

Form **990-PF**

# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

**2012****Open to Public Inspection**Department of the Treasury  
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation <b>WALTON FAMILY FOUNDATION, INC.</b>		A Employer identification number <b>13-3441466</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 1860</b>		B Telephone number (see instructions) <b>(479) 464-1570</b>
City or town, state, and ZIP code <b>BENTONVILLE, AR 72712</b>		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,999,066,369.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule)	496,607,795.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	76,744.	76,744.		ATCH 1
	4 Dividends and interest from securities	66,852,325.	66,852,325.		ATCH 2
	5a Gross rents	60.	60.		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	16,286,246.			
	b Gross sales price for all assets on line 6a	793,617,512.			
	7 Capital gain net income (from Part IV, line 2)		16,285,795.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	1,619,810.	1,127,863.		
	12 Total. Add lines 1 through 11	581,442,980.	84,342,787.		
	13 Compensation of officers, directors, trustees, etc.	5,590,479.			5,590,479.
	14 Other employee salaries and wages				
	15 Pension plans employee benefits				
	16a Legal fees (attach schedule) ATCH 4	304,816.			304,816.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	7,376,407.	1,904,784.		5,316,623.
	17 Interest ATCH 6	118,139.	118,139.		
	18 Taxes (attach schedule) (see instructions) ATCH 7	1,375,406.	621,729.		3,677.
	19 Depreciation (attach schedule) and depletion	72,408.			
	20 Occupancy	178,341.			178,431.
	21 Travel, conferences, and meetings	479,700.			479,700.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	1,932,204.	1,510,844.		421,360.
	24 Total operating and administrative expenses Add lines 13 through 23	17,427,900.	4,155,496.		12,295,086.
	25 Contributions, gifts, grants paid	423,776,585.			423,776,585.
	26 Total expenses and disbursements Add lines 24 and 25	441,204,485.	4,155,496.	0	436,071,671.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	140,238,495.			
	b Net investment income (if negative, enter -0-)		80,187,291.		
	c Adjusted net income (if negative, enter -0-)				

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	876,700.	383,833.	383,833.
	2 Savings and temporary cash investments . . . . .	9,462,703.	5,516,578.	5,516,578.
	3 Accounts receivable ▶ 771,549.			
	Less allowance for doubtful accounts ▶ . . . . .	546,270.	771,549.	771,549.
	4 Pledges receivable ▶ . . . . .			
	Less allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ *		* 99,810,986.	ATCH 9
	Less allowance for doubtful accounts ▶ . . . . .	95,894,990.	99,810,986.	99,810,986.
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . . . . .			
	c Investments - corporate bonds (attach schedule) . . . . .			
	11 Investments - land, buildings, and equipment basis ▶ . . . . .			
Less accumulated depreciation ▶ (attach schedule) . . . . .				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . . ATCH 10	1,175,227,014.	1,403,389,591.	1,888,627,090.	
14 Land, buildings, and equipment basis ▶ 997,254.				
Less accumulated depreciation ▶ (attach schedule) . . . . . 463,195.	516,735.	534,059.	534,059.	
15 Other assets (describe ▶ ATCH 11) . . . . .	3,408,783.	3,422,274.	3,422,274.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,285,933,195.	1,513,828,870.	1,999,066,369.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ . . . . .)			
23 Total liabilities (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg. and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	1,285,933,195.	1,513,828,870.	
	30 Total net assets or fund balances (see instructions) . . . . .	1,285,933,195.	1,513,828,870.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	1,285,933,195.	1,513,828,870.	

**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	1,285,933,195.
2 Enter amount from Part I, line 27a . . . . .	2	140,238,495.
3 Other increases not included in line 2 (itemize) ▶ ATCH 12 . . . . .	3	87,657,180.
4 Add lines 1, 2, and 3 . . . . .	4	1,513,828,870.
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	1,513,828,870.

**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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

**2** Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7  
If (loss), enter -0- in Part I, line 7

**2**

16,286,246.

**3** Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in  
Part I, line 8

**3**

0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	511,185,281.	1,439,043,491.	0.355226
2010	571,450,633.	2,115,700,930.	0.270100
2009	386,621,788.	2,007,754,102.	0.192564
2008	200,479,422.	1,675,939,125.	0.119622
2007	246,254,290.	1,338,306,090.	0.184004

**2** Total of line 1, column (d)**2**

1.121516

**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**

0.224303

**4** Enter the net value of noncharitable-use assets for 2012 from Part X, line 5**4**

1,837,258,450.

**5** Multiply line 4 by line 3**5**

412,102,582.

**6** Enter 1% of net investment income (1% of Part I, line 27b)**6**

801,873.

**7** Add lines 5 and 6**7**

412,904,455.

**8** Enter qualifying distributions from Part XII, line 4**8**

445,058,667.

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

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

1a Exempt operating foundations described in section 4940(d)(2). Check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	801,873.
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	801,873.
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	801,873.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	994,405.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	994,405.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	192,532.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax <input type="checkbox"/> 192,532. 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 instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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? . . . . .		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <b>WWW.WALTONFAMILYFOUNDATION.ORG</b>				
14	The books are in care of <b>ROBERT SMITH</b> Telephone no <b>(479) 464-1570</b>			
	Located at <b>BENTONVILLE, AR</b> ZIP+4 <b>72712</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . .				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>_____</b>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here . . . . .		
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 2012? . . . . .	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <b>_____</b>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>_____</b>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 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 2012) . . . . .	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .	4b	X

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

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

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

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

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

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

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

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

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

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE ATTCH 21 - 98. ☒ 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** ☐ Yes ☒ 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** ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTCH 14		5,590,479.	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 15		2,995,144.
Total number of others receiving over \$50,000 for professional services . . . . .		29

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NOT APPLICABLE

2

3

4

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 LOCAL INITIATIVES SUPPORT CORP. - FINANCE CHARTER SCHOOLS

5,000,000.

2 PACIFIC CHARTER SCHOOL DEVELOPMENT - FINANCE CHARTER SCHOOLS

2,000,000.

All other program-related investments See instructions

3 ALL OTHER CHARITABLE LOANS

1,896,663.

Total. Add lines 1 through 3 . . . . .

8,896,663.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,732,408,995.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	132,458,010.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	370,000.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,865,237,005.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,865,237,005.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	27,978,555.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,837,258,450.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	91,862,923.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	91,862,923.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	801,873.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	801,873.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	91,061,050.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	5,472,613.
<b>5</b>	Add lines 3 and 4	<b>5</b>	96,533,663.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	96,533,663.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	436,071,671.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	8,896,663.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	90,333.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	445,058,667.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	801,873.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	444,256,794.

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



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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				96,533,663.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10 20 09 20 08 . . . . .				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	246,842,230.			
b From 2008 . . . . .	200,479,422.			
c From 2009 . . . . .	387,176,923.			
d From 2010 . . . . .	572,092,619.			
e From 2011 . . . . .	511,657,517.			
f Total of lines 3a through e . . . . .	1,918,248,711.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 445,058,667. . . . .				
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	445,058,667.			
d Applied to 2012 distributable amount . . . . .				
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a) )	96,533,663.			96,533,663.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,266,773,715.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	150,308,567.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	2,116,465,148.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	200,479,422.			
b Excess from 2009 . . . . .	387,176,923.			
c Excess from 2010 . . . . .	572,092,619.			
d Excess from 2011 . . . . .	511,657,517.			
e Excess from 2012 . . . . .	445,058,667.			

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

NOT APPLICABLE

<b>a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . .					
<b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section		<input type="checkbox"/> 4942(j)(3) or		<input type="checkbox"/> 4942(j)(5)	
<b>2 a</b> 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) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII line 4 for each year listed .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test - enter					
<b>(1)</b> Value of all assets . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed . .					
<b>c</b> 'Support' alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income .					

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

**1 Information Regarding Foundation Managers:**

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

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATCH 16

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

ATCH 17

- c Any submission deadlines**

N/A

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

N/A

**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
<b>a Paid during the year</b>  ATCH 18				
<b>Total</b> .....			▶ <b>3a</b>	423,776,585.
<b>b Approved for future payment</b>				
<b>Total</b> .....			▶ <b>3b</b>	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

Line No	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
▼	

JSA

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

(1) Cash . . . . .

(2) Other assets . . . . .

**(1) Sales of assets to a noncharitable exempt organization** .....

**(2) Purchases of assets from a noncharitable exempt organization** .....

**(3) Rental of facilities, equipment, or other assets** .....

**(4) Reimbursement arrangements** .....

**(5) Loans or loan guarantees** .....

**(6) Performance of services or membership or fundraising solicitations** .....

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees** .....

**d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

May the IRS discuss this return  
with the preparer shown below

---

Print/Type preparer's name

Kent Crouch

Preparer's signature

Firm's name ▶ WALTON ENTERPRISES, LLC

Firm's address ► P.O. BOX 1860  
BENTONVILLE, AR

## Schedule of Contributors

OMB No 1545-0047

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

**2012**

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 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, 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).

Name of organization **WALTON FAMILY FOUNDATION, INC.**Employer identification number  
**13-3441466****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HRW TRUST NO. 1, UAD 01/17/03 P.O. BOX 730 MILLSAP, TX 76066	\$ 15,756,830.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II 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	\$ 13,551,159.	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	\$ 13,551,159.	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	\$ 38,315,901.	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	\$ 38,315,901.	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) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	JTW TRUST NO. 3, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 38,315,901.	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	\$ 38,315,901.	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	\$ 38,315,901.	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	\$ 25,116,504.	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	\$ 25,116,504.	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	\$ 25,116,504.	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) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	HRW TESTAMENTARY TRUST NO. 4 P.O. BOX 730 MILLSAP, TX 76606	\$ 25,116,504.	Person <input checked="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	\$ 18,429,970.	Person <input checked="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	\$ 18,429,970.	Person <input checked="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	\$ 18,429,970.	Person <input checked="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	\$ 18,429,970.	Person <input checked="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	\$ 16,806,604.	Person <input checked="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). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	HRW TESTAMENTARY TRUST NO. 10 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,806,604.	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	\$ 16,806,604.	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	\$ 16,806,604.	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	\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
23	LUKAS T. WALTON 970 WEST 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)

**Depreciation and Amortization**  
(Including Information on Listed Property)

OMB No 1545-0172

**2012**Attachment  
Sequence No **179**

▶ See separate instructions.

▶ Attach to your tax return.

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 instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 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 2013 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 2012	17	56,735.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

**Section B - Assets Placed in Service During 2012 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	49,030.	5.000	HY	DDB	9,806.
c 7-year property		41,070.	7.000	HY	DDB	5,867.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

**Section C - Assets Placed in Service During 2012 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	
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	72,408.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

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

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

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

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

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

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

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
<b>42</b> Amortization of costs that begins during your 2012 tax year (see instructions)					
<b>43</b> Amortization of costs that began before your 2012 tax year . . . . .					<b>43</b>
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report . . . . .					<b>44</b>

## 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.	11,490.	11,490.	SL		3.000				
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.	2,884.	2,884.	DDB		5.000				
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.	2,046.	2,046.	DDB		5.000				
SCANNER	06/30/1999	616.	100.000			616.	616.	616.	DDB		5.000				
SERVER	11/27/2001	12,610.	100.000			12,610.	12,610.	12,610.	DDB		5.000				
CONFERENCE PHONE	06/27/2002	652.	100.000			652.	652.	652.	DDB		7.000				
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 . . . . .															

## Listed Property

TAURUS/TRADE - 500	03/02/2001	19,274.	100.000			19,274.	19,274.	19,274.	DDB		5.000				
2006 FORD 500	06/06/2006	18,377.	100.000			18,377.	18,377.	18,377.	DDB		5.000				
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
TOTALS . . . . .							

\*Assets Retired

JSA  
2X9024 1 000

## 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.	381.	381.	DDB		7.000				
FILE CABINET	12/19/2002	418.	100.000			418.	418.	418.	DDB		7.000				
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.	400.	400.	DDB		5.000				
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.	2,147.	2,147.	DDB		5.000				
BATTERY BACKUP	03/04/2004	366.	100.000			366.	366.	366.	DDB		7.000				
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.	2,862.	2,862.	DDB		5.000				
LAPTOP - E KIRBY	11/01/2004	1,548.	100.000			1,548.	1,548.	1,548.	DDB		5.000				
PRINTER	05/05/2005	7,750.	100.000			7,750.	7,750.	7,750.	DDB		5.000				
SHREDDER	06/23/2005	1,383.	100.000			1,383.	1,383.	1,383.	DDB		5.000				
COMPUTER EQUIPMENT	09/29/2005	1,391.	100.000			1,391.	1,391.	1,391.	DDB		5.000				
COMPUTER EQUIPMENT	09/29/2005	1,115.	100.000			1,115.	1,115.	1,115.	DDB		5.000				
COMPUTER EQUIPMENT	10/06/2005	721.	100.000			721.	721.	721.	DDB		5.000				
FAX MACHINE	11/27/2005	2,172.	100.000			2,172.	2,172.	2,172.	DDB		5.000				
SOFA	02/02/2006	460.	100.000			460.	460.	460.	DDB		5.000				
COMPUTER	08/16/2006	1,666.	100.000			1,666.	1,666.	1,666.	DDB		5.000				
Less Retired Assets . . . . .															
Subtotals . . . . .															

## Listed Property

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
TOTALS . . . . .							

\*Assets Retired

JSA  
2X9024 1 000

## 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
COMPUTER	08/31/2006	2,152.	100.000			2,152.	2,152.	2,152.	DDB		5.000				
COMPUTER SERVER	10/18/2006	8,818.	100.000			8,818.	8,818.	8,818.	DDB		5.000				
4 COMPUTERS	11/27/2006	8,087.	100.000			8,087.	8,087.	8,087.	DDB		5.000				
LAPTOP AND PC	01/04/2007	2,927.	100.000			2,927.	2,800.	2,927.	DDB		5.000				127.
GTS/CSD UPGRADES	04/06/2007	13,659.	100.000			13,659.	13,659.	13,659.	SL		3.000				
COMPUTER EQUIPMENT	08/23/2007	5,518.	100.000			5,518.	5,280.	5,518.	DDBA		5.000				238.
COMPUTER - JH	10/04/2007	1,456.	100.000			1,456.	1,394.	1,456.	DDBA		5.000				62.
COMPUTER - CO	01/18/2008	2,083.	100.000			2,083.	1,784.	1,934.	DDBA		5.000				150.
COMPUTER - RAS	02/28/2008	2,398.	100.000			2,398.	2,052.	2,225.	DDBA		5.000				173.
BINDING SYSTEM	05/08/2008	687.	100.000			687.	471.	579.	DDBA		7.000				108.
COMPUTER - MH	07/31/2008	2,974.	100.000			2,974.	2,546.	2,760.	DDBA		5.000				214.
COMPUTER - LM	07/31/2008	1,719.	100.000			1,719.	1,472.	1,596.	DDBA		5.000				124.
COMPUTER - PDR	07/31/2008	2,865.	100.000			2,865.	2,453.	2,659.	DDBA		5.000				206.
COMPUTER - MR	07/31/2008	2,834.	100.000			2,834.	2,426.	2,630.	DDBA		5.000				204.
DC OFFICE PRINTER	09/04/2008	709.	100.000			709.	607.	658.	DDBA		5.000				51.
DC - COMPUTER	09/04/2008	4,611.	100.000			4,611.	3,947.	4,279.	DDBA		5.000				332.
DC- FURNITURE	09/18/2008	22,115.	100.000			22,115.	15,207.	18,661.	DDBA		7.000				3,454.
DC - COMPUTER	09/25/2008	4,771.	100.000			4,771.	4,084.	4,428.	DDBA		5.000				344.
DC - PHONES	09/25/2008	849.	100.000			849.	584.	717.	DDBA		7.000				133.
Less Retired Assets . . . . .															
Subtotals . . . . .															

## Listed Property

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
TOTALS . . . . .							

\*Assets Retired

## 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
COMPUTER - MM	11/14/2008	1,551.	100.000			1,551.	1,327.	1,439.	DDBA		5.000				112.
OFFICE 2007	11/14/2008	1,560.	100.000			1,560.	1,344.	1,560.	SL		3.000				216.
SHAREPOINT SERVER	11/14/2008	6,763.	100.000			6,763.	5,789.	6,276.	DDBA		5.000				487.
LOGITECH CAMERA	11/25/2008	670.	100.000			670	575.	624.	DDBA		5.000				49.
DC - ROUTER	12/04/2008	769.	100.000			769.	659.	715.	DDBA		5.000				56.
DC FURNITURE	12/11/2008	1,432.	100.000			1,432.	985.	1,209.	DDBA		7.000				224.
VIDEO CONF. EQUIP.	12/11/2008	36,750.	100.000			36,750.	31,458.	34,104.	DDBA		5.000				2,646.
DC - LIGHTING	12/23/2008	4,297.	100.000			4,297.	2,955.	3,626.	DDBA		7.000				671.
DC - FURNITURE	12/23/2008	1,920.	100.000			1,920.	1,320.	1,620.	DDB		7.000				300
COMPUTER EQUIPMENT	03/19/2009	8,389.	100.000			8,389.	5,973.	7,181.	DDBA		5.000				1,208.
COMPUTER EQUIPMENT	03/19/2009	13,017	100.000			13,017.	9,268.	11,143.	DDBA		5.000				1,875.
COMPUTER EQUIPMENT	05/21/2009	11,526.	100.000			11,526.	8,206.	9,866.	DDBA		5.000				1,660.
COMPUTER EQUIPMENT	06/11/2009	3,024.	100.000			3,024.	2,154.	2,590.	DDBA		5.000				436.
COMPUTER EQUIPMENT	06/18/2009	76,485.	100.000			76,485.	54,457.	65,471.	DDBA		5.000				11,014.
COMPUTER EQUIPMENT	08/05/2009	8,508.	100.000			8,508	6,057.	7,282.	DDBA		5.000				1,225
FURN & FIXTURES	08/26/2009	11,130.	100.000			11,130.	6,262	8,696.	DDBA		7.000				2,434.
COMPUTER - 2 UNITS	04/15/2010	2,017.	100.000			2,017.	1,048.	1,435.	DDBA		5.000				387.
DELL SERVER	05/06/2010	32,699.	100.000			32,699.	17,004.	23,282.	DDBA		5.000				6,278.
MICROPHONE SYSYTEM	12/23/2010	10,818.	100.000			10,818.	5,626	7,703.	DDBA		5.000				2,077.

Less Retired Assets . . . . .

Subtotals . . . . .

## Listed Property

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
TOTALS . . . . .							

\*Assets Retired

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## 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 CUBICLES	05/20/2010	8,283.	100.000			8,283.	3,212.	4,661.	DDBA		7.000				1,449.
OFFICE FURNITURE	06/18/2010	2,863.	100.000			2,863.	1,110.	1,611.	DDBA		7.000				501.
COMPUTER EQUIP	07/22/2010	3,455.	100.000			3,455.	1,797.	2,460.	DDBA		5.000				663.
COMPUTER EQUIP	08/26/2010	545.	100.000			545.	283.	388.	DDBA		5.000				105.
LAND - FISHER FORD	01/01/2011	243,444.	100.000			243,444.									
COMPUTER EQUIPMENT	11/16/2011	4,687.	100.000			4,687.	1,875.	3,000.	DDBA		5.000				1,125.
OFFICE FURNITURE	11/16/2011	13,892.	100.000			13,892.	3,969.	6,804.	DDBA		7.000				2,835.
OFFICE EQUIPMENT	09/02/2011	7,299.	100.000			7,299.	1,460.	3,796.	DDBA		5.000				2,336.
OFFICE EQUIPMENT	08/04/2011	28,882.	100.000			28,882.	5,776.	15,018.	DDBA		5.000				9,242.
UNIMPROVED LAND	12/15/2011	140,000.	100.000			140,000.									
OFFICE FURNITURE	02/29/2012	3,088.	100.000			3,088.		441.	DDBA		7.000				441.
OFFICE FURNITURE	10/04/2012	37,982.	100.000			37,982.		5,426.	DDBA		7.000				5,426.
MICROPHONES	12/13/2012	2,499.	100.000			2,499.		500.	DDBA		5.000				500.
DELL 10K SAS DRIVE	02/24/2012	27,658.	100.000			27,658.		5,532.	DDBA		5.000				5,532.
VIDEO CONF. EQUIP.	10/04/2012	14,523.	100.000			14,523.		2,905.	DDBA		5.000				2,905.
LEASEHOLD IMP.	11/30/2012	4,350.	100.000			4,350.		73.	SL		5.000				73.
Less Retired Assets . . . . .															
Subtotals . . . . .		959,370.				959,370.	353,135.	425,543.							72,408.

## Listed Property

Less Retired Assets . . . . .															
Subtotals . . . . .		37,651.				37,651.	37,651.	37,651.							
TOTALS . . . . .		997,021.				997,021.	390,786.	463,194.							72,408.

## AMORTIZATION

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

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ARVEST BANK	53,666.	53,666.
BANK OF AMERICA	23,078.	23,078.
TOTAL	<u>76,744.</u>	<u>76,744.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WALTON ENTERPRISES, LLC	40,419,743.	40,419,743.
NORTHERN TRUST ENDOWMENT FUND	6,265,488.	6,265,488.
NORTHERN TRUST NORAD ACCOUNT	247,230.	247,230.
NORTHERN TRUST GOLDMAN SACHS ACCOUNT	2,799,530.	2,799,530.
NORTHERN TRUST BOA AND ARVEST ACCOUNTS	276.	276.
REGIONS BANK	6,638.	6,638.
PRESBYTERIAN CHURCH USA	96,663.	96,663.
SOUTHERN FINANCIAL PARTNERS - PRI	31,033.	31,033.
CHARTER FUND - PRI	99,375.	99,375.
MCKAY SHIELDS	5,359,896.	5,359,896.
QM COMMON DAILY EAFE FUND	3,661,987.	3,661,987.
QM COMMON DAILY EMERGING MKT FUND	2,570,956.	2,570,956.
NT BOND CREDIT FUND	268,150.	268,150.
DIVERSIFIED FRONTIER EQUITY FUND	158,242.	158,242.
GOLDMAN SACHS CALL FUND	699,225.	699,225.
GOLDMAN SACHS PUT FUND	3,785.	3,785.
GOLDMAN SACHS BROKERAGE	354.	354.
RUSSELL 1000	2,979,272.	2,979,272.
RUSSELL 2000	304,988.	304,988.
PASS-THROUGH DIVIDENDS AND INTEREST	879,494.	879,494.
TOTAL	<u>66,852,325.</u>	<u>66,852,325.</u>

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RECOVERIES OF PRIOR YEAR GRANTS	491,947.	
SUBSTITUTE PAYMENT IN LIEU OF DIVIDENDS	19,899.	19,899.
OTHER TAXABLE INCOME	12,107.	12,107.
SECTION 988 TRANSLATION GAIN	366,965.	366,965.
PASS-THROUGH - OTHER TAXABLE INCOME	3,144.	3,144.
PASS THROUGH - SECTION 988 GAIN	24,135.	24,135.
PASS THROUGH - SECTION 1296 GAIN	701,613.	701,613.
TOTALS	<u>1,619,810.</u>	<u>1,127,863.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	304,816.			304,816.
TOTALS	<u>304,816.</u>			<u>304,816.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	1,904,784.	1,904,784.	
EDUCATIONAL CONSULTING FEES	2,697,670.		2,697,670.
CHARITABLE & OTHER CONSULTING	2,773,953.		2,618,953.
TOTALS	<u>7,376,407.</u>	<u>1,904,784.</u>	<u>5,316,623.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NT INTEREST EXPENSE	82,180.	82,180.
INTEREST EXPENSE - PASS THRU	35,959.	35,959.
TOTALS	<u>118,139.</u>	<u>118,139.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX	750,000.		
PROPERTY TAXES	1,858.		1,858.
SALES AND USE TAX	1,819.		1,819.
NT FOREIGN TAXES	586,411.	586,411.	
FOREIGN TAXES - PASS THRU	35,318.	35,318.	
TOTALS	<u>1,375,406.</u>	<u>621,729.</u>	<u>3,677.</u>



ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
SCHOLARSHIP COMMITTEE FEES	2,567.		2,567.
MISC. EXPENSES	19,220.		19,220.
SUPPLIES	71,301.		71,301.
TELEPHONE AND COMMUNICATIONS	78,734.		78,734.
POSTAGE AND EXPRESS MAIL	12,892.		12,892.
DUES AND SUBSCRIPTIONS	73,478.		73,478.
INSURANCE	1,655.		1,655.
REPAIRS AND MAINTENANCE	8,624.		8,624.
WEBSITE SERVICES	11,819.		11,819.
PRINT/DESIGN SERVICES	19,828.		19,828.
RECRUITING EXPENSES	1,926.		1,926.
PUBLIC RELATION EXPENSES	40,117.		40,117.
TRAINING EXPENSES	79,199.		79,199.
PORTFOLIO EXPENSES - PASS THRU	1,510,844.	1,510,844.	
TOTALS	<u>1,932,204.</u>	<u>1,510,844.</u>	<u>421,360.</u>

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

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

BEGINNING BALANCE DUE ..... 7,718,626.

ENDING BALANCE DUE ..... 6,997,035.

ENDING FAIR MARKET VALUE ..... 6,997,035.

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

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

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

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

ATTACHMENT 9 (CONT'D)

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

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

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

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

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

BEGINNING BALANCE DUE ..... 1,538,462.

ENDING BALANCE DUE ..... 1,230,770.

ENDING FAIR MARKET VALUE ..... 1,230,770.

ATTACHMENT 9 (CONT'D)

BORROWER: BUILDING HOPE  
ORIGINAL AMOUNT: 9,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 05/14/2007  
MATURITY DATE: 12/31/2014  
REPAYMENT TERMS: 4% IN 2 YRS, 4% IN 3 YRS, BALANCE AFTER 4 YRS  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: FACILITIES FOR 28 HIGH QUALITY CHARTER SCHOOLS  
DESCRIPTION AND FMV \$8,710,900 CASH  
OF CONSIDERATION: 8,710,900.

BEGINNING BALANCE DUE ..... 6,626,712.

ENDING BALANCE DUE ..... 3,391,412.

ENDING FAIR MARKET VALUE ..... 3,391,412.

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

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

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

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

ATTACHMENT 9 (CONT'D)

BORROWER: CHARTER FUND, INC.  
ORIGINAL AMOUNT: 10,000,000.  
INTEREST RATE: 3.000000  
DATE OF NOTE: 07/30/2007  
MATURITY DATE: 02/01/2018  
REPAYMENT TERMS: 10 YEARS  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: REVOLVING CHARTER SCHOOL FACILITIES FINANCING FUND  
DESCRIPTION AND FMV 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: IFF  
ORIGINAL AMOUNT: 5,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 11/28/2007  
MATURITY DATE: 11/28/2019  
REPAYMENT TERMS: DUE TEN YEARS FROM DATE OF DRAW ON ORIGINAL LOAN  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: LOAN FUNDS TO 3 CHARTER SCHOOLS IN WI, MO, IN  
DESCRIPTION AND FMV 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.

ATTACHMENT 9 (CONT'D)

BORROWER: PRESBYTERIAN CHURCH (U.S.A)  
ORIGINAL AMOUNT: 2,396,698.  
INTEREST RATE: 0.800000  
DATE OF NOTE: 01/25/2007  
MATURITY DATE: 01/25/2014  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY - RENEWAL OPTION  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: BUILD NEW CHURCHES AND RENOVATE EXISTING CHURCHES  
DESCRIPTION AND FMV \$2,803,854 IN CASH  
OF CONSIDERATION: 2,803,854.

BEGINNING BALANCE DUE ..... 2,775,302.

ENDING BALANCE DUE ..... 2,803,854.

ENDING FAIR MARKET VALUE ..... 2,803,854.

BORROWER: PRESBYTERIAN CHURCH (U.S.A.)  
ORIGINAL AMOUNT: 2,396,698.  
INTEREST RATE: 0.800000  
DATE OF NOTE: 01/25/2007  
MATURITY DATE: 01/25/2014  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY -RENEWAL OPTION  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: BUILD NEW CHURCHES AND RENOVATE EXISTING CHURCHES  
DESCRIPTION AND FMV \$2,906,706 IN CASH  
OF CONSIDERATION: 2,906,706.

BEGINNING BALANCE DUE ..... 2,838,595.

ENDING BALANCE DUE ..... 2,906,706.

ENDING FAIR MARKET VALUE ..... 2,906,706.

ATTACHMENT 9 (CONT'D)

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

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

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

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

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

ATTACHMENT 9 (CONT'D)

BORROWER: E-STEM PUBLIC CHARTER SCHOOLS  
ORIGINAL AMOUNT: 3,200,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 04/07/2008  
MATURITY DATE: 07/14/2013  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: TO RENOVATE CHARTER SCHOOL BUILDING.  
DESCRIPTION AND FMV \$2,937,342 CASH  
OF CONSIDERATION: 2,937,342.

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

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

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

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

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

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

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



ATTACHMENT 9 (CONT'D)

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

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

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

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

BORROWER: SOUTHERN BANCORP CAPITAL PARTNERS  
ORIGINAL AMOUNT: 10,000,000.  
INTEREST RATE: 2.000000  
DATE OF NOTE: 03/05/2009  
MATURITY DATE: 12/31/2018  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: ESTABLISH ARKANSAS EDUCATION FACILITIES LOAN FUND  
DESCRIPTION AND FMV \$9,000,000 CASH  
OF CONSIDERATION: 9,000,000.

BEGINNING BALANCE DUE ..... 8,382,196.

ENDING BALANCE DUE ..... 8,212,196.

ENDING FAIR MARKET VALUE ..... 8,212,196.

ATTACHMENT 9 (CONT'D)

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

BEGINNING BALANCE DUE ..... 6,812,754.

ENDING BALANCE DUE ..... 6,571,671.

ENDING FAIR MARKET VALUE ..... 6,571,671.

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

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

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

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

ATTACHMENT 9 (CONT'D)

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

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

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

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

BORROWER: CHARTER SCHOOL FINANCING PARTNERSHIP  
ORIGINAL AMOUNT: 5,000,000.  
INTEREST RATE: 0.00000  
DATE OF NOTE: 12/20/2010  
MATURITY DATE: 12/31/2022  
REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: ASSIST CHARTER SCHOOLS WITH ACCESS TO BOND MARKET  
DESCRIPTION AND FMV OF CONSIDERATION: \$3,500,000 IN CASH  
3,500,000.

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

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

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

ATTACHMENT 9 (CONT'D)

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

BEGINNING BALANCE DUE ..... 400,000.

ENDING BALANCE DUE ..... 245,000.

ENDING FAIR MARKET VALUE ..... 245,000.

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

BEGINNING BALANCE DUE ..... 1,500,000.

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

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

ATTACHMENT 9 (CONT'D)

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

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

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

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

BORROWER: E-STEM  
 ORIGINAL AMOUNT: 150,000.  
 INTEREST RATE: 0.00000  
 DATE OF NOTE: 09/14/2011  
 MATURITY DATE: 02/15/2012  
 REPAYMENT TERMS: \$50,000 DUE 2/15, 5/15, AND 6/15/2012  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: SHORT-TERM LOAN TO ASSIST SCHOOL GROWTH  
 DESCRIPTION AND FMV OF CONSIDERATION: \$150,000 IN CASH  
 150,000.

BEGINNING BALANCE DUE ..... 150,000.

ENDING BALANCE DUE ..... \_\_\_\_\_

ENDING FAIR MARKET VALUE ..... \_\_\_\_\_

ATTACHMENT 9 (CONT'D)

BORROWER: PACIFIC CHARTER SCHOOL DEV.  
ORIGINAL AMOUNT: 2,000,000.  
INTEREST RATE: 0.000001  
DATE OF NOTE: 11/07/2012  
MATURITY DATE: 12/01/2022  
REPAYMENT TERMS: TEN YEAR BALLOON  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: FUNDING CHARTER SCHOOLS IN THE BES NETWORK  
DESCRIPTION AND FMV \$2,000,000 IN CASH  
OF CONSIDERATION: 2,000,000.

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

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

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 95,894,989.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 99,810,986.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 99,810,986.

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WALTON ENTERPRISES, LLC			
LIMITED LIABILITY CO. UNITS	122,842,070.	100,752,742.	507,952,398.
ROB-WAL, TULSA 28, LLC	210,861.	210,859.	370,000.
NORTHERN TRUST MANAGED INCOME			
ACCOUNTS	1,041,102,899.	701,928,056.	739,832,956.
BOA CERTIFICATE OF DEPOSIT	5,114,086.	5,137,164.	5,137,164.
REGION BANK - STOCK	5,957,098.	5,957,098.	1,183,288.
RUSSELL 1000		131,102,754.	146,751,376.
RUSSELL 2000		18,479,762.	19,337,392.
MCKAY SHIELDS		126,822,823.	135,069,466.
QM COMMON DAILY EAFE FUND		125,206,839.	131,191,507.
QM COMMON DAILY EMERGING MKTS		91,134,377.	101,856,738.
DIVERSIFIED FRONTIER MKTS FUND		17,966,073.	19,197,596.
GOLDMAN SACHS PUT FUND		46,894,772.	48,150,405.
GOLDMAN SACHS CALL FUND		31,795,918.	32,596,450.
GOLDMAN SACHS BROKERAGE ACCT.		354.	354.
TOTALS	<u>1,175,227,014.</u>	<u>1,403,389,591.</u>	<u>1,888,627,090.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROGRAM RELATED INVESTMENT- (SOUTHERN DEVELOPMENT BANK CO)	3,300,030.	3,300,030.	3,300,030.
PROGRAM RELATED INVESTMENT- (NEIGHBORHOOD BANCORP.)	100,000.	100,000.	100,000.
DEPOSITS	8,753.	22,244.	22,244.
TOTALS	<u>3,408,783.</u>	<u>3,422,274.</u>	<u>3,422,274.</u>



ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DIFFERENCE IN COST AND FMV OF IN-KIND GRANT PAID	87,657,180.
TOTAL	<u>87,657,180.</u>

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

THE WALTON FAMILY FOUNDATION (FOUNDATION)MADE A \$1,800,000 GRANT TO THE ENDEAVOR FOUNDATION (GRANTEE) TO ESTABLISH A FUND TO EXPAND THE SCOPE AND QUALITY OF PROGRAMS FOR YOUTH AND OTHER COMMUNITY ORGANIZATIONS IN THE FOUNDATION'S HOME REGION. THE FOUNDATION HAS ADVISORY PRIVILEGES OVER FUND DISTRIBUTIONS. THE FOUNDATION HAS TREATED THIS GRANT AS A QUALIFYING DISTRIBUTION BECAUSE IT ACCOMPLISHES CHARITABLE PURPOSES DESCRIBED IN SECTION 170(C)(2)(B).

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

## 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 PROIETTI P O BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
STEUART L WALTON P O BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
THOMAS L. WALTON P O BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
LUKAS T WALTON P O BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
JAMES M WALTON P O BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
WALTON ENTERPRISES, LLC - MANAGEMENT SERVICES P O BOX 1860 BENTONVILLE, AR 72712		* 5,590,479	NONE	NONE
		5,590,479	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

WALTON FAMILY FOUNDATION, INC.  
 FORM 990-PF  
 13-3441466  
 12/31/2012

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

	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST	PROCEEDS	NET GAIN/(LOSS)
NORTHERN TRUST - R1000	VARIOUS STOCKS	VARIOUS	VARIOUS	6,995,046	7,112,780	117,734
NORTHERN TRUST - R2000	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	100,852	11,199	(89,653)
NORTHERN TRUST -COMMON TRUST FUND	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	114,991,139	126,183,006	11,191,867
MCKAY SHIELDS	VARIOUS BONDS	VARIOUS	VARIOUS	15,929,459	15,860,345	(69,114)
QM COMMON EAFE FUND	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	635,758	55,179	(580,579)
QM COMMON EMERGING MARKET EQUITY FUND	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	887,202	85,345	(801,857)
NTGI CREDITBOND FUND	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	10,328,042	10,637,567	309,525
NTGI FRONTIER MARKET COMMON FUND	CAPITAL GAIN/(LOSS) DISTRIBUTION	VARIOUS	VARIOUS	40,058	26,667	(13,391)
NORTHERN TRUST - NORAD	VARIOUS BONDS	VARIOUS	VARIOUS	386,535,226	386,611,958	76,732
NORTHERN TRUST - GS	VARIOUS BONDS	VARIOUS	VARIOUS	221,196,300	224,989,449	3,793,149
GOLDMAN SACHS - PUT FUND	VARIOUS STOCKS	VARIOUS	VARIOUS	68,334	2,032,573	1,964,239
GOLDMAN SACHS - CALL FUND	VARIOUS STOCKS	VARIOUS	VARIOUS	18,740,812	20,010,993	1,270,181
PASS-THROUGH GAIN/LOSS	VARIOUS	VARIOUS	VARIOUS	883,038	-	(883,038)
				777,331,266	793,617,061	16,285,795

PART 6a, IV, CAPITAL GAINS AND LOSSES ON THE SALE OF BUSINESS PROPERTY

	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST	PROCEEDS	NET GAIN/(LOSS)
SALE OF PERSONAL PROPERTY	VARIOUS FURNITURE	VARIOUS	11/5/2012	-	451	451
				-	451	451

PART 1, COLUMN A, LINES 6a & 6b

777,331,266	793,617,512	16,286,246
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990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
GOLDMAN SACHS ASSET MGT. 71 SOUTH WACKER DRIVE CHICAGO, IL 60606	INVESTMENT MGMT FEES	441,973.
EDUCATION STRATEGY CONSULTING 2145 EVANS CIRCLE EARLYSVILLE, VA 22936	EVALUATION SERVICES	901,250.
CAMBRIDGE & ASSOCIATES 4100 N. FAIRFAX DRIVE, SUITE 1300 ARLINGTON, VA 22203	INVESTMENT SERVICES	529,781.
NORTHERN TRUST LA SALLE STREET CHICAGO, IL 60606	INVESTMENT SERVICES	445,446.
SPITFIRE STRATEGIES 1800 M STREET, NW, SUITE 300 NORTH WASHINGTON, DC 20036	PROGRAM CONSULTING	676,694.
TOTAL COMPENSATION		<u>2,995,144.</u>

ATTACHMENT 16

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

GRANTS TO ORGANIZATIONS: WRITTEN REQUESTS ONLY



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEE ATTACHMENT 20			314,032,085
WALTON FAMILY CHARITABLE SUPPORT FOUNDATION P.O BOX 1860 BENTONVILLE, AR 72712	PUBLIC - SEE ATTCH 18A	TO PROVIDE ADDITIONAL ENDOWMENT FUNDING TO THE WALTON FAMILY CHARITABLE SUPPORT FOUNDATION FOR THE SUPPORT OF THE WALTON INTERNATIONAL SCHOLARSHIP PROGRAM AND OTHER CHARITABLE ACTIVITIES	109,744,500
		TOTAL CONTRIBUTIONS PAID	<u>423,776,585</u>

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

Description of Property Distributed	1,500 Walton Enterprise LLC Units
Book Value of Distributed Property	\$22,087,320
Fair Market Value of Distributed Property	\$109,744,500
Method Used to Determine Book Value	Acquisition Value
Method Used to Determine Fair Market Value	Appraisal
Date of Gift	June 6, 2012

WALTON FAMILY FOUNDATION, INC.

13-3441466

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

ATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
RECOVERY OF PRIOR YEAR GRANTS					491,947.
TOTALS					<u>491,947.</u>

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
NEO A and M College Development Foundation, Inc	Miami	OK		Public	Education	10,000
10-33 Emergency C B Team	Nowata	OK		Public	Charitable	3,500
40 Schools	New Orleans	LA		Exp Responsibility	Education	646,467
50CAN, Inc	New York	NY		Public	Education	1,650,000
Ability Tree, Inc	Siloam Springs	AR		Public	Charitable	5,000
Academy 360	Denver	CO		Public	Education	250,000
Academy for Global Citizenship Charter School	Chicago	IL		Public	Education	280,000
Accelerate Arkansas	Little Rock	AR		Exp Responsibility	Education	75,000
ACE Charter High School	San Jose	CA		Public	Education	250,000
Achievement Network, LTD	Boston	MA		Exp Responsibility	Education	62,500
African Parks Foundation of America	Middleburg	VA		Public	Charitable	500,000
Ag Technology and Environmental Stewardship Foundation Inc	Ankeny	IA		Exp Responsibility	Charitable	75,000
Agricultural Watershed Institute	Decatur	IL		Public	Charitable	46,211
Agudath Israel of America, Inc	New York	NY		Public	Education	500,000
Alliance for School Choice, Inc	Washington	DC		Public	Education	1,700,000
Alliance for Water Efficiency	Chicago	IL		Public	Charitable	35,000
Allied Arts Foundation	Oklahoma City	OK		Public	Charitable	5,000
Alma Community Outreach Center	Alma	AR		Public	Charitable	3,500
Alma Police Focus Group	Alma	AR		Public	Charitable	2,500
Amandla Charter School	Chicago	IL		Public	Education	250,000
Amateur Athletic Union of the United States	Pea Ridge	AR		Public	Charitable	1,000
AMDPA Foundation Inc	Little Rock	AR		Public	Charitable	2,500
American Bird Conservancy	The Plains	VA		Public	Charitable	50,787
American Cancer Society	Little Rock	AR		Public	Charitable	2,000
American Cancer Society Inc	Stillwell	OK		Public	Charitable	1,000
American Center for School Choice (ACSC)	San Mateo	CA		Public	Charitable	125,000
American Childhood Cancer Organization of Arkansas	Little Rock	AR		Public	Charitable	2,500
American Enterprise Institute for Public Policy Research (AEI)	Washington	D C		Public	Charitable	222,103
American Farmland Trust	Washington	DC		Public	Charitable	395,980
American Heart Association Phoenix	Tempe	AZ		Public	Charitable	15,000
American Quarter Horse Foundation	Amarillo	TX		Public	Charitable	50,000
American Rivers, Inc	Washington	DC		Public	Charitable	314,426
American Whitewater	Cullowhee	NC		Public	Charitable	109,145
American Youth Soccer Organization	Eufaula	OK		Public	Charitable	6,000
Americans for Prosperity Foundation	Arlington	VA		Public	Education	325,000
America's Charter School	Lincoln	AR		Exp Responsibility	Education	10,000
Amon Carter Museum of Western Art	Fort Worth	TX		Public	Charitable	589,800
AOPA Foundation Aircraft Owners and Pilot Association	Frederick	MD		Public	Charitable	15,000
Apple Academy Charter Public Schools	Los Angeles	CA		Public	Education	250,000
ARC Group Homes, Inc	Bartlesville	OK		Public	Charitable	5,000
ARC of the Ozarks Foundation Inc	Springfield	MO		Public	Charitable	5,000
ARC4H Academy	Minneapolis	MN		Public	Education	250,000
Area Agency on Aging of Northwest Arkansas Foundation	Harrison	AR		Public	Charitable	15,000
Argentine Neighborhood Development Association	Kansas City	KS		Public	Charitable	5,000
Arizona Autism Charter Schools, Inc	Goodyear	AZ		Exp Responsibility	Education	30,000
Arizona Charter Schools Association (ACSA)	Phoenix	AZ		Public	Education	736,475
Arizona Community Foundation	Phoenix	AZ		Public	Charitable	306,164
Arizona Foundation for Women, Inc	Phoenix	AZ		Public	Charitable	1,000
Arizona Kidney Foundation	Phoenix	AZ		Public	Charitable	5,000
Arizona Land and Water Trust Inc	Tucson	AZ		Public	Charitable	221,224
Arizona School Choice Administration Corporation	Glendale	AZ		Public	Education	100,000
Arizona Science Center	Phoenix	AZ		Public	Charitable	335,000
Arizona State Parks Foundation	Cottonwood	AZ		Public	Charitable	129,187
Arizona Womens Board	Paradise Valley	AZ		Public	Charitable	1,000
Arkansans for Education Reform Foundation (AERF)	Little Rock	AR		Exp Responsibility	Education	2,088,750
Arkansas Aims - Arkansas Advanced Initiative for Math and Science, Inc	Little Rock	AR		Public	Education	1,124,409
Arkansas Arts Center Foundation	Little Rock	AR		Public	Charitable	106,000
Arkansas Athletes Outreach	Fayetteville	AR		Public	Charitable	10,000
Arkansas Business and Education Alliance, Inc	State University	AR		Public	Charitable	2,500
Arkansas Children's Hospital	Little Rock	AR		Public	Charitable	15,000
Arkansas Children's Hospital Foundation	Little Rock	AR		Public	Charitable	10,000

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Arkansas Committee of the National Museum of Women in the Arts	Helena	AR		Public	Charitable	3,000
Arkansas Community Foundation	Little Rock	AR		Public	Charitable	40,000
Arkansas Department of Education	Little Rock	AR		Public	Education	398,000
Arkansas Governor's Mansion Association	Little Rock	AR		Public	Charitable	1,000
Arkansas Hunger Relief Alliance Inc	Little Rock	AR		Public	Charitable	5,000
Arkansas Hunters Feeding the Hungry, Inc	Little Rock	AR		Public	Charitable	2,000
Arkansas Independent Colleges & Universities - Independent College Fund of Arkansas	North Little Rock	AR		Public	Education	12,000
Arkansas Inland Maritime Museum Association	North Little Rock	AR		Public	Charitable	5,000
Arkansas Policy Foundation	Little Rock	AR		Public	Education	10,000
Arkansas Public School Resource Center	Little Rock	AR		Public	Education	987,933
Arkansas School for the Blind	Little Rock	AR		Public	Education	2,500
Arkansas Special Olympics Inc	North Little Rock	AR		Public	Charitable	1,000
Arkansas Sports Hall of Fame, Inc	North Little Rock	AR		Public	Charitable	10,000
Arkansas State Council on Economic Education (Economics Arkansas)	Little Rock	AR		Public	Education	21,179
Arkansas State University Mountain Home	Mountain Home	AR		Public	Education	2,000
Arkansas Symphony Orchestra Foundation	Little Rock	AR		Public	Charitable	5,000
Arkansas Tech University	Russellville	AR		Public	Education	294,000
Arkansas Tennis Patrons Foundation	Little Rock	AR		Public	Charitable	10,000
Arkansas Wrestling Association	Little Rock	AR		Public	Charitable	1,700
Armed Services YMCA	Lawton	OK		Public	Charitable	15,000
Arts and Humanities Council of Tulsa, Inc	Tulsa	OK		Public	Charitable	100,000
Arts Center of the Ozarks	Springdale	AR		Public	Charitable	494,250
Arts Council of Oklahoma City	Oklahoma City	OK		Public	Charitable	10,000
Aspen Center for Environmental Studies	Aspen	CO		Public	Charitable	117,121
Aspen Valley Medical Foundation Limited	Aspen	CO		Public	Charitable	10,000
Aspen Valley Ski-Snowboard Club, Inc	Aspen	CO		Public	Charitable	40,000
Aspire of Green County Oklahoma	Tulsa	OK		Public	Charitable	10,000
Aspire of Southwest Missouri	Joplin	MO		Public	Charitable	5,000
Association of American Educators Foundation (AAEF)	Mission Viejo	CA		Public	Education	805,184
Association of Latino Professionals in Finance and Accounting Foundation (ALPFA)	Los Angeles	CA		Public	Charitable	315,658
Association of Missouri Charter Schools (AMCS)	St. Louis	MO		Public	Education	326,300
ASU Foundation for A New American University - Arizona State University Foundation	Tempe	AZ		Public	Education	5,502,500
Aurora Collegiate Academy Charter School - BES	Memphis	TN		Public	Education	220,000
Barry Goldwater Institute for Public Policy Research	Phoenix	AZ		Public	Education	200,000
Bartlesville Area Friends of the Parks, Inc	Bartlesville	OK		Public	Charitable	10,000
Bartlesville Regional United Way	Bartlesville	OK		Public	Charitable	1,000
Bayou Bartholomew Alliance	Monticello	AR		Public	Charitable	133,125
Beacon Center of Tennessee	Nashville	TN		Public	Charitable	75,000
Beaver Water District	Lowell	AR		Public	Charitable	43,750
Bell Park Foundation, Inc	Greenwood	AR		Public	Charitable	2,500
Bella Vista Historical Society	Bella Vista	AR		Public	Charitable	1,000
Bellwether Education Partners	Washington	DC		Public	Education	185,000
Benton County Historical Society	Bentonville	AR		Public	Charitable	2,000
Bentonville Bella Vista Trailblazers Association Inc	Bentonville	AR		Public	Charitable	1,981,702
Bentonville Child Care and Development Center	Bentonville	AR		Public	Education	946,991
Bentonville Public Schools	Bentonville	AR		Public	Education	118,218
Bentonville Public Schools Foundation	Bentonville	AR		Public	Education	117,986
Bethlehem House Inc	Conway	AR		Public	Charitable	5,000
Better Community Development, Inc	Little Rock	AR		Public	Charitable	5,000
Better Learning Communities	St. Louis	MO		Public	Education	220,000
Beyond Boundaries, Inc	Ward	AR		Public	Charitable	2,500
Big Bend Trails Alliance	Terlingua	TX		Public	Charitable	5,000
Big Brothers Big Sisters of Northwest Arkansas, Inc	Springdale	AR		Public	Charitable	2,500
Biodiversity Project	Chicago	IL		Public	Charitable	90,000
Black Alliance for Educational Options (BAEO)	Washington	DC		Public	Education	1,114,200
Blue Ridge School Incorporated	St. George	VA		Public	Education	94,940
Bluestem Regional Medical Development Foundation	Bartlesville	OK		Public	Charitable	10,000
Bonneville Environmental Foundation	Portland	OR		Public	Charitable	229,130
Boone County Library	Harrison	AR		Public	Charitable	2,500
Boston Mountain Cyclists, Inc	Bentonville	AR		Exp Responsibility	Charitable	15,000
Boulder Community Foundation	Boulder	UT		Public	Charitable	215,000

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Boy Scouts of America Cherokee Area Council	Bartlesville	OK		Public	Charitable	5,000
Boy Scouts of America/Indian Nations Council, Inc	Tulsa	OK		Public	Charitable	12,000
Boy Scouts of America/Westark Area Council	Fort Smith	AR		Public	Charitable	8,000
Boys & Girls Clubs of America	Atlanta	GA		Public	Charitable	25,000
Boys and Girls Club of Van Buren	Van Buren	AR		Public	Charitable	2,500
Boys and Girls Club of Bartlesville	Bartlesville	OK		Public	Charitable	10,000
Boys and Girls Club of Benton County	Bentonville	AR		Public	Charitable	30,000
Boys and Girls Club of Central Arkansas	Little Rock	AR		Public	Charitable	5,000
Boys and Girls Club of Delaware County	Jay	OK		Public	Charitable	2,500
Boys and Girls Club of Faulkner County Arkansas, Inc	Conway	AR		Public	Charitable	10,000
Boys and Girls Club of Nowata, Inc	Nowata	OK		Public	Charitable	5,000
Boys and Girls Club of Paris, Inc	Paris	AR		Public	Charitable	4,000
Boys and Girls Club of Tahlequah	Tahlequah	OK		Public	Charitable	4,500
Boys and Girls Club of the Arkansas River Valley	Russellville	AR		Public	Charitable	5,000
Boys and Girls Club of Wallingford (Ulbrich Boys and Girls)	Wallingford	CT		Public	Charitable	4,000
Boys and Girls Clubs of Greater Kansas City	Kansas City	MO		Public	Charitable	5,000
Boys and Girls Clubs of Metropolitan Phoenix	Phoenix	AZ		Public	Charitable	25,000
Brandon Burlsworth Foundation	Harrison	AR		Public	Charitable	25,000
Bridges Public Charter School	Washington	DC		Public	Education	30,000
Brighter Choice Foundation	Albany	NY		Public	Education	945,000
Brilla College Preparatory Charter School	San Francisco	CA		Public	Education	250,000
Broken Arrow Public School Foundation, Inc	Broken Arrow	OK		Public	Education	5,000
Brookings Institution	Washington	DC		Public	Education	666,968
Brophy College Preparatory	Phoenix	AZ		Public	Education	1,000
Building Excellent Schools, Inc (BES)	Boston	MA		Public	Education	3,240,050
Bull Shoals Theater of the Arts, Inc	Bull Shoals	AR		Public	Charitable	1,000
Cabot Christmas Alliance Inc	Cabot	AR		Public	Charitable	4,560
Cabot Panther Education Foundation, Inc	Cabot	AR		Public	Education	3,200
Cabot Scholarship Foundation, Inc	Cabot	AR		Public	Education	3,500
California Academy of Sciences	San Francisco	CA		Public	Education	630,000
California Charter Schools Association CCSA	Los Angeles	CA		Public	Education	6,150,000
Camino Nuevo Elementary No. 3	Los Angeles	CA		Public	Education	250,000
Camp Aldersgate, Inc	Little Rock	AR		Public	Charitable	7,500
Camp War Eagle, Inc	Rogers	AR		Exp Responsibility	Charitable	4,737,975
Caney Valley Antique Power Association	Caney	KS		Public	Charitable	1,000
Careity Foundation	Fort Worth	TX		Public	Charitable	25,000
Carl Albert State College Development Foundation	Poteau	OK		Public	Education	2,800
Carmen High School of Science and Technology	Milwaukee	WI		Public	Education	333,333
Carpe Diem Collegiate High School - Meridian Campus	Indianapolis	IN		Public	Education	250,000
Carpe Diem West	Sausalito	CA		Public	Education	75,000
Carroll and Madison Public Library Foundation	Berryville	AR		Public	Charitable	2,000
Carroll County Community Foundation	Eureka Springs	AR		Public	Charitable	7,500
Carthage R-9 School Foundation	Carthage	MO		Public	Education	5,000
CASA - Court Appointed Special Advocates of Grayson County	Sherman	TX		Public	Charitable	5,000
Catalyst-Maria Charter	Chicago	IL		Public	Education	220,000
Catholic Charities of the Diocese of Tulsa	Sallisaw	OK		Public	Charitable	2,200
Catholic Social Services, Diocese of Little Rock	Little Rock	AR		Public	Charitable	98,000
Cato Institute	Washington	DC		Public	Charitable	3,000
Center for American Progress	Washington	DC		Public	Education	50,000
Center for Art and Education	Van Buren	AR		Public	Education	5,000
Center for Better Schools (TCBS)	Portsmouth	RI		Public	Education	275,000
Center for Education Reform	Bethesda	MD		Public	Education	809,209
Center for Planning Excellence	Baton Rouge	LA		Public	Education	150,000
Center for Rural Affairs	Lyons	NE		Public	Charitable	235,000
Center of the American Experiment	Minneapolis	MN		Public	Education	25,000
Centers for Youth and Families, Inc	Little Rock	AR		Public	Charitable	10,000
Central Baptist College	Conway	AR		Public	Education	5,000
Central Queens Academy Charter School	New York	NY		Public	Education	250,000
Centro Mexicano de Derecho Ambiental, A C (CEMDA)	Mexico City	MX		Exp Responsibility	Charitable	125,000

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Cerebral Palsy of Tri-County, Inc	Webb City	MO		Public	Charitable	2,500
Ceres, Inc	Boston	MA		Public	Charitable	245,000
Challenge Foundation Academy	Indianapolis	IN		Public	Education	30,000
Charter Board Partners (CBP)	Washington	DC		Public	Education	177,750
Charter Fund, Inc (CSGF)	Broomfield	CO		Exp Responsibility	Education	16,900,000
Charter School Partners (CSP)	Minneapolis	MN		Public	Education	314,000
Checotah Landmark Preservation Society, Inc	Checotah	OK		Public	Charitable	3,000
Chickasha High School	Chickasha	OK		Public	Education	2,500
Child Advocates of Silicon Valley, Inc	Milpitas	CA		Public	Charitable	5,000
Childhelp, Inc	Scottsdale	AZ		Public	Charitable	2,500
Children First Fund The Chicago Public School Foundation	Chicago	IL		Public	Education	478,380
Children's Center, Inc	Bethany	OK		Public	Education	5,000
Children's Garden Montessori School	Denver	CO		Public	Education	5,000
Children's Health Council	Palo Alto	CA		Public	Charitable	1,000
Children's Health Foundation	Aspen	CO		Public	Charitable	5,000
Choate Rosemary Hall Foundation, Inc	Wallingford	CT		Public	Education	2,404,500
Choices Educational Empowerment, Inc	Paradise Valley	AZ		Public	Education	5,000
Chouteau-Mazie Public Schools	Chouteau	OK		Public	Charitable	5,000
Christel House DORS	Indianapolis	IN		Public	Charitable	220,000
Christian Community Care Clinic, Inc	Benton	AR		Public	Education	5,420
Christian Musical Skill Center dba The Performing Arts Conservatory	Indianapolis	IN		Public	Education	30,000
Christopher House Charter School	Chicago	IL		Public	Education	220,000
Church of the Pioneers Foundation	Menlo Park	CA		Public	Charitable	5,000
Church Women United Duncan Toy Shop	Duncan	OK		Public	Charitable	5,000
Circle of Life	Springdale	AR		Public	Charitable	3,001,000
City Connections Inc	Little Rock	AR		Public	Charitable	2,000
City of Anderson	Anderson	MO		Public	Charitable	2,500
City of Fayetteville	Fayetteville	AR		Public	Charitable	61,396
City of Fort Worth - Pet Adoption Program	Fort Worth	TX		Public	Charitable	10,000
City of Gentry	Gentry	AR		Public	Charitable	2,500
City of Gravette	Gravette	AR		Public	Charitable	10,000
City of Harrison	Harrison	AR		Public	Charitable	5,000
City of Huntsville	Huntsville	AR		Public	Charitable	10,000
City of Lowell	Lowell	AR		Public	Charitable	5,000
City of Mesquite, NV	Mesquite	NV		Public	Charitable	45,446
City of Noel	Noel	MO		Public	Charitable	2,500
City of Nowata	Nowata	OK		Public	Charitable	5,000
City of Pea Ridge	Pea Ridge	AR		Public	Charitable	1,000
City of Springdale	Springdale	AR		Public	Charitable	342,061
City of Yellville	Yellville	AR		Public	Charitable	3,000
City Year Inc	Boston	MA		Public	Charitable	1,123,000
Civic Symphony of Benton County Guild, Inc aka Arkansas Philharmonic Orchestra	Bentonville	AR		Public	Charitable	15,000
Claremore Public Schools Foundation	Claremore	OK		Public	Education	5,000
Cleveland County Christmas Store, Inc	Norman	OK		Public	Charitable	5,000
ClientEarth	London E8 3QW			Public - US Equiv	Charitable	262,500
Coalition to Restore Coastal Louisiana	Baton Rouge	LA		Public	Charitable	150,000
Cochise County	Bisbee	AZ		Public	Charitable	352,500
COF Training Services, Inc	Ottawa	KS		Public	Charitable	5,000
Coffeyville Area Community Foundation Inc	Coffeyville	KS		Public	Charitable	9,000
Colcord Public Schools	Colcord	OK		Public	Education	6,500
College of the Ozarks	Point Lookout	MO		Public	Education	25,000
College of Wooster	Wooster	OH		Public	Education	20,000
Collegiate Academy 1	New Orleans	LA		Public	Education	250,000
Collegiate Academy 2	New Orleans	LA		Public	Education	250,000
Colorado College	Colorado Springs	CO		Public	Education	2,000,000
Colorado Environmental Coalition	Denver	CO		Public	Charitable	108,690
Colorado League of Charter Schools	Denver	CO		Public	Education	245,000
Colorado Nonprofit Development Center (CNDC)	Denver	CO		Public	Education	215,000
Colorado State University Foundation	Fort Collins	CO		Public	Education	30,603
Colorado Succeeds	Denver	CO		Public	Education	100,000
Colorado Therapeutic Riding Center, Inc	Longmont	CO		Public	Charitable	10,000

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Colorado Water Trust	Denver	CO		Public	Charitable	582,425
Colorado Watershed Assembly	Carbondale	CO		Public	Charitable	10,000
Columbia College	Columbia	MO		Public	Education	10,000
Columbia Public Schools	Columbia	MO		Public	Education	2,000
Columbia University Law School	New York	NY		Public	Education	25,000
Columbus Collegiate Academy - West Campus	Columbus	OH		Public	Education	220,000
Columbus Elementary School	Tulsa	OK		Public	Education	25,000
Columbus Zoological Park Association - SECORE Project	Powell	OH		Public	Charitable	50,000
Commonwealth Foundation for Public Policy Alternatives	Harrisburg	PA		Public	Charitable	25,000
Community Development Corporation of Bentonville Bella Vista, Inc (CDC)	Bentonville	AR		Public	Charitable	2,500
Community Foundation of Jackson Hole - AKA Community Foundation of Teton Valley	Jackson	WY		Public	Charitable	105,000
Community Foundation of the Ozarks, Inc	Springfield	MO		Public	Charitable	7,500
Community Literacy Centers, Inc	Oklahoma City	OK		Public	Charitable	5 000
Community Service Council of Greater Tulsa	Tulsa	OK		Public	Charitable	5 000
Community Services Clearing House, Inc	Fort Smith	AR		Public	Charitable	2,500
Comunidad y Biodiversidad, A C (COBI)	Guaymas Sonora Mexico			Exp Responsibility	Charitable	854,260
Connecticut Coalition for Achievement Now Inc (ConnCAN)	New Haven	CT		Public	Education	450,000
Conservation International Foundation	Arlington	VA		Public	Charitable	22,658,644
Conservation Lands Foundation	Durango	CO		Public	Charitable	275 000
Consultative Group on Biological Diversity	San Francisco	CA		Public	Charitable	40,000
Conway County Center for Exceptional Children	Morrilton	AR		Public	Charitable	2,500
Conway County Christian Clinic, Inc	Morrilton	AR		Public	Charitable	1,630
Conway County Community Service, Inc	Morrilton	AR		Public	Charitable	6,630
Conway County Single Parent Scholarship Fund	Morrilton	AR		Public	Education	5,000
Conway Downtown Partnership Inc	Conway	AR		Public	Charitable	3,260
Cookson Hills Christian Ministries - Cookson Hills Christian School	Kansas	OK		Public	Education	40,000
Cooperative Development Services	St Paul	MN		Public	Charitable	140,000
Core Knowledge Foundation	Charlottesville	VA		Public	Education	182 539
Cornell University	Ithaca	NY		Public	Charitable	50,000
Council for Economic Education	New York	NY		Public	Education	20,000
Court Appointed Special Advocate for Children, Inc Muskogee	Muskogee	OK		Public	Charitable	4,000
Craig County Community Partnership, Inc	Vinita	OK		Public	Charitable	4,000
Credit Counseling of Arkansas, Inc	Fayetteville	AR		Public	Charitable	161,291
Crisis Center for Women, Inc	Fort Smith	AR		Public	Charitable	3,500
Cristo Rey Network	Chicago	IL		Public	Education	920,000
Cross Timbers Senior Citizen Center (Mineral Wells Senior Center)	Mineral Wells	TX		Public	Charitable	5,000
Crosslines of McDonald County, Inc	Anderson	MO		Public	Charitable	2,500
Crosstown Learning Center	Tulsa	OK		Public	Education	5,000
Crowder College Foundation, Inc	Neosho	MO		Public	Education	5,000
Crystal Bridges - Museum of American Art, Inc	Bentonville	AR		Public	Charitable	2,006,500
Cystic Fibrosis Foundation	Little Rock	AR		Public	Charitable	7,000
Dallas County Community Foundation	Springfield	MO		Public	Charitable	4,000
Daybreak Rotary Foundation	Joplin	MO		Public	Charitable	5,000
DC Preparatory Academy	Washington	DC		Public	Education	199 000
DC Public Charter School Board	Washington	DC		Public	Education	498 729
DC Public Education Fund	Washington	DC		Public	Education	5,919,229
DC Scholars Academy	Washington	DC		Public	Education	250,000
Decatur Public Schools	Decatur	AR		Public	Education	2,500
Decision Point, Inc	Bentonville	AR		Public	Charitable	30,000
Delta Charter School of Math, Science and Technology	Ferriday	LA		Public	Education	30,000
Democracy Prep III Charter School	New York	NY		Public	Education	250,000
Denison ISD Education Foundation, Inc	Denison	TX		Public	Education	10,000
Denver Biennial of the Americas Corporation	Denver	CO		Public	Charitable	1,000
Denver Children's Advocacy Center	Denver	CO		Public	Charitable	362,800
Denver Public Schools (DPS)	Denver	CO		Public	Education	218 750
Denver Scholarship Foundation (DSF)	Denver	CO		Public	Education	116,192
Desert Botanical Garden	Phoenix	AZ		Public	Education	10 000
Destined to Win Second Chance Ranch, Inc	Bryant	AR		Public	Charitable	5,420
Dickinson State University Foundation	Dickinson	ND		Public	Education	20,000
Dogwood Literacy Council Siloam Springs, Arkansas	Siloam Springs	AR		Public	Charitable	5,000
Domestic Violence Intervention Services, Inc	Tulsa	OK		Public	Charitable	5,000



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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Door of Faith Ministries, Inc (Door of Faith Orphanage)	Chula Vista	CA		Public	Charitable	3,000
Douglas County School District	Castle Rock	CO		Public	Education	300,000
Dover Public Education Foundation, Inc	Dover	AR		Public	Education	5,000
Downtown Bentonville Inc	Bentonville	AR		Public	Charitable	165,135
Downtown Bolivar Association, Inc	Bolivar	MO		Public	Charitable	5,000
Downtown Charter School, Inc	San Diego	CA		Public	Education	250,000
Downtown Denver Expeditionary School	Denver	CO		Public	Education	250,000
Ducks Unlimited, Inc	Ridgeland	MS		Public	Charitable	202,314
Duke University	Durham	NC		Public	Education	70,000
Duncan Public Schools Foundation	Duncan	OK		Public	Education	5,000
Duncan Regional Hospital Health Foundation	Duncan	OK		Public	Charitable	5,000
EAA Aviation Foundation, Inc	Oshkosh	WI		Public	Charitable	50,000
Eagle County Schools	Eagle	CO		Public	Education	25,000
East Central University Foundation, Inc	Ada	OK		Public	Education	7,500
Eastern Oklahoma State College Development Foundation, Inc	Wilburton	OK		Public	Education	8,000
Ecology Project International (EPI)	Missoula	MT		Public	Charitable	559,225
Ecotrust	Portland	OR		Public	Charitable	50,000
Edgewood Center for Children and Families	San Francisco	CA		Public	Charitable	1,000
Editorial Projects in Education	Bethesda	MD		Public	Education	250,000
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	547,928
Education Reform Now, Inc	New York	NY		Public	Education	500,000
Education Sector Inc	Washington	DC		Public	Education	220,000
Education Trust-West (ETW)	Oakland	CA		Public	Education	360,000
Education Writers Association (EWA)	Washington	DC		Public	Education	100,000
Educational Enterprises, Inc (EEI)	Waukesha	WI		Public	Education	1,225,000
Educators for Excellence (E4E)	New York	NY		Public	Education	156,602
EdVoice Institute for Research and Education	Sacramento	CA		Public	Education	400,000
Elementary Institute of Science	San Diego	CA		Public	Education	25,000
Emergency Food Pantry	Chickasha	OK		Public	Charitable	4,000
Empower College Prep	Phoenix	AZ		Public	Education	220,000
Enactus	Springfield	MO		Public	Education	150,000
ENCORE Academy	New Orleans	LA		Public	Education	250,000
Endeavor Foundation	Springdale	AR		Public	Charitable	2,176,000
Environment Colorado Research and Policy Center, Inc	Denver	CO		Public	Charitable	10,000
Environmental Defense Fund (EDF)	Washington	DC		Public	Charitable	13,193,017
Environmental Law & Policy Center	Chicago	IL		Public	Charitable	30,000
Environmental Law Institute	Washington	DC		Public	Charitable	124,971
Environmental Working Group	Washington	DC		Public	Charitable	227,000
Evergreen State College Foundation	Olympia	WA		Public	Education	10,000
Exalt Education	Little Rock	AR		Exp Responsibility	Education	600,000
Excel Academy Charter School - Boston II	East Boston	MA		Public	Education	250,000
Excel Academy Public Charter School	Washington	DC		Public	Education	250,000
Excellent Education Development, Inc (ExED)	Los Angeles	CA		Public	Education	250,000
Exploratorium	San Francisco	CA		Public	Charitable	2,000
Fair Acres Family Y, Inc (YMCA)	Carthage	MO		Public	Charitable	2,500
Faith 7 Activity Center	Shawnee	OK		Public	Charitable	1,000
Families Empowered	Houston	TX		Public	Education	400,000
Families for Excellent Schools, Inc (FES)	New York	NY		Public	Education	218,000
Family & Childrens Services, Inc	Tulsa	OK		Public	Charitable	5,000
Family Conservancy	Kansas City	KS		Public	Charitable	5,000
Family Promise of Shawnee, Inc	Shawnee	OK		Public	Charitable	5,000
Family Self Help Center, Inc - Lafayette House	Joplin	MO		Public	Charitable	5,000
Family Service Agency, Inc	North Little Rock	AR		Public	Charitable	5,000
Fannie C. Williams Charter School	New Orleans	LA		Public	Education	250,000
Farmington Public Schools - Farmington School District	Farmington	AR		Public	Education	19,000
Fay School	Southborough	MA		Public	Education	10,000
Fellowship of Christian Athletes	Ada	OK		Public	Charitable	2,500

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Fellowship of Christian Athletes	Lowell	AR		Public	Charitable	10,000
Fellowship of Christian Athletes	Springdale	AR		Public	Charitable	1,150
Fellowship of Christian Athletes - Tulsa	Tulsa	OK		Public	Charitable	3,000
Ferncliff Camp & Conference Center	Little Rock	AR		Public	Charitable	10,000
Finley River - Community Foundation of the Ozarks, Inc	Springfield	MO		Public	Charitable	4,000
FishChoice Inc	Fort Collins	CO		Public	Charitable	180,000
FJC A Foundation of Donor Advised Funds - (Sarika Singh Thangde Gastal)	New York	NY		Public	Charitable	10,000
Florida Charter School Alliance FCSA	Fort Lauderdale	FL		Public	Education	168,345
Fondo Mexicano para la Conservacion de la Naturaleza, A C	03900 Mexico, D F			Public	Charitable	75,000
Food and Shelter Inc	Norman	OK		Public	Charitable	5,000
Forrester-Davis Development Center, Inc	Clarksville	AR		Public	Charitable	3,500
Fort Smith Chamber Economic Development Foundation, Inc	Fort Smith	AR		Public	Charitable	31,250
Fort Smith Christian Women's Job Corps	Fort Smith	AR		Public	Charitable	2,500
Fort Smith Museum of History	Fort Smith	AR		Public	Charitable	2,500
Fort Smith Public Library	Fort Smith	AR		Public	Charitable	3,500
Fort Smith Public Schools Foundation, Inc	Fort Smith	AR		Public	Education	3,500
Fort Worth Zoological Association, Inc	Fort Worth	TX		Public	Charitable	50,000
Foundation for Excellence in Education FEE	Tallahassee	FL		Public	Education	1,000,000
Foundation for the Mid South (FMS)	Jackson	MS		Public	Charitable	649,416
Fountain Lake School District	Hot Springs	AR		Public	Education	202,322
Four Corners School of Outdoor Education, Inc	Monticello	UT		Public	Education	25,000
Freedom House	Weatherford	TX		Public	Charitable	5,000
Friedman Foundation for Educational Choice, Inc	Indianapolis	IN		Public	Education	465,000
Friends of Choice in Urban Schools (FOCUS)	Washington	DC		Public	Education	737,434
Friends of Cocos Island Foundation	Costa Rica			Exp Responsibility	Charitable	10,000
Friends of Marolt Park	Aspen	CO		Public	Charitable	1,000
Friends of the Chula Vista Nature Center	Chula Vista	CA		Public	Charitable	2,500
Friends of the Library of Newton County Arkansas, Inc	Jasper	AR		Public	Charitable	5,000
Friends of the Palo Alto Junior Museum and Zoo	Palo Alto	CA		Public	Charitable	1,000
Friends of the Rogers Historical Museum	Rogers	AR		Public	Charitable	5,000
Friends of the Van Buren Public Library	Van Buren	AR		Public	Charitable	1,500
Fuller Theological Seminary	Pasadena	CA		Public	Charitable	10,000
Fun in the Son Ministries, Inc	Shell Knob	MO		Public	Charitable	2,000
Fundacion de Beneficencia Alejandro Rojas Sierra	Curico			Exp Responsibility	Charitable	2,185,419
Future is Now New Orleans Charter School	New York	NY		Public	Education	250,000
Gabriel's House, Inc	Duncan	OK		Public	Charitable	5,000
Gaines House, Inc	Little Rock	AR		Public	Charitable	5,000
Gals the Girls Athletic Leadership Schools	Denver	CO		Public	Education	30,000
GEE Edmonson Academy	Detroit	MI		Public	Education	250,000
Gentry Public Library Association	Gentry	AR		Public	Charitable	2,500
George Mason University Foundation, Inc	Arlington	VA		Public	Charitable	100
George W Bush Foundation	Dallas	TX		Public	Education	159,000
Georgetown University	Washington	DC		Public	Education	2,669,419
Georgia Charter Schools Association Inc	Atlanta	GA		Public	Education	840,000
Georgia Family Education and Research Council, Inc	Norcross	GA		Public	Education	100,000
Georgia Public Policy Foundation	Atlanta	GA		Public	Education	135,000
Gideon's International	Bentonville	AR		Public	Charitable	1,000
Gila Watershed Partnership of Arizona	Safford	AZ		Public	Charitable	405,785
Gilcrease Museum Management Trust	Tulsa	OK		Public	Charitable	15,000
Girl Scouts - Diamonds of Arkansas Oklahoma and Texas	Fayetteville	AR		Public	Charitable	18,000
Girl Scouts of Colorado (Girl Scouts Mile Hi Council)	Denver	CO		Public	Charitable	2,000
Girl Scouts of Magic Empire Council, Inc aka Girl Scouts of Eastern Oklahoma	Tulsa	OK		Public	Charitable	15,000
Girl Scouts Susitna Council	Anchorage	AK		Public	Charitable	5,000
Global Explorers	Fort Collins	CO		Public	Charitable	50,000
God's Pantry	Garfield	AR		Public	Charitable	1,000
Gombe School of Environment and Society-USA Inc (GOSES0)	Boise	ID		Public	Education	327,650
Good Samaritan Clinic	Fort Smith	AR		Public	Charitable	3,500
Governor Dummer Academy	Byfield	MA		Public	Education	35,000
Grady Memorial Hospital Foundation	Chickasha	OK		Public	Charitable	3,500

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Graham Primary School	Columbus	OH		Public	Education	220,000
Grand Canyon River Guides	Flagstaff	AZ		Public	Charitable	10,000
Grand Canyon Youth	Flagstaff	AZ		Public	Charitable	153,931
Grand Lake Manufacturers Council Inc	Grove	OK		Public	Charitable	5,000
Grand Staircase-Escalante Partners Inc	Kanab	UT		Public	Charitable	346,500
Grandma's House Children's Advocacy Center	Harrison	AR		Public	Charitable	2,500
Grayson County Juvenile Alternatives, Inc	Sherman	TX		Public	Charitable	5,000
Grayson County Shelter	Denison	TX		Public	Charitable	6,000
GREAAAT Schools Inc	Grand Rapids	MI		Public	Education	193,400
Greater Eureka Springs Visitor Education Center, Inc	Eureka Springs	AR		Public	Education	5,000
Greater New Orleans Development Foundation	New Orleans	LA		Public	Education	100,000
GreatSchools Inc	San Francisco	CA		Public	Education	4,300,000
Greenway Foundation, Inc	Greenwood Village	CO		Public	Charitable	25,000
Greenwood Education Foundation, Inc	Greenwood	AR		Public	Education	2,500
Greenwood Police Department	Greenwood	AR		Public	Charitable	2,500
Grove Public Schools - Grove School District	Grove	OK		Public	Education	2,500
Grupo Tortuguero de las Californias, A C	Mexico			Exp Responsibility	Charitable	200,090
Guadalupe Centers Inc	Kansas City	MO		Public	Charitable	5,000
Gulf Restoration Network	New Orleans	LA		Public	Charitable	75,000
Habitat for Humanity Greater San Francisco, Inc - Peninsula Habitat for Humanity	San Francisco	CA		Public	Charitable	10,000
Habitat for Humanity International, Inc (Pope County)	Russellville	AR		Public	Charitable	5,000
Habitat for Humanity of Benton County, Inc	Bentonville	AR		Public	Charitable	10,000
Happy Hill Farm Children's Home	Granbury	TX		Public	Charitable	20,000
Har-Ber High School	Springdale	AR		Public	Education	5,000
Harvard University	Cambridge	MA		Public	Education	504,790
Hawai Community Foundation	Honolulu	HI		Public	Charitable	5,000
Healthy Child Healthy World, Inc	Los Angeles	CA		Public	Charitable	1,000
Heartland Habitat for Humanity, Inc	Kansas City	KS		Public	Charitable	5,000
Hearts Afire Foundation	Merced	CA		Public	Charitable	2,000
Hennepin Elementary School	Minneapolis	MN		Public	Education	220,000
Heritage Foundation	Washington	DC		Public	Education	5,000
Herring Gut Learning Center	Port Clyde	ME		Public	Charitable	10,000
High Aspirations Incorporated	Kansas City	MO		Public	Education	5,000
High Country Citizens Alliance	Crested Butte	CO		Public	Charitable	50,000
High Country News	Paonia	CO		Public	Charitable	5,000
Hinds Feet Montessori School of the Arts, Inc	Atlanta	GA		Exp Responsibility	Education	30,000
Hindsville Rural Fire Department	Hindsville	AR		Public	Charitable	10,000
Hispanic Council for Reform and Educational Options (HCREO)	Lake Worth	FL		Public	Education	292,000
Hispanic Scholarship Fund	San Francisco	CA		Public	Education	172,500
Hispanic Womens Organization of Arkansas	Springdale	AR		Public	Charitable	29,970
Historic Preservation Alliance of Arkansas, Inc	Little Rock	AR		Public	Charitable	2,000
Home Hospice of Grayson County	Sherman	TX		Public	Charitable	2,000
Hoover Institution, Stanford University	Stanford	CA		Public	Education	161,334
Hope Valley Ranch, Inc	Liberal	MO		Public	Charitable	2,500
Hope Women's Shelter, Inc	Mineral Wells	TX		Public	Charitable	10,000
Hopi Foundation	Keams Canyon	AZ		Public	Charitable	2,500
Hopi Tribe	Kykotsmovi	AZ		Public	Charitable	2,500
Horses for Healing, Inc	Bentonville	AR		Public	Charitable	15,000
Hospice of the Hills, Inc	Harrison	AR		Public	Charitable	10,000
Hospital Development Foundation, Inc	Mountain Home	AR		Public	Charitable	14,500
Hospitality House of Tulsa, Inc	Tulsa	OK		Public	Charitable	25,000
Housing Opportunities Partnership Exchange	Harrison	AR		Public	Charitable	5,000
Hunger and Thirst Ministries	Siloam Springs	AR		Public	Charitable	5,000
ICF - International Community Foundation	National City	CA		Public	Charitable	804,500
IFF	Chicago	IL		Public	Education	248,886
Illinois Network of Charter Schools (INCS)	Chicago	IL		Public	Education	1,023,000
Illinois Policy Institute	Chicago	IL		Public	Education	50,000
Illinois River Watershed Partnership	Fayetteville	AR		Public	Charitable	440,000
Illinois State Charter School Commission	Chicago	IL		Public	Education	100,000
Illinois Stewardship Alliance	Springfield	IL		Public	Charitable	80,000

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Independence Institute	Denver	CO		Public	Charitable	40,000
Indiana Public Charter Schools Association Inc	Indianapolis	IN		Public	Education	392,529
Infant Crisis Services	Oklahoma City	OK		Public	Charitable	5,000
Ingenuity Prep Public Charter School	Washington	DC		Public	Education	250,000
Inspiration Point Fine Arts Colony (Opera in the Ozarks)	Eureka Springs	AR		Public	Charitable	5,000
Institute for Humane Studies	Arlington	VA		Public	Education	40,000
Institute for Innovation of Public School Choice	Brooklyn	NY		Public	Education	265,845
Institute For Justice (II)	Arlington	VA		Public	Education	525,568
Institute for Sustainable Communities	Montpelier	VT		Public	Charitable	100 000
Integris Baptist Medical Center Foundation Inc	Miami	OK		Public	Charitable	5,000
Interarts Inc a/k/a Hot Springs Music Festival	Hot Springs	AR		Public	Charitable	2,760
Intercultural Center for the Study of Deserts and Oceans	Tucson	AZ		Public	Charitable	52,500
International Conservation Caucus Foundation	Washington	DC		Public	Charitable	25,000
International Mountain Bicycling Association	Boulder	CO		Public	Charitable	10,000
International Preparatory Academy MacDowell Campus	Flint	MI		Public	Education	250,000
International Seafood Sustainability Foundation Inc	Washington	DC		Public	Charitable	350,000
Intrepid Preparatory Charter School	Nashville	TN		Public	Education	220 000
ISEAL Alliance	London	UK		Exp Responsibility	Charitable	59,125
Izaak Walton League of America	Gaithersburg	MD		Public	Education	100,000
Jack Stephens Youth Golf Academy, Inc dba First Tee of Arkansas	Little Rock	AR		Public	Charitable	2,500
James and Dorothy Doss Heritage and Culture Center of Parker County	Weatherford	TX		Public	Charitable	5,000
James Madison Institute for Public Policy Studies, Inc	Tallahassee	FL		Public	Education	40,000
Jay Public Schools	Jay	OK		Public	Education	1,000
Jay Public Schools Educational Foundation, Inc	Jay	OK		Public	Education	5,000
Jesus Was Homeless Inc	Branson	MO		Public	Charitable	3,000
JMJ Maternity Homes	Merced	CA		Public	Charitable	15,000
Joe Mathias Elementary School	Rogers	AR		Public	Education	3,000
John G Shedd Aquarium Society	Chicago	IL		Public	Charitable	90,000
John K MacIver Institute for Public Policy, Inc	Madison	WI		Public	Education	75,000
Johns Hopkins University	Baltimore	MD		Public	Charitable	62,000
Johnson C Smith Theological Seminary	Atlanta	GA		Public	Charitable	5,000
Johnson County Community Foundation	Clarksville	AR		Public	Charitable	3,500
Johnson County Historical Society	Clarksville	AR		Public	Charitable	3 000
Jones Center for Families Inc	Springdale	AR		Public	Charitable	25 000
Jones Trust	Springdale	AR		Exp Responsibility	Charitable	1,000,000
Joplin Business and Industrial Development Corporation	Joplin	MO		Public	Charitable	6,000
Joplin Family Y	Joplin	MO		Public	Charitable	2,500
JS Clark Leadership Academy	Opelousas	LA		Public	Education	250,000
Junior Achievement of Arkansas, Inc	Little Rock	AR		Public	Charitable	65,000
Junior Achievement of Oklahoma, Inc	Tulsa	OK		Public	Charitable	5,000
Junior Auxiliary of Russellville Arkansas, Inc	Russellville	AR		Public	Charitable	5,000
Juvenile Diabetes Research Foundation International	Fayetteville	AR		Public	Charitable	7,000
Kansas Senior Citizen Multi Purpose Center Inc	Kansas	OK		Public	Charitable	2,500
Kappa Kappa Gamma Foundation	Columbus	OH		Public	Charitable	350,161
Keep Broken Arrow Beautiful Inc	Broken Arrow	OK		Public	Charitable	5 000
Keys Elementary School	Park Hill	OK		Public	Education	4,500
Kimbell Art Foundation	Fort Worth	TX		Exp Responsibility	Charitable	25 000
KIPP Blytheville College Preparatory School	Helena	AR		Public	Education	250,000
KIPP Delta College Preparatory School	Helena	AR		Public	Education	737,668
KIPP Denver Collegiate High School	Denver	CO		Public	Education	55,000
KIPP Foundation	San Francisco	CA		Public	Education	8,374,000
Kitchen, Inc	Springfield	MO		Public	Charitable	2 500
K-Life Ministries	Fayetteville	AR		Public	Charitable	2,750
LA Voice	Los Angeles	CA		Public	Education	100,000
Lafayette Preparatory Academy Charter School	St Louis	MO		Exp Responsibility	Education	30 000
Lafayette Preparatory Academy Charter School	St Louis	MO		Public	Education	220,000
Lakota Fund	Kyle	SD		Public	Charitable	5,000
Land Legacy	Tulsa	OK		Public	Charitable	10 000
Land Stewardship Project	Minneapolis	MN		Public	Charitable	300,000
Land Trust Alliance, Inc	Washington	DC		Public	Charitable	70,000

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Last Frontier Council, Boy Scouts of America	Oklahoma City	OK		Public	Charitable	10,000
Lawton Public Schools	Lawton	OK		Public	Education	25,000
Leadership Oklahoma, Inc	Oklahoma City	OK		Public	Charitable	5,000
Lee's Summit Social Services	Lee's Summit	MO		Public	Charitable	5,000
LeFlore County Youth Services, Inc	Poteau	OK		Public	Charitable	15,000
Legal Aid Services of Oklahoma, Inc	Oklahoma City	OK		Public	Charitable	5,000
Leland Stanford Junior University	Stanford	CA		Public	Education	835,000
Liberty Wildlife Rehabilitation Foundation Inc	Scottsdale	AZ		Public	Charitable	40,000
Life Styles Foundation, Inc	Fayetteville	AR		Public	Charitable	2,000
Lighthouse Academies of Tulsa, Inc	Tulsa	OK		Public	Education	250,000
Lighthouse Academies of Wisconsin, Inc	Frammingham	MA		Public	Education	150,000
Lincoln Elementary School	Lincoln	AR		Public	Education	5,000
Lions World Services for the Blind	Little Rock	AR		Public	Charitable	375,000
Literacy Council of Benton County, Inc	Bentonville	AR		Public	Charitable	21,798
Literacy Council of Lonoke County	Lonoke	AR		Public	Charitable	3,500
Little Light House	Tulsa	OK		Public	Charitable	5,000
Little Rock Chamber Foundation	Little Rock	AR		Public	Charitable	20,000
Little Theatre of Fort Smith AR Inc	Fort Smith	AR		Public	Charitable	2,500
Local Initiatives Support Corporation (LISC)	New York	NY		Public	Education	447,697
Lonoke County Christian Clinic	Cabot	AR		Public	Charitable	1,000
Los Angeles Parent Union	Los Angeles	CA		Public	Education	2,521,369
Louisiana Association of Public Charter Schools	New Orleans	LA		Public	Education	586,280
Louisiana State University and Agricultural & Mechanical College	Baton Rouge	LA		Public	Charitable	107,054
Low Income Investment Fund (LIIF)	San Francisco	CA		Public	Education	150,000
Lower Mississippi River Conservation Committee	Vicksburg	MS		Public	Charitable	110,000
Lower Mississippi River Foundation	Clarksdale	MS		Exp Responsibility	Charitable	50,000
Lucile Packard Foundation for Children's Health	Palo Alto	CA		Public	Charitable	10,000
Lutheran High School Association of Greater Milwaukee	Greendale	WI		Public	Education	59,000
Lutheran Urban Mission Initiative Inc (LUMIN)	Milwaukee	WI		Public	Education	435,000
Mackinac Center	Midland	MI		Public	Education	50,000
Main Street Siloam Springs, Inc	Siloam Springs	AR		Public	Charitable	5,000
Manna Center	Siloam Springs	AR		Public	Charitable	2,500
MAPSA - Michigan Association of Public School Academies	Lansing	MI		Public	Education	426,085
Marine Stewardship Council (MSC)	London			Public	Charitable	1,250,000
Marion County Library	Yellville	AR		Public	Charitable	4,000
Marion County Single Parent Scholarship Fund, Inc	Yellville	AR		Public	Charitable	2,000
Maritime Museum Association of San Diego	San Diego	CA		Public	Charitable	1,500
Marquette University	Milwaukee	WI		Public	Education	289,468
Marshfield - Community Foundation of the Ozarks	Springfield	MO		Public	Charitable	4,000
Mary Martha Outreach, Inc	Bartlesville	OK		Public	Charitable	7,500
Maryetta School	Stilwell	OK		Public	Charitable	2,500
Massachusetts Charter Public School Association (MCPSA)	Hudson	MA		Public	Education	350,000
Masters Manna, Inc	Wallingford	CT		Public	Charitable	1,000
Mastery School	Minneapolis	MN		Public	Education	250,000
Math and Science Preparatory Charter High	Hermosa Beach	CA		Public	Education	220,000
Mayo Clinic Arizona	Scottsdale	AZ		Public	Charitable	100,000
MCA Denver - Museum of Contemporary Art-Denver	Denver	CO		Public	Charitable	165,000
McAlester Regional Literacy Council	McAlester	OK		Public	Charitable	1,000
McDonogh 42	New Orleans	LA		Public	Education	250,000
Mena Regional Support Foundation, Inc	Mena	AR		Public	Charitable	5,000
Menlo School	Atherton	CA		Public	Education	25,000
Mental Health America of Greater Tarrant County, Inc	Fort Worth	TX		Public	Charitable	5,000
Mercy Health Foundation Berryville	Berryville	AR		Public	Charitable	5,000
Mercy Health Foundation of Northwest Arkansas	Rogers	AR		Public	Charitable	25,000
Mercy Regional Health Foundation	Joplin	MO		Public	Charitable	5,000
Meridian Institute	Dillon	CO		Public	Charitable	836,655
Merlin Foundation	Green Forest	AR		Public	Charitable	2,500
Messmer Catholic Schools Scholarships	Milwaukee	WI		Public	Education	10,000
Methodist Family Health Foundation Inc	Little Rock	AR		Public	Charitable	2,000
Miami Public Schools Enrichment Foundation	Miami	OK		Public	Education	5,000

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
MICAH Project	New Orleans	LA		Public	Education	152,500
Michael Lisnow Respite Center	Hopkinton	MA		Public	Charitable	5,000
Mid Peninsula Regional Open Space District	Los Altos	CA		Public	Charitable	5 000
Mid-America Science Museum	Hot Springs	AR		Public	Charitable	7,500
Midwest City Rotary Club Scholarship Fund	Midwest City	OK		Public	Charitable	2,500
Mile High Chapter - American Red Cross	Denver	CO		Public	Charitable	5,000
Milwaukee Charter School Advocates	Milwaukee	WI		Public	Education	235 027
Mind Trust	Indianapolis	IN		Public	Education	500 000
Minnesota Agricultural Water Resource Center	Eagan	MN		Public	Charitable	225,000
Minnesota Zoo Foundation	Apple Valley	MN		Public	Charitable	41,463
Miracle League of Arkansas, Inc	Little Rock	AR		Public	Charitable	5,000
Mississippi River Corridor Tennessee	Memphis	TN		Public	Charitable	122 000
Mississippi State University	Mississippi State	MS		Public	Education	279,278
Mississippi's Lower Delta Partnership	Rolling Fork	MS		Public	Charitable	125,300
Missouri Southern Foundation	Joplin	MO		Public	Education	5,000
Mobile Baykeeper Inc	Mobile	AL		Public	Charitable	150,000
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 Voc Technical Fdn , Inc dba Moore Norman Technology Center Fdn , Inc	Norman	OK		Public	Education	5,000
Morehouse College	Atlanta	GA		Public	Education	300,000
Mountain Home Christian Clinic, Inc	Mountain Home	AR		Public	Charitable	1,000
Mountain Home Education Foundation	Mountain Home	AR		Public	Education	10,000
Muses, Inc	Hot Springs	AR		Public	Charitable	3,000
Museum of Native American History, Inc	Bentonville	AR		Exp Responsibility	Charitable	20,000
Museum of Northern Arizona Inc	Flagstaff	AZ		Public	Charitable	10,000
Nashville Classical Charter School	Nashville	TN		Public	Education	220,000
National Academy of Sciences	Washington	DC		Public	Education	75 000
National Alliance for Public Charter Schools (NAPCS)	Washington	DC		Public	Education	1 250,000
National Association of Charter School Authorizers (NACSA)	Chicago	IL		Public	Education	1,750,000
National Audubon Society	New York	NY		Public	Charitable	2,450,116
National Audubon Society, Inc fbo Wildcat Glades Conservation and Audubon Center	Joplin	MO		Public	Charitable	4,000
National Christian Foundation	Alpharetta	GA		Public	Charitable	10,000
National Conference of State Legislatures	Denver	CO		Public	Education	147,500
National Council on Teacher Quality (NCTQ)	Washington	DC		Public	Education	25,000
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	1,058,189
National Gallery of Art	Landover	MD		Public	Charitable	100 000
National Geographic Society	Washington	DC		Public	Charitable	125 570
National Governor's Association Center for Best Practices	Washington	DC		Public	Education	225,000
National Museum of Women in the Arts, Inc	Washington	DC		Public	Charitable	35,000
National Park Community College Foundation, Inc	Hot Springs	AR		Public	Charitable	5,000
National Parks Conservation Association	Washington	DC		Public	Charitable	100,000
National Public Radio	Washington	DC		Public	Charitable	1,400,000
National Right to Work Legal Defense and Education Foundation	Springfield	VA		Public	Education	83,333
National Tax Limitation Foundation	Roseville	CA		Public	Charitable	1,000
National Wildlife Federation (NWF)	Reston	VA		Public	Charitable	2,692 900
National Wildlife Refuge Association	Washington	DC		Public	Charitable	100,000
Native Seeds SEARCH	Tucson	AZ		Public	Charitable	1,000
Nature Conservancy - Arizona	Phoenix	AZ		Public	Charitable	25,000
Nature Conservancy of Texas, Inc	Dallas	TX		Public	Charitable	25,000
Nature Conservancy, Inc	Arlington	VA		Public	Charitable	4,208,281
Nature Conservancy, Inc - Arkansas	Little Rock	AR		Public	Charitable	426,086
Nature Conservancy, Inc - California	San Francisco	CA		Public	Charitable	5 000
Neighbors Along the Line	Tulsa	OK		Public	Charitable	3,500
Neosho R-5 School District	Neosho	MO		Public	Education	7 500
New Fuels Alliance	Boston	MA		Public	Education	125 000
New Haven Home, Inc	Mineral Wells	TX		Public	Charitable	100,000

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
New Heights Christian School	Bentonville	AR		Public	Education	35,000
New Hope Fellowship	Springdale	AR		Public	Charitable	2,500
New Jersey Charter Public Schools Association (NJCSA)	Hamilton	NJ		Public	Education	354,161
New Leaders	New York	NY		Public	Education	800,000
New Life Ranch	Colcord	OK		Public	Charitable	165,000
New School	Fayetteville	AR		Public	Education	2,750
New Schools for Chicago	Chicago	IL		Public	Education	220,000
New Schools for New Orleans Inc	New Orleans	LA		Public	Education	1,229,570
New Teacher Project	Brooklyn	NY		Public	Education	1,000,000
New Venture Fund	Washington	DC		Public	Education	2,636,199
New York Charter Schools Association NYCSA	Albany	NY		Public	Education	725,000
New York Historical Society	New York	NY		Public	Charitable	775,000
Newark Charter School Fund	Newark	NJ		Exp Responsibility	Education	1,875,000
NewSchools Venture Fund NSVF	Oakland	CA		Public	Education	1,712,500
Newsong Assembly, Inc	Grove	OK		Public	Charitable	2,500
Norman Public School Foundation	Norman	OK		Public	Education	5,000
Noroeste Sustentable (NOS)	La Paz, Baja CA sur	MX		Exp Responsibility	Charitable	490,000
Northeast Midwest Institute	Washington	DC		Public	Charitable	159,320
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	146,000
Northwest Arkansas Crisis Intervention Center	Springdale	AR		Public	Charitable	5,000
Northwest Arkansas Free Health Center	Fayetteville	AR		Public	Charitable	12,500
Northwest Arkansas Land Trust	Springdale	AR		Public	Charitable	25,000
Northwest Arkansas Regional Planning Commission	Springdale	AR		Public	Charitable	4,982,136
Northwest Evaluation Association (NWEA)	Portland	OR		Public	Education	695,400
Northwest Organization for Animal Help (NOAH)	Stanwood	WA		Public	Charitable	5,000
Northwest Regional Housing Development Corporation	Harrison	AR		Public	Charitable	5,000
Notre Dame Middle School	Milwaukee	WI		Public	Education	375,000
Nova Southeastern University Inc	Fort Lauderdale Davie	FL		Public	Education	25,000
Nowata County	Nowata	OK		Public	Charitable	5,000
Nueva School	Hillsborough	CA		Public	Education	1,750,000
NWA Hope Center, Inc	Springdale	AR		Public	Charitable	5,000
Oakland Academy Charter School	Elizay	GA		Exp Responsibility	Education	30,000
Oakland Community Organizations (OCO)	Oakland	CA		Public	Education	200,000
Ocean Conservancy	Washington	DC		Public	Charitable	5,447,354
Office of Human Concern	Rogers	AR		Public	Charitable	5,000
Ohio Alliance of Public Charter Schools (OAPCS)	Columbus	OH		Public	Education	416,896
OK KIDZ Charities	Oklahoma City	OK		Public	Charitable	12,000
OK Mozart Inc	Bartlesville	OK		Public	Charitable	5,500
Oklahoma Baptist University	Shawnee	OK		Public	Charitable	20,000
Oklahoma Center for Nonprofits, Inc	Oklahoma City	OK		Public	Charitable	9,000
Oklahoma Foundation for Excellence	Oklahoma City	OK		Public	Charitable	2,500
Oklahoma Heritage Association, Inc	Oklahoma City	OK		Public	Charitable	5,000
Oklahoma State University Foundation	Stillwater	OK		Public	Education	5,000
Oklahoma Wesleyan University	Bartlesville	OK		Public	Education	10,000
Oklahoma Womens Coalition, Inc	Oklahoma City	OK		Public	Charitable	5,000
Olana Partnership	Hudson	NY		Public	Charitable	50,000
Old Jail Art Center	Albany	TX		Public	Charitable	10,000
Olivewood Gardens and Learning Center	National City	CA		Public	Charitable	75,000
Open Avenues formerly Adult Development Center of Benton County, Inc	Rogers	AR		Public	Charitable	5,000
Operation Breakthrough, Inc	Kansas City	MO		Public	Charitable	5,000
Operation One Voice	Duluth	GA		Public	Charitable	10,000
Opry Heritage Foundation of Oklahoma	Oklahoma City	OK		Public	Charitable	10,000
Oral Roberts University	Tulsa	OK		Public	Education	5,000
Our House, Inc	Little Rock	AR		Public	Charitable	10,000
Outreach International	Independence	MO		Public	Charitable	5,000
Outside Las Vegas Foundation	Las Vegas	NV		Public	Charitable	72,275
Oxfam America Inc	Boston	MA		Public	Charitable	275,000

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Ozanam	Kansas City	MO		Public	Charitable	5,000
Ozark Center	Joplin	MO		Public	Charitable	10,000
Ozark Figure Skating Club	Springdale	AR		Public	Charitable	5,000
Ozark Greenways, Inc	Springfield	MO		Public	Charitable	5,000
Ozark Guidance Center Inc	Springdale	AR		Public	Charitable	5,500
Ozark Natural Science Center, Inc	Huntsville	AR		Public	Charitable	5,000
Ozarks Regional YMCA	Hollister	MO		Public	Charitable	4,000
Pacific Charter School Development, Inc (PCSD)	Los Angeles	CA		Public	Education	160,000
Pacific Institute for Studies in Development Environment and Security	Oakland	CA		Public	Charitable	45,363
Pahara Institute	Napa	CA		Public	Education	500,000
Palo Pinto Challenge, Inc	Strawn	TX		Public	Charitable	5,000
Parents for Educational Freedom in North Carolina (PEFNC)	Raleigh	NC		Public	Education	600,000
Paris School District	Paris	AR		Public	Education	3,000
PARK Foundation Inc	Little Rock	AR		Public	Charitable	5,000
Parker County Committee on Aging, Inc	Weatherford	TX		Public	Charitable	5,000
pARTners	Jackson	WY		Public	Charitable	15,000
Partners for Developing Futures, Inc	Los Angeles	CA		Exp Responsibility	Education	565,000
Partners for Western Conservation	Arvada	CO		Public	Charitable	75,000
Partners in Conservation	Moapa	NV		Public	Charitable	121,700
Partners in Health a Nonprofit Corporation	Boston	MA		Public	Charitable	500,000
Partnership for Los Angeles Schools	Los Angeles	CA		Public	Education	193,780
Paul Public Charter School	Washington	DC		Public	Education	250,000
Payne County Youth Services, Inc	Stillwater	OK		Public	Charitable	2,500
Pea Ridge Area Ministerial Alliance	Pea Ridge	AR		Public	Charitable	1,000
Pea Ridge School District	Pea Ridge	AR		Public	Education	16,000
Pediatric Hematology Children's Assistance Fund	Mesa	AZ		Public	Charitable	2,000
Peel Compton Foundation	Bentonville	AR		Exp Responsibility	Charitable	584,345
Peninsula Open Space Trust	Palo Alto	CA		Public	Charitable	1,000
Pennsylvania Coalition of Public Charter Schools	West Chester	PA		Public	Education	150,000
People Acting in Community Together (PACT)	San Jose	CA		Public	Education	200,000
People Against Cancer, Inc	Otho	IA		Public	Charitable	5,000
Peoria Charter School Initiative	Peoria	IL		Public	Education	250,000
Performing Arts Fort Worth, Inc	Fort Worth	TX		Public	Charitable	83,333
Philanthropy Roundtable	Washington	DC		Public	Education	115,000
Phillips Brooks School	Menlo Park	CA		Public	Education	25,000
Phoenix Art Museum	Phoenix	AZ		Public	Charitable	40,000
Phoenix Collegiate Academy	Phoenix	AZ		Public	Education	250,000
Phoenix Symphony Association	Phoenix	AZ		Public	Charitable	25,000
Phoenix Theatre	Phoenix	AZ		Public	Charitable	200,000
PICO National Network	Oakland	CA		Public	Education	200,000
Pioneer Institute, Inc	Boston	MA		Public	Education	211,150
Plant With Purpose	San Diego	CA		Public	Charitable	10,000
Political Economy Research Center, Inc	Bozeman	MT		Public	Charitable	115,000
Polk County Developmental Center Inc	Mena	AR		Public	Charitable	2,500
Positive Coaching Alliance	Mountain View	CA		Public	Charitable	1,000
Poteau Main Street Matters Inc	Poteau	OK		Public	Charitable	2,500
Practical Farmers of Iowa	Ames	IA		Public	Charitable	268,000
Prairie Grove Public Schools	Prairie Grove	AR		Public	Education	6,000
Presbyterian Children's Homes & Services	Austin	TX		Public	Charitable	10,000
Prescott College	Prescott	AZ		Public	Education	15,000
Pride and Promise Academy	Dearborn	MI		Exp Responsibility	Education	30,000
Prodeo Academy	Crystal	MN		Public	Education	250,000
Pronatura Noroeste AC	Baja California	Mex		Exp Responsibility	Charitable	651,439
Public Broadcasting of Colorado, Inc	Centennial	CO		Public	Charitable	5,000
Public Counsel of the Rockies	Aspen	CO		Public	Charitable	75,000
Public Education and Business Coalition	Denver	CO		Public	Education	164,026
Pulaski Technical College Foundation, Inc	North Little Rock	AR		Public	Education	5,000
Purpose Preparatory Charter School	Nashville	TN		Public	Education	220,000
Quest Scholars Program	Palo Alto	CA		Public	Education	2,000
RARE	Arlington	VA		Public	Charitable	400,000



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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Reason Foundation	Los Angeles	CA		Public	Education	75,000
Regents of the University of California	La Jolla	CA		Public	Education	300,000
Regents of the University of Colorado	Denver	CO		Public	Education	65,756
Regents of the University of Minnesota	Minneapolis	MN		Public	Education	113,717
RESOLVE Inc	Washington	DC		Public	Charitable	222,223
Resources First Foundation	Yarmouth	ME		Public	Charitable	200,000
Resources for the Future, Inc	Washington	DC		Public	Charitable	100,000
Resources Legacy Fund	Sacramento	CA		Public	Charitable	400,000
Responsive Education Solutions	Lewisville	TX		Public	Education	1,376,957
Restore Hetch Hetchy	San Francisco	CA		Public	Charitable	50,000
Rhode Island Mayoral Academies (RIMA)	Providence	RI		Public	Education	500,000
Rich Mountain Community College Foundation	Mena	AR		Public	Education	2,500
Rios to Rivers	Aspen	CO		Public	Charitable	10,000
Rise Ko Hyang Middle School	Los Angeles	CA		Public	Education	250,000
Rise Together Ministries	St. Louis	MO		Public	Education	30,000
Roads to Choose	Van Buren	AR		Public	Charitable	1,000
Roaring Fork Public Radio Translator, Inc	Aspen	CO		Public	Charitable	1,000
Rocketship Education	Palo Alto	CA		Public	Education	225,000
Rocky Mountain Institute	Snowmass	CO		Public	Charitable	5,000
Rogers Bentonville Junior Auxiliary	Rogers	AR		Public	Charitable	2,000
Rogers Fire Department	Rogers	AR		Public	Charitable	1,350
Rogers Little Theatre	Rogers	AR		Public	Charitable	5,000
Rogers Public Education Foundation	Rogers	AR		Public	Education	5,000
Rogers Public Schools	Rogers	AR		Public	Education	22,450
Rogers State University Foundation	Dewey	OK		Public	Charitable	6,000
Ronald McDonald House Charities of Oklahoma City, Inc	Oklahoma City	OK		Public	Charitable	10,000
Ronald McDonald House Charities of the Four States	Joplin	MO		Public	Charitable	5,000
Roosevelt Elementary	Pryor	OK		Public	Education	5,000
Rose State College Foundation, Inc	Midwest City	OK		Public	Education	3,000
Rotary Club of Bentonville Foundation	Bentonville	AR		Public	Charitable	5,000
Rowe Elementary Charter School	Chicago	IL		Public	Education	250,000
Safe Place, Inc	Morrilton	AR		Public	Charitable	2,500
Saline County Safe Haven, Inc	Benton	AR		Public	Charitable	5,420
Sallisaw Public Schools - Liberty Elementary	Sallisaw	OK		Public	Education	2,500
Salvation Army	Muskogee	OK		Public	Charitable	5,000
Salvation Army	Oklahoma City	OK		Public	Charitable	2,500
Salvation Army - Fayetteville	Fayetteville	AR		Public	Charitable	20,000
Salvation Army of Bartlesville	Bartlesville	OK		Public	Charitable	10,000
San Diego Society of Natural History	San Diego	CA		Public	Charitable	201,500
San Jose Children's Discovery Museum	San Jose	CA		Public	Charitable	1,000
San Juan Citizens Alliance	Durango	CO		Public	Charitable	115,565
Sand Springs Community Services, Inc	Sands Springs	OK		Public	Charitable	5,000
Santa Monica Boulevard Community Charter School	Los Angeles	CA		Public	Education	250,000
School Choice Indiana	Indianapolis	IN		Public	Education	320,000
School Choice Ohio	Columbus	OH		Public	Education	605,000
School Choice Wisconsin	Milwaukee	WI		Public	Education	300,000
School District of Joplin R-VIII Foundation	Joplin	MO		Public	Education	1,000,000
Schools For The Future Detroit	Levington	MA		Exp Responsibility	Education	30,000
Schools That Can Milwaukee, Inc	Milwaukee	WI		Public	Education	225,000
Scranton Public Schools	Scranton	AR		Public	Education	3,000
Sea Education Association	Woods Hole	MA		Public	Charitable	10,000
Seafood Industry Research Fund (SIRF)	McLean	VA		Public	Charitable	100,000
Seaweb	Silver Spring	MD		Public	Charitable	509,450
Seed Savers Exchange, Inc	Decorah	IA		Public	Charitable	5,000
Seedco Financial Services Inc	New York	NY		Public	Charitable	500,000
Seven Hills Homeless Center	Fayetteville	AR		Public	Charitable	10,000
Seventh and Sourou Gentlemen's Academy	Atlanta	GA		Public	Education	30,000
Shadow Buddies Foundation	Lenexa	KS		Public	Charitable	5,000
Shawnee Community Foundation	Shawnee	OK		Public	Charitable	2,500
Shawnee Educational Foundation	Shawnee	OK		Public	Education	6,500

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Shell Knob Alliance of Churches	Shell Knob	MO		Public	Charitable	5,000
Shell Knob Senior Center Corporation	Shell Knob	MO		Public	Charitable	3,000
Show-Me Institute	Saint Louis	MO		Public	Education	25,000
Shriners Hospitals for Children	Forth Worth	TX		Public	Charitable	1,000
SHS Red Dog Club, Inc	Springdale	AR		Public	Charitable	2,500
Silicon Valley Community Foundation	Mountain View	CA		Public	Education	250,000
Siloam Springs Adult Development Center, Inc	Siloam Springs	AR		Public	Charitable	5,000
Single Parent Scholarship Fund of Benton County, Inc	Bentonville	AR		Public	Education	4,000
Single Parent Scholarship Fund of Polk County	Mena	AR		Public	Education	5,000
Single Parent Scholarship Fund of Pulaski County	Little Rock	AR		Public	Education	3,000
Skid Row Housing Trust	Los Angeles	CA		Public	Charitable	250
Skytruth	Shepherdstown	WV		Public	Charitable	75,000
Social & Environmental Entrepreneurs SEE Inc	Calabasas	CA		Public	Charitable	8,500
Sociedad de Historia Natural Niparaja A C	La Paz, Baja CA Sur, MEX			Exp Responsibility	Charitable	472,000
Southern Arkansas University Foundation, Inc	Magnolia	AR		Public	Education	1,209,376
Southern Bancorp CDC	Arkadelphia	AR		Public	Charitable	307,692
Southern Bancorp Community Partners	Little Rock	AR		Public	Charitable	1,743,719
Southwest Conservation Corps	Durango	CO		Public	Charitable	259,079
Spanish Community of Wallingford	Wallingford	CT		Public	Charitable	2,000
Special Forces Charitable Trust	Essex	CT		Public	Charitable	20,000
Springdale Education and Scholarship Foundation	Springdale	AR		Public	Education	2,500
Springdale Public Library Foundation	Springdale	AR		Public	Education	5,000
Springdale School District or Springdale Public Schools	Springdale	AR		Public	Education	2,000
Springdale Schools Alumni Fdn , Inc aka Springdale Public Schools Education Fdn	Springdale	AR		Public	Education	10,000
St Francis House NWA, Inc	Springdale	AR		Public	Charitable	5,000
St Gregory's University	Shawnee	OK		Public	Education	5,000
St HOPE Public Schools	Sacramento	CA		Public	Education	250,000
St Paul's School	Concord	NH		Public	Education	50,000
Stand for Children Leadership Center	Portland	OR		Public	Education	343,402
Stand for Children Leadership Center (Indiana affiliate)	Indianapolis	IN		Public	Education	278,189
Stand Up	Sacramento	CA		Public	Education	300,000
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
Star Rock Ministries	San Clemente	CA		Public	Charitable	10,000
Starr Detroit Academy	Detroit	MI		Public	Education	250,000
Step Up for Students	Tampa	FL		Public	Education	644,000
Steve Nash Foundation	Anchorage	AK		Exp Responsibility	Charitable	5,000
Stillwater Public Education Foundation	Stillwater	OK		Public	Education	2,500
Stilwell Public School Foundation, Inc	Stilwell	OK		Public	Education	4,000
Stockton -Community Foundation of the Ozarks	Springfield	MO		Public	Charitable	3,000
Students for Education Reform (SFER)	New York	NY		Public	Education	250,000
StudentsFirst Institute	Sacramento	CA		Public	Education	2,000,000
Success Academy Charter Schools	New York	NY		Public	Education	1,000,000
SuMar, Voces por la Naturaleza, A C	Guaymas, Sonora, Mexico	CP		Exp Responsibility	Charitable	40,000
Summit Medical Center Auxiliary	Van Buren	AR		Public	Charitable	1,500
Sunflower House	Shawnee	KS		Public	Charitable	5,000
Susan G Komen for the Cure Greater Kansas City Affiliate	Kansas City	MO		Public	Charitable	5,000
Susan G Komen Foundation, Inc	Little Rock	AR		Public	Charitable	5,000
Sustainable Fisheries Partnership Foundation	Honolulu	HI		Public	Charitable	1,676,778
Sustainable Fishery Advocates (FishWise)	Santa Cruz	CA		Public	Charitable	300,000
Swope Health Services	Kansas City	MO		Public	Charitable	5,000
Symphony Orchestra of Northwest Arkansas (SoNa)	Fayetteville	AR		Public	Charitable	143,775
Talkington Foundation	Neosho	MO		Public	Charitable	2,500
Tamarisk Coalition	Grand Junction	CO		Public	Charitable	411,995
Tantone Industries Inc	Branson	MO		Public	Charitable	3,000
Tarleton State University	Stephenville	TX		Public	Education	7,500
Taxpayers for Common Sense	Washington	DC		Public	Education	208,750
Teach for America (National)	New York	NY		Public	Education	11,445,000
Teach for America, Inc	San Francisco	CA		Public	Education	25,000
Teach for America-Arkansas	Oxford	MS		Public	Education	1,882,500

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
Team Rwanda Cycling, Inc	Aspen	CO		Public	Charitable	35,000
Team Up for Youth	Oakland	CA		Public	Charitable	10,000
Tech Museum of Innovation	San Jose	CA		Public	Charitable	1,000
Tennessee Charter School Incubator	Memphis	TN		Public	Education	707,331
Tennessee Charter Schools Association	Nashville	TN		Public	Education	268,126
Teton Science Schools	Jackson	WY		Public	Education	2,150,000
Texas A&M University-Kingsville	Kingsville	TX		Public	Education	5,000
Texas Charter Schools Association	Austin	TX		Public	Education	725,000
Texas Game Warden Association, Inc	Hamilton	TX		Public	Charitable	1,000
Texas Public Policy Foundation	Austin	TX		Public	Education	25,000
The Children's Scholarship Fund (CSF)	New York	NY		Public	Education	8,212,000
The Excel Center at Franklin Road	Indianapolis	IN		Public	Education	250,000
The Friends of King School	New Orleans	LA		Public	Education	250,000
The Montessori School of Englewood	Chicago	IL		Public	Education	220,000
The Savannah Classical Academy	Savannah	GA		Exp Responsibility	Education	30,000
The Savannah Classical Academy	Savannah	GA		Public	Education	220,000
Theatre Squared	Fayetteville	AR		Public	Charitable	90,000
Theodore Roosevelt Conservation Partnership, Inc	Washington	DC		Public	Education	339,125
Thomas B. Fordham Institute	Washington	DC		Public	Education	650,000
Thunderbird Clubhouse Board, Inc	Norman	OK		Public	Charitable	2,500
Town of Clarkdale Arizona	Clarkdale	AZ		Public	Charitable	137,797
Town of Lenapah	Lenapah	OK		Public	Charitable	6,500
Translational Genomics Research Institute Foundation	Phoenix	AZ		Public	Charitable	5,000
Trevista ECE-8th Grade at Horace Mann	Denver	CO		Public	Education	249,811
Tri-City Youth and Family Center Inc	Choctaw	OK		Public	Charitable	5,000
Trout Unlimited	Arlington	VA		Public	Charitable	500,000
Trust for Hidden Villa	Los Altos	CA		Public	Charitable	1,000
Trust for Public Land	New Orleans	LA		Public	Charitable	110,000
Tulsa Ballet Theatre	Tulsa	OK		Public	Charitable	5,000
Tulsa Children's Museum	Tulsa	OK		Public	Charitable	5,000
Tulsa Christian Education Corporation	Tulsa	OK		Public	Charitable	5,000
Tulsa Community College Foundation	Tulsa	OK		Public	Education	5,000
Tulsa Community Foundation	Tulsa	OK		Public	Charitable	10,000
Tulsa Project Theatre	Tulsa	OK		Public	Charitable	5,000
Turning Point the Center for Hope and Healing	Leawood	KS		Public	Charitable	5,000
U C Davis Foundation	Davis	CA		Public	Education	3,000
UCSD Cancer Center Foundation - U C San Diego Foundation	La Jolla	CA		Public	Charitable	54,590
Union Rescue Mission/Dorcas House	Little Rock	AR		Public	Charitable	5,500
United Cerebral Palsy	Fayetteville	AR		Public	Charitable	5,000
United Community Action Program Inc	Pawnee	OK		Public	Charitable	6,000
United Community Center, Inc	Milwaukee	WI		Public	Education	180,000
United Negro College Fund, Inc (UNCF)	Washington	DC		Public	Education	1,490,523
United Parishes of Southborough Inc	Southborough	MA		Public	Education	5,000
United Services Community Action Agency	Kansas City	MO		Public	Charitable	5,000
United States Endowment for Forestry and Communities, Inc	Greenville	SC		Public	Charitable	167,750
United Way of Adair County, Inc	Stilwell	OK		Public	Charitable	5,725
United Way of Fort Smith	Fort Smith	AR		Public	Charitable	2,500
United Way of Grayson County Inc	Sherman	TX		Public	Charitable	2,000
United Way of Northwest Arkansas	Lowell	AR		Public	Charitable	151,000
United Way of the Ozarks	Springfield	MO		Public	Charitable	32,500
University District Development Corporation	Little Rock	AR		Public	Charitable	2,500
University of Arizona Foundation	Tucson	AZ		Public	Education	75,000
University of Arkansas Fort Smith Foundation, Inc	Fort Smith	AR		Public	Education	25,000
University of Arkansas Foundation Inc	Fayetteville	AR		Public	Education	1,292,327
University of Baltimore Foundation	Baltimore	MD		Public	Education	5,000
University of California at Santa Barbara	Santa Barbara	CA		Public	Education	1,033,050
University of California, Merced	Merced	CA		Public	Education	30,000
University of Central Oklahoma Foundation	Edmond	OK		Public	Education	10,000
University of Colorado Foundation	Boulder	CO		Public	Education	128,136
University of Montana	Missoula	MT		Public	Education	370,239

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

OrgName	OrgCity	OrgState	Relationship	Exp Responsibility	Purpose	AmtPaid
University of Notre Dame	Notre Dame	IN		Public	Education	1,397,228
University of Oklahoma Foundation, Inc	Norman	OK		Public	Education	15,000
University of South Florida Foundation, Inc	Tampa	FL		Public	Education	57,000
University of Southern California	Los Angeles	CA		Public	Education	147,935
University of the Ozarks	Clarksville	AR		Public	Education	157,435
University of Tulsa	Tulsa	OK		Public	Education	5,000
University of Washington	Seattle	WA		Public	Education	223,924
University of Washington Foundation - Center on Reinventing Public Education	Seattle	WA		Public	Education	700,000
University of Wisconsin - Madison	Madison	WI		Public	Education	239,940
University of Wyoming	Laramie	WY		Public	Education	55,000
University Prep Science and Math Elementary School	Clarkston	MI		Public	Education	220,000
UNO Charter School Network	Chicago	IL		Public	Education	500,000
Upper Mississippi Academy	Sunfish	MN		Public	Education	250,000
Upper White River Basin Foundation	Branson	MO		Public	Charitable	25,000
Urban Ecology Center	Milwaukee	WI		Public	Charitable	790,000
Urban League of Greater New Orleans	New Orleans	LA		Public	Education	491,300
USA Cycling Development Foundation	Colorado Springs	CO		Public	Charitable	50,000
Utah State University	Logan	UT		Public	Education	100,000
Valley of the Sun United Way	Phoenix	AZ		Public	Charitable	20,000
Van Cliburn Foundation, Inc	Fort Worth	TX		Public	Charitable	10,000
Vera Lloyd Presbyterian Home & Family Services, Inc	Little Rock	AR		Public	Charitable	8,000
Verde River Basin Partnership	Sedona	AZ		Public	Charitable	24,200
Verde Valley Land Preservation Institute	Cottonwood	AZ		Public	Charitable	168,394
Vietnam Veterans of San Diego d/b/a Veterans Village of San Diego	San Diego	CA		Public	Charitable	20,000
Vinita Public Schools	Vinita	OK		Public	Charitable	6,000
Volunteers of America, Inc	Tulsa	OK		Public	Charitable	2,500
Wagoner Area Neighbors, Inc	Wagoner	OK		Public	Charitable	4,500
Wagoner Education Foundation Inc	Wagoner	OK		Public	Education	4,500
Wake Forest University	Winston-Salem	NC		Public	Education	45,000
Wallingford Public Library Assoc	Wallingford	CT		Public	Charitable	2,000
Wal-Mart Associates in Critical Need Fund	Bentonville	AR		Public	Charitable	4,000,000
Walters Public Schools	Walters	OK		Public	Charitable	5,000
Walton Arts Center Inc	Fayetteville	AR		Public	Charitable	1,335,000
Washington Regional Medical Foundation	Fayetteville	AR		Public	Charitable	12,500
Water for People	Denver	CO		Public	Charitable	5,000
Watershed Committee of the Ozarks Inc	Springfield	MO		Public	Charitable	5,000
Watershed Conservation Resource Center	Fayetteville	AR		Public	Charitable	220,800
Watershed Human and Community Development Agency, Inc	Little Rock	AR		Public	Charitable	3,000
Watershed Management Group	Tucson	AZ		Public	Charitable	41,419
Watts Public Schools	Watts	OK		Public	Education	6,775
WE-Cycle	Denver	CO		Public	Charitable	150
Webb City R-7 Schools Foundation	Webb City	MO		Public	Charitable	5,000
West Fork School District	West Fork	AR		Public	Charitable	10,000
West Side Summit	St. Paul	MN		Public	Education	250,000
Western Arkansas Ballet	Fort Smith	AR		Public	Charitable	2,250
Western Conservation Foundation	Denver	CO		Public	Charitable	450,000
Western Governors' Association	Denver	CO		Public	Charitable	32,419
Western Resource Advocates	Boulder	CO		Public	Charitable	567,747
Westside Atlanta Charter School	Atlanta	GA		Exp Responsibility	Education	30,000
Westside Community Association of Bartlesville Oklahoma	Bartlesville	OK		Public	Charitable	5,000
Westville Public Schools	Westville	OK		Public	Education	2,500
Wild Salmon Center	Portland	OR		Public	Charitable	450,000
Wildwood Park for the Arts, Inc	Little Rock	AR		Public	Charitable	2,500
Winrock International	Arlington	VA		Public	Charitable	200,000
Wisconsin Lutheran College	Milwaukee	WI		Public	Education	200,000
Wisconsin Lutheran High School	Milwaukee	WI		Public	Education	150,000
Women in Government Foundation (WIG)	Washington	DC		Public	Education	100,088
Woodrow Wilson National Fellowship Foundation	Princeton	NJ		Public	Education	475,000
World Resources Institute	Washington	DC		Public	Charitable	75,000
World Wildlife Fund	Washington	DC		Public	Charitable	941,443
Yavapai College Foundation	Prescott	AZ		Public	Charitable	175,000



**WALTON FAMILY FOUNDATION, INC.**  
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**DECEMBER 31, 2012**

**ATTACHMENT 21**

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

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

- (1) Grantee – The Walton Family Foundation, Inc. owns common stock in the following entity as a program-related investment.  
  
Southern Development Bancorporation, Inc.  
605 Main Street, Suite 202  
Arkadelphia, AR 71923
- (2) Dates of Investment - December 23, 1987 - \$300,000  
July 9, 1998 - \$3,000,030
- (3) Purpose - To provide Southern Development Bancorporation ("SDB") with funds to promote its purpose of implementing a new approach to the development of economically depressed rural communities in Arkansas, communities which suffer from high unemployment and which are not being adequately served by the existing financial institutions in the area. SDB and its related companies are operating programs designed to increase job opportunities for residents of these depressed communities. SDB's programs emphasize the development of small business and self-employment activities in rural areas by providing capital, market data, technical support, and business planning counsel to that sector of the local economy. SDB aggressively supports the creation of jobs through the creation and development of local business enterprises.
- (4) Amount Expended by Grantee – The initial investment of \$300,000 made on 12/23/87 and an additional investment of \$3,000,030 made on 07/09/98 continue to be utilized for the purpose of the program related investment as stated in (3) above.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the program-related investment has been used for anything other than its intended charitable purpose.
- (6) Date of Reports from Grantee - Date of last annual reports were July 13, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's program related investment through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with an independent audit report of its financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Taxable entity – program related investment of the Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 22**

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

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

- (1) Grantee - The Walton Family Foundation, Inc. owns common stock in the following entity as a program-related investment  
  
Neighborhood Bancorp  
1727 Sweetwater Road, Suite J  
National City, CA 91950
- (2) Date of Investment - May 31, 1996 - \$100,000
- (3) Purpose - To provide Neighborhood Bancorp ("NB") with funds to form or acquire a bank which will seek to provide banking services to customer groups that are currently underserved in its geographic market area. These groups include individuals, affordable housing advocates, non-profit corporations and other community based organizations, and religious organizations. The groups, or the individuals represented by the groups: (i) earn less than 100% of the median family income for San Diego County, (ii) are ethnically and racially diverse, (iii) do not have ready access to traditional financial institutions and systems, and (iv) rent or lease dwellings rather than own them
- (4) Amount Expended by Grantee - \$100,000 investment made 05/31/96 continues to be utilized for the purpose of the program related investment as stated in (3) above
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the program-related investment has been used for anything other than its intended charitable purpose.
- (6) Date of Report from Grantee - Date of annual report was June 21, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with an independent audit report of its financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Taxable entity – program related investment of the Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
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**ATTACHMENT 23**

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

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

- (1) Grantee –  
  
Ag Technology and Environmental Stewardship Foundation, Inc.  
1255 SW Prairie Trail Parkway  
Ankeny, IA 50023
- (2) Date and Amount of Grant – December 12, 2012 – \$75,000
- (3) Purpose – To advance bioreactors and cover crops as solutions to nutrient run-off in the Upper Midwest.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received in calendar 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was May 1, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private non-operating Foundation.



**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 24**

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

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

- (1) Grantee -  
  
Arkansans for Education Reform Foundation  
400 West Capitol Avenue, Suite 1700  
Little Rock, AR 72201
- (3) Date and Amount of Grant – Various 2011- 205,000  
Various 2012 – \$2,088,750
- (3) Purpose – To provide operational and programmatic support to the Arkansans for Education Reform Foundation.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$171,111) grant funds received during calendar 2011 and \$1,004,584 of the 2012 grant funds in accordance with the terms of the grant agreements.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was October 16, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through the calendar year ended December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its financial statements for the calendar year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation.

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

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

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

- (1) Grantee/Borrower -

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

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

Amounts represent advances against a \$9 million program related investment which is a non-interest bearing loan, recoverable within eight years. As of December 31, 2012, the Borrower has repaid \$5,608,588 on the amounts advanced.

- (3) Purpose – To provide direct loans for financing facilities for quality public charter schools in Washington, D.C.
- (4) Amount Expended by Grantee/borrower – The Grantee/Borrower has provided financial reports to the Foundation related to the program related investment loans of \$2,000,000, \$3,227,500, \$2,877,205 and \$895,295 made on June 14, 2007, August 21, 2008, December 10, 2009 and December, 2010 respectively, indicating that all loan proceeds have been and continue to be used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the Grantee/Borrower, no part of the program-related investment loan funds have been used for anything other than its intended charitable purpose.
- (6) Date of Report from Grantee/Borrower – Date of financial report was September 18, 2013
- (7) Grantor Verification - The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Private non-operating Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
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**ATTACHMENT 26**

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

---

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

- (1) Grantee/Borrower -

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

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

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

- (3) Purpose – To provide direct loans that continue to serve the facility needs of quality public charter schools in the District of Columbia.
- (4) Amount Expended by Grantee/Borrower – Grantee/Borrower has provided financial reports to the Foundation related to the program related investment loans indicating that all of the loan funds received on December 15, 2011 have been deployed and \$775,000 of the loan funds received on June 28, 2012 have been deployed and continue to be used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the Grantee/Borrower, no part of the program-related investment loan funds have been used for anything other than its intended charitable purpose.
- (6) Date of Report from Grantee/Borrower – Date of financial report was September 18, 2013.
- (7) Grantor Verification - The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private non-operating Foundation.

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

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

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

(1) Grantee -

Camp War Eagle, Inc.  
P.O. Box 2030  
Bentonville, AR 72712

(2) Date and Amount of Grant - Various 2011 - \$4,494,832  
Various 2012 - \$4,737,975

(3) Purpose - To provide Camp War Eagle, Inc. ("Camp War Eagle") with funds to be used to operate a summer camp in Northwest Arkansas for the benefit of children of moderate to below moderate means. Camp War Eagle is a coeducational, non-denominational, multi-purposed activity; residential summer camp for children ages 7-17 of all ethnic and cultural backgrounds.

(4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining (\$381,213) grant funds received during calendar 2011 and \$4,340,446 of the 2012 grant funds in accordance with the terms of the grant agreements.

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

(6) Date of Report from Grantee - Date of annual report was September 10, 2013.

(7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status - Private operating Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 28**

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

---

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

- (1) Grantee -  
  
Charter Fund, Inc.  
Dba CSGF Tennessee  
350 Interlocken Blvd., Suite 390  
Broomfield, CO 80021
- (2) Date and Amount of Grant – December 9, 2010 - \$1,000,000
- (3) Purpose – To provide support to scale a number of excellent public charter schools operating in Memphis and Nashville into 4-5 Charter Management Organizations that will open 20 new public charter schools by 2015.
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended \$197,721 of the \$1,000,000 of the grant received on December 9, 2010 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was July 19, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 29**

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

---

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

(1) Grantee -

Charter Fund, Inc.  
Dba CSGF Tennessee  
350 Interlocken Blvd., Suite 390  
Broomfield, CO 80021

(2) Date and Amount of Grant – December 20, 2012 - \$2,000,000

(3) Purpose – To provide support for a six-year initiative to grow charter management organizations and stand-alone charter schools in New Orleans.

(4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended \$177,156 of the grant funds received in calendar 2012 in accordance with the terms of the grant agreement.

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

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

(7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 30**

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

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

- (1)     Grantee -  
  
          Charter Fund, Inc.  
          350 Interlocken Blvd., Suite 390  
          Broomfield, CO 80021
- (2)     Date and Amount of Grant – Various 2012 - \$8,000,000
- (3)     Purpose – To provide startup support to approximately 32 high performing individual public charter schools.
- (4)     Amount Expended by Grantee – Based on its annual report, the grantee has expended \$7,450,000 of the grant funds received in calendar 2012 in accordance with the terms of the grant agreements.
- (5)     Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6)     Date of Report from Grantee – Date of annual report was August 7, 2013.
- (7)     Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8)     Foundation Status – Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 31**

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

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

- (1) Grantee -  
  
Charter Fund, Inc.  
350 Interlocken Blvd., Suite 390  
Broomfield, CO 80021
- (2) Date and Amount of Grant – October 15, 2009 - \$7,000,000  
November 11, 2010 – \$3,833,526
- (3) Purpose – To provide support to the Charter Fund, Inc. to create quality charter school management organizations (CMOs). The Charter Fund will provide charter school operators with the guidance and resources they need to become successful CMOs and develop self-sufficient networks of high performing charter schools.
- (4) Amount Expended by Grantee – Based on its annual report, the grantee has expended all of the grant funds received on October 15, 2009 and \$982,754 of the grant funds received on November 11, 2010 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was July 19, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation



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

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

- (1) Grantee/Borrower -

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

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

Amount represents advances against a \$10.0 million program related investment loan which bears a three percent (3%) interest rate, recoverable within ten years.

- (3) Purpose – To provide streamlined facility financing to charter school management organizations (CMOs) for the acquisition, construction, renovation and leasehold improvement of quality public charter school facilities.
- (4) Amount Expended by Grantee/Borrower – Grantee/Borrower has expended all of the loan funds received on December 27, 2007 and has expended \$2,208,500 of the loan funds received on September 29, 2011 in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the Grantee/Borrower, no part of the program-related investment loan will be used for anything other than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Date of latest financial report was July 19, 2013.
- (7) Grantor Verification - The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee/borrower has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation

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

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

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

(1) Grantee -

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

(2) Date and Amount of Grant – December 8, 2011 - \$6,900,000  
November 15, 2012 - \$6,900,000

(3) Purpose – To support the creation and expansion of public charter school networks and management companies nationally.

(4) Amount Expended by Grantee/Borrower – Based on its annual report, the grantee has expended \$2,378,235 of the grant funds received on December 8, 2011 and none of the grant funds received on November 15, 2012 in accordance with the terms of the grant agreement.

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

(6) Date of Report from Grantee – Date of latest financial report was July 19, 2013.

(7) Grantor Verification - The Grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
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**DECEMBER 31, 2012**

**ATTACHMENT 34**

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

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

- (1) Grantee -  
  
Charter Fund, Inc.  
350 Interlocken Blvd., Suite 390  
Broomfield, CO 80021
- (2) Date and Amount of Grant – December 15, 2011 - \$1,000,000
- (3) Purpose – To support the Florida Charter School Growth Fund, a new \$30 million public -private fund investing in the development and scale up of outstanding charter networks serving primarily low-income and minority students.
- (4) Amount Expended by Grantee – Based on its annual report, the grantee has expended \$149,712 of the grant funds received on December 15, 2011 in accordance with the terms of the grant agreement.
- (5) Diversion – To the knowledge of the Foundation, and based on the information furnished by the Grantee, no part of the grant will be used for anything other than its intended purpose
- (6) Date of Report from Grantee/Borrower – Date of latest financial report was July 19, 2013.
- (7) Grantor Verification - The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee/borrower has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 35**

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

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

- (1)     Grantee -  
  
          Crystal Bridges – Museum of American Art, Inc.  
          P.O. Box 1169  
          Bentonville, AR 72712
- (2)     Date and Amount of Grants – Various, 2010 - \$266,000,000
- (3)     Purpose – To provide Crystal Bridges Museum of American Art, Inc. (the “Museum”) with funds to plan, construct and operate a museum and cultural center in Northwest Arkansas which will primarily exhibit works of art created by American artists.
- (4)     Amount Expended by Grantee - Based on the annual report, the grantee has expended \$44,500,000 of the remaining grant funds (\$49,300,000) received in calendar 2010 in accordance with the terms of the grant agreement as of its most recent year ended December 31, 2012.
- (5)     Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose..
- (6)     Date of Report from Grantee – Date of annual report was August 1, 2013.
- (7)     Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8)     Foundation Status – Private operating Foundation-- converted to a public charity.

**WALTON FAMILY FOUNDATION, INC.**  
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**DECEMBER 31, 2012**

**ATTACHMENT 36**

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

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

- (1) Grantee -  
  
Crystal Bridges – Museum of American Art, Inc.  
P.O. Box 1169  
Bentonville, AR 72712
- (2) Date and Amount of Grants – December 27, 2010 - \$800,000,000
- (3) Purpose – To provide Crystal Bridges Museum of American Art, Inc. (the “Museum”) with endowment funds for the establishment of an Acquisition and Care Endowment (\$325,000,000), Operations Endowment (\$350,000,000) and a Building endowment (\$125,000,00) for the benefit of a museum and cultural center in Northwest Arkansas which will primarily exhibit works of art created by American artists.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has established various investment accounts which are directed by the Investment Committee of the Board of Directors to maintain the endowment funds in accordance with the terms of the endowment grant.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was August 1, 2013
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation– converted to a public charity.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 37**

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

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

- (1)     Grantee -  
  
          Crystal Bridges – Museum of American Art, Inc.  
          P.O. Box 1169  
          Bentonville, AR 72712
- (2)     Date and Amount of Grants – December 27, 2010 - \$137,290,308
- (3)     Purpose – To provide Crystal Bridges Museum of American Art, Inc. (the “Museum”) various works of art and libraries which will be exhibited by the museum and cultural center in Northwest Arkansas.
- (4)     Amount Expended by Grantee - Based on the annual report, the grantee has accessioned the grant of artwork and libraries valued at \$137,290,308 in accordance with the terms of the grant agreement.
- (5)     Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6)     Date of Report from Grantee – Date of annual report was August 1, 2013.
- (7)     Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8)     Foundation Status – Private operating Foundation– converted to a public charity.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 38**

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

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

- (1) Grantee/Borrower -

Exalt Education  
1607 North Taylor Street  
Little Rock, AR 72207

- (2) Date and Amount of program related investment – July 31, 2011 – \$600,000

- (3) Purpose – Non-interest bearing loan to provide working capital to allow borrower to improve its business model and operations.

- (4) Amount Expended by Grantee/Borrower - The Grantee/Borrower has provided financial reports to the Foundation and loan proceeds of \$490,000 have been used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement. The balance of the program related investment loan is awaiting investment in accordance with the terms of the program related investment loan agreement.

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

- (6) Date of Report from Grantee/Borrower – Date of annual report was May 31, 2013.

- (7) The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee/borrower has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.

- (8) Foundation Status – Applied for 501 (c) (3) status.

**WALTON FAMILY FOUNDATION, INC.**  
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**DECEMBER 31, 2012**

**ATTACHMENT 39**

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

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

(1) Grantee/Borrower -

Exalt Education  
1607 North Taylor Street  
Little Rock, AR 72207

(2) Date and Amount of program related investment – July 14, 2011 – \$300,000

(3) Purpose – Non-interest bearing loan to provide working capital to allow borrower to improve its business model and operations.

(4) Amount Expended by Grantee/Borrower - The Grantee/Borrower has provided financial reports to the Foundation and the loan proceeds of \$300,000 have been used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement.

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

(6) Date of Report from Grantee – Date of annual report was May 31, 2013.

(7) The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee/borrower has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – Applied for 501 (c) (3) status.



**WALTON FAMILY FOUNDATION, INC.**  
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**DECEMBER 31, 2012**

**ATTACHMENT 40**

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

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

(1) Grantee/Borrower -

Exalt Education  
1607 North Taylor Street  
Little Rock, AR 72207

(2) Date and Amount of Grant – October 4, 2012 – \$332,500  
October 11, 2012 – \$267,500

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

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

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

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

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

(8) Foundation Status – Applied for 501 (c) (3) status.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 41**

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

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

- (1) Grantee -  
  
e-STEM Public Charter Schools  
200 South Commerce, Suite 225  
Little Rock, AR 72201
- (2) Date and Amount of program related investment – Various 2008 – \$2,909,000  
March 31, 2009 – \$28,342
- (3) Purpose – Five year, no interest loan to provide funding to renovate certain real property located at 112 West Third Street, Little Rock, AR to be used as a new charter school.
- (4) Amount Expended by Grantee - The Grantee/Borrower has provided financial reports to the Foundation and the loan proceeds of \$2,937,342 have been and continue to be used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the program related investment has been used for anything other than its intended charitable purpose.
- (6) Date of Report from Grantee – Date of financial report was October 22, 2013.
- (7) Grantor Verification - The Grantee/Borrower has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through June 30, 2012. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended June 30, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Received charter school authorization

**ATTACHMENT 42**

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

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

- (1) Grantee -  
  
Newark Charter School Fund  
59 Lincoln Park  
Newark, NJ 07102
- (2) Date and Amount of Grant – Various 2010 – \$1,750,000  
May 31, 2012 - \$1,875,000
- (3) Purpose – To invest in expanding the enrollment in Newark K-12 high performing public charter schools.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining grant funds (\$362,308) received during the calendar year ended December 31, 2010 and has expended \$1,159,017 of the grant funds received on May 31, 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was June 30, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 43**

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

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

- (1) Grantee -  
  
The Peel Compton Foundation  
400 S. Walton Blvd.  
Bentonville, AR 72712
- (2) Date and Amount of Grant - Various 2012 - \$584,345
- (3) Purpose - To provide The Peel Compton Foundation ("Peel") with funds to be used in the development and maintenance of Compton Gardens, a community park in Bentonville, Arkansas which is a haven of Arkansas wildlife and plant life offering residents a secluded experience of nature and which is used to educate school children in the area about Arkansas' natural environment and for the preservation of historically significant structures in Benton County, Arkansas.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the 2012 grant funds in accordance with the terms of the grant agreements.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee - Date of annual report was June 20, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation a letter stating that it has complied with the terms of the Foundation's grant through its most recent year-ending December 31, 2012. In addition, the grantee has provided the Foundation with a copy of its financial statements for the year-ended December 31, 2012. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status - Private operating Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 44**

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

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

(1) Grantee -

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

(2) Date and Amount of Grant – November 29, 2012 – \$525,000  
December 12, 2012 – \$40,000

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

(4) Amount Expended by Grantee - Based on the annual report received, the grantee has expended all of the grant funds received on November 29, 2012. In addition, the grantee has expended \$5,000 of the grant funds received on December 12, 2012 in accordance with the terms of the grant agreement.

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

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

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

(8) Foundation Status – Private operating Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 45**

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

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

- (1) Grantee -  
  
Beaver Watershed Alliance  
614 E. Emma Avenue, Suite 19438  
Springdale, AR 72764
- (2) Date and Amount of Grant – July 28, 2011 – \$124,237
- (3) Purpose – To provide start-up funding and initial operating support for the Alliance.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$61,833 of the remaining grant funds (\$82,264) received on July 28, 2011 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was January 15, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status.

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**ATTACHMENT 46**

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

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

- (1) Grantee -  
  
Sand County Foundation  
16 N. Carroll Street, Suite 450  
Madison, WI 53703
- (2) Date and Amount of Grant – December 8, 2011 – \$200,000
- (3) Purpose – To engage agricultural communities to improve water quality at the watershed scale-discovery.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining grant funds (\$104,857) received on December 8, 2011 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant funds have been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report is September 18, 2012.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating Foundation – applied for public charity status.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 47**

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

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

- (1) Grantee -  
  
New Voice Strategies  
3023 N. Clark Street, #763  
Chicago, IL 60657
- (2) Date and Amount of Grant – November 15, 2011 – \$351,480
- (3) Purpose – To launch the second phase of its pilot that will effectively bring classroom teachers' voices forward in support of important education reform initiatives in several states and also at the Federal level.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$72,730 of the remaining grant funds (\$81,648) received on November 15, 2011 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant funds have been used for anything than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report is March 30, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – 501 (c) (3) status received.



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

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

- (1) Grantee -  
4.0 Schools  
643 Magazine, Suite 206  
New Orleans, LA 70130
- (2) Date and Amount of Grant – December 15, 2011 – \$467,667  
July 27, 2012 - \$646,467
- (3) Purpose – To create great Charter Schools in the Southeast.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining grant funds (\$25,770) received on December 15, 2011 and all of the grant funds received on July 27, 2012 (\$646,467) in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant funds have been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report is July 8, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status.

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

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

- (1)     Grantee -  
  
          Friends of Cocos Island Foundation  
          P.O. Box 276-1005, Barrio Mexico  
          San Jose, Costa Rica
- (2)     Date and Amount of Grant – February 2, 2012 – \$10,000
- (3)     Purpose – To revise the management plans of three responsible fishing areas in Costa Rica to incorporate rights-based management and catch share principles.
- (4)     Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received on February 2, 2012 in accordance with the terms of the grant agreement.
- (5)     Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6)     Date of Report from Grantee – Date of annual report was September 28, 2012.
- (7)     Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8)     Foundation Status – International charitable organization.

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

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

- (1) Grantee -  
  
Comunidad y Biodiversidad, A.C.  
Boulevard Aguamariana #297  
Colonia Delicias, CP 85420
- (2) Date and Amount of Grant – November 29, 2012 – \$110,000
- (3) Purpose – To assist the Gulf of California Pacific sardine fishery to comply with the conditions outlined in its MSC Certification.
- (4) Amount Expended by Grantee - Based on the annual reports, the grantee has expended \$28,838 of the grant funds received (\$110,000) in calendar year 2012 in accordance with the terms of the grant agreements.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was August 6, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 51**

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

---

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

- (1) Grantee -  
  
Comunidad y Biodiversidad, A.C.  
Boulevard Aguamariana #297  
Colonia Delicias, CP 85420
- (2) Date and Amount of Grant – July 29, 2011 – \$331,746  
Various 2012 - \$744,260
- (3) Purpose – Support to building ocean resilience. an incentive-based approach for marine conservation in Pacific Mexico.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received (\$331,746) on July 29, 2011 and \$593,656 of the funds received (\$744,260) during the calendar year ended December 31, 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was January 31, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 52**

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

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

- (1) Grantee -  
  
Grupo Tortuguero de las California, A.C.  
Cuauhtemoc #155 e/l. Madero y Belisario Dominguez  
Colonia Pueblo Nuevo, C.P. 23060  
La Paz, Baja California, MX
- (2) Date and Amount of Grant – Various 2012 - \$200,090
- (3) Purpose – Two-year grant to continue work to bring sustainability to the finfish fisheries in Bahia Magdalena. Specifically, the grant would help to improve fisheries enforcement and management, identify and cultivate enhanced market opportunities for more sustainably-caught fish, and help reduce by-catch in a globally-important hotspot for the endangered loggerhead turtle.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$176,290 of the grant funds (\$200,090) received during the calendar year ended December 31, 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was April 1, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2012**

**ATTACHMENT 53**

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

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

- (1) Grantee -  
Noroste Sustentable  
Transbordadores s/n e/ Sinaloa e Inalambrica  
La Paz, Baja CA sur, MX 23060
- (2) Date and Amount of Grant – January 13, 2011 – \$233,024  
May 26, 2011 - \$233,024
- (3) Purpose – To advance conservation and sustainable development in the Gulf of California (La Paz Bay, Upper Gulf).
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining grant funds (\$330,614) received in calendar 2011 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was July 10, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

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**ATTACHMENT 54**

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

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

- (1) Grantee -  
  
Noroeste Sustentable  
Transbordadores s/n e/ Sinaloa e Inalambrica  
La Paz, Baja CA sur, MX 23060
- (2) Date and Amount of Grant – December 8, 2011 – \$310,000  
Various 2012 – \$440,000
- (3) Purpose – To build the additional organizational capacity to support the catch shares program in the Gulf of California.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining grant funds (\$34,023) received on December 8, 2011 and all of the grant funds received in calendar 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was March 20, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
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**DECEMBER 31, 2012**

**ATTACHMENT 55**

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

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

- (1) Grantee -  
  
Noroeste Sustentable  
Transbordadores s/n e/ Sinaloa e Inalambrica  
La Paz, Baja CA sur, MX 23060
- (2) Date and Amount of Grant – May 3, 2012 – \$50,000
- (3) Purpose – To support sustainable initiatives that help foster a sense of community empowerment in El Mangle, Mexico.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received on May 3, 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was December 17, 2012.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.



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

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

- (1)     Grantee  
  
          Pronatura Noroeste, AC  
          Calle Decema No. 60, Zona Centro  
          Ensenada, Baja California  
          CP 22800 Mexico7
- (2)     Date and Amount of Grant – May 24, 2012 – \$146,439
- (3)     Purpose – Grant to continue their work in the Delta region of the Colorado River in Mexico aimed at restoration of the Colorado River Delta and sustainability of the Mexicali Valley.
- (4)     Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received on May 24, 2012 in accordance with the terms of the grant agreement.
- (5)     Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6)     Date of Report from Grantee – Date of annual report was March 1, 2013.
- (7)     Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8)     Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
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**DECEMBER 31, 2012**

**ATTACHMENT 57**

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

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

- (1)     Grantee -  
  
          Pronatura Noroeste, AC  
          Calle Decema No 60, Zona Centro  
          Ensenada, Baja California  
          CP 22800 Mexico7
- (2)     Date and Amount of Grant – Various 2012 – \$120,000
- (3)     Purpose – To support the recovery and conservation of fishing resources in the Gulf of California.
- (4)     Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received in calendar year 2012 in accordance with the terms of the grant agreement.
- (5)     Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6)     Date of Report from Grantee – Date of annual report was February 1, 2013.
- (7)     Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8)     Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
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**DECEMBER 31, 2012**

**ATTACHMENT 58**

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

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

- (1) Grantee -  
  
Pronatura Noroeste, AC  
Calle Decema No. 60, Zona Centro  
Ensenada, Baja California  
CP 22800 Mexico7
- (2) Date and Amount of Grant – July 19, 2012 – \$385,000
- (3) Purpose – To support the restoration of the Colorado River Delta, bi-national negotiations and community-based restoration efforts.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received on July 19, 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was June 30, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
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**ATTACHMENT 59**

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

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

- (1) Grantee -  
  
Sociedad de Historia Natural Niparaja, AC  
Revolucion 430 Colonia Esterito  
La Paz Baja, CA 23020
- (2) Date and Amount of Grant – June 25, 2010 - \$75,000  
September 11, 2012 - \$50,000
- (3) Purpose – Three year implementation grant for a comprehensive action plan to conserve the marine resources of the Bay of La Paz.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining (\$24,000) grant funds received on June 25, 2010 and all of the grant funds received on September 11, 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was July 18, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
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**DECEMBER 31, 2012**

**ATTACHMENT 60**

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

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

(1) Grantee -

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

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

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

(4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$362,428 of the grant funds received in calendar 2012 in accordance with the terms of the grant agreement.

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

(6) Date of Report from Grantee – Date of annual report was February 1, 2013.

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

(8) Foundation Status – International charitable organization.

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**ATTACHMENT 61**

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

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

- (1) Grantee -  
  
SuMar, Voces por la Naturaleza, AC  
Blvd. Lomas de Cortes 3  
Guaymas, Sonora, Mexico CP 84850
- (2) Date and Amount of Grant – March 1, 2012 – \$40,000
- (3) Purpose – A one-year grant to implement an advocacy campaign to build public support within fishing communities for market-based solutions for conservation.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received on September 2, 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was September 1, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

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**ATTACHMENT 62**

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

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

- (1) Grantee -  
  
Fundacion de Beneficencia Alejandro Rojas Sierra  
Merced 255 Oficina 301 Block 2  
Curico, Chile
- (2) Date and Amount of Grant – Various 2012 – \$2,185,419
- (3) Purpose – A three-year grant to support the Chile school construction project in Iloca.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received during calendar year 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was August 6, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 63**

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

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

- (1) Grantee -  
  
America's Charter School  
P.O. Box 554  
Lincoln, AR 72744
- (2) Date and Amount of Grant – September 25, 2012 – \$10,000
- (3) Purpose – Planning grant for the start-up of a charter school.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received on September 25, 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of the last annual report was November 6, 2012.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Applied for 501(c) (3) status. Charter school authorization pending.



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**DECEMBER 31, 2012**

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

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

- (1) Grantee -  
  
Arizona Autism Charter Schools, Inc.  
16174 W. Glenrosa Avenue.  
Goodyear, AZ 85395
- (2) Date and Amount of Grant – November 8, 2012 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$2,173 of the grant funds received on November 8, 2012 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee – Date of the last annual report was May 18, 2013.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Applied for 501(c) (3) status. Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 65**

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

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

(1) Grantee -

Boston Mountain Cyclists, Inc.  
9635 Gaston Road  
Bentonville, AR 72712

(2) Date and Amount of Grant – December 13, 2012 - \$15,000

(3) Purpose – To support the Boston Mountain Cycling Club.

(4) Amount Expended by Grantee – Based on the annual report received, the grantee has expended all of the grant funds received on December 13, 2012 in accordance with the terms of the grant agreement.

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

(6) Date of Report from Grantee – Date of annual report was July 9, 2013.

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

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

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

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

(1) Grantee -

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

- (2) Date and Amount of Grant – October 14, 2010 – \$62,500  
October 21, 2011 – \$62,500  
December 13, 2012 - \$62,500

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

- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$1,043) grant funds received on October 14, 2010. In addition, all of the grant funds received on October 21, 2011 and December 13, 2012 have been spent in accordance with the terms of the grant agreement.

- (5) Date of Report from Grantee – Date of the annual report was July 29, 2013.

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

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

- (8) Foundation Status – Private operating Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 67**

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

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

(1) Grantee -

ADI Charter Schools, Inc.  
East Campus  
1400 N. Meridian Street  
Indianapolis, IN 46202

(2) Date and Amount of Grant – June 3, 2010 – \$250,000

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

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$46,463) grant funds received on June 3, 2010 in accordance with the terms of the grant agreement.

(5) Date of Report from Grantee – Date of the annual report was September 26, 2013.

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

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

(8) Foundation Status – Received 501(c) (3). Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 68**

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

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

- (1) Grantee -  
  
ADI Charter Schools, Inc.  
West Campus  
1400 N. Meridian Street  
Indianapolis, IN 46202
- (2) Date and Amount of Grant – June 3, 2010 – \$250,000
- (3) Purpose – Combo startup grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$60,191) grant funds received on June 3, 2010 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was September 26, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3). Received charter school authorization

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**ATTACHMENT 69**

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

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

(1) Grantee -

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

(2) Date and Amount of Grant – December 8, 2011 – \$62,500  
Various 2012 - \$125,000

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

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining grant funds (\$9,736) received on December 8, 2011 and \$6,179 of the grant funds received in calendar 2012 in accordance with the terms of the grant agreement.

(5) Date of Report from Grantee – Date of the annual report was June 4, 2013.

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

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

(8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
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**ATTACHMENT 70**

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

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

- (1) Grantee -  
  
Centro Mexicano de Derecho Ambiental, A.C.  
Atlixco 138 Colonia Condesa  
C.P. 06140  
Mexico City, MX
- (2) Date and Amount of Grant – August 12, 2011 - \$30,000
- (3) Purpose – to provide legal analysis and support to Mexican government agencies and Non-Government Organizations (NGO's) for Marine conservation measures.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received on August 12, 2011 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was November 15, 2012.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

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

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

- (1) Grantee/Borrower -

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

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

Amounts represent advances against a \$5 million program related investment which is a non-interest bearing loan, recoverable within ten years.

- (3) Purpose – Ten year Credit Enhancement loan to assist charter schools with access to the bond market to finance or refinance their facilities.
- (4) Amount Expended by Grantee – Based on the annual report, the borrower has not expended any of the loan proceeds received on December 22, 2010 and December 15, 2011 and the funds remain in a segregated bank account in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement.
- (5) Date of Report from Grantee – Date of the annual report was December 31, 2012.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary. In addition, the grantee has provided the Foundation with an independent audit report of its financial statements for the year-ended December 31, 2012.
- (8) Foundation Status – Received 501 (c) (3) status.



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

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

(1) Grantee -

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

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

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

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$19,029 of the grant funds received on December 9, 2010 in accordance with the terms of the grant agreement.

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

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

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

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

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

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

- (1) Grantee -  
  
Conselva, A.C.  
Observatorio 12  
Sinaloa, MX
- (2) Date and Amount of Grant – July 29, 2011 - \$20,000
- (3) Purpose – To conduct an analysis of the effectiveness of the fishing cooperatives in Sinaloa.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$418) grant funds received on July 29, 2011 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was July 15, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

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

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

(1) Grantee -

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

(2) Date and Amount of Grant – November 15, 2011 - \$100,000

(3) Purpose – To support a collaborative initiative for the management of the fisheries of Bahia Magdalena Norte, Baja CA Sur.

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$89,455) grant funds received on November 15, 2011 in accordance with the terms of the grant agreement

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

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

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

(8) Foundation Status – International charitable organization.

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

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

- (1) Grantee -  
  
Lafayette Preparatory Academy Charter School  
1210 Locust Street  
St. Louis, MO 63103
- (2) Date and Amount of Grant – February 24, 2012 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received on February 24, 2012 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was June 27, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Received charter school authorization.

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

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

(1) Grantee/Borrower -

High Bar, LLC  
82 Shaker Road  
Harvard, MA 01451

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

Amounts represent advances against a \$400,000 program related investment which is an interest bearing loan (3.25%), recoverable in thirty months

- (3) Purpose – To test and launch an online training tool for public charter school governing boards
- (4) Amount Expended by Grantee – The Grantee/Borrower has previously reported that all of the loan proceeds were expended in 2010 in accordance with the purpose outlined in the loan agreement. On October 22, 2012 Borrower and Lender entered into an agreement by which Borrower's payment of the outstanding loan balance will be made "in kind" by Borrower performing services to designated public charities that provide resources to charter schools. A report dated June 21, 2013 shows that as of December 31, 2012 \$155,000 of the outstanding loan balance has been paid in kind under this arrangement
- (5) Date of Report from Grantee – Date of the annual report was June 21, 2013
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report, therefore, further verification by the Foundation was deemed unnecessary
- (8) Foundation Status – Taxable entity – program related investment of the Foundation

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

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

- (1) Grantee -  
  
Lower Mississippi River Foundation  
291 Sunflower Avenue  
Clarksdale, MS 38614
- (2) Date and Amount of Grant – December 6, 2012 – \$50,000
- (3) Purpose – Capacity building grant to expand on the Lower Mississippi River water trail. This grant directly supports WFF's mission to develop ecologically compatible income streams for local communities.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$47,280 of the grant funds received on December 6, 2012 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was June 25, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status.

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

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

(1) Grantee -

ISEAL Alliance  
The Wenlock Centre  
50-52 Wharf Road  
London, UK N1 7EU

(2) Date and Amount of Grant – October 27, 2011 - \$59,125  
May 17, 2012 - \$59,125

(3) Purpose – To support the development of a Code of Good Practice for verifying compliance with social and environmental standards as a tool to strengthen the effectiveness of voluntary standards systems.

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$57,917) received on October 27, 2011 and all of the grant funds received on May 17, 2012 in accordance with the terms of the grant agreement.

(5) Date of Report from Grantee – Date of the annual report was November 30, 2012.

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

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

(8) Foundation Status – International charitable organization.

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

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

- (1) Grantee -  
  
Kimbell Art Foundation  
3333 Camp Bowie Boulevard  
Fort Worth, TX 76107-2792
- (2) Date and Amount of Grant - February 2, 2012 - \$25,000
- (3) Purpose - To provide operating support to a museum and cultural center in Fort Worth, Texas.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received on February 2, 2012 in accordance with the terms of the grant agreements.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the loan has been used for anything other than its intended purpose.
- (6) Date of Report from Grantee - Date of annual report was February 7, 2013.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status - Private operating Foundation.



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

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

- (1) Grantee -  
  
The Savannah Classical Academy  
777 King George Blvd. Unit 30  
Savannah, GA 31419
- (2) Date and Amount of Grant – February 16, 2012 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$2,615 of the grant funds received on February 16, 2012 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was June 22, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – 501(c) (3) status pending Received charter school authorization.

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

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

- (1) Grantee -  
  
Westside Atlanta Charter School  
1866 Claremont Street NW  
Atlanta, GA 30318
- (2) Date and Amount of Grant – May 24, 2012 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received on May 24, 2012 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was June 29, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Received charter school authorization.

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

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

- (1) Grantee -  
  
Participant Foundation  
331 N. Foothill Road, Third Floor  
Beverly Hills, CA 90210
- (2) Date and Amount of Grant - August 12, 2010 - \$500,000
- (3) Purpose - To support "It's Possible" social media marketing campaign for the film "Waiting for Superman"
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended an additional \$1,594 and returned \$40,000 of the remaining (\$41,594) grant funds received on August 12, 2010 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee - Date of the annual report was October 5, 2012.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status - Private non-operating Foundation

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

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

- (1) Grantee -  
Empower College Prep  
1718 W. Colter St., #143  
Phoenix, AZ 85015
- (2) Date and Amount of Grant – December 18, 2011 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended the remaining (\$26,460) of the grant funds received on December 18, 2011 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was June 28, 2013
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Received charter school authorization.

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

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

(1) Grantee -

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

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

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

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$13,377 of the grant funds received on December 6, 2012 in accordance with the terms of the grant agreement.

(5) Date of Report from Grantee – Date of the annual report was June 28, 2013.

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

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

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

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

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

- (1) Grantee -  
Experiencia Academy Project Team  
950 Milwaukee  
Detroit, MI 48211
- (2) Date and Amount of Grant – December 15, 2011 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$13,982) grant funds received on December 15, 2011 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was June 18, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Received charter school authorization.

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

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

- (1) Grantee -  
  
Franklinton Preparatory Academy  
781 Montrose Avenue  
Columbus, OH 43209
- (2) Date and Amount of Grant – September 2, 2011 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining grant funds (\$267) received on September 2, 2011 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was July 2, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Applied for 501(c) (3) status. Charter school authorization status pending.

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

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

- (1) Grantee -  
  
The Orange School  
4711 N. Maplewood Avenue  
Chicago, IL 60625
- (2) Date and Amount of Grant – December 16, 2011 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$19,018) grant funds received on December 16, 2011 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was June 30, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Charter school authorization status pending.



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

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

- (1) Grantee -  
  
Schools for the Future of Detroit  
6 Watertown Street  
Levington, MI 02421
- (2) Date and Amount of Grant – December 6, 2012 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received on December 6, 2012 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was July 1, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Applied for 501(c) (3) status. Charter school authorization status pending.

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

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

(1) Grantee -

The GLOBE Academy  
3377 Sable Run Road  
East Point, GA 30349

(2) Date and Amount of Grant – March 23, 2011 – \$30,000

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

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$25,882) grant funds received on March 23, 2011 in accordance with the terms of the grant agreement.

(5) Date of Report from Grantee – Date of the annual report was June 28, 2013.

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

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

(8) Foundation Status – Received 501(c) (3) status. Charter school authorization received.

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

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

- (1) Grantee -  
  
Math and Science Preparatory Charter High  
1524 Loma Drive  
Hermosa Beach, CA 90254
- (2) Date and Amount of Grant – December 8, 2011 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$23,927) grant funds received on December 8, 2011 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was June 23, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Charter school authorization received.

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

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

(1) Grantee -

Pride and Promise Academy  
3200 Greenfield Road #260  
Dearborn, MI 48120

(2) Date and Amount of Grant – December 12, 2012 – \$30,000

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

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received on December 12, 2012 in accordance with the terms of the grant agreement.

(5) Date of Report from Grantee – Date of the annual report was June 28, 2013.

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

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

(8) Foundation Status – Received charter school authorization.

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

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

- (1) Grantee -  
Steve Nash Foundation  
9400 Sugar Circle  
Anchorage, AK 99507
- (2) Date and Amount of Grant – July 12, 2012 – \$5,000
- (3) Purpose – To support the Early Learning Initiative in Arizona.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received on July 12, 2012 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was May 16, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private non-operating Foundation.

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

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

- (1) Grantee -  
  
Oakland Academy Charter School  
PO Box 1669  
Ellijay, GA 30540
- (2) Date and Amount of Grant – May 24, 2012 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$2,406 of the grant funds received on May 24, 2012 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was June 28, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Applied for 501(c) (3) status. Charter school authorization status pending.

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

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

- (1) Grantee -  
  
Jones Trust  
922 E. Emma Avenue  
Springdale, AR 72764
- (2) Date and Amount of Grant – November 29, 2012 – \$1,000,000
- (3) Purpose – To be used for deferred maintenance and capital improvements for Jones Center for Families located in Springdale, AR
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$291,865 of the grant funds received on November 29, 2012 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was May 19, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private Operating Foundation.

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

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

- (1) Grantee -  
  
Museum of Native American History, Inc.  
202 Sw O Street  
Bentonville, AR 72712
- (2) Date and Amount of Grant – September 27, 2012 – \$20,000
- (3) Purpose – To be used for the general operations of the Museum.
- (4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the grant funds received on September 27, 2012 in accordance with the terms of the grant agreement.
- (5) Date of Report from Grantee – Date of the annual report was February 18, 2013.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for anything other than its intended purpose.
- (7) Grantor Verification - The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private Operating Foundation.



**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2012**

**ATTACHMENT 96**

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

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

(1) Grantee -

Accelerate Arkansas.  
PO Box 241394  
Little Rock, AR 72223

(2) Date and Amount of Grant – December 12, 2012 – \$75,000

(3) Purpose – To support Accelerate Arkansas' efforts to effectively infuse Science, Technology, Engineering and Math (STEM) components in schools across the state.

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended \$58,581 of the grant funds received on December 12, 2012 in accordance with the terms of the grant agreement.

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

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

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

(8) Foundation Status – Applied for 501 (c) (3) status.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2012**

**ATTACHMENT 97**

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

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

(2) Grantee -

Fondo para la Accion Ambiental la Ninez  
Cra. 7 No. 32-33, Piso 27  
Bogota, Colombia

(3) Date and Amount of Grant – June 17, 2011 – \$25,000

(4) Purpose – To assist with the design of Naturalmente Colombia - a public-private initiative to achieve an ecologically-representative network of effectively-managed protected areas in Colombia with the necessary long-term financing to be sustainable.

(4) Amount Expended by Grantee – Based on the annual report, the grantee has expended all of the remaining (\$1,338) grant funds received on June 17, 2011 in accordance with the terms of the grant agreement.

(5) Date of Report from Grantee – Date of the annual report was October 15, 2012.

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

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

(8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2011**

**ATTACHMENT 98**

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

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

- (1) Grantee -  
  
Pronatura Noroeste, AC  
Calle Decema No. 60, Zona Centro  
Ensenada, Baja California  
CP 22800 Mexico7
- (2) Date and Amount of Grant – December 15, 2010 – \$245,100
- (3) Purpose – To support the restoration of the Colorado River Delta, bi-national negotiations and community-based restoration efforts.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining (\$76,777) grant funds received on December 15, 2010 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report was May 31, 2012.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION**

Form 990-PF

FEIN: 13-3441466

December 31, 2012

Attachment 99

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

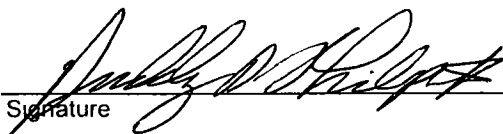
**Name:** Walton Family Foundation, Inc

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

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

**Year Ending:** December 31, 2012

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 \$ 445,058,667 as being made out of corpus

  
\_\_\_\_\_  
Signature

Buddy Philpot  
Executive Director

11-14-13  
Date