		7.000				
HP LASER PRINTER	09/15/1993	1,389.	100.000			1,389.	1,389.	1,389.	DDB		5.000				
DESKS - CHAIR	09/15/1993	350.	100.000			350.	350.	350.	DDB		7.000				
OFFICE CHAIR	09/15/1993	137.	100.000			137.	137.	137.	DDB		7.000				
TV / VCR	09/15/1993	503.	100.000			503.	503.	503.	DDB		5.000				
PHONES	06/30/1994	426.	100.000			426.	426.	426.	DDB		7.000				
TELEPHONES	07/01/1996	1,040.	100.000			1,040.	1,040.	1,040.	DDB		7.000				
COMPUTER SOFTWARE	10/12/1998	11,490.	100.000			11,490.	11,331.	11,490.	SL		3.000				159.
COPY MACHINE	11/11/1998	10,507.	100.000			10,507.	10,507.	10,507.	DDB						
COMPUTER	06/30/1999	2,884.	100.000			2,884.	2,538.	2,884.	DDB		5.000				346.
LAPTOP COMPUTER	02/11/2000	1,351.	100.000			1,351.	1,351.	1,351.	DDB		5.000				
LAPTOP COMPUTER	06/30/1999	2,046.	100.000			2,046.	1,801.	2,046.	DDB		5.000				245.
SCANNER	06/30/1999	616.	100.000			616.	541.	616.	DDB		5.000				75.
SERVER	11/27/2001	8,827.	100.000			8,827.	8,827.	8,827.	DDB		5.000				
CONFERENCE PHONE	06/27/2002	652.	100.000			652.	589.	652.	DDB		7.000				63.
GTS SOFTWARE UPGRA	07/12/2002	4,410.	100.000			4,410.	4,410.	4,410.	SL		3.000				
COMPUTER SOFTWARE	09/17/2002	691.	100.000			691.	691.	691.	SL		3.000				
COMPUTER & PRINTER	09/30/2002	1,689.	100.000			1,689.	1,689.	1,689.	DDB		5.000				
Less: Retired Assets															
Subtotals						369,370.	128,593.	198,170.							69,577.

Listed Property

TAURUS/TRADE - 500	03/02/2001	19,274.	100.000			19,274.	19,120.	19,274.	DDB		5.000				154.
2006 FORD 500	06/06/2006	18,377.	100.000			18,377.	10,610.	13,717.	DDB		5.000				3,107.
Less: Retired Assets															
Subtotals		37,651.				37,651.	29,730.	32,991.							3,261.
TOTALS		407,021.				407,021.	158,323.	231,161.							72,838.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired
JSA
9X9024 1.000

2009

Description of Property

GENERAL DEPRECIATION

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
OFFICE DESK	12/19/2002	381.	100.000			381.	345.	381.	DDB		7.000				36.
FILE CABINET	12/19/2002	418.	100.000			418.	377.	418.	DDB		7.000				41.
COMPUTERS	05/09/2002	6,491.	100.000			6,491.	6,491.	6,491.	DDB		5.000				
MS OFFICE UPGRADE	01/02/2003	2,129.	100.000			2,129.	2,129.	2,129.	SL		3.000				
LASER JET PTR - BEN	01/24/2003	400.	100.000			400.	386.	400.	DDB		5.000				14.
DELL LAPTOP - BEN	02/17/2003	2,894.	100.000			2,894.	2,894.	2,894.	DDB		5.000				
PROJECTOR	07/11/2003	2,147.	100.000			2,147.	1,806.	2,147.	DDB		5.000				341.
BATTERY BACKUP	03/04/2004	366.	100.000			366.	285.	366.	DDB		7.000				81.
3 YR SOFTWARE LIC.	03/04/2004	486.	100.000			486.	486.	486.	SL		3.000				
CRED CD COMPUTR EQ	08/26/2004	2,862.	100.000			2,862.	2,698.	2,862.	DDB		5.000				164.
LAPTOP - E KIRBY	11/01/2004	1,548.	100.000			1,548.	1,458.	1,548.	DDB		5.000				90.
PRINTER	05/05/2005	7,750.	100.000			7,750.	6,411.	7,081.	DDB		5.000				670.
SHREDDER	06/23/2005	1,383.	100.000			1,383.	952.	1,168.	DDB		5.000				216.
COMPUTER EQUIPMENT	09/29/2005	1,391.	100.000			1,391.	1,150.	1,270.	DDB		5.000				120.
COMPUTER EQUIPMENT	09/29/2005	1,115.	100.000			1,115.	922.	1,018.	DDB		5.000				96.
COMPUTER EQUIPMENT	10/06/2005	721.	100.000			721.	596.	658.	DDB		5.000				62.
FAX MACHINE	11/27/2005	2,172.	100.000			2,172.	1,796.	1,984.	DDB		5.000				188.
SOFA	02/02/2006	460.	100.000			460.	284.	334.	DDB		5.000				50.
COMPUTER	08/16/2006	1,666.	100.000			1,666.	1,156.	1,360.	DDB		5.000				204.
Less: Retired Assets															
Subtotals															

Less: Retired Assets

Subtotals

TOTALS

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending accumulated amortization	Code	Life	Current-year amortization
Less: Retired Assets							
Subtotals							
TOTALS							

*Assets Retired

JSA

9X9024 1.000

DEPRECIATION

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Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2009

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 $\frac{1}{3}$ % 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, aggregate 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 aggregate 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization WALTON FAMILY FOUNDATION, INC.Employer identification number
13-3441466**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate 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 if there is a noncash contribution.)
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 if there is a noncash contribution.)
3	HRW TRUST NO. 3, UAD 01/17/03 P.O. BOX 730 MILLSAP, TX 76066	\$ 13,551,158.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	HRW TRUST NO. 4, UAD 01/17/03 P.O. BOX 730 MILLSAP, TX 76066	\$ 13,551,158.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	JTW TRUST NO. 1, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 93,936,243.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	JTW TRUST NO. 2, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 93,936,243.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **WALTON FAMILY FOUNDATION, INC.**Employer identification number
13-3441466**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	JTW TRUST NO. 3, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 93,936,246.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	JTW TRUST NO. 4, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 93,936,246.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	JTW TRUST NO. 5, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 93,936,246.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	HRW TESTAMENTARY TRUST NO. 1 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,724,595.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	HRW TESTAMENTARY TRUST NO. 2 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,724,595.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	HRW TESTAMENTARY TRUST NO. 3 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,724,595.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **WALTON FAMILY FOUNDATION, INC.**Employer identification number
13-3441466**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	HRW TESTAMENTARY TRUST NO. 4 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,724,595.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	HRW TESTAMENTARY TRUST NO. 5 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,740,333.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	HRW TESTAMENTARY TRUST NO. 6 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,740,333.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	HRW TESTAMENTARY TRUST NO. 7 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,740,333.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	HRW TESTAMENTARY TRUST NO. 8 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,740,333.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	HRW TESTAMENTARY TRUST NO. 9 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,745,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WALTON FAMILY FOUNDATION, INC.Employer identification number
13-3441466**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	HRW TESTAMENTARY TRUST NO. 10 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,745,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	HRW TESTAMENTARY TRUST NO. 11 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,745,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	HRW TESTAMENTARY TRUST NO. 12 P.O. BOX 730 MILLSAP, TX 76606	\$ 12,745,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	CHRISTY R. WALTON 970 W BROADWAY JACKSON, WY 83011	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARVEST BANK	376,303.	376,303.
WALTON ENTERPRISES, LLC	1.	1.
BANK OF AMERICA	85,282.	85,282.
TOTAL	461,586.	461,586.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WALTON ENTERPRISES, LLC	30,821,963.	30,821,963.
NORTHERN TRUST	22,622,485.	22,622,485.
REGIONS BANK	36,511.	36,511.
PRESBYTERIAN CHURCH USA	192,748.	192,748.
CHARTER SCHOOL GROWTH FUND - PRI	658,535.	658,535.
SOUTHERN FINANCIAL PARTNERS - PRI	53,266.	53,266.
TOTAL	54,385,508.	54,385,508.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	73.	73.
RECOVERIES OF PRIOR YEAR GRANTS	380,413.	
TOTALS	380,486.	73.

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	530,865.			530,865.
TOTALS	<u>530,865.</u>	<u>0.</u>	<u>0.</u>	<u>530,865.</u>

ATTACHMENT 5FORM 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	1,547,550.	1,547,550.	
EDUCATIONAL CONSULTING FEES	2,806,957.		2,806,957.
CHARITABLE & OTHER CONSULTING	751,310.		751,310.
TOTALS	<u>5,105,817.</u>	<u>1,547,550.</u>	<u>3,558,267.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX	1,085,000.	884.
PROPERTY TAXES	884.	
TOTALS	<u>1,085,884.</u>	<u>884.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SCHOLARSHIP COMMITTEE FEES	6,550.		6,550.
MISC. EXPENSES	4,301.		4,301.
SUPPLIES	67,663.		67,663.
TELEPHONE AND COMMUNICATIONS	88,399.		88,399.
POSTAGE AND EXPRESS MAIL	7,660.		7,660.
DUES AND SUBSCRIPTIONS	12,456.		12,456.
INSURANCE	55,597.		55,597.
STORAGE	61,282.		61,282.
WEBSITE SERVICES	985.		985.
PRINT/DESIGN SERVICES	93,605.		93,605.
RECRUITING EXPENSES	1,249.		1,249.
PUBLIC RELATION EXPENSES	92,307.		92,307.
PORTFOLIO EXPENSES	416.	416.	
TOTALS	492,470.	416.	492,054.

ATTACHMENT 8FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: AEG/SOUTHERN FINANCIAL PARTNERS
ORIGINAL AMOUNT: 2,500,000.
INTEREST RATE: 2.000000
DATE OF NOTE: 06/01/2001
MATURITY DATE: 07/01/2011
REPAYMENT TERMS: PMTS OF \$78,125 + INT BEG 10/01/03 UNTIL PAID OFF
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: FUNDING OF SMALL BUSINESSES IN DELTA AREA
DESCRIPTION AND FMV \$2,500,000 CASH
OF CONSIDERATION: 2,500,000.

BEGINNING BALANCE DUE 781,250.

ENDING BALANCE DUE 468,750.

ENDING FAIR MARKET VALUE 468,750.

BORROWER: LOCAL INITIATIVES SUPPORT CORPORATION
ORIGINAL AMOUNT: 10,000,000.
INTEREST RATE: 0.000000
DATE OF NOTE: 09/09/2003
MATURITY DATE: 12/31/2016
REPAYMENT TERMS: 1,000,000 DUE 12/31/12 AND YEARLY. TOTAL DUE 2016
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: HELP FINANCE NEW EDUCATIONAL FACILITIES FUNDS
DESCRIPTION AND FMV 10,000,000 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.

ATTACHMENT 8 (CONT'D)

BORROWER: BRIGHTER CHOICE FOUNDATION
ORIGINAL AMOUNT: 10,000,000.
INTEREST RATE: 0.000000
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 \$10,000,000 CASH
OF CONSIDERATION: 10,000,000.

BEGINNING BALANCE DUE 4,807,286.

ENDING BALANCE DUE 10,000,000.

ENDING FAIR MARKET VALUE 10,000,000.

BORROWER: PACIFIC CHARTER SCHOOL DEVELOPMENT
ORIGINAL AMOUNT: 3,750,000.
INTEREST RATE: 0.000000
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 \$3,750,000 CASH
OF CONSIDERATION: 3,750,000.

BEGINNING BALANCE DUE 3,750,000.

ENDING BALANCE DUE 3,750,000.

ENDING FAIR MARKET VALUE 3,750,000.

ATTACHMENT 8 (CONT'D)

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: FULL REPAYMENT OF PRINCIPAL DUE ON 12/31/16
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: FUNDING OF SMALL BUSINESSES IN THE DELTA AREA
DESCRIPTION AND FMV \$2,000,000 CASH
OF CONSIDERATION: 2,000,000.

BEGINNING BALANCE DUE 2,000,000.

ENDING BALANCE DUE 2,000,000.

ENDING FAIR MARKET VALUE 2,000,000.

BORROWER: SOUTHERN FINANCIAL PARTNERS
ORIGINAL AMOUNT: 110,000.
INTEREST RATE: 0.000000
DATE OF NOTE: 04/11/2007
MATURITY DATE: 04/11/2009
REPAYMENT TERMS: PAYMENT IN FULL AFTER TWO YEARS
SECURITY PROVIDED: NONE
DESCRIPTION AND FMV \$110,000 CASH
OF CONSIDERATION: 110,000.

BEGINNING BALANCE DUE 110,000.

ENDING BALANCE DUE 0.

ATTACHMENT 8 (CONT'D)

BORROWER: BRIGHTER CHOICE FOUNDATION
ORIGINAL AMOUNT: 5,000,000.
INTEREST RATE: 0.000000
DATE OF NOTE: 05/31/2007
MATURITY DATE: 12/31/2010
REPAYMENT TERMS: BALLON PAYMENT - THREE YEAR TERM
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: FINANCE CONSTRUCTION OF CHARTER SCHOOLS
DESCRIPTION AND FMV OF CONSIDERATION: \$5,000,000 CASH
5,000,000.

BEGINNING BALANCE DUE 5,000,000.

ENDING BALANCE DUE 5,000,000.

ENDING FAIR MARKET VALUE 5,000,000.

BORROWER: BUILDING HOPE
ORIGINAL AMOUNT: 9,000,000.
INTEREST RATE: 0.000000
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: DEVELOP 28 FACILITIES HIGH QUALITY CHARTER SCHOOLS
DESCRIPTION AND FMV OF CONSIDERATION: \$9,000,000 CASH
9,000,000.

BEGINNING BALANCE DUE 5,227,500.

ENDING BALANCE DUE 8,024,705.

ENDING FAIR MARKET VALUE 8,024,705.

ATTACHMENT 8 (CONT'D)

BORROWER: CALIFORNIA CHARTER SCHOOL ASSN
ORIGINAL AMOUNT: 1,100,000.
INTEREST RATE: 0.000000
DATE OF NOTE: 06/11/2007
MATURITY DATE: 06/11/2011
REPAYMENT TERMS: BALLOON PAYMENT IN FOUR YEARS
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: CAPITAL TO PROVIDE INSURANCE FOR CHARTER SCHOOLS
DESCRIPTION AND FMV \$1,100,000 CASH
OF CONSIDERATION: 1,100,000.

BEGINNING BALANCE DUE 825,000.

ENDING BALANCE DUE 550,000.

ENDING FAIR MARKET VALUE 550,000.

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: TO PROVIDE CHARTER SCHOOL FACILITIES FINANCING
DESCRIPTION AND FMV \$10,000,000 CASH
OF CONSIDERATION: 2,500,000.

BEGINNING BALANCE DUE 10,000,000.

ENDING BALANCE DUE 2,500,000.

ENDING FAIR MARKET VALUE 2,500,000.

ATTACHMENT 8 (CONT'D)

BORROWER: IFF
ORIGINAL AMOUNT: 5,000,000.
INTEREST RATE: 0.000000
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 CASH
OF CONSIDERATION: 5,000,000.

BEGINNING BALANCE DUE 1,000,000.

ENDING BALANCE DUE 5,000,000.

ENDING FAIR MARKET VALUE 5,000,000.

BORROWER: PRESBYTERIAN CHURCH (U.S.A)
ORIGINAL AMOUNT: 2,396,698.
INTEREST RATE: 2.710000
DATE OF NOTE: 01/25/2007
MATURITY DATE: 01/25/2011
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 \$2,657,952 CASH
OF CONSIDERATION: 2,657,952.

BEGINNING BALANCE DUE 2,577,509.

ENDING BALANCE DUE 2,657,952.

ENDING FAIR MARKET VALUE 2,657,952.

ATTACHMENT 8 (CONT'D)

BORROWER: PRESBYTERIAN CHURCH (U.S.A.)
ORIGINAL AMOUNT: 2,396,698.
INTEREST RATE: 2.370000
DATE OF NOTE: 01/25/2007
MATURITY DATE: 01/25/2013
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 \$2,694,323 CASH
OF CONSIDERATION: 2,694,323.

BEGINNING BALANCE DUE 2,582,018.

ENDING BALANCE DUE 2,694,323.

ENDING FAIR MARKET VALUE 2,694,323.

BORROWER: PACIFIC CHARTER SCHOOL DEVEL.
ORIGINAL AMOUNT: 10,000,000.
INTEREST RATE: 0.000000
DATE OF NOTE: 08/14/2009
MATURITY DATE: 08/13/2018
REPAYMENT TERMS: DUE AND PAYABLE IN FULL, 8/13/2018
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: CONSTRUCTION OF CHARTER SCHOOL FACILITIES
DESCRIPTION AND FMV \$10,000,000, 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.

ATTACHMENT 8 (CONT'D)

BORROWER: EXCELLENT EDUCATION DEVELOP.
ORIGINAL AMOUNT: 4,500,000.
INTEREST RATE: 0.000000
DATE OF NOTE: 08/14/2008
MATURITY DATE: 08/13/2015
REPAYMENT TERMS: DUE AND PAYABLE IN FULL, 8/13/2015
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: AID W/DUE DILIGENCE FOR SCHOOLS NEEDING FINANCING
DESCRIPTION AND FMV \$4,500,000 CASH
OF CONSIDERATION: 4,500,000.

BEGINNING BALANCE DUE 4,500,000.

ENDING BALANCE DUE 4,500,000.

ENDING FAIR MARKET VALUE 4,500,000.

BORROWER: E-STEM PUBLIC CHARTER SCHOOLS
ORIGINAL AMOUNT: 3,200,000.
INTEREST RATE: 0.000000
DATE OF NOTE: 04/07/2008
MATURITY DATE: 07/14/2013
REPAYMENT TERMS: DUE AND PAYABLE IN FULL, 7/14/2013
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PROVIDE FUNDS TO RENOVATE CHARTER SCHOOL BLDING.
DESCRIPTION AND FMV \$2,937,342 CASH
OF CONSIDERATION: 2,937,342.

BEGINNING BALANCE DUE 2,909,000.

ENDING BALANCE DUE 2,937,342.

ENDING FAIR MARKET VALUE 2,937,342.

ATTACHMENT 8 (CONT'D)

BORROWER: LOCAL INITIATIVES SUPPORT CORP
ORIGINAL AMOUNT: 2,700,000.
INTEREST RATE: 0.000000
DATE OF NOTE: 04/26/2008
MATURITY DATE: 04/26/2021
REPAYMENT TERMS: DUE AND PAYABLE IN FULL, 04/26/2021
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: SUPPORT CHARTER SCHOOL FACILITIES
DESCRIPTION AND FMV \$1,800,000, CASH
OF CONSIDERATION: 1,800,000.

BEGINNING BALANCE DUE 900,000.

ENDING BALANCE DUE 1,800,000.

ENDING FAIR MARKET VALUE 1,800,000.

BORROWER: EARTH OCEAN FARMS
ORIGINAL AMOUNT: 100,000.
INTEREST RATE: 0.000000
DATE OF NOTE: 08/06/2009
MATURITY DATE: 09/16/2010
REPAYMENT TERMS: DUE AND PAYABLE
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PROVIDE FUNDS TO DEVELOP ENVIRONMENT TECHNOLOGIES
DESCRIPTION AND FMV \$100,000 CASH
OF CONSIDERATION: 100,000.

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 100,000.

ENDING FAIR MARKET VALUE 100,000.

ATTACHMENT 8 (CONT'D)

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: DUE AND PAYABLE 12/31/2018
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: ESTABLISH ARKANSAS EDUCATION FACILITIES LOAN FUND
DESCRIPTION AND FMV \$1,700,000 CASH
OF CONSIDERATION: 1,700,000.

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 1,700,000.

ENDING FAIR MARKET VALUE 1,700,000.

BORROWER: SOUTHERN BANCORP CDC
ORIGINAL AMOUNT: 8,500,000.
INTEREST RATE: 0.000000
DATE OF NOTE: 08/13/2009
MATURITY DATE: 12/31/2015
REPAYMENT TERMS: DUE AND PAYABLE 12/31/2015
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PURCHASE REAL ESTATE FOR A CHARTER SCHOOL IN AR
DESCRIPTION AND FMV \$2,785,352 IN CASH
OF CONSIDERATION: 2,785,352.

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 2,785,352.

ENDING FAIR MARKET VALUE 2,785,352.

ATTACHMENT 8 (CONT'D)

BORROWER: SOUTHERN BANCORP CAPITAL PARTNERS
ORIGINAL AMOUNT: 2,000,000.
INTEREST RATE: 1.000000
DATE OF NOTE: 12/10/2009
MATURITY DATE: 12/10/2029
REPAYMENT TERMS: DUE AND PAYABLE 12/10/2029
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PROVIDE FUNDS TO REDEVELOP DOWNTOWN HELENA, AR
DESCRIPTION AND FMV \$250,000 CASH
OF CONSIDERATION: 250,000.

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 250,000.

ENDING FAIR MARKET VALUE 250,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 66,969,563.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 76,718,424.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 76,718,424.

FORM 990PF, PART II - OTHER INVESTMENTS

<u>ATTACHMENT 9</u>		
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WALTON ENTERPRISES, LLC		
LIMITED LIABILITY CO. UNITS		
NORTHERN TRUST MANAGED FIXED	174,365,934.	616,513,503.
INCOME ACCOUNT		
BOA CERTIFICATE OF DEPOSIT	1,397,778,658.	1,410,719,827.
REGION BANK - STOCK	5,023,271.	5,023,271.
	5,957,098.	877,923.
TOTALS	<u>1,583,124,961.</u>	<u>2,033,134,524.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROGRAM RELATED INVESTMENT- (SOUTHERN DEVELOPMENT BANK CO)	3,300,030.	3,300,030.
PROGRAM RELATED INVESTMENT- (NEIGHBORHOOD BANCORP.)	100,000.	100,000.
ART WORK - HELD FOR CHARITABLE USE	137,290,308.	137,290,308.
DEPOSITS	10,223.	10,223.
TOTALS	<u>140,700,561.</u>	<u>140,700,561.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

DIFFERENCE IN COST AND FMV OF IN-KIND
GRANT PAID.

73,239,594.

TOTAL

73,239,594.

WALTON FAMILY FOUNDATION, INC.

13-3441466

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
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

WALTON FAMILY FOUNDATION, INC.

13-3441466

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALICE A. WALTON 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		* 3,531,414	NONE	NONE
		3,531,414	NONE	NONE

* 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 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NCS PEARSON INC 13036 COLLECTION CENTER DRIVE CHICAGO, IL 60693	EVALUATION/CONSULT	873,655.
GOLDMAN SACHS ASSET MGT. 71 SOUTH WACKER DRIVE CHICAGO, IL 60606	INVESTMENT MGT. FEES	621,887.
NORTHERN TRUST COMPANY P.O. BOX 803878 CHICAGO, IL 60680	INVESTMENT MGT. FEES	373,237.
BANK OF AMERICA INVESTMENT FEES 5500 PRESTON ROAD, SUITE B DALLAS, TX 75205	INVESTMENT MGMT FEES	448,031.
SIDLEY AUSTIN, LLP ONE SOUTH DEARBORN CHICAGO, IL 60603	LEGAL SERVICES	333,914.
TOTAL COMPENSATION		<u>2,650,724.</u>

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

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

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

CONTRIBUTIONS: WRITTEN REQUESTS ONLY
SCHOLARSHIPS: SEE ATTACHED SCHOLARSHIP APPLICATION

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

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHMENT 18

259,558,300.

WALTON FAMILY CHARITABLE SUPPORT FOUNDATION
P.O. BOX 2030
BENTONVILLE, AR 72712

SUPPORT ORGANIZATION

100,848,750.

TO PROVIDE ENDOWMENT FUNDS FOR THE WALTON
INTERNATIONAL SCHOLARSHIP PROGRAM PROVIDED
THROUGH THE WALTON FAMILY CHARITABLE SUPPORT
FOUNDATION.

TOTAL CONTRIBUTIONS PAID

360,407,050.

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

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC INCOME					
RECOVERY OF PRIOR YEAR GRANTS			16	73.	380,413.
TOTALS				73.	380,413.

From Attachment 16, Detail for Part XV, Line3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
(Northeastern Oklahoma) NEO A&M College Development Foundation, Inc.	Miami	OK		Public	Education	\$ 5,000
A Chance to Change Foundation	Oklahoma City	OK		Public	Charitable	5,000
Academia Moderna	Los Angeles	CA		Public	Education	220,000
Active Minds Institute Inc. f/b/o Active Minds Charter School	St. Louis	MO		Exp. Responsibility	Education	10,000
Active Minds Institute Inc. f/b/o Active Minds Charter School	St. Louis	MO		Public	Education	10,000
Adult Development Center of Benton County, Inc.	Rogers	AR		Public	Education	502,500
Ag Technology and Environmental Stewardship Foundation Inc.	Ankeny	IA		Exp. Responsibility	Charitable	88,850
Agudath Israel of Illinois	Chicago	IL		Public	Education	400,000
Aim High Academy, Inc.	Tulsa	OK		Public	Education	2,000
Alliance for School Choice, Inc.	Washington	DC		Public	Education	1,350,379
Alliance for Universal Education Inc	Aurora	CO		Public	Education	30,000
Alma Area Boys & Girls Club, Inc.	Alma	AR		Public	Charitable	5,000
Alma School District	Alma	AR		Public	Education	2,500
Amazing Young Minds and Athletes Corporation	Norcross	GA		Public	Education	30,000
American Cancer Society Inc.	Stilwell	OK		Public	Charitable	2,000
American Heart Association	Tulsa	OK		Public	Charitable	7,500
American Heart Association, Inc.	Austin	TX		Public	Charitable	5,000
American Lung Association of the Central States, Inc.	Oklahoma City	OK		Public	Charitable	5,000
American Quarter Horse Foundation	Amarillo	TX		Public	Charitable	50,000
American Red Cross	Vinita	OK		Public	Charitable	1,000
American Red Cross Greater Arkansas Chapter	Little Rock	AR		Public	Charitable	12,500
American Red Cross Greater Kansas City Chapter	Kansas City	MO		Public	Charitable	5,000
American Relief Services, Inc. f/b/o American International Academy	Fenton	MI		Public	Charitable	10,000
American Whitewater	Cullowhee	NC		Public	Charitable	30,000
Amon Carter Museum of Western Art	Fort Worth	TX		Public	Charitable	576,700
Anahuacalmeac International University Preparatory High School of North America	Los Angeles	CA		Public	Education	250,000
Animal Welfare & Adoption Agency of Miami Oklahoma	Miami	OK		Public	Charitable	1,500
AOPA Foundation Aircraft Owners and Pilot Association	Frederick	MD		Public	Charitable	20,000
Ararat Charter School	West Hills	CA		Exp. Responsibility	Education	30,000
Ararat Charter School	West Hills	CA		Public	Education	220,000
ARC Group Homes	Bartlesville	OK		Public	Charitable	5,000
Area Agency on Aging of Northwest Arkansas Foundation	Harrison	AR		Public	Charitable	14,000
ARISE Academy	New Orleans	LA		Public	Education	250,000
Arizona Charter Schools Association (ACSA)	Phoenix	AZ		Public	Education	1,131,000
Arizona Science Center	Phoenix	AZ		Public	Charitable	337,500
Arkansans for Education Reform Foundation (AERF)	Little Rock	AR		Exp. Responsibility	Education	105,000
Arkansas Aims - Arkansas Advanced Initiative for Math and Science, Inc.	Little Rock	AR		Public	Education	269,682
Arkansas Arts Center Foundation	Little Rock	AR		Public	Charitable	1,000
Arkansas Bicycle Coalition	Rogers	AR		Public	Charitable	8,000
Arkansas Business & Education Alliance	Little Rock	AR		Public	Education	2,500
Arkansas Children's Hospital Foundation	Little Rock	AR		Public	Charitable	5,000
Arkansas Community Foundation	Little Rock	AR		Public	Charitable	45,000
Arkansas Department of Education	Little Rock	AR		Public	Education	29,000
Arkansas Economic Acceleration Foundation	Little Rock	AR		Public	Education	89,760
Arkansas Governor's Mansion Association	Little Rock	AR		Public	Charitable	1,000
Arkansas Hunger Relief Alliance Inc	Little Rock	AR		Public	Charitable	3,500
Arkansas Policy Foundation	Little Rock	AR		Public	Charitable	10,000
Arkansas Repertory Theatre	Little Rock	AR		Public	Charitable	10,000
Arkansas Research Alliance (ARA)	Conway	AR		Public	Education	50,000
Arkansas Sheriff's Youth Ranches, Inc.	Batesville	AR		Public	Charitable	10,000
Arkansas Single Parent Scholarship Fund	Springdale	AR		Public	Education	477,892
Arkansas Special Olympics Inc.	North Little Rock	AR		Public	Charitable	1,000
Arkansas State Council on Economic Education (Economics Arkansas)	Little Rock	AR		Public	Charitable	22,998
Arkansas Tech University	Russellville	AR		Public	Education	188,000
Arkansas Tech University Foundation	Russellville	AR		Public	Education	5,000
Arkansas Teen Challenge Women's Ministries, Inc.	Russellville	AR		Public	Charitable	3,000
Arkansas Tennis Patrons Foundation	Little Rock	AR		Public	Charitable	10,000
Arkansas-Oklahoma Cancer Support Foundation	Fort Smith	AR		Public	Charitable	4,000
Armed Services YMCA	Lawton	OK		Public	Charitable	5,000
Army Historical Foundation, Inc.	Arlington	VA		Public	Charitable	15,000
Arts Center of the Ozarks	Springdale	AR		Public	Charitable	6,000
Arts Engine, Inc.	New York	NY		Public	Education	66,300

From Attachment 16, Detail for Part XV, Line3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
ARVAC, Inc.	Dardanelle	AR		Public	Education	4,000
Aspen Center for Environmental Studies	Aspen	CO		Public	Charitable	15,000
Aspen Valley Medical Foundation Limited	Aspen	CO		Public	Charitable	10,000
Aspen Valley Ski-Snowboard Club, Inc.	Aspen	CO		Public	Charitable	40,000
ASPIRE-Assisting Single Parents in Realizing Education - formerly National Single Parent Sch Fnd	Fayetteville	AR		Public	Education	90,916
Association of American Educators Foundation (AAE)	Mission Viejo	CA		Public	Education	295,000
Association of Missouri Charter Schools (AMCS)	Kansas City	MO		Public	Education	275,000
Atlas Preparatory School	Colorado Springs	CO		Public	Education	220,000
Autism Center of Tulsa Inc	Tulsa	OK		Public	Charitable	10,000
Bacone College	Muskogee	OK		Public	Education	4,500
Ball State University	Muncie	IN		Public	Education	152,080
Bartlesville Public Schools	Bartlesville	OK		Public	Education	6,000
Bartlesville Regional United Way	Bartlesville	OK		Public	Charitable	1,000
Bartlesville Area Friends of the Parks, Inc.	Bartlesville	OK		Public	Charitable	5,000
Bass Reeves Legacy Initiative, Inc.	Fort Smith	AR		Public	Charitable	2,500
Baxter County Public Library Foundation	Mountain Home	AR		Public	Charitable	10,000
BCAP Breast Cancer Assistance Program Fund	Tulsa	OK		Public	Charitable	2,000
BCFA, Inc. (Benton County Fair Association, Inc.)	Bentonville	AR		Public	Charitable	1,750
Bella Vista Historical Society	Bella Vista	AR		Public	Charitable	1,000
Benjamin E. Mays Preparatory School	New Orleans	LA		Public	Education	250,000
Benton County Historical Society	Bentonville	AR		Public	Charitable	1,000
Benton County Single Parent Scholarship Fund	Bentonville	AR		Public	Education	239,000
Benton County Solid Waste District	Bentonville	AR		Public	Charitable	13,835
Bentonville Child Care & Development Center	Bentonville	AR		Public	Education	673,738
Bentonville Library Foundation	Bentonville	AR		Public	Charitable	5,000
Bentonville Public Schools	Bentonville	AR		Public	Education	77,760
Bentonville/Bella Vista Trailblazers Association, Inc.	Bella Vista	AR		Public	Charitable	1,013,555
Berryville Public Schools	Berryville	AR		Public	Education	3,500
Better Learning Communities Academy	St. Louis	MO		Exp. Responsibility	Education	10,000
Beyond Boundaries, Inc.	Ward	AR		Public	Education	1,074
Big Brothers & Big Sisters of North Central Arkansas	Conway	AR		Public	Charitable	5,000
Big Brothers Big Sisters of Oklahoma, Inc. (Norman)	Norman	OK		Public	Charitable	2,500
Black Alliance for Educational Options (BAEO)	Washington	DC		Public	Charitable	900,000
Black Liberated Arts Center	Oklahoma City	OK		Public	Charitable	5,000
Black Stallion Literacy Project, Inc.	Mountain Home	AR		Public	Education	2,200
Blazer Sports, Inc.	Bartlesville	OK		Public	Charitable	5,000
Bolivar - Community Foundation of the Ozarks	Springfield	MO		Public	Charitable	6,000
Boone County Library	Harrison	AR		Public	Charitable	5,000
Bost Human Development Services, Inc.	Fort Smith	AR		Public	Charitable	2,500
Botanical Garden Society of the Ozarks	Fayetteville	AR		Public	Charitable	83,227
Boulder Community Foundation	Boulder	CO		Public	Charitable	25,000
Boy Scouts of America	Bartlesville	OK		Public	Charitable	5,000
Boy Scouts of America	Tulsa	OK		Public	Charitable	10,000
Boy Scouts of America/Westark Area Council	Fort Smith	AR		Public	Charitable	8,000
Boys & Girls Club of Bartlesville	Bartlesville	OK		Public	Charitable	5,000
Boys & Girls Club of Benton County	Bentonville	AR		Public	Charitable	25,000
Boys & Girls Club of Central Arkansas	Little Rock	AR		Public	Charitable	5,000
Boys & Girls Club of Faulkner County	Conway	AR		Public	Charitable	5,000
Boys & Girls Club of Nowata, Inc.	Nowata	OK		Public	Charitable	5,000
Boys & Girls Club of the Ozarks, Inc.	Branson	MO		Public	Charitable	2,500
Boys & Girls Club of Wallingford (Ulbrich Boys & Girls)	Wallingford	CT		Public	Charitable	5,000
Boys & Girls Clubs of America	Atlanta	GA		Public	Charitable	25,000
Boys & Girls Clubs of Metropolitan Phoenix	Phoenix	AZ		Public	Charitable	15,000
Bright Water Elementary	Minneapolis	MN		Public	Education	250,000
Brighter Choice Foundation	Albany	NY		Public	Education	1,077,072
Brookings Institution	Washington	DC		Public	Education	200,000
Building Excellent Schools	Boston	MA		Public	Education	1,200,000
Building Hope	Washington	DC		Exp. Responsibility	Education	250,000
Bull Shoals Library Friends, Inc.	Bull Shoals	AR		Public	Charitable	2,500
Cabot Panther Education Foundation	Cabot	AR		Public	Education	5,000

From Attachment 16, Detail for Part XV, Line3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Cabot Scholarship Foundation, Inc.	Cabot	AR		Public	Education	3,000
California Academy of Sciences	San Francisco	CA		Public	Education	430,000
California Charter Schools Association CCSA	Los Angeles	CA		Public	Education	2,419,352
Camp War Eagle, Inc.	Rogers	AR		Exp. Responsibility	Charitable	3,416,555
Canadian Public Schools	Canadian	OK		Public	Education	6,000
Caney Valley Historical Society	Caney	KS		Public	Charitable	2,000
Cape Cod Commercial Hook Fishermen's Association Inc.	North Chatham	MA		Public	Charitable	250,000
Capital Research Center	Washington	DC		Public	Education	1,000
Care Food Pantry, Inc.	Tahlequah	OK		Public	Charitable	5,000
Careity Foundation	Fort Worth	TX		Public	Charitable	25,000
Carl Albert State College Development Foundation	Poteau	OK		Public	Education	8,000
Carondelet Leadership Academy	St. Louis	MO		Exp. Responsibility	Education	30,000
Carthage R-9 School Foundation	Carthage	MO		Public	Education	2,500
Carver High Alumni Assoc Inc.	Lonoke	AR		Public	Education	5,000
CASA - Court Appointed Special Advocates	Sherman	TX		Public	Charitable	10,000
CASA of Northwest Arkansas, Inc.	Springdale	AR		Public	Charitable	3,000
Catholic Association of Latino Leaders Inc	San Antonio	TX		Public	Charitable	150,000
Catholic Social Services, Diocese of Little Rock	Little Rock	AR		Public	Charitable	98,000
Cato Institute	Washington	DC		Public	Education	3,000
Cayetano Heredia Foundation	Lima 18, Peru			Exp. Responsibility	Charitable	117,875
Cedar County Historical Society, Inc.	Stockton	MO		Public	Charitable	3,500
Center for Education Reform	Bethesda	MD		Public	Education	500,000
Center for Inspired Teaching f/b/o Inspired Teaching Demonstration School	Washington	DC		Public	Education	10,000
Centers for Youth & Families, Inc.	Little Rock	AR		Public	Charitable	10,000
CEO Leadership Academy, Inc.	Milwaukee	WI		Public	Education	150,000
Cerebral Palsy of Tri-County, Inc.	Webb City	MO		Public	Charitable	2,000
Ceres	Boston	MA		Public	Education	50,000
Cesar Chavez Academy-Denver	Pueblo	CO		Public	Education	250,000
Challenge Foundation Academies of Arizona Inc.	Phoenix	AZ		Public	Education	250,000
Charitable Christian Medical Clinic	Hot Springs	AR		Public	Charitable	1,500
Charities Aid Foundation America AKA CAFAmerica	Alexandria	VA		Public	Charitable	6,500
Charter Fund, Inc. (CSGF)	Broomfield	CO		Exp. Responsibility	Education	13,766,914
Charter School of Excellence CSE04-09 Campus	Ft. Lauderdale	FL		Public	Education	250,000
Charter School of Excellence CSE05-09 Campus	Ft. Lauderdale	FL		Public	Education	250,000
Charter School of Excellence Inc.	Fort Lauderdale	FL		Public	Education	90,000
Charter School of Excellence Wilton Manors Campus (formerly CSE at North Lauderdale)	Ft. Lauderdale	FL		Public	Education	250,000
Chickasha Area Arts Council, Inc.	Chickasha	OK		Public	Charitable	2,500
Chickasha Opportunity Center, Inc.	Chickasha	OK		Public	Charitable	2,500
Child Advocates of Silicon Valley, Inc. formerly Court Designated Child Advocates, Inc.	Milpitas	CA		Public	Charitable	5,000
Children's Discovery Museum of San Jose	San Jose	CA		Public	Charitable	1,000
Children's Health Council	Palo Alto	CA		Public	Charitable	1,000
Children's Museum of Northwest Arkansas	Bentonville	AR		Public	Charitable	186,000
Children's Scholarship Fund (CSF)	New York	NY		Public	Education	15,436,000
Children's Therapeutic Learning Center, Inc.	Kansas City	MO		Public	Charitable	5,000
Chisholm Trail Arts Council, Inc.	Duncan	OK		Public	Charitable	1,000
Choate Rosemary Hall Foundation, Inc.	Wallingford	CT		Public	Education	1,622,000
Christel House Academy High School	Indianapolis	IN		Public	Education	250,000
Christian Community Care Clinic, Inc.	Benton	AR		Public	Charitable	2,500
Christopher House f/b/o Christopher House Charter School	Chicago	IL		Public	Education	20,000
Chula Vista Elementary School District	Chula Vista	CA		Public	Education	144,560
Church of the Nazarene	Kansas City	MO		Public	Charitable	3,500
Church of the Pioneers Foundation	Menlo Park	CA		Public	Charitable	5,000
Cien Aguas International School	Albuquerque	NM		Public	Education	250,000
Circle of Life	Springdale	AR		Public	Charitable	10,000
City of Bentonville	Bentonville	AR		Public	Charitable	571,860
City of Elkins	Elkins	AR		Public	Charitable	5,000
City of Farmington	Farmington	AR		Public	Charitable	20,000
City of Fort Smith	Fort Smith	AR		Public	Charitable	1,500
City of Greenwood	Greenwood	AR		Public	Charitable	3,500

From Attachment 16, Detail for Part XV, Line3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
City of Hollister	Hollister	MO		Public	Charitable	2,500
City of Rogers	Rogers	AR		Public	Charitable	561,748
City of Siloam Springs	Siloam Springs	AR		Public	Charitable	313,775
City of Yellville	Yellville	AR		Public	Charitable	4,000
Civic Youth Orchestra, Inc.	San Marcos	CA		Public	Charitable	1,000
Civil Air Patrol	Rogers	AR		Public	Charitable	2,500
Claremore Public Schools Foundation	Claremore	OK		Public	Education	5,000
Clarksville Junior High School	Clarksville	AR		Public	Education	3,500
Classic Charitable Foundation - Celebrity Classic	Fort Smith	AR		Public	Charitable	5,000
Cleveland County Christmas Store, Inc.	Norman	OK		Public	Charitable	5,000
Coffeyville Community College Foundation	Coffeyville	KS		Public	Education	8,000
Colcord Public Schools	Colcord	OK		Public	Education	2,500
College of the Ozarks	Point Lookout	MO		Public	Education	25,000
College of Wooster	Wooster	OH		Public	Education	20,000
College Prep Elementary	St. Paul	MN		Public	Education	250,000
College-Ready Middle Academy #4	Los Angeles	CA		Public	Education	250,000
College-Ready Middle Academy #5	Los Angeles	CA		Public	Education	250,000
Colorado Environmental Coalition	Denver	CO		Public	Charitable	31,991
Colorado League of Charter Schools	Denver	CO		Public	Education	795,500
Colorado Nonprofit Development Center	Denver	CO		Public	Charitable	100,000
Colorado State University Foundation	Fort Collins	CO		Public	Education	109,828
Colorado Therapeutic Riding Center, Inc.	Longmont	CO		Public	Charitable	5,000
Colorado Water Trust	Denver	CO		Public	Charitable	56,500
Columbia College	Columbia	MO		Public	Education	10,000
Columbia Law School	New York	NY		Public	Education	25,000
Columbia Public Schools	Columbia	MO		Public	Education	2,000
Communities Foundation of Oklahoma, Inc.	Oklahoma City	OK		Public	Charitable	6,000
Community Action Program for Central Arkansas	Conway	AR		Public	Charitable	3,147
Community Development Corporation of Bentonville Bella Vista, Inc. (CDC)	Bentonville	AR		Public	Charitable	2,500
Community Food Bank of Eastern Oklahoma	Tulsa	OK		Public	Charitable	5,000
Community Foundation of Jackson Hole	Jackson	WY		Public	Charitable	210,000
Community Foundation of the Ozarks, Inc.	Springfield	MO		Public	Charitable	5,000
Community Service Council of Greater Tulsa	Tulsa	OK		Public	Charitable	15,000
Community Services Clearing House, Inc.	Fort Smith	AR		Public	Charitable	2,500
Comunidad y Biodiversidad, A.C. (COBI)	Guaymas Sonora			Exp. Responsibility	Charitable	651,150
Coney Island Prep	New York	NY		Public	Education	220,000
Connors Development Foundation	Warner	OK		Public	Charitable	10,000
Conservation International Foundation	Arlington	VA		Public	Charitable	20,989,768
Construction Advancement Program Inc.	Albuquerque	NM		Public	Charitable	10,000
Consultative Group on Biological Diversity	San Francisco	CA		Public	Charitable	80,000
Conway County Care Center	Morrilton	AR		Public	Charitable	2,500
Conway County Center for Exceptional Children	Morrilton	AR		Public	Charitable	2,500
Conway County Christian Clinic	Morrilton	AR		Public	Charitable	2,500
Conway Cradle Care	Conway	AR		Public	Charitable	5,000
Cornerstone Academy Preparatory School	San Jose	CA		Public	Education	250,000
Cornerstone Montessori Elementary School	St. Paul	MN		Exp. Responsibility	Education	30,000
Counseling Clinic, Inc.	Benton	AR		Public	Charitable	2,500
Counseling Research & Associates Inc.	Carson/Gardena	CA		Public	Charitable	10,000
Coweta Public Schools	Coweta	OK		Public	Education	5,000
Craig County Community Clinic, Inc.	Vinita	OK		Public	Charitable	3,000
Craig County Outreach Cancer Association	Vinita	OK		Public	Charitable	2,000
Credit Counseling of Arkansas, Inc.	Fayetteville	AR		Public	Charitable	89,500
Cross Timbers Senior Citizen Center (Mineral Wells Senior Center)	Mineral Wells	TX		Public	Charitable	2,500
Crosslines of McDonald County, Inc.	Anderson	MO		Public	Charitable	1,000
Crowder College Foundation, Inc.	Neosho	MO		Public	Education	2,500
Crystal Bridges - Museum of American Art, Inc.	Bentonville	AR		Exp. Responsibility	Charitable	50,000,000
Cultural Diversity and Identity Development Institute Inc.	Los Angeles	CA		Public	Charitable	10,000
Cure Texas Network	Houston	TX		Public	Charitable	150,000

From Attachment 16, Detail for Part XV, Line3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Cystic Fibrosis Foundation	Little Rock	AR		Public	Charitable	5,000
Dallas County Betterment Association	Buffalo	MO		Public	Charitable	3,500
DC Public Charter School Board	Washington	DC		Public	Education	1,939,304
DC Public Education Fund	Washington	DC		Public	Education	100,000
DC School Reform Now	Washington	DC		Public	Education	25,000
Decision Point, Inc.	Bentonville	AR		Public	Charitable	311,025
Delaware County Childrens Special Advocacy Network, Inc.	Jay	OK		Public	Charitable	3,000
Denver Foundation - F/B/O Denver Bike Sharing Fund	Denver	CO		Public	Charitable	250,000
Denver Language School	Denver	CO		Public	Education	220,000
Denver Public Schools	Denver	CO		Public	Education	290,000
Denver School of Science and Technology	Denver	CO		Public	Education	250,000
Developmental Wings, Inc.	Roland	OK		Public	Education	4,700
Dickinson State University Foundation	Dickinson	ND		Public	Education	265,000
Disabled Sportsmen of Arkansas	Russellville	AR		Public	Charitable	3,000
District of Columbia College Access Program	Washington	DC		Public	Education	334,000
Dogwood Literacy Council, Inc.	Siloam Springs	AR		Public	Charitable	5,000
Domestic Violence Intervention Services, Inc.	Tulsa	OK		Public	Charitable	5,000
DonorsChoose.org	New York	NY		Public	Charitable	100,000
Door of Faith Ministries, Inc. (Door of Faith Orphanage)	Chula Vista	CA		Public	Charitable	1,500
Downtown Bentonville Inc (formerly Main Street Bentonville)	Bentonville	AR		Public	Charitable	80,000
Ducks Unlimited	Monroe	LA		Public	Charitable	94,075
Duncan Public Schools Foundation	Duncan	OK		Public	Education	4,000
Duncan Regional Hospital Health Foundation	Duncan	OK		Public	Charitable	3,000
Eagle Family Ministries, Inc.	Bentonville	AR		Public	Charitable	5,000
Earn Academy	Oak Park	IL		Exp. Responsibility	Education	20,000
East Central University Foundation, Inc.	Ada	OK		Public	Education	10,000
Easter Seals Arkansas	Little Rock	AR		Public	Charitable	5,000
Ecology Project International	Missoula	MT		Public	Charitable	504,250
Economic Opportunity Agency of Washington County, Inc.	Springdale	AR		Public	Charitable	7,500
Economic Security Corporation of Southwest Area	Joplin	MO		Public	Charitable	5,000
Ecotrust	Portland	OR		Public	Charitable	125,000
Edgewood Center for Children and Families	San Francisco	CA		Public	Charitable	1,000
Edmond Family Counseling , Inc.	Edmond	OK		Public	Charitable	10,000
Edmond Public Schools Foundation, Inc.	Edmond	OK		Public	Education	5,000
Edmond YMCA (Young Mens Christian Association)	Edmond	OK		Public	Charitable	5,000
Education Pioneers	Oakland	CA		Public	Education	100,000
Educational Enterprises, Inc.	Waukesha	WI		Public	Education	15,750
El Centro, Inc.	Kansas City	KS		Public	Charitable	5,000
Endeavor College Preparatory Charter School	Pasadena	CA		Public	Education	220,000
Environmental Charter High School	Lawndale	CA		Public	Education	30,000
Environmental Defense Fund (EDF)	Washington	DC		Public	Charitable	16,010,775
Environmental Law Institute	Washington	DC		Public	Charitable	136,903
Environmental Working Group	Washington	DC		Public	Charitable	50,000
Envision Leadership Prep	Denver	CO		Public	Education	250,000
Equitas Academy Charter School	Long Beach	CA		Public	Education	220,000
e-STEM Public Charter Schools, Inc.	Little Rock	AR		Public	Education	250,000
Euphemia L. Haynes Public Charter School	Washington	DC		Public	Education	250,000
Eureka Christian Health Outreach -ECHO	Eureka Springs	AR		Public	Charitable	6,000
Evergreen State College Foundation	Olympia	WA		Public	Education	10,000
Excel Prep Charter School	San Bernardino	CA		Exp. Responsibility	Education	30,000
Excellent Education Development, Inc. (ExED)	Los Angeles	CA		Public	Education	250,000
Excellent Education for Everyone, Inc. (E3)	Newark	NJ		Public	Education	502,500
Exchange Club Center for the Prevention of Child Abuse of Oklahoma	Oklahoma City	OK		Public	Charitable	5,000
Exploratorium	San Francisco	CA		Public	Charitable	2,000
Fair Acres Family Y, Inc. (YMCA)	Carthage	MO		Public	Charitable	2,500
FAIT Academy	Indianapolis	IN		Exp. Responsibility	Education	20,000
Family & Childrens Services, Inc.	Tulsa	OK		Public	Charitable	2,500
Family Crisis & Counseling Center, Inc. (DBA Turning Point Alcohol and Drug Center)	Bartlesville	OK		Public	Charitable	5,000
Family Promise of Shawnee, Inc. formerly Shawnee Interfaith Hospitality Network Inc.	Shawnee	OK		Public	Charitable	2,000
Family Service Agency, Inc.	North Little Rock	AR		Public	Charitable	5,000

From Attachment 16, Detail for Part XV, Line3a - Grants and Contributions Paid During the Calendar Year

OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Fay School	Southborough	MA		Public	Education	10,000
Fayetteville Community Foundation	Fayetteville	AR		Public	Charitable	5,000
Fellowship of Christian Athletes	Lowell	AR		Public	Charitable	12,500
Ferncliff Board of Trustees	Little Rock	AR		Public	Education	5,000
Fine Arts Institute of Edmond	Edmond	OK		Public	Charitable	5,000
Floresta USA, Inc.	San Diego	CA		Public	Charitable	10,000
Florida School Choice Fund - FSCF	Tampa	FL		Public	Education	500,000
Fondo Mexicano para la Conservacion	03900 Mexico, D.F.			Public	Charitable	304,096
Fort Smith Art Center	Fort Smith	AR		Public	Charitable	5,000
Fort Smith Boys & Girls Clubs	Fort Smith	AR		Public	Charitable	10,000
Fort Smith Public Library	Fort Smith	AR		Public	Charitable	5,000
Fort Smith Public Schools Foundation, Inc.	Fort Smith	AR		Public	Education	5,000
Foundation Center	New York	NY		Public	Education	5,000
Foundation for Educational Choice, Inc. formerly Milton & Rose D. Friedman Foundation	Indianapolis	IN		Public	Education	105,000
Foundation for Excellence in Education FEE	Tallahassee	FL		Public	Education	600,000
Foundation for the Children of the Californias	San Diego	CA		Public	Charitable	7,000
Foundation for the Mid South (FMS)	Jackson	MS		Public	Charitable	1,623,988
Freedom House	Weatherford	TX		Public	Charitable	5,000
Freedom Preparatory Academy Charter School	Memphis	TN		Public	Education	220,000
Freeman Foundation	Joplin	MO		Public	Charitable	5,000
French School	St. Louis	MO		Public	Education	220,000
Fresno College Prep Elementary (formerly Fresno Diversity Charter School)	Fresno	CA		Exp. Responsibility	Education	10,000
Friends of Ascension	Wayzata	MN		Public	Education	440,562
Friends of Choice in Urban Schools (FOCUS)	Washington	DC		Public	Education	774,512
Friends of Marolt Park	Aspen	CO		Public	Charitable	1,000
Friends of the Chula Vista Nature Center	Chula Vista	CA		Public	Charitable	5,000
Friends of the Library of Newton County Arkansas, Inc.	Jasper	AR		Public	Charitable	2,500
Friends of the Museum Commission, Inc.	Hot Springs	AR		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	2,500
Friendship Community Care, Inc. fbo Johnson County Senior Activity Center	Clarksville	AR		Public	Charitable	3,500
Fuller Theological Seminary	Pasadena	CA		Public	Charitable	10,000
Fun in the Son Ministries	Shell Knob	MO		Public	Charitable	5,000
Futuro College Preparatory Elementary School	Los Angeles	CA		Public	Education	220,000
Gabriella Axelrad Education Foundation	Los Angeles	CA		Public	Education	30,000
Gabriella Charter School	Los Angeles	CA		Public	Education	220,000
Galapagos Rockford Charter School	Chicago	IL		Public	Education	250,000
Gals the Girls Athletic Leadership Schools	Louisville	CO		Public	Education	50,000
Gary Lighthouse Charter School College Prep Academy	Gary	IN		Public	Education	460,000
Genesis Center for Growth and Development Inc.	Coconut Creek	FL		Public	Education	10,000
Georgetown University (President and Directors of Georgetown College)	Washington	DC		Public	Education	35,000
Georgia Charter Schools Association Inc.	Atlanta	GA		Public	Education	509,713
Georgia Department of Education	Atlanta	GA		Public	Education	245,100
Gideons International	Bentonville	AR		Public	Charitable	1,000
Gilcrease Museum Management Trust	Tulsa	OK		Public	Charitable	10,000
Girl Scouts of Colorado (Girl Scouts Mile Hi Council)	Denver	CO		Public	Charitable	2,000
Girl Scouts of Magic Empire Council, Inc.	Tulsa	OK		Public	Charitable	10,000
Girl Scouts Susitna Council	Anchorage	AK		Public	Charitable	5,000
Girls Athletic Leadership School - Denver	Louisville	CO		Public	Charitable	220,000
Girls Shelter of Fort Smith Ark., Inc.	Fort Smith	AR		Public	Charitable	5,000
Glenhaven Youth Ranch, Inc.	Plainview	AR		Public	Charitable	1,000
Global Explorers	Fort Collins	CO		Public	Charitable	50,000
Global Gardens	Tulsa	OK		Public	Charitable	20,000
GOAL Academy (Guided Online Academic Learning)	Arvada	CO		Public	Education	250,000
God's Helping Hands	Eufaula	OK		Public	Charitable	3,000
God's Pantry	Garfield	AR		Public	Charitable	1,000
Goethe International Charter School of L.A.	Los Angeles	CA		Public	Education	220,000
Gompers Charter Middle School	San Diego	CA		Public	Education	220,000
Good Samaritan Clinic	Fort Smith	AR		Public	Charitable	11,400

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OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Governor Dummer Academy	Byfield	MA		Public	Education	35,000
Graham School	Columbus	OH		Public	Education	50,000
Grand Canyon River Guides	Flagstaff	AZ		Public	Charitable	10,000
Grand Canyon Trust	Flagstaff	AZ		Public	Charitable	45,000
Grand Canyon Youth	Flagstaff	AZ		Public	Charitable	125,000
Gravette Athletic Boosters, Inc.	Gravette	AR		Public	Charitable	4,000
Gravette Community Foundation	Gravette	AR		Public	Charitable	1,500
Gravette Public Schools Foundation	Gravette	AR		Public	Education	4,500
Grayson County Shelter	Denison	TX		Public	Charitable	6,000
GRBC, Inc.	Poteau	OK		Public	Charitable	5,000
Great Arizona Puppet Theater	Phoenix	AZ		Public	Charitable	5,000
Greater Educational Opportunities Foundation	Indianapolis	IN		Public	Education	20,000
GreatSchools Inc.	San Francisco	CA		Public	Education	1,800,000
Green Country Baseball Association	Okmulgee	OK		Public	Charitable	5,000
Green Country Village, Inc.	Bartlesville	OK		Public	Charitable	5,000
Greenwood Rotary Foundation, Inc.	Greenwood	AR		Public	Charitable	3,000
Greer Lingle Education Fund Trust	Rogers	AR		Public	Charitable	2,500
Grove Public Schools - Grove School District	Grove	OK		Public	Education	2,000
Habitat for Humanity International, Inc. (Carroll County)	Holiday Island	AR		Public	Charitable	2,500
Habitat for Humanity of Benton County, Inc.	Bentonville	AR		Public	Charitable	10,000
Habitat for Humanity of Springfield Inc.	Springfield	MO		Public	Charitable	10,000
Happy Hill Farm Children's Home	Granbury	TX		Public	Charitable	20,000
Hardy Brown College Prep - Project Pipeline	Sacramento	CA		Public	Charitable	260,000
Harrison Chamber Foundation, Inc.	Harrison	AR		Public	Charitable	10,000
Harvard College	Boston	MA		Public	Education	410,000
Harvest Farms Therapeutic Riding Center, Inc.	Shawnee	OK		Public	Charitable	1,000
Harvesters the Community Food Network	Kansas City	MO		Public	Charitable	5,000
Healthy Child Healthy World, Inc. Formerly Children's Health Environmental Coalition, Inc.	Los Angeles	CA		Public	Charitable	1,000
Healthy Connections, Inc.	Mena	AR		Public	Charitable	5,000
Heketi Community Charter School	Cortlandt Manor	NY		Exp. Responsibility	Education	20,000
Helping Hands, Inc.	Bentonville	AR		Public	Charitable	5,000
Hennepin Elementary School	Minneapolis	MN		Exp. Responsibility	Education	10,000
Heritage Foundation	Washington	DC		Public	Charitable	5,000
Heritage Preparatory Academy	Atlanta	GA		Exp. Responsibility	Education	50,000
Herring Gut Learning Center	Port Clyde	ME		Public	Charitable	10,000
High Country Citizens Alliance	Crested Butte	CO		Public	Charitable	38,600
High Country News	Paonia	CO		Public	Charitable	5,000
Hispanic Council for Reform and Educational Options (HCREO)	Lake Worth	FL		Public	Education	175,000
Historic Preservation Alliance of Arkansas, Inc.	Little Rock	AR		Public	Charitable	2,000
Hollywood Entertainment Museum	Los Angeles	CA		Public	Charitable	10,000
Holy Land Christians Society	Falls Church	VA		Public	Charitable	25,000
Home Hospice of Grayson County	Sherman	TX		Public	Charitable	2,000
Hoosier Academy-Indianapolis	Indianapolis	IN		Public	Charitable	250,000
Hoover Institution, Stanford University	Stanford	CA		Public	Education	440,963
Hope Inc.	Mineral Wells	TX		Public	Charitable	10,000
Hope Christian School	Waukesha	WI		Public	Education	300,000
Hope, Inc.	Fayetteville	AR		Public	Charitable	5,000
Hopi Foundation	Keams Canyon	AZ		Public	Charitable	2,500
Hopi Tribe	Kykotsmobi	AZ		Public	Charitable	2,500
Horizon Science Academy - Cleveland Elementary School	Cleveland	OH		Public	Education	250,000
Horizon Science Academy - Columbus Elementary School	Columbus	OH		Public	Education	250,000
Horizon Science Academy - Denison Elementary School	Cleveland	OH		Public	Education	250,000
Horses for Healing, Inc. - formerly Rocky Creek Horses Help	Bentonville	AR		Public	Charitable	20,000
Hospital Development Foundation, Inc.	Mountain Home	AR		Public	Charitable	5,000
Hot Springs Documentary Film Institute	Hot Springs	AR		Public	Charitable	20,000
ICF - International Community Foundation	National City	CA		Public	Charitable	27,115
IFF	Chicago	IL		Public	Education	250,000
Illinois College f/b/o Leadership Middle School of Learning	Jacksonville	IL		Public	Education	20,000
Illinois Network of Charter Schools (INCS)	Chicago	IL		Public	Education	60,000
Illinois River Watershed Partnership	Fayetteville	AR		Public	Charitable	100,000

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OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Imagination Celebration of Fort Worth, Inc.	Fort Worth	TX		Public	Charitable	10,000
Independent College Fund of Arkansas	North Little Rock	AR		Public	Education	12,000
Indiana Aerospace Jr./Sr. High School	Indianapolis	IN		Public	Education	250,000
Indiana Public Charter Schools Association, Inc.	Indianapolis	IN		Public	Education	150,000
Indianapolis Lighthouse Charter School College Prep Academy	Indianapolis	IN		Public	Education	460,000
Infant Crisis Services	Oklahoma City	OK		Public	Charitable	10,000
Innovation Network for Communities f/b/o University Prep Science & Math High School	Detroit	MI		Public	Education	20,000
Institute for Humane Studies	Arlington	VA		Public	Charitable	40,000
Institute For Justice	Arlington	VA		Public	Education	400,000
Interarts Inc. a/k/a Hot Springs Music Festival	Hot Springs	AR		Public	Charitable	4,647
Intercultural Charter School	New Orleans	LA		Public	Education	249,888
International Mountain Bicycling Association	Boulder	CO		Public	Charitable	11,796
Intown Academy	Atlanta	GA		Public	Education	30,000
Jacksonville Lighthouse Charter School	Jacksonville	AR		Public	Education	400,000
Jamaa Learning Center	St. Louis	MO		Exp. Responsibility	Education	20,000
James River Basin Partnership	Springfield	MO		Public	Charitable	5,000
Jane Phillips Memorial Medical Center	Bartlesville	OK		Public	Charitable	8,000
Jane Phillips Nowata Health Center	Nowata	OK		Public	Charitable	3,500
Jay Emergency Services Auxiliary, Inc.	Jay	OK		Public	Charitable	3,800
Jay Public Schools Educational Foundation, Inc.	Jay	OK		Public	Charitable	4,500
Jay Senior Citizens Center, Inc.	Jay	OK		Public	Charitable	1,700
Jewish Family Services of Milwaukee	Milwaukee	WI		Public	Charitable	28,750
John G. Shedd Aquarium Society	Chicago	IL		Public	Charitable	100,000
Johnson C. Smith Theological Seminary	Atlanta	GA		Public	Charitable	5,000
Johnson County Housing Coalition, Inc.	Olathe	KS		Public	Charitable	5,000
Jones Center for Families Inc.	Springdale	AR		Public	Charitable	205,505
Joplin Business and Industrial Development Corporation	Joplin	MO		Public	Charitable	6,000
Joplin Family Y	Joplin	MO		Public	Charitable	3,000
Junior Achievement of Arkansas, Inc.	Little Rock	AR		Public	Charitable	5,000
Junior Achievement of Eastern Oklahoma, Inc.	Tulsa	OK		Public	Charitable	10,000
Just Communities of NWA, Inc. formerly (NCCJ) National Conference for Community & Justice	Springdale	AR		Public	Charitable	39,429
Juvenile Diabetes Research Foundation International	Tulsa	OK		Public	Charitable	2,500
Kappa Kappa Gamma Foundation	Columbus	OH		Public	Charitable	500,000
Keep Benton County Beautiful	Bentonville	AR		Public	Charitable	19,467
Kelly B Todd Cerebral Palsy Neuro Muscular Foundation, Inc.	Muskogee	OK		Public	Charitable	4,500
King-Chavez Community High School	San Diego	CA		Public	Education	250,000
KIPP - Delta College Preparatory School	Helena	AR		Public	Education	286,500
KIPP Academy Elementary School	New York	NY		Public	Education	250,000
KIPP Austin Academy of Arts & Letters	Austin	TX		Public	Education	250,000
KIPP Blytheville College Preparatory School	Helena	AR		Public	Education	250,000
KIPP Coastal Village	Houston	TX		Public	Education	250,000
KIPP DC: College Preparatory	Washington	DC		Public	Education	250,000
KIPP DC: Discover Academy	Washington	DC		Public	Education	250,000
KIPP Delta Elementary Literacy Academy	Helena	AR		Public	Education	250,000
KIPP Denver Collegiate High School	Denver	CO		Public	Education	250,000
KIPP Explore Academy	Houston	TX		Public	Education	250,000
KIPP Foundation	San Francisco	CA		Public	Education	3,870,000
KIPP Harmony Academy	Baltimore	MD		Public	Education	250,000
KIPP NYC College Prep	New York	NY		Public	Education	250,000
KIPP STRIVE Academy	Atlanta	GA		Public	Education	250,000
KIPP University Prep High School	San Antonio	TX		Public	Education	250,000
KIPP Voyage Academy for Girls	Houston	TX		Public	Education	250,000
KIPP Zenith Academy	Houston	TX		Public	Education	250,000
Klamath River Early College of the Redwoods	Klamath	CA		Public	Education	149,630
K-Life Ministries	Bartlesville	OK		Public	Charitable	5,000
La Leche League International, Inc.	Tulsa	OK		Public	Charitable	6,000
Lagniappe Elementary Academy	New Orleans	LA		Public	Education	249,992
Lagniappe Middle Academy	New Orleans	LA		Public	Education	249,470

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OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Lakota Fund	Kyle	SD		Public	Charitable	5,000
Land Stewardship Project	Minneapolis	MN		Public	Charitable	100,000
Larchmont Charter School	Los Angeles	CA		Public	Education	30,000
Latin American Youth Center, Inc. f/b/o WISE PCS	Washington	DC		Public	Charitable	10,000
Lawton Beautiful, Inc.	Lawton	OK		Public	Charitable	10,000
Lawton Heritage Association, Inc.	Lawton	OK		Public	Charitable	10,000
Leadership Academy for Mathematics and Science	Lithonia	GA		Exp. Responsibility	Education	19,185
Leadership Preparatory Academy	Bayport	MN		Exp. Responsibility	Education	20,000
LeFlore County Youth Services, Inc.	Poteau	OK		Public	Charitable	5,000
Legal Aid Services of Oklahoma, Inc.	Oklahoma City	OK		Public	Charitable	5,000
Legal Prep Charter Academies	Chicago	IL		Exp. Responsibility	Education	10,000
Leland Stanford Junior University	Stanford	CA		Public	Education	150,000
Life Styles Foundation, Inc.	Fayetteville	AR		Public	Charitable	2,000
Life Styles, Inc.	Fayetteville	AR		Public	Charitable	25,000
Lighthouse Academies	Framingham	MA		Public	Education	500,000
Lilies of the Field Youth Services Inc.	Playa Vista	CA		Public	Charitable	10,000
Lincoln Childcare Center, Inc.	Fort Smith	AR		Public	Charitable	2,500
Lincoln Elementary School	Lincoln	AR		Public	Education	5,000
Lincoln Public Schools	Lincoln	AR		Public	Education	7,400
Lincoln School District	Lincoln	AR		Public	Education	106,678
LISA Academy-North Little Rock	Sherwood	AR		Public	Education	220,000
Literacy Council of Benton County, Inc.	Bentonville	AR		Public	Charitable	25,000
Little Rock Preparatory Academy	Little Rock	AR		Public	Education	220,000
Little Rock Urban Prep, Inc. Formerly LR Urban Prep for Young Men	Little Rock	AR		Exp. Responsibility	Education	10,000
Little Rock Urban Prep, Inc. Formerly LR Urban Prep for Young Men	Little Rock	AR		Public	Education	146,000
Loaves & Fishes Food Bank of the Ozarks, Inc.	Berryville	AR		Public	Charitable	3,500
Local Initiatives Support Corporation (LISC)	New York	NY		Public	Education	1,333,000
Lono County Council on Aging	Lono	AR		Public	Charitable	4,074
Los Angeles Parent Union	Los Angeles	CA		Public	Education	100,000
Louisiana Association of Public Charter Schools	Baton Rouge	LA		Public	Education	232,000
Lucile Packard Foundation for Children's Health	Palo Alto	CA		Public	Charitable	10,000
McDonald County Health Department		MO		Public	Charitable	2,500
Madison County	Huntsville	AR		Public	Charitable	4,000
Madison County Fair Association, Inc.	Huntsville	AR		Public	Education	6,000
Magnolia Science Academy-6	Gardena	CA		Public	Education	250,000
Make-A-Wish Foundation of Metro New York, Inc.	Lake Success	NY		Public	Charitable	15,000
Manhattan Institute for Policy Research	New York	NY		Public	Education	150,525
Manna Center	Siloam Springs	AR		Public	Charitable	3,700
MAPSA - Michigan Association of Public School Academies	Lansing	MI		Public	Education	1,615,560
Marine Fish Conservation Network	Washington	DC		Public	Charitable	62,500
Marine Stewardship Council (MSC)	London			Public	Charitable	1,700,000
Marion County Single Parent Scholarship Fund, Inc.	Yellville	AR		Public	Education	1,500
Maritime Museum Association of San Diego	San Diego	CA		Public	Charitable	1,500
Marquette University	Milwaukee	WI		Public	Charitable	304,110
Mary Abbott Children's House, Inc.	Norman	OK		Public	Charitable	5,000
Masters Manna, Inc.	Wallingford	CT		Public	Charitable	1,000
Math and Science Preparatory Academy	Atlanta	GA		Exp. Responsibility	Education	30,000
Math, Science & Technology Charter School	Peoria	IL		Exp. Responsibility	Education	20,000
Mayo Clinic Arizona	Scottsdale	AZ		Public	Charitable	100,000
Meadows Center for Opportunity, Inc.	Edmond	OK		Public	Charitable	5,000
Mentors of Minorities in Education, Inc.	Washington	DC		Public	Education	10,000
Mercy Regional Health Foundation	Joplin	MO		Public	Education	2,500
Meridian Institute	Dillon	CO		Public	Education	74,548
Merlin Foundation	Berryville	AR		Public	Charitable	2,500
Messmer Catholic Schools Scholarships	Milwaukee	WI		Public	Education	10,000
METSouth High School	Atlanta	GA		Exp. Responsibility	Education	20,000
Miami Downtown Redevelopment Authority	Miami	OK		Public	Charitable	7,500
Miami Public Schools Enrichment Foundation	Miami	OK		Public	Education	5,000
Mid Peninsula Regional Open Space District	Los Altos	CA		Public	Charitable	5,000
Middle School Advocates, Inc.	New Orleans	LA		Public	Education	40,000

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OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Mile High Chapter - American Red Cross	Denver	CO		Public	Charitable	5,000
Milwaukee Chapter - Black Alliance for Educational Options Inc. (MCBAEO)	Milwaukee	WI		Public	Education	75,000
Minnesota Leadership Academy	Minneapolis	MN		Exp. Responsibility	Education	30,000
Miracle League of Arkansas, Inc.	Little Rock	AR		Public	Charitable	30,000
Mississippi Center for Public Policy	Jackson	MS		Public	Education	6,500
Mississippi First	Jackson	MS		Public	Education	15,000
Mississippi Fish and Wildlife Foundation	Stoneville	MS		Public	Charitable	175,000
Mississippi State University	Mississippi State	MS		Public	Education	372,409
Mississippi's Lower Delta Partnership	Rolling Fork	MS		Public	Charitable	55,000
Missouri Southern Foundation	Joplin	MO		Public	Charitable	3,500
Modern Art Museum of Fort Worth	Fort Worth	TX		Public	Charitable	50,000
Monarch School Project	San Diego	CA		Public	Education	5,000
Monterey Bay Aquarium Foundation	Monterey	CA		Public	Charitable	5,000
Moore Norman Technology Center Foundation, Inc.	Norman	OK		Public	Charitable	5,000
Morris Jeff Community School	New Orleans	LA		Public	Education	20,000
Mother to Mother Ministry of Northwest Arkansas	Bentonville	AR		Public	Charitable	2,000
Mountain Home Education Foundation	Mountain Home	AR		Public	Charitable	3,000
Muscular Dystrophy Association	Tulsa	OK		Public	Charitable	15,000
Museum of Northern Arizona, Inc.	Flagstaff	AZ		Public	Charitable	10,000
Namaste Charter School	Chicago	IL		Public	Education	250,000
National Alliance for Public Charter Schools (NAPCS)	Washington	DC		Public	Education	700,000
National Association of Charter School Authorizers (NACSA)	Chicago	IL		Public	Education	1,599,726
National Audubon Society	New York	NY		Public	Charitable	1,184,542
National Audubon Society, Inc. fbo Wildcat Glades Conservation & Audubon Center	Joplin	MO		Public	Charitable	5,000
National Center for the Improvement of Educational Assessment	Dover	NJ		Public	Charitable	31,500
National Council of La Raza - NCLR	Washington	DC		Public	Charitable	1,026,953
National Council on Economic Education	New York	NY		Public	Charitable	20,000
National Cowboy & Western Heritage Museum	Oklahoma City	OK		Public	Charitable	10,000
National Cowgirl Museum & Hall of Fame	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	1,132,500
National Gallery of Art	Landover	MD		Public	Charitable	100,000
National Geographic Society	Washington	DC		Public	Charitable	223,980
National Museum of Women in the Arts, Inc.	Washington	DC		Public	Charitable	35,000
National Right to Work Legal Defense & Education Foundation	Springfield	VA		Public	Charitable	75,000
National Tax Limitation Foundation	Roseville	CA		Public	Charitable	1,000
National Urban League	New York	NY		Public	Charitable	40,000
National Wildlife Federation - NWF	Reston	VA		Public	Charitable	1,011,425
National Wildlife Refuge Association	Washington	DC		Public	Charitable	50,000
Native Seeds SEARCH	Tucson	AZ		Public	Charitable	1,000
Nature Conservancy	Minneapolis	MN		Public	Charitable	37,750
Nature Conservancy - Arizona	Phoenix	AZ		Public	Charitable	25,000
Nature Conservancy Inc.	Arlington	VA		Public	Charitable	1,090,128
Nature Conservancy of Texas, Inc.	Dallas	TX		Public	Charitable	25,000
Nature Conservancy, Inc. - Arkansas	Little Rock	AR		Public	Charitable	252,396
Nature Conservancy, Inc. - California	San Francisco	CA		Public	Charitable	5,000
NCB Capital Impact	Arlington	VA		Public	Charitable	30,000
Neosho R-5 School District	Neosho	MO		Public	Education	2,500
New Haven Home, Inc.	Mineral Wells	TX		Public	Charitable	100,000
New Heights Christian School	Bentonville	AR		Public	Education	20,000
New Jersey Charter Public Schools Association	Trenton	NJ		Public	Education	333,550
New Life Ranch	Colcord	OK		Public	Education	75,000
New Orleans College Prep Charter School	New Orleans	LA		Public	Education	250,000
New Schools for New Orleans Inc.	New Orleans	LA		Public	Education	367,051
New Spirit Charter Academy	Fresno	CA		Exp. Responsibility	Education	10,000
New Teacher Project	Brooklyn	NY		Public	Education	3,500,000
New York Charter Schools Association (NYCSA)	Albany	NY		Public	Education	1,216,598
New York Historical Society	New York	NY		Public	Charitable	810,000
Newark Charter School Fund	Newark	NJ		Exp. Responsibility	Education	1,600,000

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OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
NewSchools Venture Fund	San Francisco	CA		Public	Education	4,023,972
Nixa - Community Foundation of the Ozarks	Springfield	MO		Public	Charitable	3,500
Noel Primary School	Noel	MO		Public	Education	4,000
Norman Public School Foundation	Norman	OK		Public	Education	5,000
Noroeste Sustentable (NOS)	La Paz	MX		Exp. Responsibility	Charitable	572,459
North Arkansas College Foundation, Inc	Harrison	AR		Public	Education	3,500
Northern Arizona University Foundation	Flagstaff	AZ		Public	Education	1,000
Northern California Public Broadcasting, Inc. KQED, Inc.	San Francisco	CA		Public	Charitable	1,000
Northland Family Help Center	Flagstaff	AZ		Public	Charitable	5,000
Northwest Arkansas Community College Foundation, Inc. (NWACC)	Bentonville	AR		Public	Education	1,090,250
Northwest Arkansas Community Foundation	Springdale	AR		Public	Charitable	148,400
Northwest Arkansas Crisis Intervention Center	Springdale	AR		Public	Charitable	5,000
Northwest Arkansas Economic Development District, Inc.	Harrison	AR		Public	Charitable	2,500
Northwest Arkansas Food Bank, Inc.	Bethel Heights	AR		Public	Charitable	5,000
Northwest Evaluation Association (NWEA)	Lake Oswego	OR		Public	Education	169,188
Northwest Organization for Animal Help (NOAH)	Stanwood	WA		Public	Charitable	2,500
Not My Kid, Inc.	Phoenix	AZ		Public	Charitable	15,000
Nova Southeastern University, Inc.	North Miami Beach	FL		Public	Education	30,000
Nowata County Sherriff Office	Nowata	OK		Public	Charitable	7,000
Nowata Public Schools	Nowata	OK		Public	Education	5,000
Nueva Esperanza Charter Academy	Burbank	CA		Public	Education	250,000
Nueva School	Hillsborough	CA		Public	Education	25,000
Ocean Conservancy	Washington	DC		Public	Charitable	2,352,919
Ohio Alliance of Public Charter Schools (OAPCS)	Columbus	OH		Public	Education	241,950
OK Mozart Inc	Bartlesville	OK		Public	Charitable	5,000
Oklahoma Arts Institute	Norman	OK		Public	Charitable	2,500
Oklahoma Caring Foundation, Inc.	Oklahoma City	OK		Public	Charitable	10,000
Oklahoma Center for Nonprofits, Inc.	Oklahoma City	OK		Public	Charitable	5,000
Oklahoma Heritage Association, Inc.	Oklahoma City	OK		Public	Charitable	5,000
Oklahoma League for the Blind	Oklahoma City	OK		Public	Charitable	5,000
Oklahoma School of Science and Mathematics Foundation	Oklahoma City	OK		Public	Education	5,000
Oklahoma State University Foundation	Stillwater	OK		Public	Education	2,000
Oklahoma Union School	South Coffeyville	OK		Public	Education	4,500
Oklahoma Wesleyan University	Bartlesville	OK		Public	Education	8,000
Oklahoma Wondertorium Ltd. Formerly Stillwater Childrens Museum	Stillwater	OK		Public	Charitable	2,000
Oklahomans for Independent Living	McAlester	OK		Public	Charitable	2,500
Old Jail Art Center	Albany	TX		Public	Charitable	10,000
Operation Aware of Oklahoma Inc.	Tulsa	OK		Public	Charitable	2,500
Operation One Voice	Duluth	GA		Public	Charitable	10,000
Optimist International Foundation	St. Louis	MO		Public	Charitable	1,000
Oral Roberts University	Tulsa	OK		Public	Education	5,000
Outreach International	Independence	MO		Public	Charitable	5,000
Ozark Center	Joplin	MO		Public	Charitable	5,000
Ozark Greenways, Inc.	Springfield	MO		Public	Charitable	5,000
Ozark Natural Science Center, Inc.	Huntsville	AR		Public	Charitable	15,000
Ozark Regional Transit, Inc.	Springdale	AR		Public	Charitable	1,500
Ozark Society Foundation	Little Rock	AR		Public	Charitable	7,000
Palo Pinto Challenge, Inc.	Strawn	TX		Public	Charitable	5,000
Paramount School of Excellence	Indianapolis	IN		Public	Education	250,000
Parents for Educational Freedom in North Carolina (PEFNC)	Raleigh	NC		Public	Education	275,000
Park Friends, Inc.	Tulsa	OK		Public	Charitable	7,500
Parker County Committee on Aging, Inc.	Weatherford	TX		Public	Charitable	5,000
Partners-in-Service dba Michael Carter Lisnow Respite Center	Hopkinton	MA		Public	Charitable	5,000
pARTners (Partners Jackson)	Jackson	WY		Public	Charitable	15,000
Partners for Developing Futures	Los Angeles	CA		Exp. Responsibility	Education	660,258
Pataula Charter Academy	Edison	GA		Exp. Responsibility	Education	50,000
Patrons of the Prado	San Diego	CA		Public	Charitable	5,000
Paul Public Charter School	Washington	DC		Public	Education	10,000
Pea Ridge Babe Ruth, Inc.	Pea Ridge	AR		Public	Charitable	6,000

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OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Pea Ridge School District	Pea Ridge	AR		Public	Education	13,000
Pediatric Hematology Children's Assistance Fund	Mesa	AZ		Public	Charitable	2,000
Peel House Foundation	Bentonville	AR		Exp. Responsibility	Charitable	647,223
Peninsula Habitat for Humanity	Redwood City	CA		Public	Charitable	10,000
Peninsula Open Space Trust	Palo Alto	CA		Public	Charitable	1,000
People Against Cancer, Inc.	Otho	IA		Public	Charitable	5,000
People Helping People of Republic Missouri, Inc.	Republic	MO		Public	Charitable	3,500
Peoples Mission Church	Alabam	AR		Public	Charitable	10,000
Performing Arts Fort Worth, Inc.	Fort Worth	TX		Public	Charitable	76,800
Perspectives Charter School	Chicago	IL		Public	Education	250,000
Philanthropy Roundtable	Washington	DC		Public	Charitable	75,000
Phillips Brooks School	Menlo Park	CA		Public	Education	50,000
Phoenix Art Museum	Phoenix	AZ		Public	Charitable	25,000
Phoenix Children's Hospital Foundation	Phoenix	AZ		Public	Charitable	25,000
Phoenix Collegiate Academy	Tempe	AZ		Public	Education	220,000
Phoenix Theatre	Phoenix	AZ		Public	Charitable	15,000
PICO National Network	Oakland	CA		Public	Education	687,750
Pima Prevention Partnership	Tucson	AZ		Public	Charitable	10,000
Piton Foundation	Denver	CO		Exp. Responsibility	Education	50,000
Pittsburg County Crime Stoppers	McAlester	OK		Public	Charitable	8,000
Playing for Change Foundation	Los Angeles	CA		Public	Charitable	20,000
Positive Atmosphere Reaches Kids (PARK Foundation)	Little Rock	AR		Public	Charitable	5,000
Positive Coaching Alliance	Mountain View	CA		Public	Charitable	1,000
Practical Farmers of Iowa	Ames	IA		Public	Charitable	50,000
Preclarus Mastery Academy	St. Louis	MO		Exp. Responsibility	Education	20,000
Presbyterian Children's Homes & Services	Austin	TX		Public	Charitable	10,000
Prescott College	Prescott	AZ		Public	Education	16,500
Pride College Preparatory Academy	New Orleans	LA		Public	Education	250,000
Princeton University	Princeton	NJ		Public	Education	60,967
Prism Education Center	West Fork	AR		Exp. Responsibility	Education	20,000
Project Lifesaver Benton County	Bentonville	AR		Public	Charitable	2,500
Pronatura Notoeste AC	Baja	CA		Exp. Responsibility	Charitable	75,337
Quest Scholars Program	Stanford	CA		Public	Education	2,000
RARE	Arlington	VA		Public	Charitable	186,773
Rebuilding Together Northwest Arkansas, Inc.	Rogers	AR		Public	Charitable	2,500
Recovery School District	New Orleans	LA		Public	Education	650,918
ReNEW School #1	New Orleans	LA		Exp. Responsibility	Education	20,000
ReNEW School #2	New Orleans	LA		Exp. Responsibility	Education	20,000
Replications Inc f/b/o Mott Hall Charter School	New York	NY		Public	Education	20,000
Rhode Island Mayoral Academies (RIMA)	Cumberland	RI		Public	Education	500,000
RISE Academy School of Science & Technology at Tamarac (formerly at Ft. Lauderdale)	West Palm Beach	FL		Public	Education	250,000
River Valley Christian Clinic	Dardanelle	AR		Public	Charitable	5,000
River Valley Shelter for Battered Women & Children	Russellville	AR		Public	Charitable	2,000
Roaring Fork Public Radio Translator, Inc.	Aspen	CO		Public	Charitable	1,000
Rocky Mountain Institute	Snowmass	CO		Public	Charitable	5,000
Rogers Development Foundation, Inc.	Rogers	AR		Public	Charitable	4,500
Rogers Public Schools	Rogers	AR		Public	Education	6,000
Rogers State University - Bartlesville	Bartlesville	OK		Public	Education	8,000
Rogers-Bentonville Junior Auxiliary	Rogers	AR		Public	Charitable	2,000
Rotary Club of Bentonville Foundation	Bentonville	AR		Public	Charitable	6,500
Saint Anthony Congregation - Formerly St. Anthony School of Milwaukee	Milwaukee	WI		Public	Education	250,000
Salina Public Schools	Salina	OK		Public	Education	5,000
Saline County Humane Society	Benton	AR		Public	Charitable	647
Salvation Army	Tulsa	OK		Public	Charitable	10,000
Salvation Army	Lawton	OK		Public	Charitable	5,000
Salvation Army	Poteau	OK		Public	Charitable	7,500
Salvation Army - Fayetteville	Fayetteville	AR		Public	Charitable	20,000
Salvation Army of Bartlesville	Bartlesville	OK		Public	Charitable	5,000
Salvation Army of Carroll County	Eureka Springs	AR		Public	Charitable	2,000

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OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Salvation Army Shawnee	Shawnee	OK		Public	Charitable	10,000
Salvation Army Vinita	Vinita	OK		Public	Charitable	5,000
San Diego Global Vision Academy	San Diego	CA		Exp. Responsibility	Education	20,000
San Diego Society of Natural History	San Diego	CA		Public	Charitable	492,987
San Juan Citizens Alliance	Durango	CO		Public	Charitable	25,650
Sanctuary, Inc.	Harrison	AR		Public	Charitable	5,000
Sand County Foundation	Monona	WI		Exp. Responsibility	Charitable	176,824
Sand Springs Community Services, Inc.	Sands Springs	OK		Public	Charitable	5,000
Santa Rosa Charter Academy	Los Angeles	CA		Public	Education	250,000
Savanna Public School	Savanna	OK		Public	Education	4,500
School Choice Ohio	Columbus	OH		Public	Education	400,000
School Performance Inc. (SPNY)	Albany	NY		Public	Education	488,989
Sea Education Association	Woods Hole	MA		Public	Charitable	8,000
Seaweb	Silver Spring	MD		Public	Charitable	227,820
Seed Savers Exchange, Inc.	Decorah	IA		Public	Charitable	5,000
Seeds for Life	Atlanta	GA		Public	Charitable	30,000
Seeds of Health, Inc.	Milwaukee	WI		Public	Charitable	70,000
Sequoyah County City of Sallisaw Hospital Authority	Sallisaw	OK		Public	Charitable	2,300
Seton Education Partners - formerly Aquinas Education Trust	Wilson	WY		Public	Education	150,000
Seventh & Sourou Gentlemen's Academy	Atlanta	GA		Exp. Responsibility	Education	20,000
Shell Knob Alliance of Churches	Shell Knob	MO		Public	Charitable	2,500
Shell Knob Senior Center	Shell Knob	MO		Public	Charitable	2,500
Shriners Hospitals for Children (TX)	Forth Worth	TX		Public	Charitable	1,000
Siloam Springs Adult Development Center	Siloam Springs	AR		Public	Charitable	7,500
Siloam Springs Public Schools (Siloam Springs School District)	Siloam Springs	AR		Public	Education	92,960
Single Parent Scholarship Fund	Fort Smith	AR		Public	Education	2,000
Single Parent Scholarship Fund of Polk County	Mena	AR		Public	Education	2,500
Skaggs Foundation	Branson	MO		Public	Charitable	2,500
SOAR Charter School (formerly Future Leaders Institute West Charter School)	Denver	CO		Public	Education	250,000
Sociedad de Historia Natural Niparaja A.C.	La Paz, Baja CA Sur	CA		Exp. Responsibility	Charitable	462,389
Somerset Academy Village Middle School	Wilton Manors	FL		Public	Education	250,000
Somerset Academy West Davie	Miramar	FL		Public	Education	250,000
Sonoran Science Academy - Phoenix Metro	Phoenix	AZ		Public	Education	30,000
Sophie B. Wright Charter School	New Orleans	LA		Public	Education	250,000
South Conway County Public School Foundation	Morrilton	AR		Public	Education	1,574
Southern Bancorp Capital Partners - Formerly - Southern Financial Partners	Arkadelphia	AR		Public	Charitable	1,826,696
Southwest Conservation Corps	Durango	CO		Public	Charitable	250,659
Southwest Youth and Family Services, Inc.	Chickasha	OK		Public	Charitable	5,000
Spanish School	St. Louis	MO		Public	Education	220,000
Springdale Education and Scholarship Foundation	Springdale	AR		Public	Education	2,000
Springdale Public Schools	Springdale	AR		Public	Education	7,000
Springfield Workshop, Inc.	Springfield	MO		Public	Charitable	5,000
St. Francis House NWA, Inc.	Springdale	AR		Public	Charitable	3,000
St. Francis House, Inc.	Siloam Springs	AR		Public	Charitable	7,500
St. HOPE Leadership Academy	New York	NY		Public	Education	250,000
St. Joseph's Catholic Church	Paris	AR		Public	Charitable	3,000
St. Joseph's Mercy Health Center	Hot Springs	AR		Public	Education	2,500
St. Marcus Lutheran School	Milwaukee	WI		Public	Education	450,000
St. Mary's Hospital Foundation	Rogers	AR		Public	Charitable	25,000
Stanford University	Stanford	CA		Public	Education	47,000
Stanford University - John W. Gardner Center for Youth and Their Communities	Stanford	CA		Public	Education	800,000
Stapelton Foundation for Sustainable Urban Communities	Denver	CO		Public	Charitable	30,000
Star Rock Ministries	San Clemente	CA		Public	Charitable	10,000
Stellar Opportunity School	Columbus	OH		Exp. Responsibility	Education	20,000
STEP Academy	Eagan	MN		Exp. Responsibility	Education	20,000
Stephens County Humane Society	Duncan	OK		Public	Charitable	1,000
Stepping Stone School	Alma	AR		Public	Education	2,500
Stillwater Domestic Violence Services, Inc.	Stillwater	OK		Public	Charitable	3,000
Stillwater Public Education Foundation	Stillwater	OK		Public	Education	5,000

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OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
Stilwell Public School Foundation, Inc.	Stilwell	OK		Public	Education	4,000
Street School, Inc.	Tulsa	OK		Public	Education	2,500
Students in Free Enterprise	Springfield	MO		Public	Education	150,000
Subiaco Academy	Subiaco	AR		Public	Education	3,000
Success Charter Network	New York	NY		Public	Education	1,330,000
Success Preparatory Academy	New Orleans	LA		Public	Education	250,000
Summit Academy Charter School	Brooklyn	NY		Public	Education	220,000
Sunfest, Inc.	Bartlesville	OK		Public	Charitable	1,500
Susan G. Komen Breast Cancer Foundation, Inc.	Tulsa	OK		Public	Charitable	10,000
Sustainable Northwest	Portland	OR		Public	Charitable	265,000
Synergy Academies	Los Angeles	CA		Public	Education	20,000
Tamarisk Coalition	Grand Junction	CO		Public	Charitable	401,152
Tarleton State University	Stephenville	TX		Public	Education	5,000
Teach for America (National)	New York	NY		Public	Education	7,209,746
Teach for America-Arkansas	Oxford	MS		Public	Education	1,067,072
TEAM Academy Charter School	Newark	NJ		Public	Education	250,000
Team Up for Youth	Oakland	CA		Public	Education	10,000
Tech Museum of Innovation	San Jose	CA		Public	Education	1,000
Teen Action and Support Center	Rogers	AR		Public	Charitable	5,000
Teen Challenge of the Four States	Neosho	MO		Public	Charitable	5,000
Teton Science School	Jackson	WY		Public	Education	3,088,000
Texas A&M University-Kingsville	Kingsville	TX		Public	Education	15,000
Texas Charter Schools Association	Austin	TX		Public	Education	285,000
Texas Game Warden Association, Inc.	Kyle	TX		Public	Charitable	1,000
Texas Rangers Association Foundation	Waco	TX		Public	Charitable	10,000
The Foresee School	St. Louis	MO		Exp. Responsibility	Education	10,000
The Hyde Foundation	Brooklyn	NY		Public	Education	20,000
The New Common School Foundation	Detroit	MI		Public	Education	40,000
The Rosewood Academy of Mathematics Science and Technology	Wayne	MI		Exp. Responsibility	Education	10,000
The Wilsons 3 Foundation	Springdale	AR		Public	Charitable	3,000
Third Way Foundation	Washington	DC		Public	Education	200,000
Thomas B. Fordham Institute	Washington	DC		Public	Education	400,000
Thomas MacLaren State Charter School (formerly Veritas Academy)	Colorado Springs	CO		Public	Education	250,000
Toledo Museum of Art	Toledo	OH		Public	Charitable	10,000
Trinity Ministries Worship Center Inc.	Lauderdale Lakes	FL		Public	Charitable	10,000
Trout Unlimited	Arlington	VA		Public	Charitable	90,000
Trust for Conservation Innovation	San Francisco	CA		Public	Charitable	1,037,913
Trust for Hidden Villa	Los Altos	CA		Public	Charitable	1,000
Tulsa Area United Way	Tulsa	OK		Public	Charitable	12,000
Tulsa Ballet Theatre	Tulsa	OK		Public	Charitable	30,000
Tulsa Day Center for the Homeless Inc.	Tulsa	OK		Public	Charitable	2,500
Tulsa Future Inc.	Tulsa	OK		Public	Charitable	20,000
Tulsa Kiwanis Club Foundation, Inc.	Tulsa	OK		Public	Charitable	2,000
Tulsa Opera, Inc.	Tulsa	OK		Public	Charitable	5,000
Tulsa Public Schools	Tulsa	OK		Public	Education	10,000
Twentieth Century Club of Little Rock, Inc.	Little Rock	AR		Public	Charitable	20,237
Twin Lakes Community Foundation	Mountain Home	AR		Public	Charitable	2,800
Twin Lakes Literacy Council	Mountain Home	AR		Public	Charitable	1,000
Two Rivers Public Charter School	Washington	DC		Public	Education	200,000
UCSD Cancer Center Foundation - U C San Diego Foundation	La Jolla	CA		Public	Charitable	31,231
United Cerebral Palsy	Fayetteville	AR		Public	Charitable	2,000
United Negro College Fund, Inc. (UNCF)	Fairfax	VA		Public	Education	138,825
United Parishes of Southborough Food Pantry	Southborough	MA		Public	Charitable	5,000
United States Forest Service	Jasper	AR		Public	Charitable	28,610
United Way of Adair County, Inc.	Stilwell	OK		Public	Charitable	9,000
United Way of Grayson County Inc.	Sherman	TX		Public	Charitable	2,000
United Way of McDonald County	Pineville	MO		Public	Charitable	2,500
United Way of Northwest Arkansas	Lowell	AR		Public	Charitable	138,000

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OrgName	OrgCity	OrgState	Relationship	Exp. Responsibility	Purpose	AmtPaid
United Way of Palo Pinto County, Inc.	Mineral Wells	TX		Public	Charitable	50,000
United Way of Parker County	Weatherford	TX		Public	Charitable	25,000
United Way of Southwest Missouri	Joplin	MO		Public	Charitable	5,000
United Way of Stephens County	Duncan	OK		Public	Charitable	3,000
University District Development Corporation	Little Rock	AR		Public	Charitable	2,000
University of Arkansas Division of Agriculture	Mena	AR		Public	Charitable	2,500
University of Arkansas Foundation, Inc.	Fayetteville	AR		Public	Education	985,370
University of California Regents	La Jolla	CA		Public	Education	127,462
University of California San Diego Foundation (WHEL)	La Jolla	CA		Public	Education	500,000
University of Central Arkansas Foundation	Conway	AR		Public	Education	1,530,954
University of Colorado Foundation	Boulder	CO		Public	Education	103,965
University of Montana Foundation	Missoula	MT		Public	Education	500,000
University of Notre Dame	Notre Dame	IN		Public	Education	1,278,400
University of Oklahoma Foundation, Inc.	Norman	OK		Public	Education	15,000
University of Southern California	Los Angeles	CA		Public	Education	74,652
University of the Ozarks	Clarksville	AR		Public	Education	79,876
University of Tulsa	Tulsa	OK		Public	Education	5,000
University of Washington Foundation - Center on Reinventing Public Education	Seattle	WA		Public	Education	150,000
University of Wisconsin - Madison	Madison	WI		Public	Education	350,000
University of Wyoming	Laramie	WY		Public	Education	2,000
University Public School Phoenix	Phoenix	AZ		Public	Education	250,000
Upper White River Basin Foundation	Branson	MO		Public	Charitable	25,000
Urban Day School Inc.	Milwaukee	WI		Public	Education	80,000
Urban Health Plan Inc. f/b/o Dr. Richard Izquierdo Health & Science Charter School	Bronx	NY		Public	Education	50,000
Urban League of Greater New Orleans	New Orleans	LA		Public	Education	75,000
USA Cycling Development Foundation	Colorado Springs	CO		Public	Charitable	50,000
Utah State University - Gombe Project	Logan	UT		Public	Education	15,000
Valley Charter Elementary School	Studio City	CA		Exp. Responsibility	Education	50,000
Valley Charter Middle School	Studio City	CA		Exp. Responsibility	Education	40,000
Valley of the Sun United Way	Phoenix	AZ		Public	Charitable	20,000
Valor Academy Charter School	Hermosa Beach	CA		Public	Education	220,000
Van Buren Public Schools (Van Buren School District)	Van Buren	AR		Public	Education	2,000
Vera Lloyd Presbyterian Home & Family Services, Inc.	Little Rock	AR		Public	Charitable	8,000
Victory Development Programs	Detroit	MI		Public	Education	20,000
Vietnam Veterans of San Diego d/b/a Veterans Village of San Diego	San Diego	CA		Public	Charitable	20,000
Village Preparatory School (formerly Entrepreneurship Preparatory Elementary School)	Cleveland	OH		Public	Education	220,000
Wagoner Community Outreach, Inc.	Wagoner	OK		Public	Charitable	5,000
Wagoner Neighbors, Inc.	Wagoner	OK		Public	Charitable	5,000
Wagoner Public Schools	Wagoner	OK		Public	Education	4,000
Wake Forest University	Winston-Salem	NC		Public	Education	45,000
Walden Woods Project	Lincoln	MA		Public	Charitable	25,000
Wallingford Emergency Shelter	Wallingford	CT		Public	Charitable	1,500
Wallingford Family YMCA	Wallingford	CT		Public	Charitable	1,250
Wallingford Public Library	Wallingford	CT		Public	Charitable	1,250
Walters Public Schools	Walters	OK		Public	Education	8,000
Walton Arts Center Inc.	Fayetteville	AR		Public	Charitable	1,030,000
Washington County Single Parent Scholarship Fund	Springdale	AR		Public	Education	220,691
Washington Regional Medical Foundation	Fayetteville	AR		Public	Charitable	19,500
Washington Scholarship Fund, Inc.	Washington	DC		Public	Education	427,653
Watts Learning Center	Los Angeles	CA		Public	Education	250,000
Webb City R-7 Schools Foundation	Webb City	MO		Public	Education	3,000
West Denver Preparatory Charter School	Denver	CO		Public	Education	260,000
West Denver Preparatory Charter School - Northwest Campus 2	Denver	CO		Public	Education	250,000
Western Arkansas Counseling & Guidance Center, Inc.	Van Buren	AR		Public	Charitable	5,000
Western Conservation Foundation	Denver	CO		Public	Charitable	125,000
Western Resource Advocates	Boulder	CO		Public	Charitable	81,344
Westminster Leadership Public Charter School	Washington	DC		Exp. Responsibility	Education	10,000
Westside Inclusive School House Charter Elementary (WISH Charter)	Pacific Palisades	CA		Exp. Responsibility	Education	30,000
Westside Inclusive School House Charter Elementary (WISH Charter)	Pacific Palisades	CA		Public	Education	220,000
Westville Education Foundation Inc.	Westville	OK		Public	Education	2,500
Westville Public Schools	Westville	OK		Public	Education	2,500

WALTON FAMILY FOUNDATION

Form 990-PF

FEIN: 13-3441466

December 31, 2009

Attachment 19

Statement Regarding Fair Market Value as the Measure for Property Distributed:

Description of Property Distributed: 1,875 Regular Walton Enterprise, LLP Units valued at \$100,848,750.

Book Value of Distributed Property: \$27,609,155

Method Used to Determine Book Value: Acquisition Value

Method Used to Determine Fair Market Value: Valuation Appraisal

Date of Gift: December 17, 2009

WALTON FAMILY FOUNDATION

Form 990-PF

FEIN: 13-3441466

December 31, 2009

Attachment 20

Statement of Persons Becoming a Substantial Contributor During the Tax Year

- (1) JTW Trust No. 1, UAD 09/10/02
P.O. Box 730
Millsap, TX 76066
- (2) JTW Trust No. 2, UAD 09/10/02
P.O. Box 730
Millsap, TX 76066
- (3) JTW Trust No. 3, UAD 09/10/02
P.O. Box 730
Millsap, TX 76066
- (4) JTW Trust No. 4, UAD 09/10/02
P.O. Box 730
Millsap, TX 76066
- (5) JTW Trust No. 5, UAD 09/10/02
P.O. Box 730
Millsap, TX 76066

WALTON FAMILY FOUNDATION

Form 990-PF

FEIN: 13-3441466

December 31, 2009

ATTACHMENT 115

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, 2009

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 \$387,176,923 as being made out of corpus.

Signature

Date

Buddy Philpot
Executive Director