

CitizenAudit.org

Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

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

For calendar year 2007, or tax year beginning , 2007, and ending

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **WALTON FAMILY FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address): **P.O. BOX 1860**

Room/suite: **BENTONVILLE, AR 72712**

City or town, state, and ZIP code: **BENTONVILLE, AR 72712**

A Employer identification number: **13-3441466**

B Telephone number (see page 10 of the instructions): **(479) 464-1570**

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,595,597,053.**

J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here

D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	353,341,077.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,341,140.	1,341,140.		STMT 1
	4 Dividends and interest from securities	56,864,378.	56,822,134.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,358,592.			
	b Gross sales price for all assets on line 6a 1,165,789,105.				
	7 Capital gain net income (from Part IV, line 2)		1,358,592.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	542,159.	64.		STMT 3	
12 Total. Add lines 1 through 11	413,447,346.	59,521,930.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,957,619.			1,957,619.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 4	113,659.	NONE	NONE	113,659.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 5	2,519,592.	727,896.		1,791,151.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	900,547.			547.
	19 Depreciation (attach schedule) and depletion	25,102.			
	20 Occupancy	36,608.			36,608.
	21 Travel, conferences, and meetings	181,747.			181,747.
	22 Printing and publications	254,273.			254,273.
	23 Other expenses (attach schedule) STMT 7	210,012.			210,012.
	24 Total operating and administrative expenses. Add lines 13 through 23	6,199,159.	727,896.	NONE	4,545,616.
	25 Contributions, gifts, grants paid	218,864,851.			218,864,851.
26 Total expenses and disbursements. Add lines 24 and 25	225,064,010.	727,896.	NONE	223,410,467.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	188,383,336.				
b Net investment income (if negative, enter -0-)		58,794,034.			
c Adjusted net income (if negative, enter -0-)			-0-		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	116,798.	639,929.	639,929.
	2	Savings and temporary cash investments	3,450,990.	29,419,031.	29,419,031.
	3	Accounts receivable ▶ 739,522.			
		Less: allowance for doubtful accounts ▶	534,711.	739,522.	739,522.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* 51,000,475.	STMTS 8 - 14 a
		Less: allowance for doubtful accounts ▶	28,112,771.	51,000,475.	51,000,475.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis ▶ 211,552.			
	Less: accumulated depreciation (attach schedule) ▶	211,552.	211,552.	190,435.	
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 15	777,519,526.	916,318,717.	1,372,909,638.	
14	Land, buildings, and equipment: basis ▶ 173,717.				
	Less: accumulated depreciation (attach schedule) ▶ 123,032.	52,227.	50,685.	50,685.	
15	Other assets (describe ▶ STMT 16)	140,645,338.	140,647,338.	140,647,338.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	950,643,913.	1,139,027,249.	1,595,597,053.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	950,643,913.	1,139,027,249.	
30	Total net assets or fund balances (see page 17 of the instructions)	950,643,913.	1,139,027,249.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	950,643,913.	1,139,027,249.		

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	950,643,913.
2	Enter amount from Part I, line 27a	2	188,383,336.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,139,027,249.
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	1,139,027,249.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,358,592.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2006	205,616,883.	1,221,873,540.	0.168280
2005	231,971,321.	1,023,447,099.	0.226657
2004	186,057,186.	798,667,945.	0.232959
2003	108,373,905.	770,906,810.	0.140580
2002	82,681,483.	864,189,873.	0.095675

2 Total of line 1, column (d)	2	0.864151
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	0.172830
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	1,338,306,090.
5 Multiply line 4 by line 3	5	231,299,442.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	587,940.
7 Add lines 5 and 6	7	231,887,382.
8 Enter qualifying distributions from Part XII, line 4	8	246,842,230.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter. (attach copy of ruling letter if necessary - see instructions)			
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	1	587,940.
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	587,940.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	587,940.
6	Credits/Payments		
a	2007 estimated tax payments and 2006 overpayment credited to 2007	6a	1,243,629.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	1,243,629.
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	655,689.
11	Enter the amount of line 10 to be Credited to 2008 estimated tax ▶ 655,689. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>AR, DE</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> SEE STATEMENT 17	X	

Part VII-A Statements Regarding Activities (continued)

1 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11a X
b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a? 11b N/A
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address WWW.WALTONFAMILYFOUNDATION.ORG
14 The books are in care of ROBERT SMITH Telephone no. (479) 464-1570
Located at BENTONVILLE, AR ZIP + 4 72712
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the 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 2007? 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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? Yes No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2007 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 2007.) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007? 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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
 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 STMTS 24 - 56.** 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? Yes No
 If you answered "Yes" to 6b, also 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? 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 page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENTS 18 - 19		1,957,619.	NONE	NONE

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

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

Total number of other employees paid over \$50,000 NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 20		1,373,840.

Total number of others receiving over \$50,000 for professional services 3

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 LOAN TO CHARTER FUND, INC. TO FINANCE CHARTER SCHOOL FACILITIES.	10,000,000.
2 LOAN TO BRIGHTER CHOICE FOUNDATION TO FINANCE NEW EDUCATIONAL FACILITIES PROJECTS.	7,004,692.
All other program-related investments See page 24 of the instructions	
3 ALL OTHER CHARITABLE LOANS.	6,403,512.
Total. Add lines 1 through 3	23,408,204.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,191,695,792.
b	Average of monthly cash balances	1b	166,800,159.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	190,435.
d	Total (add lines 1a, b, and c)	1d	1,358,686,386.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,358,686,386.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	20,380,296.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,338,306,090.
6	Minimum investment return. Enter 5% of line 5	6	66,915,305.

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

1	Minimum investment return from Part X, line 6	1	66,915,305.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	587,940.
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	587,940.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	66,327,365.
4	Recoveries of amounts treated as qualifying distributions	4	1,062,595.
5	Add lines 3 and 4	5	67,389,960.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	67,389,960.

Part XII Qualifying Distributions (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	223,410,467.
b	Program-related investments - total from Part IX-B	1b	23,408,204.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	23,559.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	246,842,230.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	587,940.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	246,254,290.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				67,389,960.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2007				
a From 2002	NONE			
b From 2003	79,923,860.			
c From 2004	186,204,058.			
d From 2005	232,253,863.			
e From 2006	206,068,761.			
f Total of lines 3a through e	704,450,542.			
4 Qualifying distributions for 2007 from Part XII, line 4 ▶ \$ <u>246,842,230.</u> *				
a Applied to 2006, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)	246,842,230.			
d Applied to 2007 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a))	67,389,960.			67,389,960.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	883,902,812.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	883,902,812.			
10 Analysis of line 9				
a Excess from 2003	12,533,900.			
b Excess from 2004	186,204,058.			
c Excess from 2005	232,253,863.			
d Excess from 2006	206,068,761.			
e Excess from 2007	246,842,230.			

* SEE STATEMENT 57

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

1 If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

S. ROBSON WALTON

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

N/A

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

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

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

SEE STATEMENT 21

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

SEE STATEMENT 22

c Any submission deadlines:

SEE ATTACHED SCHOLARSHIP APPLICATION.

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

SEE ATTACHED RULES OF ELIGIBILITY FOR SCHOLARSHIPS.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 23				218,864,851.
Total ▶ 3a				218,864,851.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(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...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are N/A.

2 a 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... [] Yes [X] No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries are blank.

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature and identification section including: Signature of officer or trustee, Date, Title, Preparer's signature, Date, Check if self-employed, Preparer's SSN or PTIN, Firm's name and address, EIN, and Phone no.

Schedule of Contributors

2007

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

Name of 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 organizations 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 Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do 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 Specific Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HELEN R. WALTON P.O. BOX 1860 BENTONVILLE, AR 72712	\$ 5,957,098.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	HELEN R. WALTON P.O. BOX 1860 BENTONVILLE, AR 72712	\$ 56,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Trust created under agreement #1 dated January 17, 2003 between Helen R Walton, as settlor, and S Robson Walton, John T Walton, Jim C Walton, and Alice L Walton, as trustees 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.)
4	Trust created under agreement #2 dated January 17, 2003 between Helen R Walton, as settlor, and S Robson Walton, John T Walton, Jim C Walton, and Alice L Walton, as trustees 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.)
5	Trust created under agreement #3 dated January 17, 2003 between Helen R Walton, as settlor, and S Robson Walton, John T. Walton, Jim C. Walton, and Alice L Walton, as trustees. P O Box 730 Millsap, TX 76066	\$ 13,551,158.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	Trust created under agreement #4 dated January 17, 2003 between Helen R Walton, as settlor, and S Robson Walton, John T Walton, Jim C. Walton, and Alice L Walton, as trustees P O. Box 730 Millsap, TX 76066	\$ 13,551,158.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WALTON FAMILY FOUNDATION, INC.

Employer identification number

13-3441466

Part I Contributors (See Specific Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>7</u>	Trust created under agreement #1 dated September 19, 2002 between John T. Walton, as settlor, and John T. Walton, S Robson Walton, Jim C. Walton, and Alice L. Walton, as trustees P O Box 730 Millsap, TX 76066	\$ <u>17,326,180.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>8</u>	Trust created under agreement #2 dated September 19, 2002 between John T. Walton, as settlor, and John T. Walton, S Robson Walton, Jim C. Walton, and Alice L. Walton, as trustees. P O Box 730 Millsap, TX 76066	\$ <u>17,326,180.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>9</u>	Trust created under agreement #3 dated September 19, 2002 between John T. Walton, as settlor, and John T. Walton, S Robson Walton, Jim C. Walton, and Alice L. Walton, as trustees P.O. Box 730 Millsap, TX 76066	\$ <u>17,326,180.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>10</u>	Trust created under agreement #4 dated September 19, 2002 between John T. Walton, as settlor, and John T. Walton, S Robson Walton, Jim C. Walton, and Alice L. Walton, as trustees P.O. Box 730 Millsap, TX 76066	\$ <u>17,326,180.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>11</u>	Trust created under agreement #5 dated September 19, 2002 between John T. Walton, as settlor, and John T. Walton, S Robson Walton, Jim C. Walton, and Alice L. Walton, as trustees P O Box 730 Millsap, TX 76066	\$ <u>17,326,180.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>12</u>	Trust created under agreement dated June 4, 2004 between Helen R. Walton, as settlor, and George J. Gillespie, III, as trustee c/o Cravath, Swaine, Moore LLP 825 Eighth Avenue New York, NY 10019	\$ <u>145,137,107.</u>	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 Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	CHRISTY R. WALTON 970 W BROADWAY PMB 496 JACKSON, WY 83011	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	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)

▶ 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 the instructions for a higher limit for certain businesses	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	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	
(a) Description of property		(b) Cost (business use only)	(c) Elected cost
6			
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 2006 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 2008 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 allowance for qualified New York Liberty or Gulf Opportunity Zone property (other than listed property) and cellulosic biomass ethanol plant 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	NONE

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 2007	17	13,132.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2007 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	13,659.	3.000	HY	SL	3,415.	
b 5-year property	DETAIL	9,901.	5.000	HY	DDB	1,980.	
c 7-year property							
d 10-year property							
e 15-year property							
f 20-year property							
g 25-year property				25 yrs		S/L	
h Residential rental property				27.5 yrs	MM	S/L	
i Nonresidential real property			27.5 yrs	MM	S/L		
			39 yrs.	MM	S/L		

Section C - Assets Placed in Service During 2007 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	6,575.
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 instr.	22	25,102.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed?		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	24b If "Yes," is the evidence written?		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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	
25 Special allowance for qualified Gulf Opportunity Zone property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use			SEE LISTED PROPERTY DETAIL						
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				S/L -			
		%				S/L -			
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	6,575.	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29		

Section B - Information on Use of Vehicles

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

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

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

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

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners	<input type="checkbox"/>	<input checked="" type="checkbox"/>
39 Do you treat all use of vehicles by employees as personal use?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)	<input type="checkbox"/>	<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
42 Amortization of costs that begins during your 2007 tax year (see instructions)					
43 Amortization of costs that began before your 2007 tax year				43	
44 Total. Add amounts in column (f). See the instructions for where to report				44	

WALTON FAMILY FOUNDATION, INC.

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.	323.	1,055.	200DE	MQ			5		732.
COMPUTER SERVER	10/18/2006	8,818.	100.000			8,818.	441.	3,792.	200DE	MQ			5		3,351.
5 COMPUTERS	11/27/2006	10,173.	100.000			10,173.	509.	4,375.	200DE	MQ			5		3,866.
LAPTOP AND PC	01/04/2007	2,927.	100.000			2,927.		585.	DDB		5.000				585.
GTS/CSD UPGRADES	04/06/2007	13,659.	100.000			13,659.		3,415.	SL		3.000				3,415.
COMPUTER EQUIPMENT	08/23/2007	5,518.	100.000			5,518.		1,103.	DDB		5.000				1,103.
COMPUTER - JH	10/04/2007	1,456.	100.000			1,456.		292.	DDB		5.000				292.
Less Retired Assets															
Subtotals		136,066.			3,783.	132,283.	75,616.	94,143.							18,527.
Listed Property															
TAURUS/TRADE - 500	03/02/2001	19,274.	100.000			19,274.	15,570.	17,345.	200DE	HY			5		1,775.
2006 FORD 500	06/06/2006	18,377.	100.000			18,377.	2,960.	7,760.	200DE	MQ			5		4,800.
Less: Retired Assets															
Subtotals		37,651.													6,575.
TOTALS		173,717.			3,783.	169,934.	94,146.	119,248.							25,102.

AMORTIZATION

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

*Assets Retired
JSA
7XB024 1 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARVEST BANK	1,253,370.	1,253,370.
WALTON ENTERPRISES, LLC	24.	24.
SOUTHERN FINANCIAL PARTNERS	63,726.	63,726.
OTHER INTEREST INCOME	24,020.	24,020.
TOTAL	1,341,140.	1,341,140.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WALTON ENTERPRISES, LLC	24,175,521.	24,175,521.
NORTHERN TRUST	32,333,611.	32,333,611.
NORTHERN TRUST - MUNI INTEREST	42,244.	
REGIONS BANK	119,490.	119,490.
PRESBYTERIAN CHURCH USA	193,512.	193,512.
TOTAL	56,864,378.	56,822,134.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MISC INCOME	64.	64.
RECOVERIES OF PRIOR YEAR GRANT PAYMENTS	542,095.	
	-----	-----
TOTALS	542,159.	64.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES -----	113,659. -----			113,659. -----
TOTALS	113,659. =====	NONE =====	NONE =====	113,659. =====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	727,896.	727,896.	
MUNI INTEREST RELATED FEES	545.		
EDUCATIONAL CONSULTING FEES	1,302,244.		1,302,244.
CHARITABLE & OTHER CONSULTING	488,907.		488,907.
TOTALS	2,519,592.	727,896.	1,791,151.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

EXCISE TAX
FRANCHISE TAX
PROPERTY TAXES

REVENUE AND EXPENSES PER BOOKS	
-----	-----
900,000.	900,000.
25.	25.
522.	522.
-----	-----
TOTALS	900,547.
	=====

CHARITABLE
PURPOSES

25.
522.

=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
SCHOLARSHIP COMMITTEE FEES	9,250.
MISC. EXPENSES	5,545.
SUPPLIES	37,963.
TELEPHONE AND COMMUNICATIONS	41,951.
POSTAGE AND EXPRESS MAIL	6,353.
DUES AND SUBSCRIPTIONS	11,063.
INSURANCE	1,829.
STORAGE	9,906.
WEBSITE SERVICES	86,169.
CONTRACT SERVICES	241.

TOTALS	210,270.
	=====

CHARITABLE PURPOSES	-----
	9,250.
	5,545.
	37,963.
	41,951.
	6,353.
	11,063.
	1,829.
	9,906.
	86,169.
	241.

	210,270.
	=====

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

=====

BORROWER: AEG/SOUTHERN FINANCIAL PARTNERS
ORIGINAL AMOUNT: 1,500,000.
INTEREST RATE: 2.000000
DATE OF NOTE: 06/01/2001
MATURITY DATE: 10/01/2011
REPAYMENT TERMS: PMTS OF \$78,125 + INT BEG 10/01/03 UNTIL PAID OFF
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: FUNDING OF SMALL BUSINESSES IN DELTA AREA
DESCRIPTION AND FMV OF CONSIDERATION: 2,500,000 CASH
2,500,000.

BEGINNING BALANCE DUE 1,406,250.
ENDING BALANCE DUE 1,093,750.

ENDING FAIR MARKET VALUE 1,093,750.

BORROWER: LOCAL INITIATIVES SUPPORT CORPORATION
ORIGINAL AMOUNT: 10,000,000.
INTEREST RATE: NONE
DATE OF NOTE: 09/09/2003
MATURITY DATE: 12/31/2014
REPAYMENT TERMS: 1,000,000 DUE 12/31/10 AND YEARLY. TOTAL DUE 2014
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: HELP FINANCE NEW EDUCATIONAL FACILITIES FUNDS
DESCRIPTION AND FMV OF CONSIDERATION: 10,000,000 CASH
10,000,000.

BEGINNING BALANCE DUE 8,000,000.
ENDING BALANCE DUE 10,000,000.

ENDING FAIR MARKET VALUE 10,000,000.

BORROWER: BRIGHTER CHOICE FOUNDATION
 ORIGINAL AMOUNT: 10,000,000.
 INTEREST RATE: NONE
 DATE OF NOTE: 05/04/2004
 MATURITY DATE: 12/31/2014
 REPAYMENT TERMS: 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	7,995,308.
ENDING BALANCE DUE	10,000,000.

ENDING FAIR MARKET VALUE	10,000,000.

BORROWER: PACIFIC CHARTER SCHOOL DEVELOPMENT
 ORIGINAL AMOUNT: 3,750,000.
 INTEREST RATE: NONE
 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: PRESBYTERIAN CHURCH (U.S.A.)
 ORIGINAL AMOUNT: 4,635,948.
 INTEREST RATE: 3.340000
 DATE OF NOTE: 01/25/2006
 MATURITY DATE: 01/25/2007
 REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: BUILD NEW CHURCHES AND RENOVATE EXISTING CHURCHES
 DESCRIPTION AND FMV OF CONSIDERATION: 4,635,948 CASH
 4,635,948.

BEGINNING BALANCE DUE 4,753,213.
 ENDING BALANCE DUE NONE

 ENDING FAIR MARKET VALUE NONE

BORROWER: COMMUNITY DEVELOPMENT CORPORATION
 ORIGINAL AMOUNT: 300,000.
 DATE OF NOTE: 09/15/2005
 MATURITY DATE: 05/31/2007
 REPAYMENT TERMS: FULL REPAYMENT DUE MAY 31, 2007
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: PRE DEVELOPMENT EXPENSES FOR SENIOR HOUSING COOP
 DESCRIPTION AND FMV OF CONSIDERATION: UP TO 300,000 CASH
 300,000.

BEGINNING BALANCE DUE 208,000.
 ENDING BALANCE DUE NONE

 ENDING FAIR MARKET VALUE NONE

BORROWER: AEG/SOUTHERN FINANCIAL PARTNERS
 ORIGINAL AMOUNT: 2,000,000.
 INTEREST RATE: 2.000000
 DATE OF NOTE: 01/22/2006
 MATURITY DATE: 01/12/2016
 REPAYMENT TERMS: FULL REPAYMENT OF PRINCIPAL DUE ON 12/31/16
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: FUNDING OF SMALL BUSINESSES IN THE DELTA AREA
 DESCRIPTION AND FMV OF CONSIDERATION: 2,000,000 CASH
 OF CONSIDERATION: 2,000,000.

BEGINNING BALANCE DUE	2,000,000.
ENDING BALANCE DUE	2,000,000.
ENDING FAIR MARKET VALUE	2,000,000.

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

BEGINNING BALANCE DUE	NONE
ENDING BALANCE DUE	110,000.
ENDING FAIR MARKET VALUE	110,000.

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

BEGINNING BALANCE DUE NONE

 ENDING BALANCE DUE 5,000,000.

 ENDING FAIR MARKET VALUE 5,000,000.

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

BEGINNING BALANCE DUE NONE

 ENDING BALANCE DUE 2,000,000.

 ENDING FAIR MARKET VALUE 2,000,000.

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

BEGINNING BALANCE DUE NONE

 ENDING BALANCE DUE 1,100,000.

 ENDING FAIR MARKET VALUE 1,100,000.

BORROWER: CHARTER FUND, INC.
 ORIGINAL AMOUNT: 10,000,000.
 INTEREST RATE: 4.000000
 DATE OF NOTE: 07/30/2007
 MATURITY DATE: 07/30/2017
 REPAYMENT TERMS: 10 YEARS
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: TO PROVIDE CHARTER SCHOOL FACILITIES FINANCING
 DESCRIPTION AND FMV OF CONSIDERATION: \$10,000,000 CASH
 10,000,000.

BEGINNING BALANCE DUE NONE

 ENDING BALANCE DUE 10,000,000.

 ENDING FAIR MARKET VALUE 10,000,000.

BORROWER: IFF
 ORIGINAL AMOUNT: 5,000,000.
 INTEREST RATE: NONE
 DATE OF NOTE: 11/28/2007
 MATURITY DATE: 11/28/2010
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: LOAN FUNDS TO 3 CHARTER SCHOOLS IN WI. MO, IN
 DESCRIPTION AND FMV OF CONSIDERATION: \$1,000,000 CASH
 OF CONSIDERATION: 1,000,000.

BEGINNING BALANCE DUE NONE

 ENDING BALANCE DUE 1,000,000.

 ENDING FAIR MARKET VALUE 1,000,000.
 REPAYMENT TERMS: TO BE PAID IN FULL IN TWO YEARS OF ORIGINAL-LOAN--

BORROWER: PRESBYTERIAN CHURCH (U.S.A)
 ORIGINAL AMOUNT: 2,396,698.
 INTEREST RATE: 4.160000
 DATE OF NOTE: 01/25/2007
 MATURITY DATE: 01/25/2009
 REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: BUILD NEW CHURCHES AND RENOVATE EXISTING CHURCHES
 DESCRIPTION AND FMV OF CONSIDERATION: 2,396,698 CASH
 OF CONSIDERATION: 2,396,698.

BEGINNING BALANCE DUE NONE

 ENDING BALANCE DUE 2,472,438.

 ENDING FAIR MARKET VALUE 2,472,438.

BORROWER: PRESBYTERIAN CHURCH (U.S.A.)
 ORIGINAL AMOUNT: 2,396,698.
 INTEREST RATE: 4.260000
 DATE OF NOTE: 01/25/2007
 MATURITY DATE: 01/25/2010
 REPAYMENT TERMS: PAYMENT DUE IN FULL UPON MATURITY
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: BUILD NEW CHURCHES AND RENOVATE EXISTING CHURCHES
 DESCRIPTION AND FMV OF CONSIDERATION: 2,396,698 CASH 2,396,698.

BEGINNING BALANCE DUE	NONE
ENDING BALANCE DUE	2,474,287. -----
ENDING FAIR MARKET VALUE	2,474,287. -----
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	28,112,771. =====
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	51,000,475. =====
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	51,000,475. =====

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WALTON ENTERPRISES, LLC	201,975,071.	648,548,390.
LIMITED LIABILITY CO. UNITS	703,260,401.	715,310,171.
NORTHERN TRUST MANAGED FIXED INCOME ACCOUNT	5,126,147.	5,126,147.
BOA CERTIFICATE OF DEPOSIT	5,957,098.	3,924,930.
REGION BANK - STOCK		
TOTALS	916,318,717.	1,372,909,638.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PROGRAM RELATED INVESTMENT - (SOUTHERN DEVELOPMENT BANK CO)	3,300,030.	3,300,030.
PROGRAM RELATED INVESTMENT - (NEIGHBORHOOD BANCORP.)	100,000.	100,000.
ART WORK - HELD FOR CHARITABLE USE DEPOSITS	137,245,308.	137,245,308.
	2,000.	2,000.
TOTALS	140,647,338.	140,647,338.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
Trust created under agreement dated June 4, 2004 between Helen R. Walton, as settlor, and George J. Gillespie, III, as trustee c/o Cravath, Swaine, Moore LLP 825 Eighth Avenue New York, NY 10019	10/03/2007	145,137,107.
TOTAL CONTRIBUTION AMOUNTS		145,137,107.

WALTON FAMILY FOUNDATION, INC.

13-3441466

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

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

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND TIME DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ALICE A. WALTON P.O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
STEUJART 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 (EFFECTIVE 9/19/07) 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		* 1,957,619	NONE	NONE
		<u>1,957,619</u>	<u>NONE</u>	<u>NONE</u>

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

99 PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NCS PEARSON INC 13036 COLLECTION CENTER DRIVE CHICAGO, IL 60693	EVALUATION/CONSULT	597,771.
CALIFORNIA ENVIRONMENTAL ASSOCIATES 423 WASHINGTON STREET, 3RD FLOOR SAN FRANCISCO, CA 94111	CONSULTING	238,831.
JAMES F HEILER 5800 N KIVA LANE PARADISE VALLEY, AZ 85253	CONSULTANT	188,000.
SCHOOL CHOICE SERVICES, INC. 23920 VALENCIA BLVD, SUITE 200 VALENCIA, CA 91355	CONSULTING	241,743.
J. MARTIN GOEBEL 813 SW ALDER, SUITE 500 PORTLAND, OR 97205	ENV. CONSULTING	107,495.
	TOTAL COMPENSATION	----- 1,373,840. =====

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
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BRENDA DEAN
P.O. BOX 2030
BENTONVILLE, AR 72712
479/464-1570

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

CONTRIBUTIONS: WRITTEN REQUESTS ONLY
SCHOLARSHIPS: SEE ATTACHED SCHOLARSHIP APPLICATION

WALTON FAMILY FOUNDATION, INC.
FORM 990-PF
13-3441466
12/31/2007

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

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>COST</u>	<u>PROCEEDS</u>	<u>NET GAIN/(LOSS)</u>
NORTHERN TRUST - NORAD VARIOUS BONDS	VARIOUS	VARIOUS	760,783,329	760,826,724	43,395
NORTHERN TRUST - NORAD VARIOUS BONDS	VARIOUS	VARIOUS	65,051,798	65,054,247	2,449
NORTHERN TRUST - ATC VARIOUS BONDS	VARIOUS	VARIOUS	9,978,450	10,000,000	21,550
NORTHERN TRUST - GS VARIOUS BONDS	VARIOUS	VARIOUS	255,991,233	256,921,200	929,967
NORTHERN TRUST - GS VARIOUS BONDS	VARIOUS	VARIOUS	72,625,703	72,986,934	361,231
			<u>1,164,430,513</u>	<u>1,165,789,105</u>	<u>1,358,592</u>

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
10-33 Emergency C B Team	Nowata	OK		Public	Charitable	5,000
A Level Up	Springdale	AR		Public	Education	253,500
A Voice for Children, Inc	Siloam Springs	AR		Public	Charitable	500
ABC School Foundation	Artesia	CA		Public	Education	10,000
Abramson Science and Technology Charter School	New Orleans	LA		Public	Education	230,000
Academia Moderna	Los Angeles	CA		Exp Responsibility	Education	10,000
Academic Acceleration Academy	Columbus	OH		Public	Education	200,000
Academy of Charter Schools	Westminster	CO		Public	Education	105,000
Accelerated School	Los Angeles	CA		Public	Education	55,000
Achievement First Bushwick Charter School	Brooklyn	NY		Public	Education	230,000
Achievement First Endeavor Charter School	Brooklyn	NY		Public	Education	230,000
Ada Regional United Way, Inc	Ada	OK		Public	Charitable	2,500
Adair County 4-H	Stilwell	OK		Public	Charitable	5,300
Adult Development Center of Benton County, Inc	Rogers	AR		Public	Education	7,250
Agoura Hills Family Charter School	Agoura Hills	CA		Exp Responsibility	Education	10,000
Al Taliah	Los Angeles	CA		Public	Education	30,000
Alex & Marie Manoogian School	Southfield	MI		Public	Education	76,030
Alliance for School Choice, Inc	Washington	DC		Public	Education	1,624,686
Allied Arts Foundation	Oklahoma City	OK		Public	Charitable	5,000
Alzheimers Association	Tulsa	OK		Public	Charitable	10,000
A-MAN African American Male Achievers Network	Inglewood	CA		Public	Education	10,000
American Cancer Society Inc	Stilwell	OK		Public	Charitable	2,000
American Civil Liberties Union Foundation Inc	New York	NY		Public	Charitable	10,000
American Diabetes Association	Little Rock	AR		Public	Charitable	5,000
American Indian Public Charter	Oakland	CA		Public	Education	230,000
American Ireland Fund	Boston	MA		Public	Education	2,000
American National Red Cross	Russellville	AR		Public	Charitable	2,500
American Quarter Horse Foundation	Amarillo	TX		Public	Charitable	50,000
American Red Cross - Faulkner County Chapter	Conway	AR		Public	Charitable	2,500
American Red Cross of Greater Arkansas	Little Rock	AR		Public	Charitable	15,000
Amistad Elementary	New Haven	CT		Public	Education	230,000
Amistad High School	New Haven	CT		Public	Education	230,000
Amon Carter Museum of Western Art	Fort Worth	TX		Public	Charitable	61,603
Amy Biehl High School	Albuquerque	NM		Public	Education	116,000
Andrew H Wilson Charter School	New Orleans	LA		Public	Education	230,000
Animal Welfare & Adoption Agency of Miami Oklahoma	Miami	OK		Public	Charitable	2,500
Animo Film & Theater Arts Charter High School	Los Angeles	CA		Public	Education	230,000
Animo Jackie Robinson Charter High School	Los Angeles	CA		Public	Education	230,000
Animo Justice Charter High School	Los Angeles	CA		Public	Education	230,000
Animo Pat Brown Charter High School	Los Angeles	CA		Public	Education	230,000
Animo Ralph Bunche Charter High School	Los Angeles	CA		Public	Education	230,000
Animo Watts #1	Los Angeles	CA		Public	Education	230,000
Animo Watts #2	Los Angeles	CA		Public	Education	230,000
ARC Group Homes	Bartlesville	OK		Public	Charitable	5,000
Anzozna Charter Schools Association	Phoenix	AZ		Public	Education	630,000
Anzozna Science Center	Phoenix	AZ		Public	Charitable	10,000
Arkansans for Education Reform Foundation	Little Rock	AR		Exp Responsibility	Education	90,000
Arkansas Air Museum	Fayetteville	AR		Public	Charitable	10,000
Arkansas Arts Center Foundation	Little Rock	AR		Public	Charitable	3,500
Arkansas Athletes Outreach	Fayetteville	AR		Public	Charitable	5,000
Arkansas Bicycle Coalition	Rogers	AR		Public	Charitable	8,000
Arkansas Black Hall of Fame Foundation	Little Rock	AR		Public	Charitable	10,000
Arkansas Children's Hospital Foundation	Little Rock	AR		Public	Charitable	10,000
Arkansas Community Foundation	Little Rock	AR		Public	Charitable	45,000
Arkansas Department of Education	Little Rock	AR		Public	Education	30,000
Arkansas Down Syndrome Association	Little Rock	AR		Public	Charitable	5,000
Arkansas Governor's Mansion Association	Little Rock	AR		Public	Charitable	1,000
Arkansas Hospice	Little Rock	AR		Public	Charitable	2,500
Arkansas Hunger Relief Alliance Inc	Little Rock	AR		Public	Charitable	3,500
Arkansas Medical Dental & Pharmaceutical Assn Foundation, Inc	North Little Rock	AR		Public	Charitable	5,000

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Arkansas National Museum of Women in the Arts, Inc	Little Rock	AR		Public	Charitable	3,000
Arkansas Policy Foundation	Springdale	AR		Public	Charitable	10,000
Arkansas Single Parent Scholarship Fund	Springdale	AR		Public	Charitable	353,738
Arkansas Special Olympics Inc	North Little Rock	AR		Public	Charitable	2,000
Arkansas State Council on Economic Education	Little Rock	AR		Public	Charitable	23,950
Arkansas Support Network	Springdale	AR		Public	Charitable	150,000
Arkansas Tech University	Russellville	AR		Public	Education	240,000
Arkansas Tech University Foundation	Russellville	AR		Public	Charitable	5,000
Arkansas Tennis Patrons Foundation	Little Rock	AR		Public	Charitable	10,000
Arkansas Virtual Academy	Little Rock	AR		Public	Education	203,114
Armed Services YMCA	Lawton	OK		Public	Charitable	5,000
Arroyo Paseo High School	Campo	CA		Public	Education	30,000
Arroyo Paseo High School	Campo	CA		Public	Education	200,000
Arts & Humanities Council of Tulsa Inc	Tulsa	OK		Public	Charitable	5,000
Arts Center of the Ozarks	Springdale	AR		Public	Charitable	21,000
Ascension Academy	Minneapolis	MN		Public	Education	80,000
Aspen Center for Environmental Studies	Aspen	CO		Public	Charitable	15,000
Assembly of God Church	Gentry	AR		Public	Education	1,250
Association of American Educators Foundation	Mission Viejo	CA		Public	Education	75,000
Association of Missoun Charter Schools (AMCS)	Kansas City	MO		Public	Education	29,000
Athenian Academy	Dunedin	FL		Public	Education	99,141
Austin Presbytenan Theological Seminary	Austin	TX		Public	Education	5,000
AXL Academy	Aurora	CO		Public	Education	230,000
Ballet Anzona	Phoenix	AZ		Public	Charitable	5,000
Ballet Nouveau Colorado	Broomfield	CO		Public	Charitable	2,000
Baptist Health Foundation	Little Rock	AR		Public	Charitable	5,000
Bartlesville Community Center	Bartlesville	OK		Public	Charitable	4,500
Bartlesville Community Foundation	Bartlesville	OK		Public	Charitable	4,500
Bartlesville Public Schools	Bartlesville	OK		Public	Education	12,500
Bartlesville Regional United Way	Bartlesville	OK		Public	Charitable	1,000
Baxter County Community Resource Council	Mountain Home	AR		Public	Charitable	850
Baxter County Public Library Foundation	Mountain Home	AR		Public	Charitable	10,000
Baxter Regional Hospital Foundation	Mountain Home	AR		Public	Charitable	7,500
Bearcat Foundation	Mena	AR		Public	Charitable	4,000
Bella Vista Historcal Society	Bella Vista	AR		Public	Charitable	1,000
Belle Creek Charter School	Henderson	CO		Public	Education	119,554
Benton County 4-H Foundation	Bentonville	AR		Public	Charitable	1,000
Benton County Historcal Society	Bentonville	AR		Public	Charitable	1,000
Benton County Single Parent Scholarship Fund	Bentonville	AR		Public	Charitable	213,000
Benton County Sunshine School	Little Flock	AR		Public	Charitable	2,000
Bentonville Child Care & Development Center	Bentonville	AR		Public	Charitable	7,000
Bentonville Church of Chrst	Bentonville	AR		Public	Charitable	1,000
Bentonville Public Schools	Bentonville	AR		Public	Charitable	167,900
Bentonville/Bella Vista Trailblazers Association, Inc	Bella Vista	AR		Public	Charitable	184,243
Berkshire Arts and Technology Charter School	North Adams	MA		Public	Education	30,000
Berryville Public Schools	Berryville	AR		Public	Education	4,000
Bert Corona Charter School	Los Angeles	CA		Public	Education	10,000
Beyond Boundanes Equine Assisted Therapy Center	Ward	AR		Public	Charitable	5,000
Big Brothers & Big Sisters of San Diego County, Inc	San Diego	CA		Public	Charitable	1,500
Big Brothers Big Sisters of Amerca	Philadelphia	PA		Public	Charitable	25,000
Big Brothers Big Sisters of the Ozarks Inc	Springfield	MO		Public	Charitable	2,500
Big Picture Charter Los Angeles	Sacramento	CA		Exp Responsibility	Education	10,000
Black Alliance for Educational Options (BAEO)	Washington	DC		Public	Education	850,000
Black Liberated Arts Center	Oklahoma City	OK		Public	Charitable	5,000
Black River Charter School	Holland	MI		Public	Education	66,711
Bluestem Girl Scout Council	Bartlesville	OK		Public	Charitable	4,500
Bluestem Regional Medical Development Foundation	Bartlesville	OK		Public	Charitable	7,500
Bost Human Development Services, Inc	Fort Smith	AR		Public	Charitable	7,500
Boy Scouts of America	Tulsa	OK		Public	Charitable	10,000
Boy Scouts of Amerca Ozark Trails Council	Springfield	MO		Public	Charitable	500
Boy Scouts of Amerca/Westark Area Council	Fort Smith	AR		Public	Charitable	8,000

PART XV. LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Boys & Girls Club of Bartlesville	Bartlesville	OK		Public	Chantable	4,000
Boys & Girls Club of Benton County	Bentonville	AR		Public	Chantable	20,000
Boys & Girls Club of Central Arkansas	Little Rock	AR		Public	Chantable	5,000
Boys & Girls Club of Faulkner County	Conway	AR		Public	Chantable	10,000
Boys & Girls Club of Nowata, Inc	Nowata	OK		Public	Chantable	5,000
Boys & Girls Club of Siloam Springs AR, Inc	Siloam Springs	AR		Public	Chantable	1,000
Boys & Girls Club of the Ozarks, Inc	Branson	MO		Public	Chantable	5,000
Boys & Girls Club of Wallingford (Ulbrnch Boys & Girls)	Wallingford	CT		Public	Chantable	2,000
Boys & Girls Clubs of Amerca	Atlanta	GA		Public	Chantable	25,000
Boys & Girls Clubs of Metrowest, Inc	Marlborough	MA		Public	Chantable	2,500
Bradford Academy	Southfield	MI		Public	Education	61,700
Brdges Community Charter	Venice	CA		Public	Education	30,000
Brdges Foundation	Tulsa	OK		Public	Education	15,000
Brighter Choice Foundation	Albany	NY		Public	Chantable	1,079,928
Broken Arrow Historical Society	Broken Arrow	OK		Public	Chantable	15,000
Broward Community Charter School West	Coral Springs	FL		Public	Education	230,000
Building Excellent Schools	Boston	MA		Public	Education	3,426,200
Building Hope	Washington	DC		Exp Responsibility	Education	550,000
Bull Shoals Library Friends, Inc	Bull Shoals	AR		Public	Chantable	1,500
Cabot Panther Education Foundation	Cabot	AR		Public	Education	3,000
Cabot Scholarship Foundation, Inc	Cabot	AR		Public	Education	3,500
California Academy of Sciences	San Francisco	CA		Public	Chantable	30,000
California Charter Schools Association CCSA	Los Angeles	CA		Public	Education	1,200,000
Cameron University Foundation, Inc	Lawton	OK		Public	Education	10,000
Camino Nuevo Charter Academy	Los Angeles	CA		Public	Education	82,800
Camp Aldersgate	Little Rock	AR		Public	Chantable	5,000
Camp War Eagle, Inc	Rogers	AR		Exp Responsibility	Chantable	3,396,130
Campanile Foundation	San Diego	CA		Public	Chantable	25,000
Caney City Library	Caney	KS		Public	Chantable	5,000
Caney Community Foundation	Caney	KS		Public	Chantable	3,000
Caney Valley Antique Power Association	Caney	KS		Public	Chantable	2,000
Capital Research Center	Washington	DC		Public	Chantable	1,000
Capitol West Academy	Milwaukee	WI		Public	Education	90,900
Carety Foundation	Fort Worth	TX		Public	Chantable	25,000
Carl Albert State College Development Foundation	Poteau	OK		Public	Education	2,600
Carthage Cnsis Center, Inc	Carthage	MO		Public	Chantable	3,000
CASA - Court Appointed Special Advocates	Sherman	TX		Public	Chantable	10,000
CASA Lab	Los Angeles	CA		Exp Responsibility	Education	10,000
Catholic Social Services, Diocese of Little Rock	Little Rock	AR		Public	Chantable	98,000
Cato Institute	Washington	DC		Public	Chantable	3,000
Celenty Dyad Charter School	Los Angeles	CA		Public	Education	200,000
Celenty Educational Group	Los Angeles	CA		Public	Education	60,000
Celenty Troka Charter School	Los Angeles	CA		Public	Education	200,000
Center for Advanced Learning	Los Angeles	CA		Public	Education	200,000
Center for Education Reform	Bethesda	MD		Public	Education	550,000
Center for Self Enhancement Middle School (SEI Academy)	Portland	OR		Public	Education	95,000
Central Arkansas Development Council, Inc	Benton	AR		Public	Chantable	7,000
Cerebral Palsy of Tr-County, Inc	Webb City	MO		Public	Chantable	2,500
Cesar Chavez Public Charter School Bruce Prep Campus	Washington	DC		Public	Education	230,000
Charles School at Ohio Dominican University	Columbus	OH		Public	Education	230,000
Charter Fund, Inc	Broomfield	CO		Exp Responsibility	Education	11,460,000
Charter School Policy Institute	Austin	TX		Public	Education	200,000
Cherokee Area Council Boy Scouts of Amerca	Bartlesville	OK		Public	Chantable	4,000
Cherokee Co Cherokee Nation Court Appointed Special Advocates, Inc	Tahlequah	OK		Public	Chantable	5,000
Chicago International Charter School	Chicago	IL		Public	Education	336,528
Chicago International Charter School CICS Northtown Campus	Chicago	IL		Public	Education	105,000
Chicago Virtual Charter School	Chicago	IL		Public	Education	230,000
Child Development Center of the Hamptons Charter School	Wainscott	NY		Public	Education	50,000
Children's Discovery Museum of San Jose	San Jose	CA		Public	Chantable	1,000
Children's Educational Opportunity Foundation	San Antonio	TX		Public	Education	4,023,123
Children's Ennchment Program	Topanga	CA		Public	Education	30,000

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Children's Haven of Southwest Missouri	Joplin	MO		Public	Charitable	2,500
Children's Health Council	Palo Alto	CA		Public	Charitable	1,000
Children's Health Environmental Coalition, Inc	Los Angeles	CA		Public	Charitable	1,000
Children's Museum of Northwest Arkansas	Bentonville	AR		Public	Charitable	31,000
Children's Reading Center Charter School	East Palatka	FL		Public	Education	150,000
Children's Scholarship Fund	New York	NY		Public	Education	15,107,500
Chisholm Trail Arts Council, Inc	Duncan	OK		Public	Charitable	2,500
Choate Rosemary Hall Foundation, Inc	Wallingford	CT		Public	Education	912,000
Christian Action Ministries	Branson	MO		Public	Charitable	650
Christian Children's Fund	Richmond	VA		Public	Charitable	2,000
Christmas in July	National City	CA		Public	Charitable	5,000
Chula Vista Elementary School District	Chula Vista	CA		Public	Education	144,560
Church of the Pioneers Foundation	Menlo Park	CA		Public	Charitable	15,000
Circle of Life	Springdale	AR		Public	Charitable	5,000
Citizens Academy	Cleveland	OH		Public	Education	105,000
City of Anderson	Anderson	MO		Public	Charitable	3,000
City of Clarksville	Clarksville	AR		Public	Charitable	3,500
City of Diamond City	Diamond City	AR		Public	Charitable	2,500
City of Eufaula	Eufaula	OK		Public	Charitable	4,000
City of Fort Smith	Fort Smith	AR		Public	Charitable	1,500
City of Gravette	Gravette	AR		Public	Charitable	4,000
City of Little Flock	Rogers	AR		Public	Charitable	5,000
City of Lowell	Lowell	AR		Public	Charitable	5,000
City of Mountain Home	Mountain Home	AR		Public	Charitable	2,500
City of Muskogee	Muskogee	OK		Public	Charitable	5,000
City of Noel	Noel	MO		Public	Charitable	1,500
City of Nowata	Nowata	OK		Public	Charitable	5,000
City of Pea Ridge	Pea Ridge	AR		Public	Charitable	6,500
City of Prairie Grove	Prairie Grove	AR		Public	Charitable	8,000
City of Pryor	Pryor	OK		Public	Charitable	6,500
City of Rogers	Rogers	AR		Public	Charitable	1,000,000
City of Springdale	Springdale	AR		Public	Charitable	3,000
City of Yellville	Yellville	AR		Public	Charitable	7,000
Civic Symphony of Benton County	Bentonville	AR		Public	Charitable	500
Claremore Public Schools Foundation	Claremore	OK		Public	Education	5,000
Classical Academy	Colorado Springs	CO		Public	Education	20,000
Clayton L. Valli Academy	Ft Lauderdale	FL		Exp Responsibility	Education	10,000
Clergy for Educational Options	Columbia	SC		Public	Education	50,000
Cleveland County Christmas Store, Inc	Norman	OK		Public	Charitable	5,000
College of the Ozarks	Point Lookout	MO		Public	Education	25,000
College of Wooster	Wooster	OH		Public	Education	20,000
College Ready Academy High School #7	Los Angeles	CA		Public	Education	230,000
College Ready Academy High School #8	Los Angeles	CA		Public	Education	230,000
College Ready Academy High School #9	Los Angeles	CA		Public	Education	230,000
College Ready Academy High School #10	Los Angeles	CA		Public	Education	230,000
Colorado College	Colorado Springs	CO		Public	Education	500,000
Colorado League of Charter Schools	Denver	CO		Public	Education	300,000
Colorado Springs Early Colleges	Colorado Springs	CO		Public	Education	230,000
Colorado State University Foundation	Fort Collins	CO		Public	Education	200,000
Colorado Therapeutic Riding Center, Inc	Longmont	CO		Public	Charitable	3,000
Columbia College	Columbia	MO		Public	Education	10,000
Columbia Law School	New York	NY		Public	Education	25,000
Columbia Public Schools	Columbia	MO		Public	Education	2,000
Columbus Elementary School	Tulsa	OK		Public	Education	1,000
Communities Foundation of Oklahoma	Oklahoma City	OK		Public	Charitable	8,500
Community Action Resource & Development Inc	Claremore	OK		Public	Charitable	5,000
Community Development Corporation	Bentonville	AR		Public	Charitable	302,000
Community Foundation of Jackson Hole	Jackson	WY		Public	Charitable	100,000
Community Foundation of the Ozarks, Inc	Springfield	MO		Public	Charitable	6,500
Community Health Clinic of Joplin	Joplin	MO		Public	Charitable	2,500
Community International Secondary Academy	Denver	CO		Exp Responsibility	Education	10,000

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Community Montesson	New Albany	IN		Public	Education	84,075
Community Partnership Charter School	New York	NY		Public	Education	80,000
Community School of Excellence	Woodbury	MN		Public	Education	230,000
COMPACT Leadership Academy	Sun Valley	CA		Exp Responsibility	Education	10,000
Compass Montesson	Golden	CO		Public	Education	62,500
Compassion Outreach Center, Inc	Ada	OK		Public	Chantable	5,000
Conservation International Foundation	Arlington	VA		Public	Chantable	21,319,202
Conway County Care Center	Morrilton	AR		Public	Chantable	1,500
Conway County Center for Exceptional Children	Morrilton	AR		Public	Chantable	2,500
Conway Public Schools	Conway	AR		Public	Education	10,000
Cookson Hills Chnstian Ministnes	Kansas	OK		Public	Chantable	40,000
Countryside Montesson Charter School	Land O' Lakes	FL		Public	Education	155,000
County Line Public School	Branch	AR		Public	Education	2,500
Court Designated Child Advocates, Inc	Milpitas	CA		Public	Chantable	5,000
Craig County Community Partnership	Vinita	OK		Public	Chantable	3,000
Craig County Outreach Cancer Association	Vinita	OK		Public	Chantable	2,000
Creare Charter High School	Venice	CA		Exp Responsibility	Education	20,000
Creative Arts Charter School East	San Francisco	CA		Public	Education	10,000
Crsis Center for Women	Fort Smith	AR		Public	Chantable	3,000
Crowder Public Schools	Crowder	OK		Public	Education	3,000
Crystal Bndges - Museum of American Art, Inc	Bentonville	AR		Exp Responsibility	Chantable	60,000,000
Cultural Council of Jackson Hole - pARTners	Jackson	WY		Public	Chantable	15,000
Daily Living Centers	Okiahoma City	OK		Public	Chantable	5,000
David Ellis Academy - WEST	Redford	MI		Public	Education	230,000
Dayspring Academy	Port Richey	FL		Public	Education	147,312
DC Bilingual Public Charter School	Washington	DC		Public	Education	80,000
DC Preparatory Academy	Washington	DC		Public	Education	230,000
DC Preparatory Academy Charter School	Washington	DC		Public	Education	111,300
DC Public Charter School Board	Washington	DC		Public	Education	89,968
DCS Montesson Charter School	Castle Rock	CO		Public	Education	182,400
Decision Point, Inc	Bentonville	AR		Public	Chantable	30,000
Delaware County Historcal Society	Jay	OK		Public	Chantable	2,500
Denver School of Science and Technology	Denver	CO		Public	Education	30,000
Denver Venture School	Denver	CO		Public	Education	50,000
DLH Academy	Milwaukee	WI		Public	Education	100,000
Downtown Bentonville Inc (formerly Main Street Bentonville)	Bentonville	AR		Public	Chantable	170,000
Dream Charter School	New York	NY		Exp Responsibility	Education	30,000
Dreamland Academy of Communication and Performing Arts	Gainesville	FL		Public	Education	230,000
Duncan Little Theatre	Duncan	OK		Public	Chantable	1,500
Duncan Public Schools Foundation	Duncan	OK		Public	Education	3,500
Duncan Regional Hospital Health Foundation	Duncan	OK		Public	Chantable	5,000
Dunwoody Academy	Minneapolis	MN		Public	Education	230,000
Eagle College Preparatory Charter School	Wankesha	WI		Exp Responsibility	Education	30,000
Eagle Family Ministnes, Inc	Bentonville	AR		Public	Chantable	10,000
Eagle Ridge Academy	Edien Prairie	MN		Public	Education	80,000
Easter Seals Arkansas	Little Rock	AR		Public	Chantable	5,000
Ecology Project International	Missoula	MT		Public	Chantable	390,000
Edgewood Center for Children and Families	San Francisco	CA		Public	Chantable	1,000
Edmond Public Schools Foundation	Edmond	OK		Public	Education	10,000
Edmond YMCA (Young Mens Chnstian Association)	Edmond	OK		Public	Chantable	5,000
Elementary Institute of Science	San Diego	CA		Public	Education	15,000
Environment Colorado Research and Policy Center, Inc	Denver	CO		Public	Chantable	10,000
Environmental Defense Fund	Washington	DC		Public	Chantable	3,723,498
Envision Academy of Arts & Technology	San Francisco	CA		Public	Education	230,000
Esperanza Charter School	New Orleans	LA		Public	Education	230,000
e-STEM PCS, Inc	North Little Rock	AR		Public	Education	50,000
Eufaula Public Schools	Eufaula	OK		Public	Education	5,000
Eureka Chnstian Health Outreach -ECHO	Eureka Springs	AR		Public	Chantable	3,000
Evangeline Roberts Institute of Learning (ERIL)	San Diego	CA		Exp Responsibility	Education	10,000
Evergreen State College Foundation	Olympia	WA		Public	Education	10,000
Excellence Charter School of Bedford Styuvesant	New York	NY		Public	Education	96,875

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Excellent Education for Everyone, Inc	Newark	NJ		Public	Education	400,000
Exceptional Learners Academy	Inglewood	CA		Exp Responsibility	Education	10,000
Exploratorium	San Francisco	CA		Public	Chantable	2,000
Fair Acres Family YMCA	Carthage	MO		Public	Chantable	2,000
Family & Children's Services, Inc	Tulsa	OK		Public	Chantable	2,500
Family Counseling Services	Westhampton Beach	NY		Public	Chantable	10,000
Farmington Public Schools	Farmington	AR		Public	Education	12,000
Fay School	Southborough	MA		Public	Education	1,260,000
Fellowship of Christian Athletes	Lowell	AR		Public	Education	10,500
Fenton Primary Center	Lake View Terrace	CA		Public	Chantable	230,000
First United Methodist Church	Clarksville	AR		Public	Chantable	3,200
Flagstaff International Relief Effort (F I R E)	Flagstaff	AZ		Public	Chantable	5,000
Flippin High School	Flippin	AR		Public	Education	1,150
Florence Crittenton Home	Little Rock	AR		Public	Chantable	15,000
Floresta USA, Inc	San Diego	CA		Public	Chantable	5,000
Florida Association of Scholarship Funding Organizations (FLASFO)	Tampa	FL		Public	Education	576,956
Fort Smith Area Community Foundation	Fort Smith	AR		Public	Chantable	3,000
Fort Smith Art Center	Fort Smith	AR		Public	Chantable	5,000
Fort Smith Chamber Economic Development Foundation, Inc	Fort Smith	AR		Public	Chantable	31,250
Fort Smith Frontier Fest	Fort Smith	AR		Public	Chantable	1,000
Fort Smith Public Schools Foundation, Inc	Fort Smith	AR		Public	Education	5,000
Fort Worth Museum of Science and History	Fort Worth	TX		Public	Chantable	3,500,000
Foundation Center	New York	NY		Public	Chantable	5,000
Foundation for the Mid South	Jackson	MS		Public	Chantable	1,158,268
Four Corners School of Outdoor Education, Inc	Monticello	UT		Public	Education	50,000
Fraser Academy	Minneapolis	MN		Public	Education	80,000
Freedom House	Weatherford	TX		Public	Chantable	5,000
Freeman Foundation	Joplin	MO		Public	Chantable	5,000
French School	St Louis	MO		Exp Responsibility	Education	10,000
Friends of Choice in Urban Schools (FOCUS)	Washington	DC		Public	Education	400,000
Friends of Marolt Park	Aspen	CO		Public	Chantable	1,000
Friends of the Cedarville Library	Cedarville	AR		Public	Chantable	1,500
Friends of the Chula Vista Nature Center	Chula Vista	CA		Public	Chantable	5,000
Friends of the Okmulgee Public Library	Okmulgee	OK		Public	Chantable	4,000
Friends of the Palo Alto Junior Museum and Zoo	Palo Alto	CA		Public	Chantable	1,000
Friends of the Peace Parks, Inc	Ojai	CA		Public	Chantable	1,000,000
Friends of the Van Buren Public Library	Van Buren	AR		Public	Chantable	3,500
Full Circle Learning Academy	Topanga	CA		Public	Education	200,000
Fuller Theological Seminary	Pasadena	CA		Public	Chantable	10,000
Fulton Leadership Academy	Atlanta	GA		Exp Responsibility	Chantable	10,000
Fun in the Sun Ministries	Shell Knob	MO		Public	Chantable	2,500
Gaines House	Little Rock	AR		Public	Chantable	5,000
General John Vessey Jr Leadership Academy	St Paul	MN		Public	Education	155,000
Genesee Community Charter School	Rochester	NY		Public	Education	83,000
Genesis House	Siloam Springs	AR		Public	Chantable	5,000
Georgetown University	Washington	DC		Public	Education	35,000
Georgia Charter Schools Association Inc	Atlanta	GA		Public	Education	810,000
German School of St Louis	St Louis	MO		Exp Responsibility	Education	10,000
Gideons International	Bentonville	AR		Public	Chantable	1,000
Girl Scouts of Magic Empire Council, Inc	Tulsa	OK		Public	Chantable	1,000
Girl Scouts San Diego Imperial Council, Inc	San Diego	CA		Public	Chantable	20,000
Girl Scouts Susitna Council	Anchorage	AK		Public	Chantable	2,000
Girl Scouts Triak Council, Inc	McAlester	OK		Public	Chantable	6,000
Global Heritage Fund	Palo Alto	CA		Public	Chantable	150,000
Goethe International Charter School of L A	Venice	CA		Exp Responsibility	Education	20,000
Golden Valley Charter School	Fair Oaks	CA		Public	Education	70,825
Good Samantan Clinic	Fort Smith	AR		Public	Chantable	7,000
Governor Dummer Academy	Byfield	MA		Public	Education	35,000
Grace Memorial United Methodist Church	Independence	KS		Public	Chantable	1,000
Grand Canyon River Guides	Flagstaff	AZ		Public	Chantable	7,500

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Grand Canyon Youth	Flagstaff	AZ		Public	Chantable	150,000
Granny's Quilts of Love	Pea Ridge	AR		Public	Chantable	1,000
Grand Community School	Saint Louis	MO		Exp Responsibility	Education	20,000
Gravette Library Foundation, Inc	Gravette	AR		Public	Chantable	2,000
Gravette Public Schools Foundation	Gravette	AR		Public	Education	2,000
Grayson County Shelter	Denison	TX		Public	Chantable	6,000
Great Hearts Academies - Mesa Preparatory	Mesa	AZ		Public	Chantable	230,000
Greater Marlborough Food Pantry	Marlborough	MA		Public	Chantable	2,500
GreatSchools net Inc	San Francisco	CA		Public	Education	112,500
Green Forest Public Schools	Green Forest	AR		Public	Education	1,000
Gregory Kistler Treatment Center for Children, Inc	Fort Smith	AR		Public	Chantable	5,000
Grove Community Playmakers Inc	Grove	OK		Public	Chantable	2,500
Grove Education Foundation for Excellence	Grove	OK		Public	Education	5,000
Habitat for Humanity International, Inc	Amencus	GA		Public	Chantable	15,000
Habitat for Humanity of Benton County, Inc	Bentonville	AR		Public	Chantable	10,000
Habitat for Humanity of Metro Denver	Denver	CO		Public	Chantable	10,000
Happy Hill Farm Children's Home	Granbury	TX		Public	Education	20,000
Harborside School	San Diego	CA		Public	Education	150,000
Success Charter Network	New York	NY		Public	Education	30,000
Success Charter Network	New York	NY		Public	Education	30,000
Success Charter Network	New York	NY		Public	Education	30,000
Hamson High School	Hamson	AR		Public	Education	10,000
Harvard College	Boston	MA		Public	Education	300,000
Harvest Preparatory Boys Academy	Minneapolis	MN		Public	Education	230,000
Health Sciences High and Middle College	San Diego	CA		Public	Education	30,000
Health Sciences High and Middle College	San Diego	CA		Public	Education	200,000
Hentage Foundation	Washington	DC		Public	Chantable	5,000
Herring Gut Learning Center	Port Clyde	ME		Public	Chantable	10,000
High Country News	Paonia	CO		Public	Chantable	5,000
Highline Academy Charter School	Denver	CO		Public	Education	102,449
Hispanic Council for Reform and Educational Options (HCREO)	Washington	DC		Public	Education	700,000
Historic Preservation Alliance of Arkansas, Inc	Little Rock	AR		Public	Chantable	2,000
Hmong Academy	St Paul	MN		Public	Education	80,000
Home Hospice of Grayson County	Sherman	TX		Public	Chantable	2,000
Hoover Institution, Stanford University	Stanford	CA		Public	Education	1,540,242
Hope Academy	Pine Bluff	AR		Public	Education	230,000
Hope Center of Pope County	Russellville	AR		Public	Chantable	5,000
Hope Charter School	Ocoee	FL		Public	Education	134,070
Hope, Inc	Mineral Wells	TX		Public	Chantable	10,000
Hopi Foundation	Keams Canyon	AZ		Public	Chantable	2,500
Hopi Trnbe	Kykotsmovi	AZ		Public	Chantable	2,500
Horses for Healing - formerly Rocky Creek Horses Help	Bentonville	AR		Public	Chantable	19,500
Hospice of Southwest Oklahoma Foundation Inc	Lawton	OK		Public	Chantable	12,500
Hospice of the Hills	Hamson	AR		Public	Chantable	5,000
Hot Springs Documentary Film Institute	Hot Springs	AR		Public	Chantable	5,000
Huntsville Kiwanis Foundation	Huntsville	AR		Public	Chantable	7,000
ICF - International Community Foundation	San Diego	CA		Public	Chantable	3,600,000
IFF	Chicago	IL		Public	Education	25,000
Illinois River Watershed Partnership	Fayetteville	AR		Public	Chantable	200,000
Imagine Schools - Camelback Campus	Phoenix	AZ		Public	Education	230,000
Imagine Schools - Desert West Campus	Phoenix	AZ		Public	Education	230,000
Imboden Area Charter School, Inc	Imboden	AR		Public	Education	80,000
Independent College Fund of Arkansas	North Little Rock	AR		Public	Education	12,000
Indian River Charter High School, Inc	Vero Beach	FL		Public	Education	82,621
Indiana Math and Science Academy	Fishers	IN		Public	Education	230,000
Indiana Public Charter Schools Association, Inc	Indianapolis	IN		Public	Education	42,525
Indiana Virtual Charter School	Carmel	IN		Public	Education	30,000
Infant Crnsis Services	Oklahoma City	OK		Public	Chantable	7,500
Ingenium Charter School	La Canada	CA		Exp Responsibility	Education	30,000
Innovations Academy	La Jolla	CA		Exp Responsibility	Education	10,000
Inspire Destiny Academy	Fresno	CA		Public	Education	8,058

PART XV. LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Institute for Humane Studies	Arlington	VA		Public	Chantable	40,000
Integrns Grove General Hospital Foundation	Grove	OK		Public	Chantable	15,000
Inter-faith Community Preschool	Fort Smith	AR		Public	Chantable	5,000
International Center for Education and Youth Development Inc	Encino	CA		Public	Education	10,000
International High School	San Pedro	CA		Exp Responsibility	Education	10,000
International Mountain Bicycling Association	Boulder	CO		Public	Chantable	5,000
International School of Broward, Inc	Pembroke Pines	FL		Public	Education	230,000
Isabel's House Crisis Nursery of the Ozarks	Springfield	MO		Public	Chantable	5,000
Ivy Bound Academy Charter Math and Science Middle School	Sherman Oaks	CA		Public	Education	30,000
Ivy Bound Academy Charter Math and Science Middle School	Sherman Oaks	CA		Public	Education	200,000
Jacqueline Harris Preparatory Academy	Pensacola	FL		Public	Education	118,770
James Irwin Charter Middle School	Colorado Springs	CO		Public	Education	106,860
Jay Public Schools	Jay	OK		Public	Education	2,000
Jay Public Schools Educational Foundation, Inc	Jay	OK		Public	Education	4,000
Jenks Public School	Jenks	OK		Public	Education	10,000
Jim Riley Outreach, Inc	Edmond	OK		Public	Chantable	5,000
John Brown University	Siloam Springs	AR		Public	Education	5,000
Johnson C Smith Theological Seminary	Atlanta	GA		Public	Chantable	5,000
Jones Center for Families Inc	Springdale	AR		Public	Chantable	186,500
Joplin Business & Industrial Development Corporation	Joplin	MO		Public	Chantable	5,000
Joplin Family Y	Joplin	MO		Public	Chantable	5,000
Junior Achievement of Arkansas	Little Rock	AR		Public	Chantable	60,000
Junior Auxiliary of Clarksville, AR, Inc	Clarksville	AR		Public	Chantable	3,300
Junior League of North Little Rock, Inc	North Little Rock	AR		Public	Chantable	5,000
Just Communities of NWA, Inc	Springdale	AR		Public	Chantable	20,000
Kaleidoscope Charter School	Rogers	MN		Public	Education	160,000
Kansas Senior Citizen Center	Kansas	OK		Public	Chantable	1,250
KIPP Foundation	San Francisco	CA		Public	Education	3,905,563
KIPP Summit Academy	San Lorenzo	CA		Public	Education	30,000
Kwanis International	Springdale	AR		Public	Chantable	1,000
KQED, Inc	San Francisco	CA		Public	Chantable	1,000
KUED 7 Public Television - University of Utah	Salt Lake City	UT		Public	Chantable	1,000
LA Design High School	Laguna Beach	CA		Public	Education	30,000
LA Design High School	Laguna Beach	CA		Public	Education	200,000
La Leche League International, Inc	Tulsa	OK		Public	Chantable	1,000
Lakota Fund	Kyle	SD		Public	Chantable	5,000
Langston Hughes Academy	New Orleans	LA		Public	Education	230,000
Larchmont Prep Middle School	Los Angeles	CA		Public	Education	10,000
Lawton-Fort Sill Habitat for Humanity	Lawton	OK		Public	Chantable	2,500
Leadership Carroll County	Berryville	AR		Public	Chantable	3,000
Legacy Charter School	Chicago	IL		Public	Education	230,000
Leland Stanford Junior University	Stanford	CA		Public	Education	50,000
Life Styles Foundation, Inc	Fayetteville	AR		Public	Chantable	2,000
Lighthouse Academies	Framingham	MA		Public	Education	230,000
Lighthouse Facilities Management (LFM)	Framingham	MA		Public	Education	200,000
Lincoln School District	Lincoln	AR		Public	Education	227,344
Lions World Services for the Blind	Little Rock	AR		Public	Chantable	7,000
Lisa Academy Charter School	Little Rock	AR		Public	Education	75,756
Literacy Council of Benton County, Inc	Bentonville	AR		Public	Chantable	25,000
Literacy Council of Lonoke County	Lonoke	AR		Public	Education	2,500
Little Rock Public Education Foundation Inc	Little Rock	AR		Public	Education	410,500
Little Rock Rotary Foundation	Little Rock	AR		Public	Charitable	5,000
Littleton Academy	Littleton	CO		Public	Education	95,210
Loaves & Fishes Food Bank of the Ozarks, Inc	Berryville	AR		Public	Chantable	3,500
Long Tieng Academy	Minneapolis	MN		Public	Education	230,000
Lonoke County Safe Haven	Cabot	AR		Public	Chantable	3,500
Los Angeles Academy of Media and Technology	Placentia	CA		Exp Responsibility	Education	10,000
Lou Dantzler Preparatory Charter High School	Los Angeles	CA		Public	Education	230,000
Lou Dantzler Preparatory Charter Middle School	Los Angeles	CA		Public	Education	230,000
Lowell Elementary School	Rogers	AR		Public	Education	4,700
Lowell Recreation Association	Lowell	AR		Public	Chantable	5,300

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Lucile Packard Foundation for Children's Health	Palo Alto	CA		Public	Charitable	10,000
Madison Community Foundation	Madison	WI		Public	Charitable	161,000
Madison County	Huntsville	AR		Public	Charitable	1,440
Madison County Fair Association, Inc	Huntsville	AR		Public	Charitable	9,000
Magnolia Science Academy - San Pedro	Reseda	CA		Public	Education	230,000
Magnolia Science Academy - Venice	Reseda	CA		Public	Education	230,000
Main Street Hamson Foundation, Inc	Hamson	AR		Public	Charitable	5,000
Main Street Rogers Inc	Rogers	AR		Public	Charitable	5,000
MAPSA - Michigan Association of Public School Academies	Lansing	MI		Public	Education	368,000
March of Dimes Birth Defects Foundation	Oklahoma City	OK		Public	Charitable	10,000
Manne Stewardship Council	Washington	DC		Public	Charitable	820,000
Manne Stewardship Council Limited	Seattle	WA		Public	Charitable	820,000
Marion County Single Parent Scholarship Fund, Inc	Yellville	AR		Public	Charitable	1,500
Mantime Museum Association of San Diego	San Diego	CA		Public	Charitable	1,500
Marlborough Hospital	Marlborough	MA		Public	Charitable	2,500
Marquette University	Milwaukee	WI		Public	Education	225,000
Mary Abbott Children's House, Inc	Norman	OK		Public	Charitable	5,000
Mary Martha Outreach	Bartlesville	OK		Public	Charitable	4,500
Mayo Clinic Anzona	Scottsdale	AZ		Public	Charitable	100,000
McCune Brooks Health Care Foundation, Inc	Carthage	MO		Public	Charitable	5,000
McDonald County Community Development Council, Inc	Pineville	MO		Public	Charitable	3,000
McDonogh 15	New Orleans	LA		Public	Education	230,000
McIntosh Area School	McIntosh	FL		Public	Education	160,000
MEI Futures	Washington	DC		Public	Education	230,000
Mendota Mdewakanton Dakota Community	Mendota	MN		Public	Education	10,000
Mercy Regional Health Foundation	Joplin	MO		Public	Charitable	5,000
Merlin Foundation	Berryville	AR		Public	Charitable	5,500
Mid Atlantic Catholic Schools Consortium (MACSC)	Annapolis	MD		Public	Education	67,450
Mid Peninsula Regional Open Space Distnct	Los Altos	CA		Public	Charitable	5,000
Midstate Medical Center	Menden	CT		Public	Charitable	1,000
Midwest City - Del City Public Schools Foundation	Midwest City	OK		Public	Education	5,000
Milton & Rose D Friedman Foundation	Indianapolis	IN		Public	Education	100,000
Minger International Museum	San Diego	CA		Public	Charitable	1,500
Minneapolis Academy	Minneapolis	MN		Public	Education	80,000
Miss Eva's Helping Hands	Conway	AR		Public	Charitable	2,500
Mississippi State University	Mississippi State	MS		Public	Charitable	204,023
Missouri Southern Foundation	Joplin	MO		Public	Charitable	2,500
Modern Art Museum of Fort Worth	Fort Worth	TX		Public	Charitable	50,000
Monsenor Oscar Romero	Los Angeles	CA		Public	Education	200,000
Monterey Bay Aquanum Foundation	Monterey	CA		Public	Charitable	5,000
Moore Norman Technology Center Foundation, Inc	Norman	OK		Public	Education	5,000
Moore Public School Foundation	Moore	OK		Public	Education	5,000
Mother to Mother Ministry of Northwest Arkansas	Bentonville	AR		Public	Charitable	2,000
Mune Center	Moose	WY		Public	Charitable	10,000
Museum of Northern Arizona, Inc	Flagstaff	AZ		Public	Charitable	10,000
National Alliance for Public Charter Schools (NAPCS)	Washington	DC		Public	Education	776,144
National Association of Charter School Authorzers (NACSA)	Chicago	IL		Public	Education	972,971
National Center for Educational Accountability	Austin	TX		Public	Education	232,400
National City Public Library	National City	CA		Public	Charitable	7,500
National Council on Economic Education	New York	NY		Public	Charitable	20,000
National Cowgirl Museum & Hall of Fame	Fort Worth	TX		Public	Charitable	50,000
National Cutting Horse Association Chanties Found	Fort Worth	TX		Public	Education	105,000
National Gallery of Art	Landover	MD		Public	Charitable	100,000
National Institute for Excellence in Teaching	Santa Monica	CA		Public	Education	500
National Kidney Foundation	Little Rock	AR		Public	Charitable	5,000
National Museum of Women in the Arts, Inc	Washington	DC		Public	Charitable	35,000
National Park Community College Foundation, Inc	Hot Sprngs	AR		Public	Education	10,000
National Right to Work Legal Defense & Education Foundation	Springfield	VA		Public	Charitable	25,000
National Tax Limitation Foundation	Roseville	CA		Public	Charitable	1,000
Native Seeds SEARCH	Tucson	AZ		Public	Charitable	1,000
Nature Conservancy - Arizona	Phoenix	AZ		Public	Charitable	35,000

PART XV. LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Nature Conservancy of Texas, Inc	Dallas	TX		Public	Charitable	25,000
Nature Conservancy, Inc	Arlington	VA		Public	Charitable	150,000
Nature Conservancy, Inc - Arkansas	Little Rock	AR		Public	Charitable	196,635
Nature Conservancy, Inc - California	San Francisco	CA		Public	Charitable	5,000
Neosho R-5 School District	Neosho	MO		Public	Education	10,000
New Designs Charter School - Watts	Los Angeles	CA		Public	Education	10,000
New Haven Home, Inc	Mineral Wells	TX		Public	Charitable	110,000
New Heights Christian School	Bentonville	AR		Public	Education	11,000
New Leaders	New York	NY		Public	Education	1,200,000
New Life Ranch	Colcord	OK		Public	Charitable	25,000
New Los Angeles Charter School	Los Angeles	CA		Public	Education	10,000
New Los Angeles Charter School	Los Angeles	CA		Public	Education	30,000
New Mexico Coalition for Charter Schools	Albuquerque	NM		Public	Education	170,000
New Millennium Secondary School	Pacific Palisades	CA		Exp Responsibility	Education	10,000
New Schools for New Orleans Inc	New Orleans	LA		Public	Education	14,350
New York Charter Schools Association	Albany	NY		Public	Education	500,000
NewSchools Venture Fund	San Francisco	CA		Public	Education	1,574,395
NOARK Girl Scout Council, Inc	Fayetteville	AR		Public	Charitable	28,000
Noble Academy Charter School	Brooklyn Park	MN		Public	Education	230,000
Noel Youth Center, Inc	Noel	MO		Public	Charitable	2,500
Norman Park Foundation, Inc	Norman	OK		Public	Education	2,500
Norman Public School Foundation	Norman	OK		Public	Education	5,000
North Arkansas College Foundation, Inc	Harrison	AR		Public	Education	5,000
North Arkansas Symphony Orchestra	Fayetteville	AR		Public	Charitable	60,000
North Garland County Youth Center dba Paul Bewie Boys & Girls Club	Hot Springs	AR		Public	Charitable	5,000
North Lakes Academy	Forest Lake	MN		Public	Charitable	155,000
North Shore Community School	Duluth	MN		Public	Education	155,000
Northeast Benton County Volunteer Fire Department, Inc	Garfield	AR		Public	Charitable	1,500
Northeastern Baptist Association of Oklahoma, Inc	Grove	OK		Public	Charitable	2,500
Northern Arizona University Foundation	Flagstaff	AZ		Public	Education	1,000
Northland Family Help Center	Flagstaff	AZ		Public	Charitable	5,000
Northwest Arkansas Child Care, Inc	Huntsville	AR		Public	Charitable	2,560
Northwest Arkansas Children's Shelter	Bentonville	AR		Public	Charitable	500,000
Northwest Arkansas Community College Foundation, Inc	Bentonville	AR		Public	Education	11,000
Northwest Arkansas Community College Foundation, Inc	Bentonville	AR		Public	Charitable	2,000,000
Northwest Arkansas Community Foundation	Springdale	AR		Public	Charitable	197,000
Northwest Arkansas Crisis Intervention Center	Springdale	AR		Public	Charitable	5,000
Northwest Arkansas Economic Development District, Inc	Harrison	AR		Public	Charitable	10,000
Northwest Arkansas Historical Educational Association, Inc	Rogers	AR		Public	Charitable	1,000
Northwest Arkansas Nursing Consortium	Springdale	AR		Public	Charitable	200,000
Northwest Arkansas Senior Services, Inc	Bentonville	AR		Public	Charitable	25,000
Northwest Organization for Animal Help (NOAH)	Stanwood	WA		Public	Charitable	1,000
Not My Kid, Inc	Phoenix	AZ		Public	Charitable	15,000
Nowata Public Schools	Nowata	OK		Public	Education	10,000
Nutmeg Big Brothers Big Sisters	Hartford	CT		Public	Charitable	3,500
NWA Academy of Fine Arts	Rogers	AR		Public	Education	230,000
Oakland Charter High School	Oakland	CA		Public	Education	230,000
Oakland Health Science Academy	Oakland	CA		Exp Responsibility	Education	30,000
Oakland Health Science Academy	Oakland	CA		Public	Education	200,000
Ocean Conservancy	Washington	DC		Public	Charitable	1,429,000
Ohio Alliance of Public Charter Schools (OAPCS)	Columbus	OH		Public	Education	286,700
OK Mozart Inc	Bartlesville	OK		Public	Charitable	5,000
Oklahoma Arts Institute	Norman	OK		Public	Charitable	5,000
Oklahoma Baptist University	Shawnee	OK		Public	Education	15,000
Oklahoma Centennial Commemoration Fund	Oklahoma City	OK		Public	Charitable	15,000
Oklahoma Community Health Services, Inc	Oklahoma City	OK		Public	Charitable	5,000
Oklahoma Department of Human Services (Muskogee)	Muskogee	OK		Public	Charitable	4,000
Oklahoma Department of Human Services (Tulsa)	Tulsa	OK		Public	Charitable	4,000
Oklahoma Foundation for Excellence	Oklahoma City	OK		Public	Education	5,000
Oklahoma Heritage Association, Inc	Oklahoma City	OK		Public	Charitable	5,000
Oklahoma Philharmonic Society, Inc	Oklahoma City	OK		Public	Charitable	5,000

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Oklahoma Wesleyan University	Bartlesville	OK		Public	Education	6,500
Okmulgee County Family Resource Center Inc	Okmulgee	OK		Public	Chantable	5,000
Olana Partnership	Hudson	NY		Public	Chantable	50,000
Old Brooklyn Community School	Cleveland	OH		Public	Education	87,590
Old Jail Art Center	Albany	TX		Public	Chantable	20,000
Open Arms Shelter - Lonoke Co Task Force on Child Abuse and Neglect Inc	Lonoke	AR		Public	Chantable	2,500
Operation Aware of Oklahoma Inc	Tulsa	OK		Public	Chantable	2,000
Operation One Voice	Duluth	GA		Public	Chantable	20,000
Oral Roberts University	Tulsa	OK		Public	Education	5,000
Our House, Inc	Little Rock	AR		Public	Chantable	5,000
Outreach International	Independence	MO		Public	Chantable	5,000
Oxford American Literary Project	Conway	AR		Public	Chantable	5,000
Ozark Center	Joplin	MO		Public	Chantable	5,000
Ozark Mountain Regional Public Water Authority	Jasper	AR		Public	Chantable	5,000
Ozark Natural Science Center, Inc	Huntsville	AR		Public	Chantable	6,000
Ozark Senior Center	Ozark	MO		Public	Chantable	3,500
Ozark Society Foundation	Little Rock	AR		Public	Chantable	7,000
Pacific Research Institute for Public Policy	San Francisco	CA		Public	Chantable	35,000
Palo Pinto Challenge, Inc	Strawn	TX		Public	Education	5,000
Para Los Ninos	Los Angeles	CA		Public	Education	150,000
Pans Public Schools Education Foundation, Inc	Pans	AR		Public	Education	2,500
Passages Charter School	Chicago	IL		Public	Education	91,680
Patrons of the Prado	San Diego	CA		Public	Chantable	10,000
Pea Ridge School District	Pea Ridge	AR		Public	Chantable	10,000
Peace at Home Family Shelter	Fayetteville	AR		Public	Chantable	10,000
Pediatnc Hematology Children's Assistance Fund	Mesa	AZ		Public	Chantable	2,000
Peel House Foundation	Bentonville	AR		Exp Responsibility	Chantable	273,772
Peninsula Habitat for Humanity	Redwood City	CA		Public	Chantable	10,000
Peninsula Open Space Trust	Palo Alto	CA		Public	Chantable	1,000
People Against Cancer, Inc	Otho	IA		Public	Chantable	5,000
Performing Arts Fort Worth, Inc	Fort Worth	TX		Public	Chantable	76,800
Perspectives - Calumet Middle School	Chicago	IL		Public	Education	230,000
Philanthropy Roundtable	Washington	DC		Public	Education	35,000
Phillips Brooks School	Menlo Park	CA		Public	Education	1,050,000
Phillips Exeter Academy	Exeter	NH		Public	Education	1,000
Phillips Programs	Annandale	VA		Public	Education	30,000
Pinellas Preparatory Academy	Largo	FL		Public	Education	130,030
Playing for Change Foundation	Los Angeles	CA		Public	Chantable	5,000
Polans Charter Academy	Chicago	IL		Public	Education	230,000
Polk County Developmental Center Inc	Mena	AR		Public	Chantable	3,000
Pompano Charter Middle School	Pompano Beach	FL		Public	Education	230,000
Positive Coaching Alliance	Palo Alto	CA		Public	Chantable	1,000
Poteau Fire Department	Poteau	OK		Public	Chantable	6,675
Poteau Police Department	Poteau	OK		Public	Chantable	5,000
Poteau Public Schools	Poteau	OK		Public	Education	2,500
Powderhorn Phillips Wellness and Cultural Center	St Paul	MN		Public	Education	10,000
Prairie Grove Public Schools	Prairie Grove	AR		Public	Education	10,000
Prairie House Foundation	Duncan	OK		Public	Chantable	1,000
Presbyterian Children's Homes & Services	Austin	TX		Public	Chantable	10,000
Presbytery of Arkansas	Fayetteville	AR		Public	Charitable	500,000
Prescott College	Prescott	AZ		Public	Education	10,000
Preventive Medicine Research Institute	Sausalito	CA		Public	Chantable	500,000
Princeton House Charter School	Orlando	FL		Public	Education	100,221
Progressive League of College Station	College Station	AR		Public	Chantable	5,000
Propel Schools Foundation	Pittsburgh	PA		Public	Education	96,000
Pryor Public Schools	Pryor	OK		Public	Education	10,500
Putnam Foundation	San Diego	CA		Public	Chantable	3,000
Quality of Life Council	Conway	AR		Public	Chantable	5,000
Quest Scholars Program	Stanford	CA		Public	Education	2,000
Red Clay Society	Jay	OK		Public	Education	1,500
Regional Food Bank of Oklahoma	Oklahoma City	OK		Public	Chantable	5,000

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Rhythm of Learning Charter School	Culver City	CA		Exp Responsibility	Education	10,000
Richard Allen Math and Science Academy	Brooklyn Park	MN		Public	Education	10,000
Ridgeview Classical Schools	Fort Collins	CO		Public	Education	127,975
Riverfront Blues Festival	Fort Smith	AR		Public	Chantable	3,000
River's Edge Academy	St Paul	MN		Public	Education	10,000
Road 2 Recovery Foundation	Scottsdale	AZ		Public	Chantable	5,000
Roaring Fork Public Radio Translator, Inc	Aspen	CO		Public	Chantable	1,000
Rocky Mountain Institute	Snowmass	CO		Public	Chantable	5,000
Rogers Development Foundation, Inc	Rogers	AR		Public	Chantable	8,500
Rogers Little Theatre	Rogers	AR		Public	Chantable	5,000
Rogers Public Education Foundation	Rogers	AR		Public	Education	4,500
Rogers Public Schools	Rogers	AR		Public	Education	1,500
Rogers-Bentonville Junior Auxiliary	Rogers	AR		Public	Chantable	2,000
Rotary Foundation of Bentonville - Bella Vista Foundation	Bentonville	AR		Public	Chantable	5,000
Safenet Services, Inc	Pryor	OK		Public	Chantable	2,000
Saline County Humane Society	Benton	AR		Public	Chantable	3,000
Saline County Safe Haven, Inc	Benton	AR		Public	Chantable	5,000
Sallisaw Police Department	Sallisaw	OK		Public	Chantable	4,775
Salvation Army - Fayetteville	Fayetteville	AR		Public	Chantable	20,000
Salvation Army - Tulsa, OK	Tulsa	OK		Public	Chantable	5,000
Salvation Army Little Rock	Little Rock	AR		Public	Chantable	3,500
Salvation Army of Ada	Ada	OK		Public	Chantable	2,500
Salvation Army Shawnee	Shawnee	OK		Public	Chantable	5,000
Salvation Army Vinita	Vinita	OK		Public	Chantable	5,000
San Diego Children's Hospital Foundation	San Diego	CA		Public	Chantable	5,000
San Diego Education Fund	San Diego	CA		Public	Education	15,000
San Diego Foundation	San Diego	CA		Public	Chantable	5,000
San Diego Museum of Man	San Diego	CA		Public	Chantable	1,500
San Diego Society of Natural History	San Diego	CA		Public	Chantable	124,500
San Diego Space & Science Foundation, Inc	San Diego	CA		Public	Chantable	1,500
School Choice Ohio	Columbus	OH		Public	Education	400,000
School Choice Wisconsin	Milwaukee	WI		Public	Education	300,000
School for Social Entrepreneurship	Chicago	IL		Exp Responsibility	Education	20,000
School of Arts and Sciences	Tallahassee	FL		Public	Education	132,625
School Performance Inc (SPNY)	Albany	NY		Public	Education	607,663
Sea Education Association	Woods Hole	MA		Public	Education	5,000
Seed Savers Exchange, Inc	Decorah	IA		Public	Chantable	30,000
Seeds of Health Elementary Program	Milwaukee	WI		Public	Education	230,000
Seminole State College Educational Foundation, Inc	Seminole	OK		Public	Education	2,500
Senior Community Centers of San Diego	San Diego	CA		Public	Chantable	15,000
Sequoia Union High School District	Redwood City	CA		Public	Education	1,000
Shawnee Interfaith Hospitality Network Inc	Shawnee	OK		Public	Chantable	2,500
Shell Knob Alliance of Churches	Shell Knob	MO		Public	Chantable	2,500
Shell Knob Elementary School	Shell Knob	MO		Public	Education	2,500
Shell Knob Senior Center	Shell Knob	MO		Public	Chantable	2,500
Shnners Hospitals for Children (TX)	Forth Worth	TX		Public	Chantable	1,000
Sidney Gutierrez Charter School	Roswell	NM		Public	Education	110,000
Siloam Springs Adult Development Center	Siloam Springs	AR		Public	Education	5,000
Siloam Springs Public Schools	Siloam Springs	AR		Public	Education	82,960
Single Parent Scholarship Fund of Pulaski County	Little Rock	AR		Public	Chantable	5,000
Skaggs Foundation	Branson	MO		Public	Chantable	2,500
Sociedad de Histona Natural Niparaja A C	La Paz, Baja CA Su	CA		Exp Responsibility	Chantable	99,500
South Carolina Association of Independent	Johns Island	SC		Public	Chantable	50,000
South Conway County Public School Foundation	Morilton	AR		Public	Education	1,000
Southeast Neighborhood School of Excellence, Inc	Indianapolis	IN		Public	Education	101,150
Southern Arkansas University Foundation, Inc	Magnolia	AR		Public	Education	36,000
Southern Financial Partners	Arkadelphia	AR		Public	Chantable	376,500
Southern Financial Partners	Arkadelphia	AR		Public	Education	1,150,578
Southwest Artists, Inc	Mena	AR		Public	Chantable	3,000
Southwest Family YMCA	Neosho	MO		Public	Chantable	2,500
Spiro Public Schools	Spiro	OK		Public	Education	3,200

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Springdale Education and Scholarship Foundation	Springdale	AR		Public	Education	6,250
Springdale High School	Springdale	AR		Public	Education	2,000
Springdale Public Schools	Springdale	AR		Public	Education	16,500
Sputnik Math, Science and Language Academy	San Francisco	CA		Exp Responsibility	Education	30,000
St Croix Preparatory Academy	Stillwater	MN		Public	Education	80,000
St Edward Mercy Foundation	Fort Smith	AR		Public	Chantable	10,000
St Francis House, Inc	Siloam Springs	AR		Public	Chantable	2,500
St Hope Public School 7 (PS7)	Sacramento	CA		Public	Education	105,000
St John's School	Bartlesville	OK		Public	Education	3,500
St Mark's Episcopal Church	Southborough	MA		Public	Chantable	2,500
St Mary's Hospital Foundation	Rogers	AR		Public	Chantable	25,000
St Paul's Episcopal Church	Fayetteville	AR		Public	Chantable	500
Stanford University	Stanford	CA		Public	Education	47,000
Stargate School	Thornton	CO		Public	Education	189,033
Stillwater Children's Museum	Stillwater	OK		Public	Chantable	5,000
Stillwater Public Education Foundation	Stillwater	OK		Public	Education	5,000
Stilwell Public School Foundation, Inc	Stilwell	OK		Public	Education	3,500
Stone Bridge School	Napa	CA		Public	Education	72,975
Stonebridge Charter School	Minneapolis	MN		Public	Education	230,000
Students in Free Enterprise	Springfield	MO		Public	Education	150,000
Subiaco Academy	Subiaco	AR		Public	Education	5,000
Summerstock Productions, Inc	Edmond	OK		Public	Chantable	5,000
Summit Middle School	Boulder	CO		Public	Education	165,100
Sunshine Elementary Charter School	Hollywood	FL		Public	Education	230,000
Susan G Komen Breast Cancer Foundation	Oklahoma City	OK		Public	Chantable	5,000
Susan G Komen Foundation, Inc	Little Rock	AR		Public	Chantable	5,000
Sustainable Northwest	Portland	OR		Public	Chantable	405,000
Taney County Community Foundation	Forsyth	MO		Public	Chantable	1,350
Taos Municipal Charter School	Ranchos de Taos	NM		Public	Education	99,000
Tarleton State University	Stephenville	TX		Public	Education	5,000
Teach for America (National)	New York	NY		Public	Education	283,000
Team Up for Youth	Oakland	CA		Public	Chantable	5,000
Tech Museum of Innovation	San Jose	CA		Public	Chantable	1,000
Tempe Preparatory Academy	Tempe	AZ		Public	Education	141,900
Teton Science School	Jackson	WY		Public	Education	188,000
Teton Valley Community School	Victor	ID		Public	Education	10,000
Texas Game Warden Association, Inc	Kyle	TX		Public	Chantable	1,000
Texas Rangers Association Foundation	Waco	TX		Public	Chantable	10,000
The Canl Academies of St Louis	Dallas	TX		Public	Education	230,000
The Detroit Institute of Arts	Detroit	MI		Public	Chantable	10,000
The Exploration Station	Hackett	AR		Public	Chantable	2,500
The New Teacher Project	New York	NY		Public	Education	1,090,089
The Wilsons 3 Foundation	Springdale	AR		Public	Chantable	3,000
Thea Bowman Preparatory Public School	Washington	DC		Public	Education	230,000
Three Rivers Charter School	West Linn	OR		Public	Education	80,000
Thunderbird Clubhouse	Norman	OK		Public	Chantable	2,500
Thurgood Marshall Academy Charter School	Washington	DC		Public	Education	50,500
Thurgood Marshall High School	Los Angeles	CA		Public	Education	230,000
Thurgood Marshall Middle School	Los Angeles	CA		Public	Education	230,000
Town & Country School	Tulsa	OK		Public	Education	5,000
Town of Lead Hill	Lead Hill	AR		Public	Chantable	2,500
Tree of Life Community Public Charter School	Washington	DC		Public	Education	79,200
Tri-City Youth & Family Center Inc	Choctaw	OK		Public	Chantable	5,000
Trust for Conservation Innovation	San Francisco	CA		Public	Chantable	500,298
Trust for Hidden Villa	Los Altos	CA		Public	Chantable	1,000
Tulsa Ballet Theatre	Tulsa	OK		Public	Chantable	11,500
Tulsa Christian Education Corporation	Tulsa	OK		Public	Chantable	10,000
Tulsa Community College Foundation	Tulsa	OK		Public	Education	8,000
Tulsa Future Inc	Tulsa	OK		Public	Chantable	20,000
Twin Lakes Literacy Council	Mountain Home	AR		Public	Education	2,000
UCSD Cancer Center Foundation	La Jolla	CA		Public	Chantable	105,000

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
Union Rescue Mission/Dorcas House	Little Rock	AR		Public	Chantable	5,000
Union Schools Education Foundation, Inc	Tulsa	OK		Public	Education	5,000
United Way of Adair County	Stilwell	OK		Public	Chantable	4,200
United Way of Grayson County Inc	Sherman	TX		Public	Chantable	2,000
United Way of Lawton-Fort Sill	Lawton	OK		Public	Chantable	10,000
United Way of Northwest Arkansas	Bentonville	AR		Public	Chantable	120,000
United Way of Palo Pinto County, Inc	Mineral Wells	TX		Public	Chantable	50,000
United Way of Parker County	Weatherford	TX		Public	Chantable	25,000
United Way of Pottawatomie County, Inc	Shawnee	OK		Public	Chantable	2,500
United Way of San Diego County	San Diego	CA		Public	Chantable	120,000
United Way of Stephens County	Duncan	OK		Public	Chantable	3,000
Universal Learning	Dearborn Heights	MI		Public	Education	103,963
University Academy	Kansas City	MO		Public	Education	78,750
University Metropolitan Day School	Los Angeles	CA		Exp	Responsibility Education	10,000
University of Arkansas Foundation, Inc	Fayetteville	AR		Public	Education	1,292,878
University of California Regents	La Jolla	CA		Public	Education	15,000
University of California San Diego Foundation	La Jolla	CA		Public	Education	2,393,000
University of Central Arkansas College of Education	Conway	AR		Public	Education	200,000
University of Colorado Foundation, Inc	Denver	CO		Public	Education	50,000
University of Miami Miller School of Medicine	Miami	FL		Public	Education	500,000
University of Montana Foundation	Missoula	MT		Public	Education	80,000
University of Oklahoma Foundation, Inc	Norman	OK		Public	Education	10,000
University of the Ozarks	Clarksville	AR		Public	Education	54,000
University of Tulsa	Tulsa	OK		Public	Education	5,000
University of Washington Foundation	Seattle	WA		Public	Education	200,000
University of Wyoming	Laramie	WY		Public	Education	2,000
University Schools	Greeley	CO		Public	Education	107,100
UNO Charter School Network - f/b/o/Officer Donald J Marquez Charter School	Chicago	IL		Public	Education	230,000
Upper White River Basin Foundation	Branson	MO		Public	Chantable	25,000
Urban Academy	St Paul	MN		Public	Education	155,000
USA Cycling Development Foundation	Colorado Springs	CO		Public	Chantable	50,000
USAO University of Science & Arts of Oklahoma Foundation Inc	Chickasha	OK		Public	Education	10,000
Utah Skeleton & Bobsled Association	Salt Lake City	UT		Public	Chantable	1,000
Utah State University	Logan	UT		Public	Education	15,000
Van Buren School District Education Foundation	Van Buren	AR		Public	Education	5,000
Variety Health Center	Oklahoma City	OK		Public	Chantable	5,000
Vera Lloyd Presbyterian Home & Family Services, Inc	Little Rock	AR		Public	Chantable	8,000
Ventus Preparatory Academy	Phoenix	AZ		Public	Education	58,300
Vietnam Veterans of San Diego	San Diego	CA		Public	Chantable	20,000
Village Academies Network Inc	New York	NY		Public	Education	230,000
Wagoner Public Schools	Wagoner	OK		Public	Education	9,000
Wake Forest University	Winston-Salem	NC		Public	Education	5,000
Wallingford Community Day Care Center, Inc	Wallingford	CT		Public	Chantable	2,000
Wallingford Public Library	Wallingford	CT		Public	Chantable	1,500
Walton Arts Center Inc	Fayetteville	AR		Public	Chantable	1,182,061
Washington County Elder Care, Inc	Bartlesville	OK		Public	Chantable	10,000
Washington County Historical Society	Sandersville	GA		Public	Chantable	10,000
Washington County Single Parent Scholarship Fund	Sprngdale	AR		Public	Chantable	145,000
Washington Regional Medical Foundation	Fayetteville	AR		Public	Chantable	22,500
Washington Scholarship Fund, Inc	Washington	DC		Public	Education	975,000
Washington Yu Ying Charter School	Washington	DC		Public	Education	230,000
Western New York Maritime Charter School	Buffalo	NY		Public	Education	14,711
Westville Public Schools	Westville	OK		Public	Education	5,000
Westwood Elementary School	Greenwood	AR		Public	Education	2,500
Wild Salmon Center	Portland	OR		Public	Chantable	400,000
Wildcat Glades Conservation & Audubon Center	Joplin	MO		Public	Chantable	5,000
Williamsburg Charter School	Brooklyn	NY		Public	Education	78,643
Wisconsin Chamber of Commerce Foundation Inc	Madison	WI		Public	Chantable	125,800
Wisconsin Evangelical Lutheran Synod	Waukesha	WI		Public	Chantable	250,000
Wisconsin Lutheran College	Milwaukee	WI		Public	Education	55,000
Woodrow Wilson Academy	Westminster	CO		Public	Education	116,950

PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	CITY	STATE	RELATIONSHIP	FOUNDATION		AMOUNT
				STATUS	PURPOSE	
World Learner School of Chaska	Chaska	MN		Public	Education	155,000
World Wildlife Fund	Washington	DC		Public	Chantable	355,285
WVSA's School for Arts in Learning	Washington	DC		Public	Education	122,000
Wyoming Agriculture in the Classroom	Cheyenne	WY		Public	Education	100,000
Yellville Summit Schools District 4	Yellville	AR		Public	Education	6,000
YES College Preparatory School (Northeast)	Houston	TX		Public	Education	26,898
YMCA of Northwest Arkansas	Bentonville	AR		Public	Chantable	15,000
YMCA of San Diego County	San Diego	CA		Public	Chantable	25,000
YMCA of Springfield	Springfield	MO		Public	Chantable	2,500
Young Life	Little Rock	AR		Public	Chantable	2,500
Young Life Foundation	Colorado Springs	CO		Public	Chantable	10,000
Young Men's Christian Association (YMCA)	Tulsa	OK		Public	Chantable	10,000
Young Women's Leadership Charter School of Chicago	Chicago	IL		Public	Education	95,000
Youth & Family Resource Center, Inc	Shawnee	OK		Public	Chantable	2,500
Youth and Family Services of Washington County, Inc	Bartlesville	OK		Public	Chantable	4,000
Youth Services of Tulsa	Tulsa	OK		Public	Chantable	5,000
Yukon Public School Foundation for Excellence, Inc	Yukon	OK		Public	Education	5,000
Yuma Crossing National Heritage Area Corporation	Yuma	AZ		Public	Chantable	31,856
Zoe Institute, Inc	Tahlequah	OK		Public	Education	4,000
Zoological Society of San Diego	San Diego	CA		Public	Chantable	13,500
University scholarships - \$1,250/Student/Semester			NONE		Education	1,139,763
Total						218,864,851

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STATEMENT 24

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

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

- (1) Grantee - 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
July 9, 1998
- (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 other than its intended purpose.
- (6) Date of Reports from Grantee - Dates of last annual reports were September 18, 2008.
- (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, 2007. In addition, the grantee has provided the Foundation with an independent audit report of its financial statements for the year-ended December 31, 2007. 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.

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STATEMENT 25

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

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

- (1) Grantee - The Walton Family Foundation, Inc. owns common stock in the following entity as a program-related investment.

Neighborhood Bancorp
1727 Sweetwater Road, Suite J
National City, CA 91950
- (2) Date of Investment - May 31, 1996
- (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 ethically 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 other than its intended purpose.
- (6) Date of Report from Grantee - Date of annual report was May 1, 2008.
- (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, 2007. In addition, the grantee has provided the Foundation with an independent audit report of its financial statements for the year-ended December 31, 2007. 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.

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STATEMENT 26

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

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

(1) Grantee -

The Peel House Foundation
400 S. Walton Blvd.
Bentonville, AR 72712

(2) Date and Amount of Grant - Various 2007 - \$88,772

(3) Purpose - To provide The Peel House Foundation ("Peel") with funds to be used in 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 2007 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 other than its intended purpose.

(6) Date of Report from Grantee - Date of annual report was April 28, 2008.

(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, 2007. In addition, the grantee has provided the Foundation with a copy of its financial statements for the year-ended December 31, 2007. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status – Private operating foundation

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STATEMENT 27

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

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

(1) Grantee -

The Peel House Foundation
400 S. Walton Blvd.
Bentonville, AR 72712

(2) Date and Amount of Grant -Various 2006 - \$275,000
Various 2007 - \$185,000

(3) Purpose - To provide The Peel House 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.

(4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the remaining 2006 grant funds and all of the 2007 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 other than its intended purpose.

(6) Date of Report from Grantee - Date of annual report was April 28, 2008.

(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, 2007. In addition, the grantee has provided the Foundation with a copy of its financial statements for the year-ended December 31, 2007. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.

(8) Foundation Status -- Private operating foundation

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STATEMENT 28

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

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 2006 - \$5,962,000
Various 2007 - \$3,396,130
- (3) Purpose - To provide Camp War Eagle, Inc. ("Camp War Eagle") with funds to be used to construct and 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 2006 grant funds and \$3,066,110 of the 2007 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 other than its intended purpose.
- (6) Date of Report from Grantee - Date of annual report was September 4, 2008.
- (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, 2007. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2007. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status - Private operating foundation

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STATEMENT 29

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

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

- (1) Grantee -

Crystal Bridges – Museum of American Art, Inc.
P.O. Box 1169
Bentonville, AR 72712
- (2) Date and Amount of Grants - December 28, 2006 - \$10,000,000
December 21, 2007 - \$60,000,000
- (3) Purpose – To provide Crystal Bridges – Museum of American Art, Inc. (the “Museum”) with funds to plan, construct and operate a museum and cultural center in Northwest Arkansas which will primarily exhibit works of art created by American artists.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received in 2006 and has not expended any of the \$60,000,000 grant received as of its most recent year ended December 31, 2007.
- (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 September 24, 2008.
- (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, 2007. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2007. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation

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STATEMENT 30

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

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

- (1) Grantee/Borrower -

Building Hope
910 17th Street NW, Suite 1100
Washington, D.C. 20006
- (2) Date and amount of program-related investment loan – June 14, 2007 – \$2,000,000 (non-interest bearing loan, recoverable within eight years)
- (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 and the loan of \$2,000,000 made on June 14, 2007 has been used and continues 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 other than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Date of annual report was May 5, 2008.
- (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, 2007. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2007. 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.

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STATEMENT 31

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

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

- (1) Grantee -
Building Hope
910 17th Street NW, Suite 1100
Washington, D.C. 20006
- (2) Date and Amount of Grant – August 14, 2007 – \$550,000
- (3) Purpose – General operational support to cover a portion of the non-recoverable costs associated with developing facilities for quality public charter schools in Washington, D.C.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds 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 5, 2008.
- (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 non-operating foundation.

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STATEMENT 32

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

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

- (1) Grantee/Borrower -

Charter Fund, Inc.
350 Interlocken Blvd., Suite 390
Broomfield, CO 80021
- (2) Date and amount of program-related investment loan – December 27, 2007 - \$10,000,000 (4% simple interest rate, full repayment due on or before February 1, 2018)
- (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 – Based on the financial reports provided by the grantee/borrower, the grantee/borrower has not expended any of the 2007 program-related investment loan funds as of its most recent year ended December 31, 2007.
- (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 other than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Dates of annual report was June 2, 2008.
- (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, 2007. In addition, the grantee/borrower has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2007. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation

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STATEMENT 33

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

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

- (1) Grantee -

Charter Fund, Inc.
350 Interlocken Blvd., Suite 390
Broomfield, CO 80021
- (2) Date and Amount of Grant – September 15, 2005 – \$3,270,000
February 5, 2006 – \$1,730,000
February 22, 2007 – \$5,710,000
- (3) Purpose – To provide support to the Charter Fund, Inc. to recruit, identify, support and assist qualified entrepreneurs in developing organizations that are capable of producing and managing large numbers of high quality charter schools.
- (4) Amount Expended by Grantee – Based on its annual reports, the grantee has expended all of the 2005 grant funds, \$809,027 of the 2006 grant funds and \$1,839,662 of the 2007 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 other than its intended purpose.
- (6) Date of Report from Grantee – Dates of annual reports were June 2, 2008.
- (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, 2007. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2007. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation

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STATEMENT 34

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

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

- (1) Grantee -

Charter Fund, Inc.
350 Interlocken Blvd., Suite 390
Broomfield, CO 80021
- (2) Date and Amount of Grant – December 21, 2006 – \$3,416,474
October 18, 2007 – \$5,750,000
- (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 2006 grant funds and \$400,200 of the 2007 grant funds as of its most recent year ended December 31, 2007.
- (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 – Dates of annual report was June 2, 2008.
- (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, 2007. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2007. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation

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STATEMENT 35

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

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

- (1) Grantee -

Arkansans for Education Reform Foundation
111 Center Street, 22nd Floor
Little Rock, AR 72201
- (2) Date and Amount of Grant – Various, 2007 – \$90,000
- (3) Purpose – To provide operational and programmatic support to the Arkansans for Education Reform Foundation.
- (4) Amount Expended by Grantee – Based on its annual report, the grantee has expended all of the grant funds 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 September 24, 2008.
- (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, 2007. In addition, the grantee has provided the Foundation with a copy of its financial statements for the year-ended December 31, 2007. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation.

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STATEMENT 36

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

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

- (1) Grantee -

Big Picture Charter Los Angeles
3560 Folsom Blvd.
Sacramento, CA 95816
- (2) Date and Amount of Grant – March 22, 2007 – \$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 \$1,775 of the funds 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 April 14, 2008.
- (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 – Charter school status is pending.

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STATEMENT 37

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

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

- (1) Grantee -
CASA Lab
441 ½ Hayworth Avenue
Los Angeles, CA 90048
- (2) Date and Amount of Grant – January 18, 2007 – \$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 funds 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 September 30, 2007.
- (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 – Charter school status is not being pursued.

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STATEMENT 38

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

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

- (1) Grantee -

COMPACT Leadership Academy
10821 Limkins Street
Sun Valley, CA 91352
- (2) Date and Amount of Grant – February 17, 2007 – \$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 funds 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 March 30, 2008.
- (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 – Charter school status pending.

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STATEMENT 39

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

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

- (1) Grantee -
 Exceptional Learning Academy
 625 Aerick Street #3
 Inglewood, CA 90301
- (2) Date and Amount of Grant – June 21, 2007 – \$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 funds 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 March 13, 2008.
- (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 – Charter school status pending.

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STATEMENT 40

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

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

- (1) Grantee -

Fulton Leadership Academy
P.O. Box 311308
Atlanta, GA 31131
- (2) Date and Amount of Grant – January 4, 2007 – \$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 funds 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 17, 2007.
- (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 – Charter school status pending.

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STATEMENT 41

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

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

- (1) Grantee -

Grand Community School
27 Dromara Road
Saint Louis, MO 63124
- (2) Date and Amount of Grant – September 13, 2007 – \$20,000
- (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 \$15,089 of the funds 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 August 31, 2008.
- (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 – Charter school status pending.

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STATEMENT 43

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

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

- (1) Grantee -

Los Angeles Academy of Media and Technology
323 Farley Lane
Placentia, CA 92870
- (2) Date and Amount of Grant – March 23, 2007 – \$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 funds 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 11, 2008.
- (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 – Charter school status pending.

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STATEMENT 44

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

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

- (1) Grantee -

New Millennium Secondary School
20700 Avalon Blvd. Ste. 285
Carson, CA 90746
- (2) Date and Amount of Grant – June 29, 2007 – \$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 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 21, 2008.
- (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 – Charter school status pending.

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STATEMENT 45

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

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

- (1) Grantee -

Oakland Health and Science Academy
360 17th Street #15
Oakland, CA 94612
- (2) Date and Amount of Grant – March 15, 2007 – \$30,000
- (3) Purpose – Planning and start-up grant for a charter school.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds 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 September 13, 2007.
- (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 – Charter school status pending.

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STATEMENT 46

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

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

- (1) Grantee -

School for Social Entrepreneurship
1033 East 46th Street, suite 206
Chicago, IL 60653
- (2) Date and Amount of Grant – August 14, 2007 – \$20,000
- (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 \$19,978 of the grant funds 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 August 4, 2008.
- (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 – Charter school status pending.

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STATEMENT 47

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

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

- (1) Grantee -

Sociedad de Historia Natural Niparaja, AC
Revolucion 430 Colonia Esterito
La Paz Baja, CA 23020
- (2) Date and Amount of Grant – September 28, 2007 – \$99,500
- (3) Purpose – To develop a marine conservation program and provide operational support to Niparaja.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$73,048 of the grant funds 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 August 20, 2008.
- (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 Entity.

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STATEMENT 48

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

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

- (1) Grantee -

Sputnik Math, Science and Language Academy
338 Kirkham Street, Suite 3
San Francisco, CA 94122
- (2) Date and Amount of Grant – December 31, 2006 – \$10,000
March 22, 2007 - \$30,000
- (3) Purpose – Planning and start-up grant for a charter school.
- (4) Amount Expended by Grantee - Based on the annual reports, the grantee has expended all of the 2006 grant funds and all of the grant funds received in 2007 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 October 1, 2008.
- (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 – Charter school status pending.

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STATEMENT 49

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

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

- (1) Grantee -

Las Virgenes Community Learning Center (aka - Agoura Hills Family Charter School)
5924 Calmfield Avenue
Agoura Hills, CA 91301
- (2) Date and Amount of Grant – January 4, 2007 – \$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 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 March 8, 2008.
- (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 – Charter school status pending.

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STATEMENT 50

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

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

- (1) Grantee -

DaySpring Elementary Charter School
3550 Davie Blvd.
Fort Lauderdale, FL 33312
- (2) Date and Amount of Grant – October 12, 2006 – \$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 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 February 11, 2008.
- (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 – Charter school status pending.

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STATEMENT 51

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

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

- (1) Grantee -

West Broward Elementary Charter School
4364 NW 103 Terrace
Sunrise, FL 33351
- (2) Date and Amount of Grant – October 5, 2006 – \$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 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 September 26, 2008.
- (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 – Charter school status pending.

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STATEMENT 52

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

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

- (1) Grantee -

P. L. Perkins Math, Science, and Technology Academy
P.O. Box 301
Helena, AR 72342
- (2) Date and Amount of Grant – October 5, 2006 – \$10,000
- (3) Purpose – Planning grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – The above grantee has not fully reported to the Foundation as required by the grant agreement. The Foundation will continue to seek reports from the above grantee and will not make any future grants to this grantee until the reporting requirement has been satisfied.
- (5) Diversion - See (4) above.
- (6) Date of Report from Grantee – See (4) above.
- (7) Grantor Verification - See (4) above.
- (8) Foundation Status – Charter school status not pursued.

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STATEMENT 53

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

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

- (1) Grantee -

La Jolla Charter School
1745 W. Montecito Way
San Diego, CA 92103
- (2) Date and Amount of Grant – April 20, 2005 – \$20,000
- (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 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 October 15, 2008.
- (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 – Charter school status pending

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STATEMENT 54

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

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

- (1) Grantee -

Hendrix College Charter School
1600 Washington Avenue
Conway, AR 72032
- (2) Date and Amount of Grant – January 19, 2006 – \$20,000
- (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 \$9,136 of the grant funds 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 April 28, 2008.
- (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 – Charter school status pending

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STATEMENT 55

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

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

- (1) Grantee -

Oakland Design Sciences High School
1055 Dyer Place
Oakland, CA 92651
- (2) Date and Amount of Grant – March 30, 2006 – \$20,000
- (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 \$14,334 of the grant funds 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 September 30, 2008.
- (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 – Charter school status pending

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STATEMENT 56

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

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

- (1) Grantee -

Harmon Arts Middle Academy
1843 N. Mariposa Avenue
Los Angeles, CA 90027
- (2) Date and Amount of Grant – March 30, 2006 – \$20,000
- (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 \$4,368 of the grant funds 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 March 25, 2008.
- (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 – Charter school status pending

WALTON FAMILY FOUNDATION
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December 31, 2007

Statement 57

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

Name: Walton Family Foundation, Inc.

Address: P.O. Box 1860
Bentonville, AR 72712

Federal ID No.: 13-3441466

Year Ending: December 31, 2007

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 \$246,842,230 as being made out of corpus.

Signature

Buddy Philpot
Executive Director

Date

11/14/08

2007 WALTON Family Foundation Scholarship

Instructions for Applying Online

After reviewing the information below, use the following link and access key to begin the online application process:

<https://www.scholarshipadministrators.net>

Access Key: WFFS

If you begin your application online and find you need to stop, you will be able to return to complete the process or make changes by logging back into the system. Information for each section is only saved once you select the 'Save and Continue' key within that section.

STEP 1: You will be requested to provide the following information online:

First and Last Name
Social Security Number
Date of Birth (mm/dd/yyyy)
Permanent Mailing Address
Home Phone Number
Permanent E-mail Address
Gender (for statistical purposes only)
Ethnicity (for statistical purposes only)
Did you apply for the \$2,000 Wal-Mart ASSOCIATE Scholarship? (You may apply for both scholarships provided Applicant and Parent are both employed by Wal-Mart Stores, Inc.)
Is your Parent/Legal Guardian an Associate of Wal-Mart Stores, Inc.
Parent/Legal Guardian Name
Parent/Legal Guardian Occupation PT/FT?
Parent/Legal Guardian Social Security Number
Parent/Legal Guardian Division/Store #
Parent/Legal Guardian Hire Date (mm/yyyy)
Parent/Legal Guardian Custodial Parent of applicant?
High School Name
High School City
High School State
High School Cumulative GPA

Expected High School Graduation Date
Class Rank
Class Size
ACT-Composite (if available)
SAT-Critical Reading (if available)
SAT-Math (if available)
SAT-Writing (if available)
Number of Honors, International Baccalaureate and Advanced Placement classes (if applicable)
College Name
College State
Type of Institution 2 -yr / 4-yr
Degree Sought or Intended Result of Class(es)
Estimated Cost of Tuition
Household Adjusted Gross Income
Who claimed student on 2005-06 tax return
Additional Financial Circumstances
Number in the Household (parents/legal guardians and dependent children)
Number of dependents attending college in the fall
Number of dependents not living in the household and supported by this income
School/Extracurricular Activities (if applicable)
Community/Volunteer Service (if applicable)
Work Experience (if applicable)

STEP 2: Once all information has been entered:

1. Ensure all your information is correct; make any changes if necessary.
2. Print the Cover Page which will include the Completion Check List on the Final Instruction page. The Cover Page is required for the application process in order for the submission to be complete.
3. Complete each step on the final instructions.
4. Make an extra copy of all your documents and keep for your personal records.
5. Mail your application with all supporting documents postmarked by January 12th, 2007, to WALTON Family Foundation Scholarship Program, c/o Scholarship Program Administrators, Inc., P.O. Box 22492, Nashville TN 37202
6. All documents must arrive in the same package for the submission to be considered complete. Incomplete applications will not be considered. Documents forwarded to any address other than the one provided will not be forwarded and disqualified as incomplete.

To Make Changes to Your Application:

Return to <https://www.scholarshipadministrators.net> and click the "APPLY for a new scholarship" link. Using Login Option 2, enter your access key (WFFS), Applicant Identification Number and name to re-enter the application process. Click on each tab until you reach the section that needs to be corrected or updated; make changes as necessary and print a new Cover Page for your records. You do not have to resubmit paperwork unless there is a change in test scores or class rank and/or size, prior to the postmark deadline.

More information regarding this scholarship program is available by contacting Scholarship Program Administrators, Inc. at one of the following:

Phone (866)-524-7385

Fax: 615-320-3151

Email: <https://www.scholarshipadministrators.net/EmailRequestForm.asp> Access Key: WFFS

2007 WALTON Family Foundation Scholarship

Program Guidelines

Eligibility Requirements

- Applicants must have/will have graduated high school, home school or have/will have obtained a GED certificate between August 1, 2006 and June 30, 2007.
- The parent/legal guardian of the applicant is employed full-time with Wal-Mart Stores, Inc. and has worked for at least one continuous year as of April 25, 2007. (Dependents of company officers or directors are not eligible to receive this award.)
- Applicants must have scored at least 22 on the Composite ACT or 1030 on the SAT Combined (Critical Reading + Math).
- Applicant must be enrolling full time in a two- or four-year U.S. college or university with an accreditation approved by the Wal-Mart Foundation and the U.S. Department of Education, by the fall semester of 2007. Students attending two-year institutions will be required to sign an agreement of intent to transfer to a four-year institution by the beginning of the third school year of attendance. Government military academies are not eligible for this award. College courses taken for high school credit are not considered in the determination of this guideline.
- Applicants receiving a full scholarship or funds that will pay tuition, fees, books, and on-campus room and board entirely will not be eligible to receive this scholarship.
- Applicant must be a Permanent Legal Resident for at least one year upon applying for this scholarship.
- Applicant planning to attend a co-op during the fall 2007 semester is not eligible for this scholarship.

Awards

- Selection announcements to winners are mailed by April 25, 2007. Non-winners are notified by e-mail by May 1, 2007. The parent Associate must be actively employed at the time of notification.
- This \$10,000 award is payable over four years (\$1250 per spring and fall semesters), applied to tuition, fees, books, and on-campus room and board only. If funds from another source pay these items completely, the recipient is no longer eligible and relinquishes the scholarship.
- Payments are sent and made payable directly to the student's college or university.
- Recipients of this award are required to maintain a 3.0 grade point average [GPA] in at least 12 earned credit hours per semester to maintain eligibility, send term grade transcripts immediately upon completion of each term, and notify the Wal-Mart Foundation of changes affecting the payment process.
- Once the student has been awarded, he/she will continue to receive the award regardless of the status of parent's employment with Wal-Mart Stores, Inc. provided he/she maintains the eligibility requirements.
- Funds may be applied to studies overseas provided that the payment continues to be made to the U.S. college or university.
- Students may transfer from one institution to another and retain the award. Immediate notification must be made to the Wal-Mart Foundation in writing immediately to insure prompt payment.
- If you are eligible for this scholarship under your parent and you are a Wal-Mart Associate, you may also apply for the Wal-Mart ASSOCIATE Scholarship. If you are not eligible for this scholarship due to your parent's part-time employment or less than 12 months of employment (not less than six (6) months), you may also apply for the ASSOCIATE Scholarship.
- The Walton Family Foundation and the Wal-Mart Foundation reserves the right to alter or discontinue this program at any time without notice.

Winner Selection

A Selection Committee comprised of educators who have no connection with the Wal-Mart Foundation will evaluate the applications and select 150 winners. The use of this independent committee is designed to ensure the impartiality and confidentiality of the selection process. In evaluating the applicants, the committee will consider the applicants' Composite ACT (minimum 22), Community Service, SAT Combined (minimum 1030), Leadership, Cumulative GPA, and Financial need.

Responsibilities of Recipients

Recipient responsibilities include enrolling as full-time undergraduates in the fall of 2007 and continuing in school for the entire academic year without interruption, barring illness, emergency, or military service. Scholarship recipients are responsible to verify that the scholarship checks are received at the proper office of their institution and providing a Recipient Update form and term grades to the Wal-Mart Foundation immediately upon completion of each semester.

Payment of Funds

Initial payments will be mailed by the Wal-Mart Foundation to the recipient's address by August 1, 2007, and made payable to the institution only. Subsequent payments are sent upon receipt of term transcripts and qualifying the progress by guidelines met.

Program Administration

To assure complete impartiality in selection of winners and to maintain a high level of professionalism, the program is administered by Scholarship Program Administrators, Inc., a firm that specializes in managing sponsored scholarship programs.

Questions

For additional information regarding the scholarship program contact:

WALTON Family Foundation Scholarship Program

c/o Scholarship Program Administrators, Inc.

P.O. Box 22492, Nashville TN 37202

Phone (866)-524-7385 Fax (615) 320-3151

Email: <https://www.scholarshipadministrators.net/EmailRequestForm.asp>

2007 WALTON Family Foundation Scholarship Frequently Asked Questions

When and how does the college/university get scholarship payments?

For 2007 WALTON Scholarship recipients, payments are sent directly to the school by August 1, 2007, by the Wal-Mart Foundation. Prior recipients of the WALTON Scholarship who are currently receiving payments must forward a transcript of completed term grades as soon as they are available to be considered for the next payment.

My school has not received my scholarship check. What do I do?

Have you sent a final term transcript to the Wal-Mart Foundation? If not, do so. Your next payment will not be considered until you have met the minimum guidelines.

Have we received your transcript? If your transcript has been sent, provide at least two weeks for delivery and call the Wal-Mart Foundation hotline at 1-800-530-9925. Ask 1) if your transcript has been received; 2) if the check has been issued; 3) the College/University name and address shown in your records. Have your college/university financial aid office verify this address. If our records are incorrect, have your school's financial aid office (or other office responsible for scholarship fund processing) complete a [College Information Form](#) and fax back to us along with a statement verifying that they have not received the funds.

I transferred to a different school. How does the check get to the new school?

Notify Wal-Mart Foundation in writing by sending a completed [Recipient Update Form](#), along with your final semester transcript from the previous semester.

Does Wal-Mart have a tuition reimbursement program?

Not at this time.

Does Wal-Mart have a G.E.D. reimbursement program?

A GED reimbursement program is available through Corporate Education. Associates should go to the [GED Reimbursement Program](#) link on the WIRE for more information.

Am I eligible to apply for Wal-Mart Scholarships with a GED certificate rather than a high school diploma?

Yes! Your certificate must be dated between August 1, 2006 and June 30, 2007.

Can a home-school student apply for Wal-Mart Scholarships?

Yes! When applying, the parent-educator is responsible to provide the academic information and may not sign the form as the applicant's counselor. The form should be signed by an adult knowledgeable of the student's character and academic standing (i.e., a testing facilitator, a representative of the home-schooling organization used in the applicant's curriculum, a local school educator/administrator, etc.)

I am a current scholarship winner and found out after being awarded that I have additional funds that will pay for all of my books, fees, tuition, and on-campus room and board. Can I use the funds for other expenses?

No. WALTON Scholarship recipients are chosen partly on a financial need basis. Students receiving complete funding for these items will not be eligible for funding

Will my scholarship cover studies abroad?

Yes, provided your studies are in conjunction with your degree plan at the U.S. college and the funding check may be issued directly to the U.S. college involved.

The scholarship submission deadline was on a website and is different than your application. Wal-Mart Foundation regularly updates the websites we provide. Wal-Mart Stores, Inc. and all of its affiliates are not responsible for the information provided by external sites.

HOME

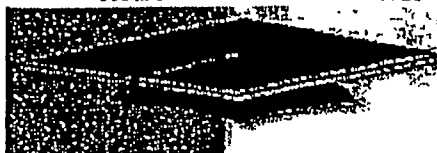
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Welcome	Applicant Information	Employee Information	Academic Information	Financial Information	Activities	Validate Information
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* Indicates Required Fields

AIN: | POSTMARK DEADLINE: 1/12/2007 | Access Key: WFFS

Eligibility Information:

Instructions:

The Walton Family Foundation Scholarship is for applicants who have/will have graduate from high school, homeschool, or have/will have obtained a GED certificate between August 1, 2006 and June 30, 2007. See General Scholarship Information for further criteria.

Applicant Information:

* Social Security Number: <input type="text"/> (e.g. 525457896)	* Home Phone Number: <input type="text"/> (e.g. 6152620111)
* Applicant Last Name: <input type="text"/> Suffix: <input type="text"/>	* Applicant First Name: <input type="text"/> Middle Initial: <input type="text"/>
IMPORTANT: Please verify this is your MAILING address.	
* Country: (Please Select From List) <input type="text"/> United States	<input type="text"/>
* Street Address: <input type="text"/>	Apartment Number: <input type="text"/>
* City: <input type="text"/>	* State/Province: <input type="text"/>
	* Zip/Postal Code: <input type="text"/>
* Date of Birth: <input type="text"/> (e.g. 12/30/1986)	
IMPORTANT: Please provide an email address that will be current and accessible throughout the school year and into the summer as we will be corresponding with you via email in regards to your scholarship application.	
* Applicant Email Address: <input type="text"/>	* Confirm Email Address: <input type="text"/>



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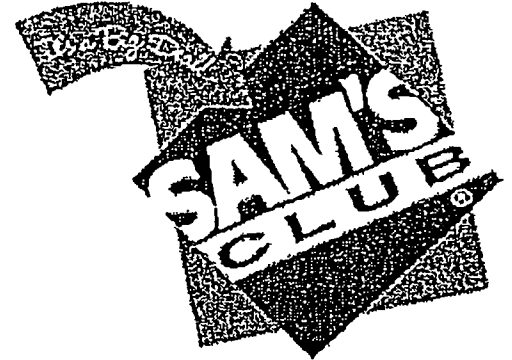
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* Indicates Required Fields

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Continue >>

Save and Continue >>

* Did you also apply for the \$2,000 Wal-Mart Associate Scholarship?

If yes, who is the Associate? (You may not apply for both scholarships under the same parent.)

Employee Information:

* Who is eligible Wal-Mart employee?

Applicant Employer Information:

Employee's for Wal-Mart Stores Inc. are not eligible to apply for the Walton Family Foundation Scholarship Program Please refer to www.walmartfoundation.org for information on the Associate Scholarship Program for which you may be eligible.

Continue >>

Save and Continue >>

HOME

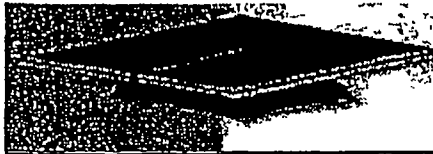
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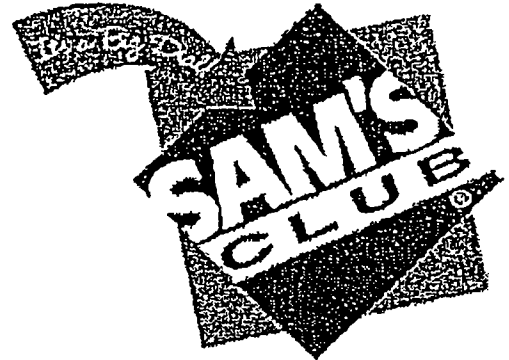
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* Indicates Required Fields

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Continue >>

Save and Continue >>

* Did you also apply for the \$2,000 Wal-Mart Associate Scholarship? No

If yes, who is the Associate? (You may not apply for both scholarships under the same parent.) --Select--

Employee Information:

* Who is eligible Wal-Mart employee?

Parent/Guardian Employment Information:

* Relationship:	* First Name	Middle Initial	* Last Name	* Social Security Number
<input type="checkbox"/> Select <input type="checkbox"/>				(e.g. 123456789)

The employee must currently be employed full-time and has worked for at least one continuous year as of April

* Employee Hire Date: Month: /Year: (e.g. 05/2001)

* Employment status: Select

* Employee's Job Title:

* Store/Location State:

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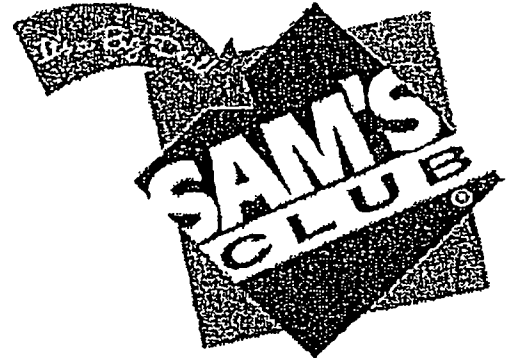
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* Indicates Required Fields

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High School Information:

All students will be required to submit a copy of their six semester high school transcript with a list of senior classes in progress, and all standardized test scores. More direction is provided on your final check list.

Secondary School:
 Address:
 Principal/Title:
 Principal/Counselor Email:

Edit Secondary School

Academic Information:

Instructions:

You must provide your secondary/high school grade point average. If your school does not use a 4.0 scale, please use this chart to convert the score. [Grade Converter](#).

Class Rank	Class Size	GPA (4.0 Scale)
<input type="text"/>	<input type="text"/>	<input type="text"/>

* Students are required to have a minimum score of 22 Composite on the ACT or 1030 combined Critical Reading and Math on the SAT.

SAT Critical Reading	SAT Math	SAT Written (if taken)	ACT Composite:
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Instructions:

Please indicate the number of college preparatory class(es) you have completed (if applicable). For grades 9-12.

Honors:	<input type="text"/>
Advanced Placement:	<input type="text"/>
International Baccalaureate:	<input type="text"/>
Total Hours of all other general courses:	<input type="text"/>

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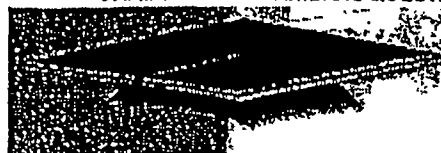
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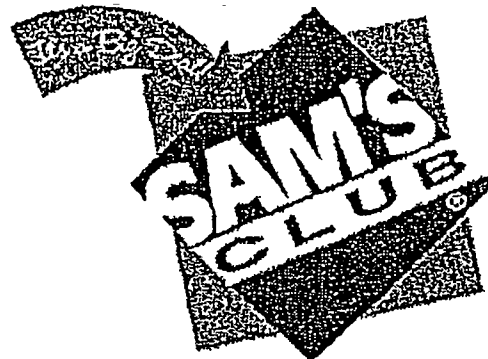
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* Indicates Required Fields

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Continue >>> Save and Continue >>>

Financial Information:

Instructions:

To be eligible for this scholarship, the applicant must demonstrate a need for financial assistance.

- The information below should be obtained from your parent's/parents' most recently completed federal tax return.
- If your parents are divorced and you live with the parent who claims you on their tax return, provide the information below based on the front page of the 2005-06 1040 tax return of the parent/guardian that claimed you. If you do not live with the parent who claims you on their tax return, provide the information below based on the average of the information from the front page of the 2005-06 1040 tax return of both parents.
- If your institution considers you an independent student, this form must be completed based on your most recently completed federal tax return.

If your parents/you have not filed a tax return this year, you may provide information based on last year's tax return.

Note: NO COMMAS, NO DECIMAL POINTS, NO DOLLAR SIGNS.

* Who claimed student on 2005-06 tax return?	Select
Household Adjusted Gross Income	\$ _____ (.00)
* HINT: This could be the previous year, if current year is not completed. If amount is a negative number, enter a zero (0).	
* Number of family members living in the household (only include parents/legal guardians and dependent children)	_____
* Number of family members attending college in the fall (including the applicant)	_____
Number of dependents not in household and supported by this income:	_____
* Please enter the yearly tuition amount of the college you plan on attending	\$ 0 _____ (.00)

Additional Financial Circumstances

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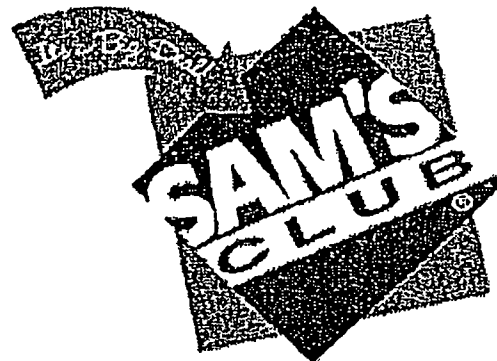
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* Indicates Required Fields

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[Continue >>](#) [Save and Continue >>>](#)

School/Extracurricular Activities :

Instructions:

List up to five (5) activities in which you have had the most involvement in the last four (4) years (school clubs, student government, publications, varsity or club sports, theater arts, Scouting, 4-H, etc.).

DO NOT USE ACRONYMS

Activity Description	Years Involved	Highest Position Held
<input type="text"/>	Select <input type="text"/>	Select <input type="text"/>
<input type="text"/>	Select <input type="text"/>	Select <input type="text"/>
<input type="text"/>	Select <input type="text"/>	Select <input type="text"/>
<input type="text"/>	Select <input type="text"/>	Select <input type="text"/>
<input type="text"/>	Select <input type="text"/>	Select <input type="text"/>

Community/Volunteer Service:

Instructions:

List up to three (3) agencies or organizations in which you have participated WITHOUT PAY during the last four (4) years (religious groups, hospital volunteer, cultural activities, outreach programs, etc.). Enter TOTAL hours per activity, over the last four (4) years grads 9-12. **DO NOT USE ACRONYMS**

Service Description	Total Hours
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

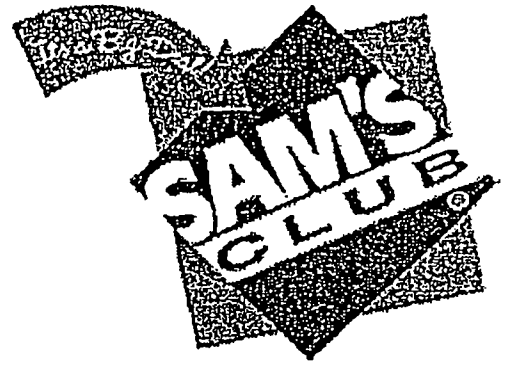
Work Experience:

Instructions:

List the last three (3) jobs you have held the longest (food server, babysitting, lawn mowing, office work, etc.).

DO NOT USE ACRONYMS

Employer Name	Position	From Date (MM/YYYY)	To Date (MM/YYYY)	Hours (Average per
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>



Welcome	Applicant Information	Employee Information	Academic Information	Financial Information	Activities	Validate Information
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Walton Family Foundation Scholarship Data Verification

(This is not the cover page DO NOT SEND this with your additional documents.)

Instructions: Please verify the data you entered is correct. If changes are needed, click on the tab corresponding to that section. If no changes are needed, please click on the "Signature Page" button.

[Signature Page >>](#)

Applicant Information

Social Security Number: 000000000

Applicant Name: _____

Applicant Address: _____

Applicant Phone Number: _____

Applicant Email: _____

Applicant DOB: _____

Applicant Race: _____

Applicant Gender: _____

Employee Information

Applied for \$2,000 Wal-Mart Associate Scholarship: _____

If yes, who is the Associate? _____

Eligible Wal-Mart employee: _____

Parent/Guardian Employer Information:

Employee Name: _____ SSN: _____

Employee Relation: _____

Employee Job Title: _____

Employee Hire Date: _____

Employment Status: _____

Location Number: _____

Employer State: _____

Custody: _____

Academic Information

High School Information

High School Name: _____

City/State: _____

Phone Number: _____

Principal/Counselor Name: _____

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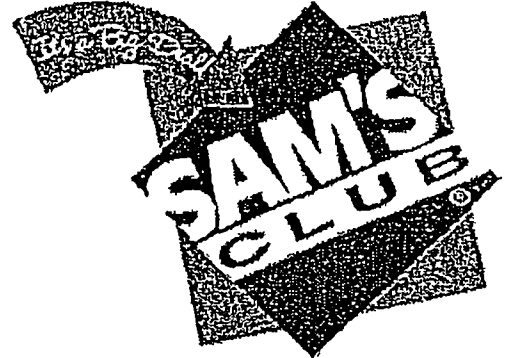
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[Return To
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[Electronic
Signature Page](#)

[Final Step/
Cover Page](#)

AIN: | POSTMARK DEADLINE: 1/12/2007 | Access Key: WFFS

Instructions: In order to complete the online application process, you must enter the information below.

Applicant's Name:

AIN:

Date Signed:

 (e.g. 12/30/2006)

[Final Step/Cover Page/Save>>](#)

**2007 WALTON Family Foundation
Scholarship
Final Instruction Page**

**Must be postmarked by January 12, 2007 to:
WALTON Family Foundation Scholarship Program
c/o Scholarship Program Administrators, Inc.
P.O. Box 22492
Nashville TN 37202**

Completing the Process:

Please use the checklist below to ensure that you follow all steps correctly.

**ALL DOCUMENTS MUST ARRIVE IN THE SAME PACKAGE FOR THE SUBMISSION TO BE CONSIDERED COMPLETE.
INCOMPLETE APPLICATIONS WILL NOT BE CONSIDERED.**

- Obtain and attach a copy of your six semester high school transcript with a list of senior classes in progress, and all standardized test scores. This does not have to be an official transcript. If the ACT and/or SAT scores do not appear on your record, include a copy of the scores as received from the College Board and/or ACT.
- Obtain and attach a copy of the first page of the 2005-06 1040 Federal Income Tax Return (form 1040 or the E-file summary page) for the parent claiming the student as an exemption. If your parents are divorced and you live with the parent who claims you on their tax return, provide the front page of the 2005-06 1040 federal tax return of the parent/guardian that claimed you. If you do not live with the parent who claims you on their tax return, provide the front page of the 2005-06 1040 tax return of both parents. If the applicant is financially self-supporting, the applicant's tax return is required. These forms must show the number of dependents, adjusted gross income, and the applicant listed as an exemption/dependent. State returns and W-2's are not accepted. Originals will not be returned.
- Have your Guidance Counselor verify the academic information on your cover page and fill out and sign the Counselor Evaluation Sheet.
- Assemble all documents in the order listed below:
 - Cover Page printed from the online application
 - This Instruction Page with signatures
 - High School Record
 - ACT and/or SAT scores (if they are not on your high school record)
 - A copy of parents or legal guardians most recent Income Tax Form 1040
- Make an extra copy of all your documents and keep for your personal records.
- Mail the completion documents to the address above postmarked by January 12, 2007. Forms sent to any other address will not be forwarded and the application will be disqualified as incomplete.
- Do not staple, paper clip or otherwise attach documents together.
- Ensure all of the above directions are followed exactly and all requested documents are included.

CERTIFICATION

I certify, to the best of my knowledge, that the information on this application is complete and accurate. Falsification of any information will cause my disqualification from the scholarship competition.

I understand it is my responsibility to make sure this application is completed and mailed by the required postmark deadline listed on the application. Furthermore, I understand that if my application is not complete, or if I do not submit my application by the postmark deadline, I may be disqualified from the scholarship competition and may not be considered for a scholarship.

This application, upon receipt, becomes the property of the scholarship sponsor, and of Scholarship Program Administrators, Inc., the administrator of the scholarship program.

To comply with the provisions of the Family Educational Rights and Privacy Act of 1974, I hereby give permission for school officials to release my secondary school record and other requested information, if necessary.

Applicant's Signature _____ Date _____

Parent's Signature _____ Date _____

(If the student is under 18 years old)

2007 WALTON Family Foundation Scholarship

Counselor Evaluation Sheet

(To Be Completed By the Counselor Only)

Please return this form to the applicant upon completion along with an official six-semester high school transcript with a list of senior classes in progress and all test scores. If the ACT and/or SAT scores do not appear on the transcript, include a copy of the scores as received from the College Board and/or ACT.

Please review/verify the academic information entered on the applicant's cover page.

Please rate the applicant on a scale from 1-5 (one being poor, five being excellent) and provide supporting comments for your rating.

The Student/Applicant Rating:

1. ...meets/exceeds expectations. _____
 2. ...works/achieves to his/her potential. _____
 3. ...demonstrates willingness to work with others. _____
 4. ...works through challenges with logical decisions and confidence. _____
 5. ...is a worthy candidate for this award. _____
- TOTAL POINTS _____

Place additional comments about the applicant here:

Your signature is required: By signing, you are verifying that the above information as well as the academic information on the applicants cover page is true and correct to the best of your knowledge.

Guidance Counselor's Signature _____ Date _____

Guidance Counselor Print name _____ Date _____

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization Walton Family Foundation, Inc.	Employer identification number 13 3441466
File by the due date for filing your return See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. Box 2030	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Bentonville, AR 72712	

Check type of return to be filed (file a separate application for each return):

- | | | |
|-------------------------------------------------|-------------------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ **Robert Smith**

Telephone No. ▶ (**479**) **464-1570** FAX No. ▶ ()

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15**, 20**08**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20**07** or
- ▶ tax year beginning _____, 20____, and ending _____, 20_____.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	600,000
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,243,629
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	None

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization Walton Family Foundation, Inc.	Employer identification number 13 3441466	
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. Box 1860	For IRS use only	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Bentonville, AR 72712		

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--------------------------------------|-------------------------------------------------------------------|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **Robert A. Smith**
 Telephone No. **(479) 464-1570** FAX No. **(479) 464-1580**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **November 17**, 20**08**.
- For calendar year **2007**, or other tax year beginning _____, 20____, and ending _____, 20_____.
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension **Taxpayer requires additional time to gather the necessary documentation to file a complete and accurate return.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 586,020
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 1,243,629
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ None

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Robert P. Crowe** Title **CPA** Date **8/12/08**