

**CitizenAudit.org**

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

**2008**

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

For calendar year 2008, or tax year beginning , 2008, and ending , 20  
**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**

**C** If exemption application is pending, check here

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

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

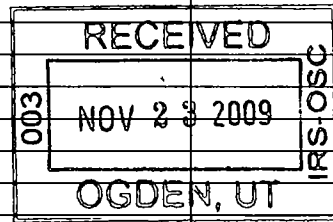
**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **1,948,806,804.**

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

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	359,215,699.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments	2,286,207.	2,286,207.		STMT 1
	4 Dividends and interest from securities	54,585,375.	54,585,375.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,539,151.			
	b Gross sales price for all assets on line 6a	1,127,014,598.			
	7 Capital gain net income (from Part IV, line 2)		5,539,151.		
	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)	179,744.	63.		STMT 3	
12 <b>Total.</b> Add lines 1 through 11	421,806,176.	62,410,796.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	2,603,281.			2,603,281.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 4	160,858.	NONE	NONE	160,858.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 5	4,222,225.	1,064,439.		3,157,786.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	650,892.			892.
	19 Depreciation (attach schedule) and depletion	39,074.			
	20 Occupancy	84,439.			84,439.
	21 Travel, conferences, and meetings	268,360.			268,360.
	22 Printing and publications	75,282.			75,282.
	23 Other expenses (attach schedule) STMT 7	264,782.			264,782.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	8,369,193.	1,064,439.	NONE	6,615,680.
	25 Contributions, gifts, grants paid	168,874,434.			168,874,434.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	177,243,627.	1,064,439.	NONE	175,490,114.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	244,562,549.				
b Net investment income (if negative, enter -0-)		61,346,357.			
c <b>Adjusted net income</b> (if negative, enter -0-)			-0-		



SCANNED NOV 25 2009

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 . . . . .	639,929.	287,254.	287,254.
	2	Savings and temporary cash investments . . . . .	29,419,031.	11,565,679.	11,565,679.
	3	Accounts receivable ▶ . . . . .	514,455.		
		Less allowance for doubtful accounts ▶ . . . . .	739,522.	514,455.	514,455.
	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 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* 66,969,563.	STMTS 8 - 16
		Less allowance for doubtful accounts ▶ . . . . .	51,000,475.	66,969,563.	66,969,563.
	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.	211,552.	190,435.
	Less accumulated depreciation (attach schedule) ▶ . . . . .	211,552.	211,552.	190,435.	
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . .	916,318,717.	1,163,222,118.	1,728,460,241.	
14	Land, buildings, and equipment basis ▶ . . . . .	278,722.			
	Less accumulated depreciation (attach schedule) ▶ . . . . .	162,106.	116,616.	116,616.	
15	Other assets (describe ▶ . . . . .)	140,647,338.	140,702,561.	140,702,561.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	<b>1,139,027,249.</b>	<b>1,383,589,798.</b>	<b>1,948,806,804.</b>	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	1,139,027,249.	1,383,589,798.	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	<b>1,139,027,249.</b>	<b>1,383,589,798.</b>		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	<b>1,139,027,249.</b>	<b>1,383,589,798.</b>		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	1,139,027,249.
2	Enter amount from Part I, line 27a . . . . .	2	244,562,549.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,383,589,798.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	<b>1,383,589,798.</b>

**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.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b> . . . . .			<b>2</b>	<b>5,539,151.</b>	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
{ 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))
2007	246,254,290.	1,338,306,090.	0.184004
2006	205,616,883.	1,221,873,540.	0.168280
2005	231,971,321.	1,023,447,099.	0.226657
2004	186,057,186.	798,667,945.	0.232959
2003	108,373,905.	770,906,810.	0.140580
<b>2 Total of line 1, column (d)</b> . . . . .			<b>2</b> 0.952480
<b>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</b> . . . . .			<b>3</b> 0.190496
<b>4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5</b> . . . . .			<b>4</b> 1,675,939,125.
<b>5 Multiply line 4 by line 3</b> . . . . .			<b>5</b> 319,259,700.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b> . . . . .			<b>6</b> 613,464.
<b>7 Add lines 5 and 6</b> . . . . .			<b>7</b> 319,873,164.
<b>8 Enter qualifying distributions from Part XII, line 4</b> . . . . .			<b>8</b> 200,479,422.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 78,762, which is refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, Yes, and No. Includes questions about political activities, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions) . . . . . 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address WWW.WALTONFAMILYFOUNDATION.ORG
14 The books are in care of ROBERT SMITH Telephone no (479) 464-1570
Located at BENTONVILLE, AR ZIP + 4 72712
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A 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? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 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 2008?
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? 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 20 of the instructions)
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 2008 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 2008.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2008?

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  **5b**  X  
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STMTS 26 - 112  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  **6b**  X  
 If you answered "Yes" to 6b, also file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  **7b**  N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENTS 19 - 20		2,603,281.	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 21		2,658,085.
-----		
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services		12

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

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

**Part IX-B Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 LOAN TO PACIFIC CHARTER SCHOOL DEV - FINANCE CHARTER SCHOOL FACILITIES.	10,000,000.
2 LOAN TO EXCELLENT EDUCATION DEV. TO FINANCE NEW EDUCATIONAL FACILITIES PROJECTS.	4,500,000.
All other program-related investments See page 24 of the instructions	
3 ALL OTHER CHARITABLE LOANS.	10,339,302.
Total. Add lines 1 through 3	24,839,302.



**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	1,354,306,207.
b	Average of monthly cash balances	1b	346,964,399.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	190,435.
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,701,461,041.
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	1,701,461,041.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	25,521,916.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,675,939,125.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	83,796,956.

**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	83,796,956.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,226,927.
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,226,927.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	82,570,029.
4	Recoveries of amounts treated as qualifying distributions	4	9,049,895.
5	Add lines 3 and 4	5	91,619,924.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	91,619,924.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	175,490,114.
b	Program-related investments - total from Part IX-B	1b	24,839,302.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	150,006.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	200,479,422.
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	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	200,479,422.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				91,619,924.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003	12,533,900.			
b From 2004	186,204,058.			
c From 2005	232,253,863.			
d From 2006	206,068,761.			
e From 2007	246,842,230.			
f Total of lines 3a through e	883,902,812.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 200,479,422.				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	200,479,422.			
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	91,619,924.			91,619,924.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	992,762,310.			
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 2007. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
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 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	992,762,310.			
10 Analysis of line 9				
a Excess from 2004	107,118,034.			
b Excess from 2005	232,253,863.			
c Excess from 2006	206,068,761.			
d Excess from 2007	246,842,230.			
e Excess from 2008	200,479,422.			

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

1 a  the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
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 27 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 22

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

SEE STATEMENT 23

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
<b>a</b> Paid during the year SEE STATEMENT 25				<b>168,874,434.</b>
<b>Total . . . . .</b>				<b>▶ 3a 168,874,434.</b>
<b>b</b> Approved for future payment				
<b>Total . . . . .</b>				<b>▶ 3b</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,286,207.	
4 Dividends and interest from securities			14	54,585,375.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,539,151.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a _____					
b SEE STATEMENT 24				63.	179,681.
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				62,410,796.	179,681.
13 Total. Add line 12, columns (b), (d), and (e)				13	62,590,477.

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions )
11 B	AMOUNT REPRESENTS MISCELLANEOUS REFUNDS OF UNUSED GRANT FUNDS TREATED AS PRIOR YEAR QUALIFYING DISTRIBUTIONS

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 cells contain 'N/A'.

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

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

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 of officer or trustee, Date, Title, Preparer's signature, Date, Check if self-employed, Preparer's identifying number, Firm's name, address, and ZIP code, EIN, Phone no.

**Schedule of Contributors**

**2008**

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

<b>Name of the organization</b> WALTON FAMILY FOUNDATION, INC.	<b>Employer identification number</b> 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<sup>1</sup>/<sub>3</sub> % 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 (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. 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** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their 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 instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<p>HRW TRUST NO. 1, UAD 01/17/03</p> <p>P.O. BOX 730</p> <p>MILLSAP, TX 76066</p>	\$ 15,756,830.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<p>HRW TRUST NO.2, UAD 01/17/03</p> <p>P.O. BOX 730</p> <p>MILLSAP, TX 76066</p>	\$ 15,756,830.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<p>HRW TRUST NO. 3, UAD 01/17/03</p> <p>P.O. BOX 730</p> <p>MILLSAP, TX 76066</p>	\$ 13,551,158.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<p>HRW TRUST NO. 4, UAD 01/17/03</p> <p>P.O. BOX 730</p> <p>MILLSAP, TX 76066</p>	\$ 13,551,158.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	<p>JTW TRUST NO. 1, UAD 09/19/02</p> <p>P.O. BOX 730</p> <p>MILLSAP, TX 76066</p>	\$ 19,618,018.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	<p>JTW TRUST NO. 2, UAD 09/19/02</p> <p>P.O. BOX 730</p> <p>MILLSAP, TX 76066</p>	\$ 19,618,018.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization **WALTON FAMILY FOUNDATION, INC.**

Employer identification number  
**13-3441466**

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	JTW TRUST NO. 3, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 19,618,018.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	JTW TRUST NO. 4, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 19,618,018.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	JTW TRUST NO. 5, UAD 09/19/02 P.O. BOX 730 MILLSAP, TX 76066	\$ 19,618,018.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	HRW TESTAMENTARY TRUST NO. 1 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	HRW TESTAMENTARY TRUST NO. 2 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	HRW TESTAMENTARY TRUST NO. 3 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **WALTON FAMILY FOUNDATION, INC.** Employer identification number **13-3441466**

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	HRW TESTAMENTARY TRUST NO. 4 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	HRW TESTAMENTARY TRUST NO. 5 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	HRW TESTAMENTARY TRUST NO. 6 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	HRW TESTAMENTARY TRUST NO. 7 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	HRW TESTAMENTARY TRUST NO. 8 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	HRW TESTAMENTARY TRUST NO. 9 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **WALTON FAMILY FOUNDATION, INC.**

Employer identification number  
**13-3441466**

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	HRW TESTAMENTARY TRUST NO. 10 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	HRW TESTAMENTARY TRUST NO. 11 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	HRW TESTAMENTARY TRUST NO. 12 P.O. BOX 730 MILLSAP, TX 76606	\$ 16,619,349.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	CHRISTY R. WALTON 970 W BROADWAY JACKSON, WY 83011	\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	ESTATE OF JAMES MILLER C/O JAMES D SPROTT, 502 N WALNUT HARRISON, AR 72602	\$ 77,445.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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.)

Name of organization **WALTON FAMILY FOUNDATION, INC.**

Employer identification number

**13-3441466**

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
23	MISC. ARTWORK, VASES, AND SPOONS	\$ 77,445.	09/16/2008

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARVEST BANK	2,052,470.	2,052,470.
WALTON ENTERPRISES, LLC	15.	15.
SOUTHERN FINANCIAL PARTNERS	59,686.	59,686.
BANK OF AMERICA	174,036.	174,036.
TOTAL	2,286,207.	2,286,207.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WALTON ENTERPRISES, LLC	27,243,109.	27,243,109.
NORTHERN TRUST	26,923,675.	26,923,675.
REGIONS BANK	205,789.	205,789.
PRESBYTERIAN CHURCH USA	212,802.	212,802.
TOTAL	54,585,375.	54,585,375.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	63.	63.
RECOVERIES OF PRIOR YEAR GRANTS	179,681.	
	-----	-----
TOTALS	179,744.	63.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	160,858.			160,858.
TOTALS	160,858.	NONE	NONE	160,858.



FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
INVESTMENT MANAGEMENT FEES	1,064,439.	1,064,439.	2,287,283.
EDUCATIONAL CONSULTING FEES	2,287,283.		870,503.
CHARITABLE & OTHER CONSULTING	870,503.		
-----	-----	-----	-----
TOTALS	4,222,225.	1,064,439.	3,157,786.
	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----
EXCISE TAX	650,000.	892.
PROPERTY TAXES	892.	-----
	-----	-----
TOTALS	=====	=====
	650,892.	892.
	-----	-----
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----
SCHOLARSHIP COMMITTEE FEES	7,750.	7,750.
MISC. EXPENSES	11,671.	11,671.
SUPPLIES	33,084.	33,084.
TELEPHONE AND COMMUNICATIONS	68,561.	68,561.
POSTAGE AND EXPRESS MAIL	9,026.	9,026.
DUES AND SUBSCRIPTIONS	12,674.	12,674.
INSURANCE	100.	100.
STORAGE	39,527.	39,527.
WEBSITE SERVICES	5,680.	5,680.
CONTRACT SERVICES	2,550.	2,550.
RECRUITING EXPENSES	32,753.	32,753.
PUBLIC RELATION EXPENSES	41,406.	41,406.
	-----	-----
TOTALS	264,782.	264,782.
	=====	=====

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 ..... 1,093,750.

ENDING BALANCE DUE ..... 781,250.  
-----

ENDING FAIR MARKET VALUE ..... 781,250.  
-----

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 ..... 10,000,000.

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: REVOLVING CREDIT LINE - PRINCIPAL DUE 12/31/2014  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: SUPPORT CONSTRUCTION FINANCING FOR CHARTER SCHOOLS  
 DESCRIPTION AND FMV OF CONSIDERATION: 10,000,000 CASH 10,000,000.

BEGINNING BALANCE DUE .....	10,000,000.
ENDING BALANCE DUE .....	4,807,286.
ENDING FAIR MARKET VALUE .....	4,807,286.

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: 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 .....	110,000.
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 ..... 5,000,000.  
 ENDING BALANCE DUE ..... 5,000,000.  
 -----  
 ENDING FAIR MARKET VALUE ..... 5,000,000.  
 -----

BORROWER: BUILDING HOPE  
 ORIGINAL AMOUNT: 9,000,000.  
 INTEREST RATE: 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 ..... 2,000,000.  
 ENDING BALANCE DUE ..... 5,227,500.  
 -----  
 ENDING FAIR MARKET VALUE ..... 5,227,500.  
 -----

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 .....	1,100,000.
ENDING BALANCE DUE .....	825,000.
ENDING FAIR MARKET VALUE .....	825,000.

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 .....	10,000,000.
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: 11/28/2017  
 REPAYMENT TERMS: TO BE PAID IN FULL IN TEN YEARS FROM ORIGINAL LOAN  
 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 .....	1,000,000.
ENDING BALANCE DUE .....	1,000,000.
ENDING FAIR MARKET VALUE .....	1,000,000.

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 .....	2,472,438.
ENDING BALANCE DUE .....	2,577,509.
ENDING FAIR MARKET VALUE .....	2,577,509.

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 .....	2,474,287.
ENDING BALANCE DUE .....	2,582,018.
	-----
ENDING FAIR MARKET VALUE .....	2,582,018.
	-----

BORROWER: PACIFIC CHARTER SCHOOL DEVEL.  
 ORIGINAL AMOUNT: 10,000,000.  
 INTEREST RATE: NONE  
 DATE OF NOTE: 08/14/2009  
 MATURITY DATE: 08/13/2018  
 REPAYMENT TERMS: DUE AND PAYABLE IN FULL, 8/14/2018  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: CONSTRUCTION OF CHARTER SCHOOL FACILITIES  
 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: EXCELLENT EDUCATION DEVELOP.  
 ORIGINAL AMOUNT: 4,500,000.  
 DATE OF NOTE: 08/14/2008  
 MATURITY DATE: 08/13/2015  
 REPAYMENT TERMS: DUE AND PAYABLE IN FULL, 8/13/2015  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: AID W/DUE DILIGENCE FOR SCHOOLS NEEDING FINANCING  
 DESCRIPTION AND FMV OF CONSIDERATION: \$4,500,000, CASH  
 OF CONSIDERATION: 4,500,000.

BEGINNING BALANCE DUE ..... NONE  
  
 ENDING BALANCE DUE ..... 4,500,000.  
 -----  
 ENDING FAIR MARKET VALUE ..... 4,500,000.  
 -----

BORROWER: E-STEM PUBLIC CHARTER SCHOOLS  
 ORIGINAL AMOUNT: 3,200,000.  
 INTEREST RATE: NONE  
 DATE OF NOTE: 04/07/2008  
 MATURITY DATE: 07/14/2013  
 REPAYMENT TERMS: DUE AND PAYABLE IN FULL, 7/14/2013  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: PROVIDE FUNDS TO RENOVATE CHARTER SCHOOL BLDING.  
 DESCRIPTION AND FMV OF CONSIDERATION: \$2,909,000, CASH  
 OF CONSIDERATION: 2,909,000.

BEGINNING BALANCE DUE ..... NONE  
  
 ENDING BALANCE DUE ..... 2,909,000.  
 -----  
 ENDING FAIR MARKET VALUE ..... 2,909,000.  
 -----

BORROWER: LOCAL INITIATIVES SUPPORT CORP  
 ORIGINAL AMOUNT: 2,700,000.  
 INTEREST RATE: NONE  
 DATE OF NOTE: 04/26/2008  
 MATURITY DATE: 04/26/2021  
 REPAYMENT TERMS: DUE AND PAYABLE IN FULL, 04/26/2021  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: SUPPORT CHARTER SCHOOL FACILITIES  
 DESCRIPTION AND FMV OF CONSIDERATION: \$900,000, CASH  
 OF CONSIDERATION: 900,000.

BEGINNING BALANCE DUE .....	NONE
ENDING BALANCE DUE .....	900,000. -----
ENDING FAIR MARKET VALUE .....	900,000. -----
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	51,000,475. =====
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	66,969,563. =====
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	66,969,563. =====

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
WALTON ENTERPRISES, LLC	201,974,674.	749,004,255.
LIMITED LIABILITY CO. UNITS		
NORTHERN TRUST MANAGED FIXED	950,212,928.	973,057,534.
INCOME ACCOUNT	5,077,418.	5,077,418.
BOA CERTIFICATE OF DEPOSIT	5,957,098.	1,321,034.
REGION BANK - STOCK	-----	-----
TOTALS	1,163,222,118.	1,728,460,241.
	=====	=====

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	137,290,308.	137,290,308.
DEPOSITS	12,223.	12,223.
TOTALS	140,702,561.	140,702,561.

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
STEUART L. WALTON P.O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
THOMAS L. WALTON P.O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
LUKAS T. WALTON P.O. BOX 2030 BENTONVILLE, AR 72712	BOARD DIRECTOR < 10 HOURS	NONE	NONE	NONE
JAMES M. WALTON (EFFECTIVE 8/13/08) 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		* 2,603,281	NONE	NONE
		<u>2,603,281</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.



9901, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
-----	-----	-----
NCS PEARSON INC 13036 COLLECTION CENTER DRIVE CHICAGO, IL 60693	EVALUATION/CONSULT	1,273,973.
ON MESSAGE, INC. 2130 PRIEST BRIDGE DR. #11 CROFTON, MD 21114	CONSULTANT	253,753.
SCHOOL CHOICE SERVICES, INC. 23920 VALENCIA BLVD, SUITE 200 VALENCIA, CA 91355	CONSULTING	303,580.
GOLDMAN SACHS ASSET MGT. 71 SOUTH WACKER DRIVE CHICAGO, IL 60606	INVESTMENT MGT. FEES	555,439.
NORTHERN TRUST COMPANY P.O. BOX 803878 CHICAGO, IL 60680	INVESTMENT MGT. FEES	271,340.
TOTAL COMPENSATION		----- 2,658,085. =====

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

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

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

CONTRIBUTIONS: WRITTEN REQUESTS ONLY  
SCHOLARSHIPS: SEE ATTACHED SCHOLARSHIP APPLICATION

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

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC INCOME					
RECOVERY OF PRIOR YEAR GRANTS			16	63.	179,681.
TOTALS				63.	179,681.

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
A Chance To Grow, Inc	Minneapolis	MN		Public	Education	10,000
Academia Moderna	Los Angeles	CA	Exp	Responsibility	Education	40,000
Achievement First, Inc	Brooklyn	NY		Public	Education	460,000
Adult Development Center of Benton County, Inc	Rogers	AR		Public	Education	9,500
Agudath Israel of America, Inc	Skokie	IL		Public	Education	300,000
Alliance for Families with Deaf Children	Ft Lauderdale	FL		Public	Chantable	10,000
Alliance for School Choice, Inc	Washington	DC		Public	Education	2,231,880
Alma D'Arte Charter High School	Las Cruces	NM		Public	Education	134,000
American Cancer Society	Tulsa	OK		Public	Chantable	3,750
American Cancer Society Inc	Stilwell	OK		Public	Chantable	1,500
American Heart Association	Tulsa	OK		Public	Chantable	7,500
American Quarter Horse Foundation	Amarillo	TX		Public	Chantable	50,000
American Red Cross (Wallingford)	Wallingford	CT		Public	Chantable	2,000
American Red Cross of Greater Arkansas	Little Rock	AR		Public	Chantable	10,000
Amon Carter Museum of Western Art	Fort Worth	TX		Public	Chantable	586,700
Andre Agassi Chantable Foundation	Las Vegas	NV		Public	Education	105,000
Animo Locke Multiple Pathways High School	Los Angeles	CA		Public	Education	230,000
Animo New Locke High School #1	Los Angeles	CA		Public	Education	230,000
Animo New Locke High School #2	Los Angeles	CA		Public	Education	230,000
Animo New Locke High School #3	Los Angeles	CA		Public	Education	230,000
AppleTree Early Learning Public Charter School	Washington	DC		Public	Education	250,000
Ararat Charter School	West Hills	CA	Exp	Responsibility	Education	20,000
ARC Group Homes	Bartlesville	OK		Public	Chantable	5,000
Area Agency on Aging of Northwest Arkansas Foundation	Harrison	AR		Public	Chantable	20,000
Area Agency on Aging of Western Arkansas, Inc	Fort Smith	AR		Public	Chantable	4,000
Argenta Community Development Corporation	North Little Rock	AR		Public	Chantable	5,000
Arizona Charter Schools Association	Phoenix	AZ		Public	Education	410,000
Arizona Science Center	Phoenix	AZ		Public	Chantable	25,000
Arkansans for Education Reform Foundation	Little Rock	AR	Exp	Responsibility	Education	90,000
Arkansas Advocates for Children and Families	Little Rock	AR		Public	Education	30,000
Arkansas Aims - Arkansas Advanced Initiative for Math and Science	Little Rock	AR		Public	Education	265,660
Arkansas Arts Center Foundation	Little Rock	AR		Public	Chantable	6,000
Arkansas Athletes Outreach	Fayetteville	AR		Public	Chantable	8,000
Arkansas Bicycle Coalition	Rogers	AR		Public	Chantable	8,000
Arkansas Black Hall of Fame Foundation	Little Rock	AR		Public	Chantable	5,000
Arkansas Children's Hospital Foundation	Little Rock	AR		Public	Chantable	5,000
Arkansas Community Foundation	Little Rock	AR		Public	Chantable	40,000
Arkansas Department of Education	Little Rock	AR		Public	Education	29,000
Arkansas Economic Acceleration Foundation	Little Rock	AR		Public	Education	60,240
Arkansas Governor's Mansion Association	Little Rock	AR		Public	Chantable	1,000
Arkansas Hunger Relief Alliance Inc	Little Rock	AR		Public	Chantable	4,000
Arkansas National Museum of Women in the Arts, Inc	North Little Rock	AR		Public	Chantable	3,000
Arkansas Policy Foundation	Little Rock	AR		Public	Chantable	10,000
Arkansas Single Parent Scholarship Fund	Springdale	AR		Public	Chantable	798,733
Arkansas Special Olympics Inc	North Little Rock	AR		Public	Chantable	1,000
Arkansas State Council on Economic Education	Little Rock	AR		Public	Chantable	24,470
Arkansas Tech University	Russellville	AR		Public	Education	240,000
Arkansas Tech University Foundation	Russellville	AR		Public	Education	5,000
Arkansas Tennis Patrons Foundation	Little Rock	AR		Public	Chantable	10,000
Arts Center of the Ozarks	Springdale	AR		Public	Chantable	6,000
Arts in Action Community Charter School (formerly Highlander School)	Los Angeles	CA	Exp	Responsibility	Education	20,000
Aspen Center for Environmental Studies	Aspen	CO		Public	Chantable	15,000
Aspen Valley Medical Foundation Limited	Aspen	CO		Public	Chantable	10,000
Aspen Valley Ski-Snowboard Club, Inc	Aspen	CO		Public	Chantable	10,000
Association of American Educators Foundation	Mission Viejo	CA		Public	Education	275,000
Association of Missouri Charter Schools (AMCS)	Kansas City	MO		Public	Education	245,000
Atlanta Preparatory Academy	Atlanta	GA		Public	Education	200,000
Ball State University	Muncie	IN		Public	Education	252,080
Bartlesville Band and Orchestra Booster Club Inc	Bartlesville	OK		Public	Chantable	7,000
Bartlesville Community Foundation	Bartlesville	OK		Public	Chantable	15,000
Bartlesville Regional United Way	Bartlesville	OK		Public	Chantable	1,000
Baxter County Public Library Foundation	Mountain Home	AR		Public	Chantable	10,000
Bella Vista Historical Society	Bella Vista	AR		Public	Chantable	1,000
Bella Vista Public Library	Bella Vista	AR		Public	Chantable	5,000
Benton County Historical Society	Bentonville	AR		Public	Chantable	1,000
Benton County Single Parent Scholarship Fund	Bentonville	AR		Public	Education	408,738
Bentonville Arkansas Little League	Rogers	AR		Public	Chantable	5,000
Bentonville Child Care & Development Center	Bentonville	AR		Public	Chantable	736,660
Bentonville Public Schools	Bentonville	AR		Public	Education	61,250
Bentonville/Bella Vista Trailblazers Association, Inc	Bella Vista	AR		Public	Chantable	793,988
Bentonville-Bella Vista Chamber of Commerce Foundation, Inc	Bentonville	AR		Public	Chantable	5,000

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
Berryville Public Schools	Berryville	AR		Public	Education	3,500
Beyond Boundaries, Inc	Ward	AR		Public	Charitable	500
Big Brothers Big Sisters of America	Philadelphia	PA		Public	Charitable	25,000
Big Brothers Big Sisters of Northwest Arkansas, Inc	Springdale	AR		Public	Charitable	2,500
Big Brothers Big Sisters of Oklahoma	Tulsa	OK		Public	Charitable	5,000
Bixby Community Outreach Center, Inc	Bixby	OK		Public	Charitable	5,500
Black Alliance for Educational Options (BAEO)	Washington	DC		Public	Education	2,050,000
Bolivar - Community Foundation of the Ozarks	Springfield	MO		Public	Charitable	3,500
Bonneville House Association	Fort Smith	AR		Public	Charitable	2,000
Boy Scouts of America	Tulsa	OK		Public	Charitable	15,000
Boy Scouts of America/Westark Area Council	Tulsa	OK		Public	Charitable	8,000
Boys & Girls Club of Bartlesville	Bartlesville	OK		Public	Charitable	5,000
Boys & Girls Club of Benton County	Bentonville	AR		Public	Charitable	22,500
Boys & Girls Club of Central Arkansas	Little Rock	AR		Public	Charitable	7,500
Boys & Girls Club of LeFlore County	Poteau	OK		Public	Charitable	7,200
Boys & Girls Club of Nowata, Inc	Nowata	OK		Public	Charitable	11,000
Boys & Girls Club of Paris, Inc	Paris	AR		Public	Charitable	4,000
Boys & Girls Club of Saline County	Benton	AR		Public	Charitable	3,000
Boys & Girls Club of Sequoyah County	Sallisaw	OK		Public	Charitable	2,500
Boys & Girls Club of Siloam Springs AR, Inc	Siloam Springs	AR		Public	Charitable	2,500
Boys & Girls Club of the Ozarks, Inc	Branson	MO		Public	Charitable	5,000
Boys & Girls Club of Van Buren	Van Buren	AR		Public	Charitable	5,000
Boys & Girls Clubs of America	Atlanta	GA		Public	Charitable	25,000
Boys & Girls Clubs of Metropolitan Phoenix	Phoenix	AZ		Public	Charitable	15,000
Bridges Preparatory School	Oakland	CA		Exp Responsibility	Education	10,000
Bright Star Secondary Academy	Los Angeles	CA		Public	Education	180,000
Brighter Choice Foundation	Albany	NY		Public	Education	1,087,915
Broken Arrow Neighbors	Broken Arrow	OK		Public	Charitable	4,500
Broken Arrow Public School Foundation, Inc	Broken Arrow	OK		Public	Education	5,000
Bryant Youth Association	Bryant	AR		Public	Charitable	3,000
Building Excellent Schools	Boston	MA		Public	Education	2,966,700
Building Hope	Washington	DC		Exp Responsibility	Education	350,000
Bull Shoals Library Friends, Inc	Bull Shoals	AR		Public	Charitable	2,500
Cabot Panther Education Foundation	Cabot	AR		Public	Education	4,000
California Academy of Sciences	San Francisco	CA		Public	Charitable	430,000
California Charter Schools Association CCSA	Los Angeles	CA		Public	Education	3,462,967
Cameron University Foundation, Inc	Lawton	OK		Public	Education	5,000
Camp Aldersgate	Little Rock	AR		Public	Charitable	5,000
Camp War Eagle, Inc	Rogers	AR		Exp Responsibility	Charitable	5,115,850
Cancer Research Institute of West Tennessee	Henderson	TN		Public	Charitable	15,000
Caney City Library	Caney	KS		Public	Charitable	3,000
Capital City Public Charter School	Washington	DC		Public	Education	250,000
Capital Research Center	Washington	DC		Public	Charitable	1,000
CARE Center	Oklahoma City	OK		Public	Charitable	5,000
Carety Foundation	Fort Worth	TX		Public	Charitable	25,000
Carl Albert State College Development Foundation	Poteau	OK		Public	Education	2,500
Carmen High School of Science and Technology	Milwaukee	WI		Public	Education	230,000
Carroll County Community Foundation	Eureka Springs	AR		Public	Charitable	6,000
Carson Champion School	Inglewood	CA		Exp Responsibility	Education	10,000
Carter G Woodson Middle School Campus	Chicago	IL		Public	Education	250,000
Carthage Crisis Center, Inc	Carthage	MO		Public	Charitable	3,000
CASA - Court Appointed Special Advocates	Sherman	TX		Public	Charitable	10,000
Casa of Oklahoma City Inc	Oklahoma City	OK		Public	Charitable	5,000
Catholic Social Services, Diocese of Little Rock	Little Rock	AR		Public	Charitable	98,000
Cato Institute	Washington	DC		Public	Charitable	3,000
Celebrity Fight Night Foundation	Phoenix	AZ		Public	Charitable	20,000
Center City Public Charter Schools Inc	Washington	DC		Exp Responsibility	Education	200,000
Center for Education Reform	Bethesda	MD		Public	Education	499,450
Centers for Youth & Families, Inc	Little Rock	AR		Public	Charitable	5,000
Centers For Youth and Families Foundation	Little Rock	AR		Public	Charitable	5,000
Central Arkansas Area Agency on Aging, Inc	North Little Rock	AR		Public	Charitable	2,000
Central Arkansas Development Council, Inc	Benton	AR		Public	Charitable	6,000
Centura Community School	Columbus	OH		Exp Responsibility	Education	20,000
CEO Leadership Academy, Inc	Milwaukee	WI		Public	Education	75,000
Cerebral Palsy of Tri-County, Inc	Webb City	MO		Public	Charitable	2,000
Charter Fund, Inc (CSGF)	Broomfield	CO		Exp Responsibility	Education	6,161,474
Charter School of Excellence at Davie	Fort Lauderdale	FL		Public	Education	250,000
Chicago International Charter School	Chicago	IL		Public	Education	100,000
Child Advocates of Silicon Valley, Inc	Milpitas	CA		Public	Charitable	5,000
Children's Advocacy Center of Benton County	Rogers	AR		Public	Charitable	1,750
Children's Center, Inc	Bethany	OK		Public	Charitable	5,000
Children's Discovery Museum of San Jose	San Jose	CA		Public	Charitable	1,000

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
Children's Educational Opportunity Foundation	San Antonio	TX		Public	Education	1,766,885
Children's Health Council	Palo Alto	CA		Public	Chantable	1,000
Children's Museum of Northwest Arkansas	Bentonville	AR		Public	Chantable	186,000
Children's Safety Center, Inc	Springdale	AR		Public	Chantable	5,000
Children's Scholarship Fund	New York	NY		Public	Education	15,557,500
Choate Rosemary Hall Foundation, Inc	Wallingford	CT		Public	Education	1,866,000
Choctaw Nicoma Park Public School Foundation	Choctaw	OK		Public	Education	5,000
Chrntel House Academy Inc	Indianapolis	IN		Public	Education	10,000
Chula Vista Elementary School District	Chula Vista	CA		Public	Education	144,560
Church of the Pioneers Foundation	Menlo Park	CA		Public	Chantable	15,000
Cien Aguas International School	Albuquerque	NM		Exp Responsibility	Education	10,000
City Garden Montesson Charter School	St Louis	MO		Public	Education	230,000
City of Broken Arrow	Broken Arrow	OK		Public	Chantable	3,750
City of Centerton	Centerton	AR		Public	Chantable	5,000
City of Elkins	Elkins	AR		Public	Chantable	2,000
City of Eufaula	Eufaula	OK		Public	Chantable	7,000
City of Flippin	Flippin	AR		Public	Chantable	7,500
City of Fort Smith	Fort Smith	AR		Public	Chantable	5,500
City of Gravette	Gravette	AR		Public	Chantable	6,500
City of Lowell	Lowell	AR		Public	Chantable	3,000
City of Mena	Mena	AR		Public	Education	2,500
City of Noel	Noel	MO		Public	Chantable	1,500
City of Nowata	Nowata	OK		Public	Chantable	6,500
City of Pea Ridge	Pea Ridge	AR		Public	Chantable	2,500
City of Pyatt	Pyatt	AR		Public	Chantable	1,200
City of Sapulpa	Sapulpa	OK		Public	Chantable	7,000
City of Springdale	Springdale	AR		Public	Chantable	99,225
City of Yellville	Yellville	AR		Public	Chantable	4,000
Claremore Public Schools Foundation	Claremore	OK		Public	Education	5,000
Clarksville Education Foundation, Inc	Clarksville	AR		Public	Education	3,500
Clarksville Johnson County Development Company Foundation Inc	Clarksville	AR		Public	Education	3,250
Clarksville Primary School	Clarksville	AR		Public	Education	3,250
Classic Chantable Foundation - Celebrity Classic	Fort Smith	AR		Public	Chantable	5,000
Clear Spring School	Eureka Springs	AR		Public	Education	1,000
Cleveland County Christmas Store, Inc	Norman	OK		Public	Chantable	5,000
Cleveland Entrepreneurship Preparatory School	Cleveland	OH		Public	Education	20,000
Coffee Creek Riding Center	Edmond	OK		Public	Chantable	10,000
Coffeyville Community College Foundation	Coffeyville	KS		Public	Education	7,000
College of the Ozarks	Point Lookout	MO		Public	Education	27,500
College of Wooster	Wooster	OH		Public	Education	20,000
College Ready Middle Academy #3	Los Angeles	CA		Public	Education	230,000
Colorado League of Charter Schools	Denver	CO		Public	Education	613,000
Colorado State University Foundation	Fort Collins	CO		Public	Education	20,000
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	6,500
Communication Arts Institute - Writers' Colony at Dairy Hollow, Inc	Eureka Springs	AR		Public	Chantable	1,000
Communities Foundation of Oklahoma, Inc	Oklahoma City	OK		Public	Chantable	6,500
Community Christian School	Russellville	AR		Public	Education	2,500
Community Foundation of Jackson Hole	Jackson	WY		Public	Chantable	155,000
Community Outreach Services, Inc	Pans	AR		Public	Chantable	5,000
Community School for Creative Education	Alameda	CA		Exp Responsibility	Education	50,000
COMNEC Incorporated (f/b/o Antecello Preparatory Academy)	Los Angeles	CA		Public	Education	10,000
Comunidad y Biodiversidad, A C	Guaymas Sonora Mexico			Exp Responsibility	Chantable	342,273
Confluence Preparatory Academy	St Louis	MO		Public	Education	230,000
Conservation International Foundation	Arlington	VA		Public	Chantable	20,872,382
Conway Christian School	Conway	AR		Public	Education	7,000
Conway County Center for Exceptional Children	Morrilton	AR		Public	Chantable	2,500
Conway County Single Parent Scholarship Fund	Morrilton	AR		Public	Chantable	3,000
Conway Interfaith Clinic	Conway	AR		Public	Chantable	9,000
Cookson Hills Christian Ministries	Kansas	OK		Public	Chantable	40,000
Copan Public Schools	Copan	OK		Public	Chantable	10,000
Covenant Keepers Academy for College Bound Students	Maumelle	AR		Public	Education	230,000
Coweta Public Schools	Coweta	OK		Public	Education	10,000
Cradles to Crayons	Quincy	MA		Public	Chantable	5,000
Craig County Outreach Cancer Association	Vinita	OK		Public	Chantable	2,000
Credit Counseling of Arkansas, Inc	Fayetteville	AR		Public	Chantable	89,500
Crocker Arts and Technology School	New Orleans	LA		Public	Education	250,000
Cross County School District	Cherry Valley	AR		Public	Education	240,000
Crowder College Foundation, Inc	Neosho	MO		Public	Education	5,000
Crystal Bndges - Museum of American Art, Inc	Bentonville	AR		Exp Responsibility	Chantable	77,445

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
Cystic Fibrosis Foundation	Little Rock	AR		Public	Charitable	7,000
Daily Living Centers, Inc	Oklahoma City	OK		Public	Charitable	5,000
DC Public Charter School Board	Washington	DC		Public	Charitable	927,565
Decision Point, Inc	Bentonville	AR		Public	Charitable	30,000
Denver School of Science and Technology	Denver	CO		Public	Education	220,000
Denver Venture School	Denver	CO		Public	Education	200,000
Detroit Enterprise Academy	Detroit	MI		Public	Education	50,186
Dewey Public School Distnct Support Foundation	Dewey	OK		Public	Education	5,000
Dickinson State University Foundation	Dickinson	ND		Public	Charitable	265,000
Direct Instruction Vital for Achievement Charter Academy	Playa del Rey	CA		Exp Responsibility	Education	10,000
Discovery Center of Springfield	Springfield	MO		Public	Charitable	10,000
Distnct of Columbia Public Schools (DCPS)	Washington	DC		Public	Education	365,000
Dogwood Literacy Council, Inc	Siloam Sprngs	AR		Public	Charitable	5,000
Downtown Bentonville Inc (formerly Main Street Bentonville)	Bentonville	AR		Public	Charitable	5,000
Dr Muriel Petoni Charter Schools for Scholarship, Health and Leadership	New York	NY		Exp Responsibility	Education	20,000
Dream Charter School	New York	NY		Public	Education	200,000
Duncan Public Schools Foundation	Duncan	OK		Public	Education	4,500
Duncan Regional Hospital Health Foundation	Duncan	OK		Public	Charitable	5,000
E L Haynes Public Charter School	Washington	DC		Public	Education	70,000
Eagle College Preparatory Charter School	Wankesha	WI		Public	Education	220,000
Eagle Family Ministnes, Inc	Bentonville	AR		Public	Charitable	5,000
East Oakland Leadership Academy	Oakland	CA		Public	Education	230,000
Easter Seals Arkansas	Little Rock	AR		Public	Charitable	10,000
Ecology Project International	Missoula	MT		Public	Charitable	342,403
Economic Opportunity Agency of Washington County, Inc	Springdale	AR		Public	Charitable	15,000
Economic Security Corporation of Southwest Area	Joplin	MO		Public	Charitable	5,000
Eggedwood Center for Children and Families	San Francisco	CA		Public	Charitable	1,000
Edmond Public Schools Foundation	Edmond	OK		Public	Education	5,000
Elementary Institute of Science	San Diego	CA		Public	Education	25,000
Elkins Public Schools	Elkins	AR		Public	Education	2,000
Elsie Whitlow Stokes	Washington	DC		Public	Education	138,000
Encourage Tomorrow f/b/o Big Picture High School, Fresno	Fresno	CA		Public	Education	10,000
Endowment for Inner-City Education	New York	NY		Public	Education	10,000
Enrichment Academy Green Public Charter School	Washington	DC		Exp Responsibility	Education	10,000
EnTo Charter Academy (see also Big Picture High School, Fresno)	Fresno	CA		Exp Responsibility	Education	10,000
Environment Colorado Research and Policy Center, Inc	Denver	CO		Public	Charitable	10,000
Environmental Defense Fund	Washington	DC		Public	Charitable	7,369,989
Environmental Law Institute	Washington	DC		Public	Charitable	136,903
Equestrian Zone	Russellville	AR		Public	Charitable	2,500
Ere Neighborhood House	Chicago	IL		Public	Education	50,000
e-STEM Elementary Public Charter School	Little Rock	AR		Public	Education	250,000
e-STEM Middle Public Charter School	Little Rock	AR		Public	Education	250,000
e-STEM High Public Charter School	Little Rock	AR		Public	Education	250,000
e-STEM Public Charter Schools	Little Rock	AR		Public	Education	350,000
e-STEM Public Charter Schools	Little Rock	AR		Exp Responsibility	Education	589,521
Eureka Sprngs School of the Arts	Eureka Sprngs	AR		Public	Education	1,000
Evangeline Roberts Institute of Learning (ERIL)	San Diego	CA		Exp Responsibility	Education	10,000
Evergreen State College Foundation	Olympia	WA		Public	Education	10,000
Excel Academy Charter School of East Boston	East Boston	MA		Public	Education	30,000
Excellent Education Development, Inc (ExED)	Los Angeles	CA		Public	Education	750,000
Excellent Education for Everyone, Inc	Newark	NJ		Public	Education	500,000
Exploratorium	San Francisco	CA		Public	Charitable	2,000
Fair Acres Family YMCA	Carthage	MO		Public	Charitable	2,000
Family & Childrens Services, Inc	Tulsa	OK		Public	Charitable	2,500
Farmington Public Schools - Farmington School Distnct	Farmington	AR		Public	Education	9,500
Fay School	Southborough	MA		Public	Education	1,510,000
Fayetteville Community Foundation	Fayetteville	AR		Public	Charitable	5,000
Fayetteville Public Education Foundation, Inc	Fayetteville	AR		Public	Education	1,750
Fellowship of Chrstian Athletes	Lowell	AR		Public	Education	11,000
Femcliff Board of Trustees	Little Rock	AR		Public	Charitable	10,000
Fine Arts Institute of Edmond Oklahoma	Edmond	OK		Public	Charitable	5,000
First Step Community Charter School	Los Angeles	CA		Exp Responsibility	Education	10,000
First Step Foundation	Hot Springs	AR		Public	Charitable	5,000
FJC A Foundation of Donor Advised Funds	New York	NY		Public	Charitable	12,000
Flagstaff International Relief Effort (F I R E)	Flagstaff	AZ		Public	Charitable	5,000
Florence Crittenton Home	Little Rock	AR		Public	Charitable	15,000
Floresta USA, Inc	San Diego	CA		Public	Charitable	5,000
Flonda Association of Scholarship Funding Organizations (FLASFO)	Tampa	FL		Public	Education	602,904
Flonda High School for Accelerated Learning	Fort Lauderdale	FL		Public	Education	250,000
Flonda High School for Accelerated Learning - Lauderhill	Fort Lauderdale	FL		Public	Education	250,000
Flonda High School for Accelerated Learning - Miramar	Fort Lauderdale	FL		Public	Education	250,000
Fort Smith Art Center	Fort Smith	AR		Public	Charitable	5,000



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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
Fort Smith Chamber Economic Development Foundation, Inc	Fort Smith	AR		Public	Chantable	31,250
Fort Smith Inter-Faith Community Center, Inc	Fort Smith	AR		Public	Chantable	5,000
Fort Smith Museum of History	Fort Smith	AR		Public	Chantable	5,000
Fort Smith Public Schools	Fort Smith	AR		Public	Education	5,000
Fort Smith Symphony Association, Inc	Fort Smith	AR		Public	Chantable	5,000
Foundation Center	New York	NY		Public	Chantable	5,000
Foundation for the Mid South	Jackson	MS		Public	Chantable	1,399,188
Four Corners School of Outdoor Education, Inc	Monticello	UT		Public	Chantable	100,000
Fredenck Douglass Elementary School	Los Angeles	CA		Public	Education	230,000
Free Arts of Anzona	Phoenix	AZ		Public	Chantable	5,000
Free Horizon Montesson Charter School	Golden	CO		Public	Education	119,500
Freedom House	Weatherford	TX		Public	Chantable	5,000
Freeman Foundation	Joplin	MO		Public	Chantable	5,000
French School	St Louis	MO		Exp Responsibility	Education	40,000
Fresno Diversity Charter School	Fresno	CA		Exp Responsibility	Education	10,000
Friends of Ascension	Wayzata	MN		Public	Education	152,000
Friends of Balboa Park formerly Balboa Park Millennium Society	San Diego	CA		Public	Chantable	1,500
Friends of Braille Without Borders, Inc	Amelia Island	FL		Public	Chantable	10,000
Friends of Choice in Urban Schools (FOCUS)	Washington	DC		Public	Chantable	1,048,342
Friends of Marolt Park	Aspen	CO		Public	Chantable	5,000
Friends of the Chula Vista Nature Center	Chula Vista	CA		Public	Chantable	5,000
Friends of the John F Henderson Public Library, Inc	Westville	OK		Public	Chantable	3,500
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 Siloam Sprngs Library Foundation	Siloam Springs	AR		Public	Chantable	2,500
Friendship Public Charter School	Washington	DC		Public	Education	100,050
Frnk-Chambers Elementary School C-029	McAlester	OK		Public	Chantable	1,500
Fuller Theological Seminary	Pasadena	CA		Public	Chantable	10,000
Fulton Leadership Academy	Atlanta	GA		Exp Responsibility	Education	10,000
Fun in the Son Ministres	Shell Knob	MO		Public	Chantable	4,000
Galapagos Charter School	Chicago	IL		Public	Education	50,000
Genesis House, Inc	Siloam Sprngs	AR		Public	Chantable	2,500
Georgetown University (President and Directors of Georgetown College)	Washington	DC		Public	Education	1,161,864
German School of St Louis	St Louis	MO		Exp Responsibility	Education	10,000
Gideons International	Bentonville	AR		Public	Chantable	1,000
Girl Scouts of Colorado (Girl Scouts Mile Hi Council)	Denver	CO		Public	Chantable	2,000
Girl Scouts of Magic Empire Council, Inc	Tulsa	OK		Public	Chantable	5,000
Girl Scouts Susitna Council	Anchorage	AK		Public	Chantable	2,000
Girl's Incorporated of Fort Smith	Fort Smith	AR		Public	Chantable	2,500
Girls Preparatory Charter School of East Harlem	New York	NY		Exp Responsibility	Education	20,000
Global Academy	Columbia Heights	MN		Public	Education	230,000
Global Explorers	Fort Collins	CO		Public	Chantable	57,000
Goblin Booster Club	Harrison	AR		Public	Chantable	5,000
God's Helping Hands	Eufaula	OK		Public	Chantable	2,000
Goethe International Charter School of L A	Venice	CA		Exp Responsibility	Education	30,000
Gompers Charter Middle School	San Diego	CA		Public	Education	50,000
Good Samantan Clinic	Fort Smith	AR		Public	Chantable	9,000
Governor Dummer Academy	Byfield	MA		Public	Education	35,000
Grady Memonal Hospital Foundation	Chickasha	OK		Public	Chantable	2,500
Grand Canyon River Guides	Flagstaff	AZ		Public	Chantable	7,500
Grand Canyon Youth	Flagstaff	AZ		Public	Chantable	165,000
Gravette Community Foundation	Gravette	AR		Public	Chantable	3,500
Grayson County Shelter	Denison	TX		Public	Chantable	6,000
Great Anzona Puppet Theater	Phoenix	AZ		Public	Chantable	5,000
Greater Fairbanks Community Hospital Foundation	Fairbanks	AK		Public	Chantable	15,000
Greater Houston Community Foundation	Houston	TX		Public	Chantable	15,000
GreatSchools Inc	San Francisco	CA		Public	Education	1,800,000
Greenwood Education Foundation, Inc	Greenwood	AR		Public	Education	2,000
Greenwood Rotary Foundation, Inc	Greenwood	AR		Public	Chantable	1,500
Greystone Chantable Events, Inc	Cabot	AR		Public	Chantable	1,000
Grove Public Schools - Grove School District	Grove	OK		Public	Education	5,000
GudeStar	Washington	DC		Public	Chantable	5,000
Habitat for Humanity of Benton County, Inc	Bentonville	AR		Public	Chantable	10,000
Habitat for Humanity of Carroll County, Inc	Eureka Springs	AR		Public	Chantable	2,000
Habitat for Humanity of Sprngfield Inc	Springfield	MO		Public	Chantable	7,500
Happy Hill Farm Children's Home	Granbury	TX		Public	Education	20,000
Harlem Link School	New York	NY		Public	Education	50,000
Harlem Success Academy Charter School #2	New York	NY		Public	Education	170,000
Harlem Success Academy Charter School #3	New York	NY		Public	Education	170,000
Harlem Success Academy Charter School #4	New York	NY		Public	Education	170,000
Harvard College	Boston	MA		Public	Education	180,000
Harvey & Bernice Jones Center for Families (AKA Jones Trust)	Springdale	AR		Exp Responsibility	Chantable	1,250,000

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
Health and Human Services Academy	Detroit	MI		Exp Responsibility	Education	10,000
Healthy Child Healthy World, Inc	Los Angeles	CA		Public	Charitable	1,000
Help In Cnsis, Inc	Sallisaw	OK		Public	Charitable	2,375
Heritage Foundation	Washington	DC		Public	Charitable	5,000
Hernng Gut Learning Center	Port Clyde	ME		Public	Charitable	15,000
Herron High School	Indianapolis	IN		Public	Education	50,000
High Country News	Paonia	CO		Public	Charitable	5,000
High Tech Middle Media Arts	San Diego	CA		Public	Education	50,000
Hill View Montesson Charter School of Haverhill	Haverhill	MA		Public	Education	30,000
HIPPY USA (Home Instruction for Parents of Preschool Youngsters)	Little Rock	AR		Public	Charitable	2,500
Hispanic Council for Reform and Educational Options (HCREO)	Washington	DC		Public	Education	200,000
Historic Preservation Alliance of Arkansas, Inc	Little Rock	AR		Public	Charitable	2,000
Hmong Association, Inc	Decatur	AR		Public	Charitable	4,500
Hollister Tiger Athletics Boosters	Hollister	MO		Public	Charitable	2,500
Holy Land Christians Society	Falls Church	VA		Public	Charitable	50,000
Home Hospice of Grayson County	Sherman	TX		Public	Charitable	2,000
Hoover Institution, Stanford University	Stanford	CA		Public	Education	10,000
Hope, Inc	Mineral Wells	TX		Public	Charitable	10,000
Hopeville Charter School	Carson	CA		Exp Responsibility	Education	20,000
Hopi Foundation	Keams Canyon	AZ		Public	Charitable	2,500
Hopi Trnbe	Kykotsmovi	AZ		Public	Charitable	2,500
Horses for Healing - formerly Rocky Creek Horses Help	Bentonville	AR		Public	Charitable	15,000
Hospital Development Foundation, Inc	Mountain Home	AR		Public	Charitable	7,800
Hot Springs Documentary Film Institute	Hot Sprngs	AR		Public	Charitable	25,000
ICEF Elementary School #4 (now ICEF Vista Elementary School)	Los Angeles	CA		Public	Education	230,000
ICF - International Community Foundation	National City	CA		Public	Charitable	2,500
Illinois Network of Charter Schools	Chicago	IL		Public	Education	890,000
Illinois River Watershed Partnership	Fayetteville	AR		Public	Charitable	250,000
Impact Oklahoma, Inc	Norman	OK		Public	Charitable	8,000
Independent College Fund of Arkansas	North Little Rock	AR		Public	Education	12,000
Indiana Public Charter Schools Association, Inc	Indianapolis	IN		Public	Education	280,000
Infant Cnsis Services	Oklahoma City	OK		Public	Charitable	7,000
In-House-Connectons f/b/o Green Public Charter School DC	Washington	DC		Public	Education	10,000
Innovations Academy	La Jolla	CA		Exp Responsibility	Education	10,000
Inspiration Point Fine Arts Colony	Eureka Sprngs	AR		Public	Charitable	5,000
Institute for Humane Studies	Arlington	VA		Public	Charitable	40,000
Institute For Justice	Arlington	VA		Public	Education	400,000
Interarts Inc	Hot Sprngs	AR		Public	Charitable	5,000
International High School	San Pedro	CA		Exp Responsibility	Education	10,000
International Mountain Bicycling Assoc	Boulder	CO		Public	Charitable	5,000
Irvington Community High School	Indianapolis	IN		Public	Education	250,000
James and Dorothy Doss Heritage and Culture Center of Parker County	Weatherford	TX		Public	Charitable	20,000
James Jordan MS	Northridge	CA		Public	Education	50,000
Jane Phillips Memorial Medical Center	Bartlesville	OK		Public	Charitable	5,000
Jay Emergency Services Auxiliary, Inc	Jay	OK		Public	Charitable	4,000
Jay Public Schools	Jay	OK		Public	Education	2,000
Jay Public Schools Educational Foundation, Inc	Jay	OK		Public	Education	4,000
Jim Riley Outreach, Inc	Edmond	OK		Public	Charitable	5,000
Johns Hopkins University	Baltimore	MD		Public	Charitable	100,000
Johnson C Smith Theological Seminary	Atlanta	GA		Public	Charitable	5,000
Jones Center for Families Inc	Springdale	AR		Public	Charitable	202,501
Joplin Business & Industrial Development Corporation	Joplin	MO		Public	Charitable	5,000
Joplin Family Y	Joplin	MO		Public	Charitable	3,000
Junior Achievement of Arkansas, Inc	Little Rock	AR		Public	Charitable	60,000
Just Communities of NWA, Inc	Springdale	AR		Public	Charitable	58,239
Kappa Kappa Gamma Foundation	Columbus	OH		Public	Education	500,000
Keep Benton County Beautiful	Bentonville	AR		Public	Charitable	19,467
Kindezi School	Atlanta	GA		Exp Responsibility	Education	10,000
Kindezi School	Atlanta	GA		Public	Education	250,000
Kindness, Inc	Mountain Home	AR		Public	Charitable	1,000
Kingston Community Library	Kingston	AR		Public	Charitable	1,000
KIPP Foundation	San Francisco	CA		Public	Education	5,200,000
Klamath River Early College of the Redwoods	Klamath	CA		Public	Education	151,335
Klamath River Inter-Tribal Fish and Water Commission	Hoopa	CA		Public	Charitable	40,000
K-Life Ministnes	Harrison	AR		Public	Charitable	5,000
Kornerstone Program of Shell Knob Missoun	Shell Knob	MO		Public	Education	4,000
KQED, Inc	San Francisco	CA		Public	Charitable	1,000
Lakota Fund	Kyle	SD		Public	Charitable	5,000
Larchmont Charter School, West Hollywood	West Hollywood	CA		Exp Responsibility	Education	10,000
Larchmont Charter School, West Hollywood	West Hollywood	CA		Public	Education	250,000
Las Patronas	La Jolla	CA		Public	Charitable	1,000
Lawton Enhancement Trust Authority	Lawton	OK		Public	Charitable	10,000

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
LEARN Charter School	Chicago	IL		Public	Education	250,000
Leland Stanford Junior University	Stanford	CA		Public	Charitable	150,000
Life Styles Foundation, Inc	Fayetteville	AR		Public	Charitable	2,000
Lighthouse Academies	Framingham	MA		Public	Education	121,750
Lighthouse Misson/Lighthouse Outreach Center	Bartlesville	OK		Public	Charitable	4,000
Lincoln International Charter School	Minneapolis	MN		Public	Education	250,000
Lincoln Public Schools	Lincoln	AR		Public	Education	5,000
Lincoln School District	Lincoln	AR		Public	Education	215,622
Lions World Services for the Blind	Little Rock	AR		Public	Charitable	12,000
Literacy Council of Benton County, Inc	Bentonville	AR		Public	Charitable	25,000
Literacy Council of Garland County, Inc	Hot Springs	AR		Public	Education	2,500
Literacy Council of Western Arkansas, Inc	Fort Smith	AR		Public	Education	1,500
Literacy Volunteers of Amena	Springfield	MO		Public	Charitable	5,000
Little Rock Urban Prep for Young Men	Little Rock	AR		Exp Responsibility	Education	10,000
Loaves & Fishes Food Bank of the Ozarks, Inc	Berryville	AR		Public	Charitable	3,500
Local Initiatives Support Corporation (LISC)	New York	NY		Public	Education	1,833,000
Lonoke County Museum	Lonoke	AR		Public	Charitable	5,000
Lonoke Exceptional School - Lonoke	Lonoke	AR		Public	Education	5,000
Los Angeles Creative Arts High School	Los Angeles	CA		Exp Responsibility	Education	10,000
Lucile Packard Foundation for Children's Health	Palo Alto	CA		Public	Charitable	10,000
Madison County	Huntsville	AR		Public	Charitable	9,300
Madison County Fair Association, Inc	Huntsville	AR		Public	Charitable	10,000
Magnolia Science Academy-4	Venice	CA		Public	Education	250,000
Magnolia Science Academy-5	Hollywood	CA		Public	Education	250,000
Main Street Harnson Foundation, Inc	Harrison	AR		Public	Charitable	3,000
Main Street Rogers Inc	Rogers	AR		Public	Charitable	5,000
MAPSA - Michigan Association of Public School Academies	Lansing	MI		Public	Education	620,700
March of Dimes Birth Defects Foundation	Oklahoma City	OK		Public	Charitable	10,000
Marne Stewardship Council	London			Public	Charitable	1,675,000
Manon 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
Marshfield - Community Foundation of the Ozarks	Springfield	MO		Public	Charitable	3,500
Martin Brown Academy	Berkeley	CA		Exp Responsibility	Education	20,000
Mary Abbott Children's House, Inc	Norman	OK		Public	Charitable	5,000
Mayo Clinic Arizona	Scottsdale	AZ		Public	Charitable	100,000
McDonald County School Foundation	Pineville	MO		Public	Education	5,000
Men Mentoring Young Minonties	Hot Springs	AR		Public	Charitable	1,500
Mena High School	Mena	AR		Public	Education	3,500
Mercy Regional Health Foundation	Joplin	MO		Public	Charitable	5,000
Messmer Catholic Schools Scholarships	Milwaukee	WI		Public	Education	10,000
Miami Downtown Redevelopment Authority	Miami	OK		Public	Charitable	5,000
Mid Peninsula Regional Open Space District	Los Altos	CA		Public	Charitable	5,000
Mid-Atlantic Equity Consortium Community Public Charter School	Washington	DC		Exp Responsibility	Education	10,000
MID-CAL Entrepreneurial and Mathematics Charter School	Fresno	CA		Exp Responsibility	Education	10,000
Mile High Chapter - American Red Cross	Denver	CO		Public	Charitable	5,000
Miller McCoy Academy for Mathematics and Business	New Orleans	LA		Public	Education	250,000
Milton & Rose D Friedman Foundation	Indianapolis	IN		Public	Education	100,000
Milwaukee College Preparatory School	Milwaukee	WI		Public	Education	10,000
Mississippi Center for Public Policy	Jackson	MS		Public	Charitable	73,500
Mississippi State University	Mississippi State	MS		Public	Charitable	179,250
Missouri Southern Foundation	Joplin	MO		Public	Charitable	2,500
Missouri Southern International Piano Competition	Joplin	MO		Public	Charitable	2,500
MMAC Community Support Foundation	Milwaukee	WI		Public	Education	150,000
Modern Art Museum of Fort Worth	Fort Worth	TX		Public	Charitable	50,000
Monterey Bay Aquanum Foundation	Monterey	CA		Public	Charitable	5,000
Montesson Charter School of Los Angeles	Los Angeles	CA		Exp Responsibility	Education	20,000
Monticello Charter School	Sherman Oaks	CA		Exp Responsibility	Education	20,000
Moore Norman Technology Center Foundation, Inc	Norman	OK		Public	Education	2,500
Mother to Mother Ministry of Northwest Arkansas	Bentonville	AR		Public	Charitable	2,000
Mountain Metro AMBUCS	Lawton	OK		Public	Charitable	17,500
Mundo Verde Bilingual Public Charter School	Washington	DC		Exp Responsibility	Education	20,000
Muscular Dystrophy Association	Tulsa	OK		Public	Charitable	10,000
Museum of Northern Anzona, Inc	Flagstaff	AZ		Public	Charitable	10,000
Muskogee Public Schools	Muskogee	OK		Public	Education	9,000
National Alliance for Public Charter Schools (NAPCS)	Washington	DC		Public	Education	1,175,000
National Association of Charter School Authorizers (NACSA)	Chicago	IL		Public	Education	975,590
National Audubon Society	New York	NY		Public	Charitable	1,847,971
National Council of La Raza - NCLR	Washington	DC		Public	Education	150,000
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

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
National Museum of Women in the Arts, Inc	Washington	DC		Public	Chantable	35,000
National Right to Work Legal Defense & Education Foundation	Springfield	VA		Public	Education	85,000
National Tax Limitation Foundation	Roseville	CA		Public	Chantable	1,000
National Wildlife Federation	Reston	VA		Public	Chantable	1,658,760
National World War II Museum	New Orleans	LA		Public	Chantable	2,500
Native Seeds SEARCH	Tucson	AZ		Public	Chantable	1,000
Nature Conservancy - Arizona	Phoenix	AZ		Public	Chantable	25,000
Nature Conservancy of Texas, Inc	Dallas	TX		Public	Chantable	25,000
Nature Conservancy, Inc	Arlington	VA		Public	Chantable	15,000
Nature Conservancy, Inc - Arkansas	Little Rock	AR		Public	Chantable	204,323
Nature Conservancy, Inc - California	San Francisco	CA		Public	Chantable	5,000
Neosho Newton County Library	Neosho	MO		Public	Chantable	2,500
Neosho R-5 School District	Neosho	MO		Public	Education	2,500
New America School	Denver	CO		Public	Education	7,000
New Haven Home, Inc	Mineral Wells	TX		Public	Chantable	120,000
New Heights Christian School	Bentonville	AR		Public	Education	19,000
New Jersey Charter Public Schools Association	Trenton	NJ		Public	Education	50,000
New Leaders	New York	NY		Public	Education	1,370,000
New Life Ranch	Colcord	OK		Public	Chantable	25,000
New Los Angeles Charter School	Los Angeles	CA		Public	Education	200,000
New Mexico Coalition for Charter Schools	Albuquerque	NM		Public	Education	170,000
New Millennium Secondary School	Carson	CA		Exp Responsibility	Education	10,000
New Millennium Secondary School	Carson	CA		Public	Education	230,000
New Orleans Charter Science and Math Academy	New Orleans	LA		Public	Education	250,000
New Teacher Project	Brooklyn	NY		Public	Education	1,167,259
New York Charter Schools Association	Albany	NY		Public	Education	993,743
New York Historical Society	New York	NY		Public	Chantable	50,000
Newark Charter School Fund	Newark	NJ		Exp Responsibility	Education	650,000
NewSchools Venture Fund	San Francisco	CA		Public	Education	1,473,683
Nixa - Community Foundation of the Ozarks	Springfield	MO		Public	Chantable	3,500
NoHo Charter School	Sun Valley	CA		Exp Responsibility	Education	20,000
Norman Park Foundation, Inc	Norman	OK		Public	Chantable	2,500
Norman Public School Foundation	Norman	OK		Public	Education	5,000
North Arkansas College Foundation, Inc	Hamson	AR		Public	Education	8,000
North Little Rock Public Education Foundation	North Little Rock	AR		Public	Education	2,000
Northeast Benton County Volunteer Fire Department, Inc	Garfield	AR		Public	Chantable	1,000
Northeast Technology Center	Pryor	OK		Public	Education	4,000
Northeastern Oklahoma A&M College Development Foundation, Inc	Miami	OK		Public	Education	5,000
Northern Arizona University Foundation	Flagstaff	AZ		Public	Chantable	1,000
Northland Family Help Center	Flagstaff	AZ		Public	Chantable	5,000
Northside Elementary School	Siloam Springs	AR		Public	Education	2,500
Northwest Arkansas Community College Foundation, Inc	Bentonville	AR		Public	Chantable	933,500
Northwest Arkansas Crisis Intervention Center	Springdale	AR		Public	Chantable	5,000
Northwest Arkansas Economic Development District, Inc	Hamson	AR		Public	Chantable	7,000
Northwest Arkansas Education Service Cooperative	Farmington	AR		Public	Education	4,806
Northwest Arkansas Food Bank	Bethel Heights	AR		Public	Chantable	4,400
Northwest Evaluation Association (NWEA)	Lake Oswego	OR		Public	Education	62,418
Northwest Organization for Animal Help (NOAH)	Stanwood	WA		Public	Chantable	2,500
Not My Kid, Inc	Phoenix	AZ		Public	Chantable	15,000
Nowata Middle School	Nowata	OK		Public	Education	5,000
Nutmeg Big Brothers Big Sisters	Hartford	CT		Public	Chantable	3,500
Ocean Conservancy	Washington	DC		Public	Chantable	1,980,160
Octavio Paz Intermediate School	Chicago	IL		Public	Education	55,000
Octavio Paz Primary School	Chicago	IL		Public	Education	55,000
Office of Human Concern	Rogers	AR		Public	Chantable	6,000
Ohio Alliance of Public Charter Schools (OAPCS)	Columbus	OH		Public	Education	368,950
OK Mozart Inc	Bartlesville	OK		Public	Chantable	5,000
Oklahoma Arts Institute	Norman	OK		Public	Chantable	5,000
Oklahoma Centennial Commemoration Fund	Oklahoma City	OK		Public	Chantable	20,000
Oklahoma Center for Nonprofits	Tulsa	OK		Public	Chantable	2,000
Oklahoma Christian University, Inc	Oklahoma City	OK		Public	Education	10,000
Oklahoma City Food Bank, Inc dba Regional Food Bank of Oklahoma	Oklahoma City	OK		Public	Chantable	20,000
Oklahoma Foundation for Excellence	Oklahoma City	OK		Public	Education	5,000
Oklahoma Heritage Association, Inc	Oklahoma City	OK		Public	Chantable	5,000
Oklahoma Wesleyan University	Bartlesville	OK		Public	Education	11,000
Oklahoma Zoological Society, Inc	Oklahoma City	OK		Public	Chantable	10,000
Old Jail Art Center	Albany	TX		Public	Chantable	10,000
Omar D Blair Charter School	Denver	CO		Public	Education	50,491
One World School	Irvine	CA		Exp Responsibility	Education	50,000
Operation Aware of Oklahoma Inc	Tulsa	OK		Public	Chantable	2,500
Operation One Voice	Duluth	GA		Public	Chantable	5,000
Oral Roberts University	Tulsa	OK		Public	Education	5,000

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
Ouachita Baptist University	Arkadelphia	AR		Public	Education	50,000
Outreach International	Independence	MO		Public	Charitable	5,000
Ozark Center	Joplin	MO		Public	Charitable	5,000
Ozark Mission Project	Conway	AR		Public	Charitable	5,000
Ozark Natural Science Center, Inc	Huntsville	AR		Public	Charitable	8,500
Ozark Regional Share and Care Program, Inc	Harrison	AR		Public	Charitable	4,000
Ozark Society Foundation	Little Rock	AR		Public	Charitable	7,000
Pacific American Education and Scholastic Foundation	San Diego	CA		Public	Education	20,000
Pacific Research Institute for Public Policy	San Francisco	CA		Public	Education	55,000
Pais Academy	St Louis	MO		Exp Responsibility	Education	9,505
Palo Pinto Challenge, Inc	Strawn	TX		Public	Education	5,000
Para Los Ninos	Los Angeles	CA		Public	Education	30,000
Para Los Ninos Charter Middle School	Los Angeles	CA		Public	Education	220,000
Parents in Charge Foundation	Fairfax	VA		Public	Education	100,000
Pans Public Schools Education Foundation, Inc	Paris	AR		Public	Education	1,000
Park Friends, Inc	Tulsa	OK		Public	Charitable	5,000
Parkview Elementary School	Van Buren	AR		Public	Education	3,500
pARTners	Jackson	WY		Public	Charitable	15,000
Patrons of the Prado	San Diego	CA		Public	Charitable	5,000
Pea Ridge School District	Pea Ridge	AR		Public	Education	16,500
Peace House Foundation (Amani Children's Home)	Eden Prairie	MN		Public	Charitable	10,000
Peace In My World Inc	Woodland Hills	CA		Public	Education	10,000
Pediatric Hematology Children's Assistance Fund	Mesa	AZ		Public	Charitable	2,000
Peel House Foundation	Bentonville	AR		Exp Responsibility	Charitable	343,290
Peninsula Habitat for Humanity	Redwood City	CA		Public	Charitable	10,000
Peninsula Open Space Trust	Palo Alto	CA		Public	Charitable	1,000
People Against Cancer, Inc	Otho	IA		Public	Charitable	5,000
Performing Arts Fort Worth, Inc	Fort Worth	TX		Public	Charitable	76,800
Philanthropy Roundtable	Washington	DC		Public	Charitable	50,000
Phillips Brooks School	Menlo Park	CA		Public	Education	50,000
Phoenix Art Museum	Phoenix	AZ		Public	Charitable	25,000
Phoenix Children's Hospital Foundation	Phoenix	AZ		Public	Charitable	25,000
Phoenix Theatre	Phoenix	AZ		Public	Charitable	10,000
Playing for Change Foundation	Los Angeles	CA		Public	Charitable	30,000
Pocola Elementary School PTA	Pocola	OK		Public	Education	2,500
Positive Atmosphere Reaches Kids (PARK Foundation)	Little Rock	AR		Public	Charitable	5,000
Positive Coaching Alliance	Mountain View	CA		Public	Charitable	1,000
Poteau Police Department	Poteau	OK		Public	Charitable	2,675
Prairie Grove Elementary School	Prairie Grove	AR		Public	Education	5,000
Prairie Grove Middle School	Prairie Grove	AR		Public	Education	5,000
Presbyterian Children's Homes & Services	Austin	TX		Public	Charitable	10,000
Prescott College	Prescott	AZ		Public	Education	10,000
Progressive League of College Station	College Station	AR		Public	Charitable	15,000
Project Bokonon, Inc	Atlanta	GA		Public	Charitable	5,000
Project Rwanda	Salinas	CA		Public	Charitable	50,000
Project School	Indianapolis	IN		Exp Responsibility	Education	30,000
Project School	Indianapolis	IN		Public	Education	200,000
Project Walk Spinal Cord Injury Recovery Center, Inc	Carlsbad	CA		Public	Charitable	1,000
Propel Schools Foundation	Pittsburgh	PA		Public	Education	62,000
Providence Christian Ministries, Inc	Lowell	AR		Public	Education	2,000
Pryor Public Library	Pryor	OK		Public	Charitable	4,000
Public Broadcasting of Colorado, Inc	Centennial	CO		Public	Charitable	5,000
Quapaw Quarter United Methodist Church	Little Rock	AR		Public	Charitable	2,500
Quest Scholars Program	Stanford	CA		Public	Education	2,000
Rady Childrens Hospital San Diego	San Diego	CA		Public	Charitable	10,000
Reality Check, Inc	Lowell	AR		Public	Charitable	1,750
Recovery School District	New Orleans	LA		Public	Education	3,376,509
Regents of the University of Minnesota	Minneapolis	MN		Public	Education	130,937
Richard Allen Math and Science Academy	Brooklyn Park	MN		Public	Education	230,000
Rise Academy School of Science and Technology	West Palm Beach	FL		Public	Education	250,000
Roaring Fork Public Radio Translator, Inc	Aspen	CO		Public	Charitable	1,000
Rocky Mountain Institute	Snowmass	CO		Public	Charitable	5,000
Rogers Development Foundation, Inc	Rogers	AR		Public	Charitable	4,500
Rogers Little Theatre	Rogers	AR		Public	Charitable	750,000
Rogers Public Schools	Rogers	AR		Public	Education	5,000
Rogers-Bentonville Junior Auxiliary	Rogers	AR		Public	Charitable	2,000
Ronald McDonald House	Springfield	MO		Public	Charitable	5,000
Rotary Foundation of Bentonville - Bella Vista Foundation	Bentonville	AR		Public	Charitable	5,000
Ruby Dantzler Elementary School (Lou Dantzler Elementary School)	Los Angeles	CA		Public	Education	230,000
Rufino Tamayo Charter School	Chicago	IL		Public	Education	30,000
Russellville Development Foundation	Russellville	AR		Public	Charitable	5,000
Safe Place, Inc	Morrilton	AR		Public	Charitable	2,500

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
Saint Anthony School	Milwaukee	WI		Public	Education	10,000
Salina Arts and Humanities Foundation	Salina	KS		Public	Chantable	1,500
Salvation Army	Tulsa	OK		Public	Chantable	10,000
Salvation Army - Fayetteville	Fayetteville	AR		Public	Chantable	20,000
Salvation Army of Bartlesville	Bartlesville	OK		Public	Chantable	10,000
Salvation Army of Carroll County	Eureka Springs	AR		Public	Chantable	1,000
Salvation Army Vinita	Vinita	OK		Public	Chantable	5,000
Samaritan House Community Center	Rogers	AR		Public	Chantable	3,000
San Diego Society of Natural History	San Diego	CA		Public	Chantable	327,237
Savanna Public School	Savanna	OK		Public	Chantable	7,500
School Choice Ohio	Columbus	OH		Public	Education	400,000
School Choice Wisconsin	Milwaukee	WI		Public	Education	310,000
School Performance Inc (SPNY)	Albany	NY		Public	Education	605,593
Schools in Action	Los Angeles	CA		Public	Education	30,000
Sea Education Association	Woods Hole	MA		Public	Education	5,000
Seaweb	Silver Spring	MD		Public	Chantable	415,322
Second Street Live, Inc	Fort Smith	AR		Public	Chantable	5,000
Seed Savers Exchange, Inc	Decorah	IA		Public	Chantable	5,000
Seed School of Washington DC	Washington	DC		Public	Education	79,600
Shawnee Community Foundation	Shawnee	OK		Public	Education	30,000
Shell Knob Senior Center	Shell Knob	MO		Public	Chantable	2,000
Shriners Hospitals for Children	Vinita	OK		Public	Chantable	3,000
Shriners Hospitals for Children (TX)	Forth Worth	TX		Public	Chantable	1,000
Siloam Springs Public Schools	Siloam Springs	AR		Public	Education	82,960
Siloam Springs Youth Baseball	Siloam Springs	AR		Public	Chantable	2,500
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 Sur	CA		Exp Responsibility	Chantable	352,833
Sojourner Truth Academy	New Orleans	LA		Public	Education	250,000
South Conway County Public School Foundation	Morrilton	AR		Public	Education	1,000
Southern Financial Partners	Arkadelphia	AR		Public	Chantable	2,149,866
Spanish School	St Louis	MO		Exp Responsibility	Education	50,000
Springdale Education and Scholarship Foundation	Springdale	AR		Public	Education	6,250
Springdale Public Schools	Springdale	AR		Public	Chantable	36,000
St Edward Mercy Foundation	Fort Smith	AR		Public	Chantable	5,000
St Hope Corporation	Sacramento	CA		Public	Education	319,662
St Joseph's Mercy Health Center	Hot Springs	AR		Public	Chantable	3,500
St Mary's Hospital Foundation	Rogers	AR		Public	Chantable	25,000
Stanford University	Stanford	CA		Public	Education	47,000
Stanford University - John W Gardner Center for Youth and Their Communities	Stanford	CA		Public	Chantable	800,000
Stephens County Humane Society	Duncan	OK		Public	Chantable	1,000
Stillwater Childrens 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
Stockton -Community Foundation of the Ozarks	Springfield	MO		Public	Chantable	3,500
STRIDE Academy	St Cloud	MN		Public	Education	40,000
Students in Free Enterprise	Springfield	MO		Public	Education	150,000
Studio Mid-Del Inc	Midwest City	OK		Public	Chantable	5,000
Success Charter Network	New York	NY		Public	Education	1,025,000
Susan G Komen Breast Cancer Foundation	Oklahoma City	OK		Public	Chantable	5,000
Sustainable Northwest	Portland	OR		Public	Chantable	30,000
Synergy Charter Academy	Los Angeles	CA		Public	Education	10,000
Synergy Kinetic Academy	Los Angeles	CA		Public	Education	230,000
Tahlequah Public Schools	Tahlequah	OK		Public	Chantable	4,000
Tarleton State University	Stephenville	TX		Public	Education	5,000
Teach for America (National)	New York	NY		Public	Education	2,229,382
Teach for America-Arkansas	Oxford	MS		Public	Education	320,000
Teach Inc	Los Angeles	CA		Public	Education	10,000
Teach Inc	Los Angeles	CA		Exp Responsibility	Education	10,000
Team Up for Youth	Oakland	CA		Public	Chantable	10,000
Tech Museum of Innovation	San Jose	CA		Public	Chantable	1,000
Teen Challenge of Arkansas, Inc	Hot Springs	AR		Public	Chantable	2,500
Teton Science School	Jackson	WY		Public	Education	88,000
Teton Valley Community School, Inc	Victor	ID		Public	Education	10,000
Texas Charter Schools Association	Austin	TX		Exp Responsibility	Education	500,000
Texas Game Warden Association, Inc	Kyle	TX		Public	Chantable	1,000
Texas Rangers Association Foundation	Waco	TX		Public	Chantable	10,000
The Wilsons 3 Foundation	Springdale	AR		Public	Chantable	3,000
Thomas B Fordham Institute	Washington	DC		Public	Education	400,000
Thunderbird Clubhouse	Norman	OK		Public	Chantable	2,500
Trust for Conservation Innovation	San Francisco	CA		Public	Chantable	851,348
Trust for Hidden Villa	Los Altos	CA		Public	Chantable	1,000

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
Tulsa Ballet Theatre	Tulsa	OK		Public	Chantable	30,000
Tulsa Day Center for the Homeless Inc	Tulsa	OK		Public	Chantable	5,000
Tulsa Future Inc	Tulsa	OK		Public	Chantable	20,000
Tulsa Opera, Inc	Tulsa	OK		Public	Chantable	5,000
Tulsa Public School	Tulsa	OK		Public	Education	10,000
Tulsa Rotary Community Fund, Inc	Tulsa	OK		Public	Chantable	5,000
Twentieth Century Club of Little Rock, Inc	Little Rock	AR		Public	Chantable	22,000
UCSD Cancer Center Foundation - U C San Diego Foundation	La Jolla	CA		Public	Chantable	48,285
United Israel Appeal of Canada, Inc	Toronto, Ontario			Public	Chantable	50,000
United Panshes of Southborough Inc	Southborough	MA		Public	Chantable	5,000
United Way of Adair County, Inc	Stiwell	OK		Public	Chantable	9,000
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 McDonald County	Prineville	MO		Public	Chantable	3,500
United Way of Northwest Arkansas	Lowell	AR		Public	Chantable	125,000
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 Southwest Missouri	Joplin	MO		Public	Chantable	7,000
United Way of Stephens County	Duncan	OK		Public	Chantable	3,000
United Way of the Tulsa Area	Tulsa	OK		Public	Chantable	10,000
University Charter Academy	Los Angeles	CA		Exp Responsibility	Education	10,000
University Metropolitan Day School	Los Angeles	CA		Exp Responsibility	Education	10,000
University of Arkansas Foundation, Inc	Fayetteville	AR		Public	Chantable	917,090
University of California Regents	La Jolla	CA		Public	Chantable	25,000
University of Central Arkansas Foundation	Conway	AR		Public	Chantable	940,090
University of Colorado Foundation, Inc	Boulder	CO		Public	Education	50,000
University of Oklahoma Foundation, Inc	Norman	OK		Public	Education	10,000
University of Texas - M D Anderson Cancer Center	Houston	TX		Public	Chantable	100,000
University of the Ozarks	Clarksville	AR		Public	Education	77,855
University of Tulsa	Tulsa	OK		Public	Education	3,000
University of Wyoming	Laramie	WY		Public	Chantable	2,000
University Prep Science & Math Middle School (UPSM)	Detroit	MI		Public	Education	230,000
UNO Charter School Network	Chicago	IL		Public	Education	690,000
Upper White River Basin Foundation	Branson	MO		Public	Chantable	25,000
Urban Academy Charter Middle School (now ICEF Vista Middle School)	Los Angeles	CA		Public	Education	230,000
Urban Discovery Academy	San Diego	CA		Public	Education	50,000
Urban Ecology Center	Milwaukee	WI		Public	Chantable	20,000
USA Cycling Development Foundation	Colorado Springs	CO		Public	Chantable	50,000
Valley View Foundation, Inc	Ada	OK		Public	Chantable	5,000
Van Buren Public Schools	Van Buren	AR		Public	Education	1,500
Variety Health Center	Oklahoma City	OK		Public	Chantable	5,000
Vera Lloyd Presbyterian Home & Family Services, Inc	Little Rock	AR		Public	Chantable	8,000
Vietnam Veterans of San Diego	San Diego	CA		Public	Chantable	20,000
Wagoner County Sheriff's Association	Wagoner	OK		Public	Chantable	5,000
Wagoner Neighbors, Inc	Wagoner	OK		Public	Chantable	5,000
Wake Forest University	Winston-Salem	NC		Public	Education	5,000
Wallingford Emergency Shelter	Wallingford	CT		Public	Chantable	1,500
Wallingford Family YMCA	Wallingford	CT		Public	Chantable	1,500
Wallingford Public Library	Wallingford	CT		Public	Chantable	1,500
Walton Arts Center Inc	Fayetteville	AR		Public	Chantable	779,013
Washington County Child Care Foundation	Bartlesville	OK		Public	Chantable	2,500
Washington County Single Parent Scholarship Fund	Springdale	AR		Public	Education	229,934
Washington Mathematics Science and Technology Public Charter High School	Washington	DC		Public	Education	50,400
Washington Regional Medical Foundation	Fayetteville	AR		Public	Chantable	25,000
Washington Scholarship Fund, Inc	Washington	DC		Public	Education	900,000
Watts Learning Center	Los Angeles	CA		Public	Education	130,000
Webb City R-7 Schools Foundation	Webb City	MO		Public	Education	3,000
West Denver Preparatory Charter School - 2nd Campus	Denver	CO		Public	Education	250,000
West Metro Charter School (Beacon Academy)	Plymouth	MN		Public	Education	80,000
Westside Community School of the Arts	Cleveland	OH		Public	Education	250,000
Westside Inclusive School House Charter Elementary (WISH Charter)	Pacific Palisades	CA		Exp Responsibility	Education	20,000
Westville Public Schools	Westville	OK		Public	Education	2,500
Whispering Winds Charter School	Chieffland	FL		Public	Education	133,000
Wild Salmon Center	Portland	OR		Public	Chantable	770,000
Wildlife SOS	Salt Lake City	UT		Public	Chantable	8,000
William E Doar Jr Public Charter School for the Performing Arts	Washington	DC		Public	Education	220,000
Wisconsin Public Charter Schools Institute, Inc	Madison	WI		Public	Education	300,000
Women & Children First the Center Against Family Violence	Little Rock	AR		Public	Chantable	8,000
Womens Crisis Services of Leflore County	Poteau	OK		Public	Chantable	5,000
Woodmont Academy	Southfield	MI		Public	Education	52,690
World Wildlife Fund	Washington	DC		Public	Chantable	889,051
Wyatt-Edison Charter School	Denver	CO		Public	Education	89,000

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

Name	City	State	Relationship	Foundation Status	Purpose	Amount
Wyoming Agnculture in the Classroom	Casper	WY		Public	Education	150,000
Yankee Institute for Public Policy Studies Inc	Hartford	CT		Public	Education	19,500
Yellville Summit School Distnct 4	Yellville	AR		Public	Education	3,000
Yes Prep Public Schools - Southwest Campus	Houston	TX		Public	Education	13,595
YMCA of Bartlesville	Bartlesville	OK		Public	Chantable	3,000
YMCA of Northwest Arkansas	Bentonville	AR		Public	Chantable	15,000
YMCA of Sprngfield	Sprngfield	MO		Public	Chantable	6,000
Young Life	Conway	AR		Public	Chantable	2,500
Young Life Foundation	Colorado Sprngs	CO		Public	Chantable	10,000
Young Men's Christian Association (YMCA)	Tulsa	OK		Public	Chantable	30,000
Youth Golf of Northwest Arkansas (First Tee of Northwest Arkansas)	Bentonville	AR		Public	Chantable	2,500
Youth Services of Tulsa	Tulsa	OK		Public	Chantable	15,000
Yukon Public School Foundation for Excellence, Inc	Yukon	OK		Public	Education	5,000
Yuma Crossing National Hentage Area Corporation	Yuma	AZ		Public	Chantable	185,778
Zoological Society of San Diego	San Diego	CA		Public	Chantable	13,500
University Scholarships - \$1,250/Student/Semester	Various		None	Public	Education	1,163,651
<b>Total</b>						<b>168,874,434</b>



**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 26**

---

---

**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 anything other than its intended charitable purpose.
- (6) Date of Reports from Grantee - Dates of last annual reports were September 10, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with an independent audit report of its financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status - Taxable entity - program related investment of the Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 27**

---

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 anything other than its intended charitable purpose.
- (6) Date of Report from Grantee - Date of annual report was June 22, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with an independent audit report of its financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Taxable entity – program related investment of the Foundation.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 28**

---

---

**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 yet expended any of the 2007 program-related investment loan funds as of its most recent year ended December 31, 2008.
- (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 anything than its intended purpose.
- (6) Date of Report from Grantee/Borrower – Dates of latest financial report was August 24, 2009.
- (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, 2008. In addition, the grantee/borrower has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 29**

---

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

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

- (1) Grantee/Borrower -

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

- (2) Date and amount of program-related investment loan – June 14, 2007 - \$2,000,000  
August 21, 2008 - \$3,227,500

Amounts represent advances against a \$9 million program related investment which is a 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 program related investment loans of \$2,000,000 and \$3,227,500 made on June 14, 2007 and August 21, 2008, respectively have been and continue to be used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the Grantee/Borrower, no part of the program-related investment loan funds have been used for anything other than its intended charitable purpose.
- (6) Date of Report from Grantee/Borrower – Date of annual report was May 13, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private non-operating foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 30**

---

---

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

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

- (1) Grantee -  
  
e-STEM Public Charter Schools  
200 South Commerce, Suite 225  
Little Rock, AR 72201
- (2) Date and Amount of program related investment – Various 2008 – \$2,909,000
- (3) Purpose – Five year, no interest loan to provide funding to renovate certain real property located at 112 West Third Street, Little Rock, AR to be used as a new charter school.
- (4) Amount Expended by Grantee - The Grantee/Borrower has provided financial reports to the Foundation and the loan proceeds of \$2,909,000 have been and continue to be used in accordance with the purpose of the loan as stated in the terms of the program related investment loan agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the program related investment has been used for anything other than its intended charitable purpose.
- (6) Date of Report from Grantee – Date of financial report was August 13, 2009.
- (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 December 31, 2008. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended June 30, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – 501 (c) (3) status received. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 31**

---

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 last annual report, the grantee has expended \$4,368 of the grant funds in accordance with the terms of the grant agreement. The Foundation has requested that the grantee return the \$15,632 of unspent funds.
- (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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 32**

---

---

**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 March 27, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 33**

---

---

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 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 August 30, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending



**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 34**

---

---

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 - 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 December 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – 501 (c) (3) status received. Charter school status pending

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 35**

---

---

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

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

- (1) Grantee -  
  
Academia Moderna  
1255 E. 74<sup>th</sup> Street  
Los Angeles, CA 90001
- (2) Date and Amount of Grant – December 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 June 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**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 received in calendar 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 June 10, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 37**

---

---

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 funds related to the December 21, 2006 grant and has expended \$3,397,902 of the grant funds related to the October 18, 2007 grant as of the calendar year ended December 31, 2008 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 – Dates of annual report was October 22, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 38**

---

**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 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 calendar 2007 in accordance with the terms of the grant as of its most recent year ended December 31, 2008.
- (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 15, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 39**

---

---

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

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

- (1) Grantee -  
  
Clayton L. Valli Academy  
1350 East Sunrise Blvd. #105  
Ft. Lauderdale, FL 33304
- (2) Date and Amount of Grant – December 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 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Charter school status is pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 40**

---

---

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

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

- (1) Grantee -  
  
Community International Secondary Academy  
4908 Tower Road  
Denver, CO 80294
- (2) Date and Amount of Grant – November 8, 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 October 11, 2009
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status is pending.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 41**

---

---

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

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

- (1) Grantee -  
  
    Creare Charter High School  
    1720 Pacific Avenue #131  
    Venice, CA 90921
- (2) Date and Amount of Grant – November 14, 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 \$9,698 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 25, 2008 and October 25, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Charter school status is pending.



**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 42**

---

---

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

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

- (1) Grantee -  
  
Denver Venture School  
8300 Fairmount Drive W-103  
Denver, CO 80247
- (2) Date and Amount of Grant – October 4, 2007 – \$10,000  
December 31, 2007 - \$30,000
- (3) Purpose – Planning and pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the 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 September 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 43**

---

---

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

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

- (1) Grantee -  
  
Dream Charter School  
333 East 100<sup>th</sup> Street  
New York, NY 10029
- (2) Date and Amount of Grant – December 28, 2007 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds 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 November 24, 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 44**

---

---

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

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

- (1) Grantee -  
  
Eagle College Preparatory Charter School  
N16 W24132 Prairie Ct., Suite 220  
Waukesha, WI 53188
- (2) Date and Amount of Grant – December 28, 2007 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – The above grantee has not yet 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 – Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 45**

---

---

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

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

- (1) Grantee -  
  
    Evangeline Roberts Institute of Learning  
    946 Hanover Street  
    San Diego, CA 92114
- (2) Date and Amount of Grant – December 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 July 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 46**

---

---

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

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

- (1) Grantee -  
  
French School  
634 N. Grand Avenue, Suite 10A  
St. Louis, MO 63103
- (2) Date and Amount of Grant – October 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 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 47**

---

---

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

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

- (1) Grantee -  
  
German School of St. Louis  
634 N. Grand Avenue, Suite 10A  
St. Louis, MO 63103
- (2) Date and Amount of Grant – October 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 reports, 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 the annual reports 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 48**

---

---

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

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

- (1) Grantee -  
  
Goethe International Charter School of L.A.  
932 Vernon Avenue  
Venice, CA 90291
- (2) Date and Amount of Grant – November 14, 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 January 6, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 49**

---

---

**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 \$18,117 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 July 1, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3). Received charter school authorization.



**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 50**

---

---

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

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

- (1) Grantee -  
  
    Innovations Academy  
    3804 La Jolla Village Drive  
    La Jolla, CA 92037
- (2) Date and Amount of Grant – November 8, 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 19, 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 51**

---

---

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

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

- (1) Grantee -  
  
International High School  
3915 S. Pacific Ave.  
San Pedro, CA 90731
- (2) Date and Amount of Grant – December 31, 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 \$9,986 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 July 7, 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 52**

---

---

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 46<sup>th</sup> 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 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 24, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 53**

---

---

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

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

- (1) Grantee -  
  
Rhythm of Learning Charter School  
2132 Montana Ave., Suite B  
Culver City, CA 90403
- (2) Date and Amount of Grant – December 31, 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 June 26, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 54**

---

---

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

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

- (1) Grantee -  
  
University Metropolitan Day School  
4108 Santa Rosalia Drive, Unit C  
Los Angeles, CA 90008
- (2) Date and Amount of Grant – November 14, 2007 – \$10,000
- (3) Purpose – Planning grant for the start-up of a charter school.
- (4) Amount Expended by Grantee - Based on the annual reports, 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 July 6, 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 55**

---

---

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

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

- (1) Grantee -  
  
Academia Moderna  
1255 E. 74<sup>th</sup> Street  
Los Angeles, CA 90001
- (2) Date and Amount of Grant – September 4, 2008 – \$10,000  
December 23, 2008 - \$30,000
- (3) Purpose – Charter petition grant and pre-authorization grants 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 related to the September 4, 2008 grant in accordance with the terms of the grant agreement. The grantee has not yet filed a report as required by the grant agreement for the grant dated December 23, 2008.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the September 4, 2008 grant has been used for other than its intended purpose. See note (4) for the December 23, 2008 grant.
- (6) Date of Report from Grantee – Date of annual report was October 4, 2008. See note (4) for the December 23, 2008 grant.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports for the September 4, 2008 grant. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary. See note (4) for the December 23, 2008 grant.
- (8) Foundation Status – Charter school status is pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 56**

---

---

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

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

- (1) Grantee -  
  
Ararat Charter School  
24436 Gilmore Street  
West Hills, CA 91307
- (2) Date and Amount of Grant – January 24, 2008 – \$10,000  
September 11, 2008 - \$10,000
- (3) Purpose – Charter petition and planning grants 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 received in calendar 2008 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 July 6, 2008 and October 9, 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.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 57**

---

---

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, 22<sup>nd</sup> Floor  
Little Rock, AR 72201
- (2) Date and Amount of Grant – Various 2008 – \$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 received in calendar 2008 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 27, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with a copy of its financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation.



**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 58**

---

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

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

- (1) Grantee -  
  
Arts in Action Community Charter School  
1524 S. Ogden Drive  
Los Angeles, CA 90019
- (2) Date and Amount of Grant – March 27, 2008 – \$10,000  
July 23, 2008 - \$10,000
- (3) Purpose – Charter petition and planning grants for the start-up of a charter school.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received in calendar 2008 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 reports was May 6, 2008 and September 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.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 59**

---

---

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

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

- (1) Grantee -  
  
Bridges Preparatory School  
2950 East 29<sup>th</sup> Street  
Oakland, CA 94601
- (2) Date and Amount of Grant – May 22, 2008 – \$10,000
- (3) Purpose – Planning grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – The above grantee has not yet 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 pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 60**

---

---

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

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

- (1) Grantee -  
Building Hope  
910 17<sup>th</sup> Street NW, Suite 1100  
Washington, D.C. 20006
- (2) Date and Amount of Grant – August 21, 2008 – \$350,000
- (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 13, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private non-operating foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 61**

---

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 2007 - \$3,396,130  
Various 2008 - \$5,115,850
- (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 remaining 2007 grant funds totaling \$330,020 and \$4,069,974 of the 2008 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 14, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status - Private operating foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 62**

---

---

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

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

- (1) Grantee -  
  
Carson Champion School  
815 North La Brea, # 223  
Inglewood CA 90302
- (2) Date and Amount of Grant – January 18, 2008 – \$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 July 30, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Charter school status pending

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 63**

---

---

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

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

- (1) Grantee -  
  
Center City Public Charter School, Inc.  
910 17<sup>th</sup> Street, Suite 1150  
Washington, DC 20006
- (2) Date and Amount of Grant – January 18, 2008 – \$200,000
- (3) Purpose – To provide support for the 2007-2008 transition budgets for this 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 7, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Charter school status pending

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 64**

---

---

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

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

- (1) Grantee -  
  
Centura Community School  
2812 Pickwick Road  
Columbus, OH 43221
- (2) Date and Amount of Grant – February 7, 2008 – \$10,000  
May 14, 2008 - \$10,000
- (3) Purpose – Charter petition and planning grants for the start-up of a charter school.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$9,742 of the grant funds received on February 7, 2008 in accordance with the terms of the grant agreement. The grantee has not yet filed a report as required by the grant agreement for the grant dated May 14, 2008. No additional grants will be made to this grantee until the reporting requirements of the grant agreement are satisfied.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the February 7, 2008 grant has been used for other than its intended purpose. See note (4) for the May 14, 2008 grant.
- (6) Date of Report from Grantee – Date of annual report was May 13, 2008. See note (4) for the May 14, 2008 grant.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports for the February 7, 2008 grant. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary. See note (4) for the May 14, 2008 grant.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 65**

---

---

**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 – February 5, 2006 – \$1,730,000  
February 22, 2007– \$5,710,000  
Various 2008 - \$5,426,474  
April 2, 2008 - \$735,000
- (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 remaining 2006 grant funds totaling 920,973, and all of the remaining \$3,870,348 from the 2007 grant in accordance with the terms of the grant agreements. In addition, the grantee has expended \$5,426,474 of the various 2008 grants. The grantee has expended \$211,773 of the grant received on April 2, 2008. All amounts were spent 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 January 22, 2009 and March 30, 2009 and October 22, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation



**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 66**

---

---

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

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

- (1) Grantee -  
  
Cien Aguas International School  
2501 Yale Blvd. SE #303  
Albuquerque, NM 87106
- (2) Date and Amount of Grant – June 26, 2008 – \$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 July 14, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school status.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 67**

---

---

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

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

- (1) Grantee -  
  
Community School for Creative Education  
516 Taylor Ave.  
Alameda, CA 94501
- (2) Date and Amount of Grant – April 17, 2008 – \$10,000  
September 18, 2008 - \$10,000  
December 23, 2008 - \$30,000
- (3) Purpose – Charter petition, planning and pre-authorization grants 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 related to the grants received on April 17 and September 18, 2008 in accordance with the terms of the grant agreements. The grantee has not yet filed a report for the grant dated December 23, 2008.
- (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. See note (4) for the December 23, 2008 grant.
- (6) Date of Report from Grantee – Date of annual reports was August 11, 2008 and October 8, 2008. See note (4) for the December 23, 2008 grant.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports for the April 17, 2008 and September 18, 2008 grants. See note (4) for the December 23, 2008 grant. 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, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 68**

---

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

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

- (1) Grantee -  
  
Comunidad y Biodiversidad, A.C.  
Boulevard Aguamariana #297  
Colonia Delicias, CP 85420
- (2) Date and Amount of Grant – August 14, 2008 – \$342,273
- (3) Purpose – Support to continue to deepen and broaden work in four areas including Magdalena Bay and the Pacific side of the Baja.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$317,515 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 28, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 69**

---

---

**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 Grant – October 8, 2008 - \$77,445
- (3) Purpose – To provide Crystal Bridges – Museum of American Art, Inc. (the “Museum”) with a collection (James Miller Collection) of 84 items consisting of paintings, cut glass, vases , glasses and a collection of 231 Arkansas spoons to be displayed by the museum as an exhibit of works of art created by American artists.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended funds received in calendar 2008 in value equal to the value of the James Miller Collection received in calendar 2008.
- (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 15, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 70**

---

---

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

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

- (1) Grantee -  
  
Direct Instruction Vital for Achievement Charter Academy  
8117 W. Manchester Avenue, #245  
Play del Rey, CA 90293
- (2) Date and Amount of Grant – September 18, 2008 – \$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 \$6,587 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 7, 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 71**

---

---

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

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

- (1) Grantee -  
  
Dr. Muriel Petioni Charter Schools for Scholarship, Health and Leadership  
100 LaSalle Street, Suite 71  
New York, NY 10027
- (2) Date and Amount of Grant – June 12, 2008 – \$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 July 24, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 72**

---

---

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

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

- (1) Grantee -  
  
Enrichment Academy Green Public Charter School  
2627 Patricia R. Harris Place  
Washington, DC 20018
- (2) Date and Amount of Grant – February 7, 2008 – \$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 June 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 73**

---

---

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

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

- (1) Grantee -  
  
EnTo Charter Academy  
5137 North Delmar Avenue  
Fresno, CA 93704
- (2) Date and Amount of Grant – March 27, 2008 – \$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 June 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Charter school status pending.



**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 74**

---

---

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

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

- (1) Grantee -  
e-STEM Public Charter Schools  
200 South Commerce, Suite 225  
Little Rock, AR 72201
- (2) Date and Amount of Grant – Various 2008 - \$589,521
- (3) Purpose – To provide operating support to establish a public charter school in Little Rock, AR and fund a pay for performance program across all of the established schools.
- (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 5, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended June 30, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 75**

---

---

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

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

- (1) Grantee -  
  
Evangeline Robert Institute of Learning  
946 Hanover Street  
San Diego, CA 92114
- (2) Date and Amount of Grant – September 4, 2008 – \$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 October 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 76**

---

---

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

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

- (1) Grantee -  
  
First Step Community Charter School  
1823 W. 76<sup>th</sup> Street  
Los Angeles, CA 90047
- (2) Date and Amount of Grant – April 17, 2008 – \$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 July 29, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 77**

---

---

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

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

- (1) Grantee -  
  
French School  
634 N. Grand Avenue, Suite 10A  
St. Louis, MO 63103
- (2) Date and Amount of Grant – May 29, 2008 – \$10,000  
December 4, 2008 - \$30,000
- (3) Purpose – Planning and pre-authorization grants 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 related to the May 29, 2008 grant in accordance with the terms of the grant agreement. The grantee has not yet filed a report for the grant dated December 4, 2008.
- (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. See note (4) for the December 4, 2008 grant.
- (6) Date of Report from Grantee – Date of annual report was October 15, 2008. See note (4) for the December 4, 2008 grant.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports for the May 29, 2008 grant. See note (4) for the December 4, 2008 grant. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 78**

---

---

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

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

- (1) Grantee -  
  
Fresno Diversity Charter School  
5538 E. Florence Avenue  
Fresno, CA 93727
- (2) Date and Amount of Grant – May 22, 2008 – \$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 related to the grant 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 July 23, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 79**

---

---

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

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

- (1) Grantee -  
  
Fulton Leadership Academy  
P.O. 311308  
Atlanta, GA 30031
- (2) Date and Amount of Grant – February 7, 2008 – \$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 related to the grant 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 July 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 80**

---

---

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

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

- (1) Grantee -  
  
German School of St. Louis  
634 N. Grand Avenue, Suite 10A  
St. Louis, MO 63103
- (2) Date and Amount of Grant – May 29, 2008 – \$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 related to the grant 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 81**

---

---

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

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

- (1) Grantee -  
  
Girls Preparatory Charter School of East Harlem  
333 E. 4<sup>th</sup> Street, 5<sup>th</sup> Floor  
New York, NY 10009
- (2) Date and Amount of Grant – June 19, 2008 – \$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 related to the grant 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 July 17, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.



**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 82**

---

---

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

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

- (1) Grantee -  
  
Goethe International Charter School  
932 Vernon Avenue  
Venice, CA 90291
- (2) Date and Amount of Grant – March 11, 2008 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds related to the grant 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 14, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 83**

---

---

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

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

- (1) Grantee -  
  
Harvey & Bernice Jones Center  
P.O. Box 2035  
Springdale, AR 72765
- (2) Date and Amount of Grant – December 12, 2008 – \$1,250,000
- (3) Purpose – To assist with the renovation costs to convert St. Mary’s hospital facility located in Rogers, AR into the Center for Nonprofit Excellence.
- (4) Amount Expended by Grantee - The grantee has not expended any of the grant funds related to the grant as of December 31, 2008.
- (5) Diversion - To the knowledge of the Foundation, no part of the grant has been used for other than its intended purpose.
- (6) Date of Report from Grantee – Due date of first annual report is December, 2009.
- (7) Grantor Verification – See Note (6) above.
- (8) Foundation Status – Private Foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 84**

---

---

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

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

- (1) Grantee -  
  
Health and Human Services Academy  
3360 Chaleviox  
Detroit, MI 48207
- (2) Date and Amount of Grant – May 8, 2008 – \$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 related to the grant 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 July 15, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 85**

---

---

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

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

- (1) Grantee -  
  
Hopeville Charter School  
550 East Carson Place Drive, Suite 1  
Carson, CA 90746
- (2) Date and Amount of Grant – May 22, 2008 – \$10,000  
September 18, 2008 - \$10,000
- (3) Purpose – Charter petition and 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 related to the May 22, 2008 grant in accordance with the terms of the grant agreement. The grantee has not yet filed a report as required by the grant agreement for the grant dated September 18, 2008. No additional grants will be made to this grantee until the reporting requirements of the grant agreement are satisfied.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the May 22, 2008 grant has been used for other than its intended purpose. See note (4) for the September 18, 2008 grant.
- (6) Date of Report from Grantee – Date of annual report was May 15, 2009. See note (4) for the September 18, 2008 grant.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports for the May 22, 2008 grant. See note (4) for the September 18, 2008 grant. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 86**

---

---

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

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

- (1) Grantee -  
  
    Innovations Academy  
    3804 La Jolla Village Drive  
    La Jolla, CA 92037
- (2) Date and Amount of Grant – April 24, 2008 – \$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 related to the grant 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 3, 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 87**

---

---

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

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

- (1) Grantee -  
  
International High School  
3915 Pacific Avenue  
San Pedro, CA 90731
- (2) Date and Amount of Grant – April 24, 2008 – \$10,000  
October 2, 2008 - \$10,000
- (3) Purpose – Planning and charter petition grants 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. The grantee has not yet filed a report for the grant dated October 2, 2008.
- (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. See note (4) for the October 2, 2008 grant.
- (6) Date of Report from Grantee – Date of annual report was May 19, 2008. See note (4) for the October 2, 2008 grant.
- (7) Grantor Verification - The grantee has provided the Foundation with the required report for the April 24, 2008 grant. See note (4) for the October 2, 2008 grant. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 88**

---

---

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

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

- (1) Grantee -  
  
Kindezi School  
2247 Ventian Drive SW  
Atlanta, GA 30311
- (2) Date and Amount of Grant – February 7, 2008 – \$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 related to the February 7, 2008 grant 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 July 11, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c)(3) status. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 89**

---

---

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

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

- (1) Grantee -  
  
Larchmont Charter School, West Hollywood  
1265 N. Fairfax Avenue  
West Hollywood, CA 90046
- (2) Date and Amount of Grant – June 26, 2008 – \$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 July 29, 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.



**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 90**

---

---

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

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

- (1) Grantee -  
  
Los Angeles Creative Arts High School  
3200 Wilshire Blvd., Suite 1680 South Tower  
Los Angeles, CA 90010
- (2) Date and Amount of Grant – May 8, 2008 – \$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 August 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 91**

---

---

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

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

- (1) Grantee -  
  
Martin Brown Academy  
1659 Julia Street, Ste. B  
Berkeley, CA 94703
- (2) Date and Amount of Grant – May 8, 2008 – \$10,000  
September 11, 2008 - \$10,000
- (3) Purpose – Charter petition and 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 related to the May 8, 2008 grant in accordance with the terms of the grant agreement. The grantee has not yet filed a report as required by the grant agreement for the grant dated September 11, 2008. No additional grants will be made to this grantee until the reporting requirements of the grant agreement are satisfied.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the May 8, 2008 grant has been used for other than its intended purpose. See note (4) for the September 11, 2008 grant.
- (6) Date of Report from Grantee – Date of annual report was July 17, 2008. See note (4) for the September 11, 2008 grant.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports for the May 8, 2008 grant. See note (4) for the September 11, 2008 grant. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 92**

---

---

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

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

- (1) Grantee -  
  
MID-CAL Entrepreneurial and Mathematica Charter School  
1825 S. Delano Avenue  
Fresno, CA 93706
- (2) Date and Amount of Grant – May 22, 2008 – \$10,000
- (3) Purpose – Panning 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 July 31, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 93**

---

---

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

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

- (1) Grantee -  
  
Montessori Charter School of Los Angeles  
4261 Beethoven Street  
Los Angeles, CA 90066
- (2) Date and Amount of Grant – January 30, 2008 – \$10,000  
September 4, 2008 - \$10,000
- (3) Purpose – Charter petition and planning grant for the start-up of a charter school.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$9,949 of the January 30, 2008 and \$9,925 of the September 4, 2008 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 July 6, 2008 and September 21, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 94**

---

---

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

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

- (1) Grantee -  
  
Monticello Charter School  
5521 Columbus Avenue  
Sherman Oaks, CA 91411
- (2) Date and Amount of Grant – May 1, 2008 – \$10,000  
September 25, 2008 - \$10,000
- (3) Purpose – Charter petition and 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 related to the May 1, 2008 grant in accordance with the terms of the grant agreement. The grantee has not yet filed a report as required by the grant agreement for the grant dated September 25, 2008. No additional grants will be made to this grantee until the reporting requirements of the grant agreement are satisfied.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the May 1, 2008 grant has been used for other than its intended purpose. See note (4) for the September 25, 2008 grant.
- (6) Date of Report from Grantee – Date of annual report was July 17, 2008. See note (4) for the September 25, 2008 grant.
- (7) Grantor Verification - The grantee has provided the Foundation with the required report for the May 1, 2008 grant. See note (4) for the September 25, 2008 grant. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 95**

---

---

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

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

- (1) Grantee -  
  
Mundo Verde Bilingual Public Charter School  
2852 Ontario Road NW. #8  
Washington, DC 20009
- (2) Date and Amount of Grant – April 17, 2008 – \$10,000  
December 4, 2008 - \$10,000
- (3) Purpose – Planning and charter petition grants 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 April 17, 2008 grant funds in accordance with the terms of the grant agreement. The grantee has not yet filed a report for the grant dated December 4, 2008.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the April 17, 2008 grant has been used for other than its intended purpose. See note (4) for the December 4, 2008 grant.
- (6) Date of Report from Grantee – Date of annual report was August 22, 2008. See note (4) for the December 4, 2008 grant.
- (7) Grantor Verification - The grantee has provided the Foundation with the required report for the April 17, 2008 grant. See note (4) for the December 4, 2008 grant. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 96**

---

---

**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 – April 24, 2008 – \$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 July 1, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 97**

---

---

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

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

- (1) Grantee -  
  
Newark Charter School Fund  
59 Lincoln Park  
Newark, NJ 07102
- (2) Date and Amount of Grant – Various 2008 – \$650,000
- (3) Purpose – To invest in expanding the enrollment in Newark K-12 high performing public charter schools.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$380,542 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 1, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation.



**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 98**

---

---

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

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

- (1) Grantee -  
  
NoHo Charter School  
9942 Roscoe Blvd.  
Sun Valley, CA 91352
- (2) Date and Amount of Grant – March 27, 2008 – \$10,000  
September 11, 2008 - \$10,000
- (3) Purpose – Charter petition and planning grant for the start-up of a charter school.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended \$9,207 of the March 27, 2008 grant funds in accordance with the terms of the grant agreement. In addition, the grantee has expended \$2,834 of the September 11, 2008 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 July 3, 2008 and October 9, 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, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 99**

---

---

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

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

- (1) Grantee -  
  
One World School  
69 Greenbough  
Irvine, CA 92614
- (2) Date and Amount of Grant – March 6, 2008 – \$10,000  
October 3, 2008 - \$10,000  
December 18, 2008 - \$30,000
- (3) Purpose – Planning, charter petition and pre-authorization grants 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 March 6, 2008 grant funds in accordance with the terms of the grant agreement. The grantee has not yet filed reports on the October 3, 2008 and December 18, 2008 grants.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the March 6, 2008 grant has been used for other than its intended purpose. See note (4) for the October 3, 2008 and December 18, 2008 grants.
- (6) Date of Report from Grantee – Date of annual report was July 16, 2009. See note (4) for the October 3, 2008 and December 18, 2008 grants.
- (7) Grantor Verification - The grantee has provided the Foundation with the required report for the March 6, 2008 grant. See note (4) for the October 3, 2008 and December 18, 2008 grants. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 100**

---

---

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

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

- (1) Grantee -  
  
Pais Academy  
724 N. Union, Suite 309  
St. Louis, MO 63108
- (2) Date and Amount of Grant – May 29 2008 – \$9,505
- (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 July 13, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 101**

---

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 2008 - \$77,000
- (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 2008 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 June 10, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with a copy of its financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status - Private operating foundation.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 102**

---

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 2008 - \$266,290
- (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 2008 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 June 10, 2009.
- (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, 2008. In addition, the grantee has provided the Foundation with a copy of its financial statements for the year-ended December 31, 2008. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Private operating foundation.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 103**

---

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

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

- (1) Grantee -  
  
Project School  
7819 Providence Circle  
Indianapolis, IN 46250
- (2) Date and Amount of Grant – January 30, 2008 – \$30,000
- (3) Purpose – Pre-authorization grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – The above grantee has not yet 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 – Received charter school authorization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 104**

---

---

**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  
October 2, 2008 - \$253, 333  
October 2, 2008 - \$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 all of the September 28, 2007 grant funds in accordance with the terms of the grant agreement. In addition, all funds from the October 2, 2008 grant for \$253,333 have been expended in accordance with the terms of the grant agreement. The grantee has expended \$68,781 of the grant funds from the October 2, 2008 grant for \$99,500 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 25, 2009 and June 19, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – International charitable organization.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 105**

---

---

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

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

- (1) Grantee -  
  
Spanish School  
634 North Grand Avenue, suite 10A  
St. Louis, MO 63103
- (2) Date and Amount of Grant – January 15, 2008 – \$10,000  
May 29, 2008 - \$10,000  
December 4, 2008 - \$30,000
- (3) Purpose – Charter petition, planning and pre-authorization grants 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 January 15, 2008 and May 29, 2008 grant funds received in calendar 2008 in accordance with the terms of the grant agreement. The grantee has not yet filed a report on the December 4, 2008 grant funds.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the January 15, 2008 and May 29, 2008 grants have been used for other than its intended purpose. See note (4) for the December 4, 2008 grant.
- (6) Date of Report from Grantee – Date of annual report was November 14, 2008. See note (4) for the December 4, 2008 grant.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports for the January 15, 2008 and May 29, 2008 grants. See note (4) for the December 4, 2008 grant. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received charter school authorization.



**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 106**

---

---

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

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

- (1) Grantee -  
  
Teach, Inc.  
4711 – 11<sup>th</sup> Avenue  
Los Angeles, CA 90043
- (2) Date and Amount of Grant – March 27, 2008 – \$10,000
- (3) Purpose – Planning grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – The above grantee has not yet 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 – Received 501(c) (3) status. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 107**

---

---

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

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

- (1) Grantee -  
  
Texas Charter Schools Association  
P.O. Box 127  
Austin, TX 78767
- (2) Date and Amount of Grant – December 31, 2008 – \$500,000
- (3) Purpose – To support the development activities of the state charter association including advocacy, member service and quality framework development.
- (4) Amount Expended by Grantee - Based on the annual report, the grantee has expended all of the grant funds received in calendar 2008 in accordance with the terms of the grant agreement.
- (5) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant funds have been used for other than its intended purpose.
- (6) Date of Report from Grantee – Date of annual report is November 3, 2009.
- (7) Grantor Verification – The grantee has provided the Foundation with a report stating that it has complied with the terms of the Foundation's grant. In addition, the grantee has provided the Foundation with a copy of its audited financial statements for the year-ended June 30, 2009. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 108**

---

---

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

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

- (1) Grantee -  
  
University Charter Academy  
8574 Horner Street  
Los Angeles, CA 90035
- (2) Date and Amount of Grant – May 14, 2008 – \$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 July 7, 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501 (c) (3) status. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 109**

---

---

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

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

- (1) Grantee -  
  
University Metropolitan Day School  
4108 Santa Rosalia Drive, Unit C  
Los Angeles, CA 90008
- (2) Date and Amount of Grant – September 25, 2008 – \$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 October 9, 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 report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 110**

---

---

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

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

- (1) Grantee -  
  
Westside Inclusive School House Charter Elementary  
17053 Livorno Drive  
Pacific Palisades, CA 90272
- (2) Date and Amount of Grant – May 14, 2008 – \$10,000  
September 14, 2008 - \$10,000
- (3) Purpose – Charter petition and planning grant for the start-up of a charter school.
- (4) Amount Expended by Grantee - Based on the annual reports, the grantee has expended all of the grant funds received in calendar year 2008 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 July 29, 2009 and February 26, 2009.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above reports; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.**  
**FORM 990-PF**  
**13-3441466**  
**DECEMBER 31, 2008**

**STATEMENT 111**

---

---

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

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

- (1) Grantee -  
  
Little Rock Urban Prep, Inc.  
7 Pleasant CV  
Little Rock, AR 72211
- (2) Date and Amount of Grant – October 9, 2008 – \$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) Date of Report from Grantee – Date of annual report was July 13, 2009.
- (6) Diversion - To the knowledge of the Foundation, and based on the information furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (7) Grantor Verification - The grantee has provided the Foundation with the required reports. The Foundation has no reason to doubt the accuracy or reliability of the above report; therefore, further verification by the Foundation was deemed unnecessary.
- (8) Foundation Status – Received 501(c) (3) status. Charter school status pending.

**WALTON FAMILY FOUNDATION, INC.  
FORM 990-PF  
13-3441466  
DECEMBER 31, 2008**

**STATEMENT 112**

---

---

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

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

- (1) Grantee -  
  
Mid-Atlantic Equity Consortium Community Public Charter School  
6806 6<sup>th</sup> Street NW  
Washington, DC 20012
- (2) Date and Amount of Grant – December 4, 2008 – \$10,000
- (3) Purpose – Planning grant for the start-up of a charter school.
- (4) Amount Expended by Grantee – The grantee has not yet filed a report for the grant dated December 4, 2008.
- (5) Date of Report from Grantee – See note (4).
- (6) Diversion - See note (4).
- (7) Grantor Verification - See note (4).
- (8) Foundation Status – Charter school status pending.

**WALTON FAMILY FOUNDATION**  
Form 990-PF  
FEIN: 13-3441466  
December 31, 2008

**Statement 113**

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

**Name:** Walton Family Foundation, Inc.

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

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

**Year Ending:** December 31, 2008

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 \$200,479,422 as being made out of corpus.

Signature

Buddy Philpot  
Executive Director

Date

11-12-09



WALTON FAMILY FOUNDATION, INC  
FORM 990-PF  
13-3441466  
12/31/2008

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	343,566,367	343,724,935	158,568
NORTHERN TRUST - NORAD VARIOUS BONDS	VARIOUS	VARIOUS	75,278,375	75,310,909	32,534
NORTHERN TRUST - ARVEST VARIOUS BONDS	VARIOUS	VARIOUS	9,982,353	10,117,188	134,835
NORTHERN TRUST - ARVEST VARIOUS BONDS	VARIOUS	VARIOUS	39,961,235	40,000,000	38,765
NORTHERN TRUST - GS VARIOUS BONDS	VARIOUS	VARIOUS	544,427,558	547,781,238	3,353,680
NORTHERN TRUST - GS VARIOUS BONDS	VARIOUS	VARIOUS	108,259,559	110,080,328	1,820,769
			<u>1,121,475,447</u>	<u>1,127,014,598</u>	<u>5,539,151</u>

# 2008 WALTON Family Foundation Scholarship Program Guidelines

## Eligibility Requirements

- Applicant must be a U.S. Citizen or Permanent Legal Resident of the United States.
- Available to high school/home school seniors graduating between August 1, 2007 and July 31, 2008 or students who have obtained their GED and would have graduated high school between August 1, 2007 and July 31, 2008.
- The applicant's parent/legal guardian must be an active full-time Associate with Wal-Mart Stores, Inc. for at least twelve consecutive months as of April 25, 2008.
- Dependents of Wal-Mart Stores, Inc. Board of Directors are not eligible to apply.
- Dependents of Wal-Mart Stores, Inc. Officers [Vice President and above] are not eligible to apply.
- Applicant must have scored at least 22 Composite ACT or 1030 SAT (Critical Reading or Verbal + Math) scores.
- Applicant must be enrolled in a full time (At least 12 college credit hours) undergraduate degree program beginning in the fall 2008 semester and all subsequent semesters during the tenure of this program.
- Recipient of this award must attend an approved accredited two- or four-year U.S. college or university listed on the official website of the U.S. Department of Education ([ope.ed.gov/accreditation/Search.asp](http://ope.ed.gov/accreditation/Search.asp)).
- Applicants planning to attend two-year institutions must agree in writing to transfer to a four-year institution by the beginning of the third academic year.
- Applicant receiving any other funds that pay entirely for tuition, fees, books, and on-campus room and board will not be eligible to receive this scholarship.
- Applicant is ineligible if attending government or military academies.
- Applicant (parent, if applicant is a minor at the time of submission) must sign the application certification which includes publicity authorization to be eligible.
- Applicant providing any information or records or making any statement that is false or misleading will be disqualified.

## Conditions of Award

- The applicant and college selected must meet "Eligibility Requirements and Conditions of Award" program requirements in order to receive the scholarship funds.
- Selection announcements are mailed by April 25, 2008. Non-winners are notified by e-mail by May 1, 2008, or by USPS for those with no e-mail address.
- This \$10,000 award is payable over four years (Increments of \$1,250 for spring and fall semesters) and is applied to undergraduate tuition, fees, books, and on-campus room and board.
- Checks are issued by the Wal-Mart and Sam's Club Foundation, made payable and mailed August 1, 2008 directly to the accredited college or university last designated by the student. Subsequent payments are subject to transcript submission and minimum requirements.
- Recipients are required to maintain a 3.0 term grade point average [GPA] in at least 12 earned college credit hours per semester, send term grade transcripts immediately upon completion of each term, and notify the Wal-Mart and Sam's Club Foundation of changes affecting the payment process to maintain eligibility.
- Funds are applied to cover tuition, books, fees and on-campus room and board.
- Funds may be applied to studies overseas provided that the study is a condition of the recipient's degree plan and that payment continues to be made to the accredited U.S. college or university.
- Recipients are required to supply the Wal-Mart and Sam's Club Foundation with all requested information and to notify the Wal-Mart and Sam's Club Foundation of any changes of contact information or school enrollment.
- If funds from any other source pay tuition, fees, books, and on-campus room and board completely throughout the tenure of the program, recipient is no longer eligible for this scholarship.
- The Walton Family Foundation and the Wal-Mart and Sam's Club Foundation reserves the right to alter or discontinue this program at any time without notice.

## Winner Selection

The Walton Family Foundation, Inc. provides a Selection Committee, independent of Wal-Mart and Sam's Club Foundation, to ensure the impartial and confidential evaluation of applications, and to select 150 winners based on the Composite ACT (minimum 22), school and community service and leadership, SAT Critical Reading + Math scores (minimum 1030), Cumulative GPA, and Financial need.

## Checking the Status of Your Application

To check the status of your application, return to [scholarshipadministrators.net](http://scholarshipadministrators.net) > Check Application Status

## Responsibilities of Recipients

Recipient must be actively enrolled in the fall of 2008 and 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 and Sam's Club Foundation immediately upon completion of each semester. School transfers are subject to accreditation approval.

## Questions

For additional information regarding the scholarship application 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: [scholarshipadministrators.net/EmailRequestForm.asp](mailto:scholarshipadministrators.net/EmailRequestForm.asp)

Access Key: WFFS

## 2008 WALTON Family Foundation Scholarship Frequently Asked Questions

### **Can I apply more than once?**

No. Multiple submissions will be automatically disqualified.

### **Am I still eligible if my parent no longer works for Wal-Mart?**

The parent-associate must be actively employed with Wal-Mart Stores, Inc. full-time and have worked twelve consecutive months as of April 25, 2008, to be eligible.

### **Can my counselor mail my transcript in a separate package?**

No. All documents must arrive in the same package for submission to be considered complete.

**Incomplete applications will be disqualified.**

### **Is the deadline a postmark date or the date it needs to be in the scholarship administrator's office?**

The deadline for the program (January 14, 2008) is a postmark date.

### **Can I send in the application materials after the indicated deadline?**

No. All application materials **must** be postmarked by the indicated postmark deadline.

### **I have several potential college choices. Which one should I list on the application?**

The applicant should put their first choice college on the application.

### **How are winners selected?**

The Walton Family Foundation provides a Selection Committee to evaluate the applications and select the winners. The use of this independent committee is to ensure the impartiality and confidentiality of the selection process. This year 150 WALTON Scholarships are awarded from eligible applicants according to IRS regulation and based upon ACT/SAT scores, school and community service and leadership, cumulative GPA and financial need.

### **What are the details of the award?**

The WALTON scholarship is a \$10,000 award paid over four years in the fall and spring semesters, beginning in the fall 2008. The funds are to be used for the tuition, books, fees and/or on-campus room and board only and are subject to minimum requirements met each semester (at least 3.0 term GPA and 12 earned credit hours. Other program guidelines apply.)

### **How do I know that my application was received?**

To check the status of your application, return to [scholarshipadministrators.net/](http://scholarshipadministrators.net/) > 'Check Application Status'.

### **What if I need to make changes to my application?**

Return to [scholarshipadministrators.net/](http://scholarshipadministrators.net/) > "APPLY for a new scholarship" > Login Option 2 > enter your access key (WFFS), Applicant Identification Number (AIN) and name. 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. Do not resubmit paperwork unless there is a change in test scores or class rank and/or size, **before the Postmark deadline.**

### **What if my mailing or college information changes?**

For changes **before January 14, 2008**, return to [scholarshipadministrators.net/](http://scholarshipadministrators.net/) > 'Edit Mailing Address' or 'Edit College Information' > enter your AIN and name > 'Edit Address/College' > and make the necessary changes.

For changes **after January 14, 2008**, corrections must be e-mailed to along with your AIN to [info@spaprogram.com](mailto:info@spaprogram.com).

For changes **after April 25, 2008**, complete the [Recipient Update Form](#) and mail to: **The Wal-Mart and Sam's Club Foundation, Attn: Scholarship Coordinator, 702 SW 8<sup>th</sup> St., Bentonville, AR 72716-0150.**

**When and how will I know if I won?**

Winners will be notified by a faculty manager by April 25, 2008.

**When I am notified, do I have to do anything else to get the payment?**

Yes. You will receive an Acceptance Agreement at your mailing address before May 1, 2008. Follow the directions completely and return to Wal-Mart and Sam's Club Foundation. Once we receive your completed acceptance and your school's accreditation is approved, the check will be ready to release. If you change schools, your address, or any other contact information, it is absolutely necessary to notify Wal-Mart and Sam's Club Foundation immediately.

**What does "approved accreditation" mean?**

According to the U.S. Department of Education, "*The goal of accreditation is to ensure that education provided by institutions of higher education meets acceptable levels of quality.*" -

[www.ed.gov/admins/finaid/accred](http://www.ed.gov/admins/finaid/accred). In order to ensure that Wal-Mart supports programs meeting our nation's standards, only regional and national accrediting agencies recognized by the U.S. Secretary of Education are accepted

**How do I know if my college is approved accredited?**

Log on to [www.ope.ed.gov/accreditation/Search.asp](http://www.ope.ed.gov/accreditation/Search.asp), enter your school's exact name. If the school is approved, it will return the school information. If "no records returned" appears, either the school name is not entered correctly, or your school does not have an approved accreditation. Contact your school advisor to be sure.

**How does the school get the check?**

Checks are issued by the Wal-Mart and Sam's Club Foundation, made payable to the college or university and mailed directly to the school. The student is responsible to be sure the check was credited to the correct account.

**Can I use the money for a laptop or living expenses?**

No. The funds are to be applied to tuition, fees, books and on campus room and board.

**If I don't win a scholarship, how am I notified?**

Non-winners will be notified through e-mail by May 1, 2008. Be sure to update your e-mail address if it changes.

**Can I have feedback on my application if I do not win?**

No. Winners are selected by an impartial selection committee composed of experienced educators and professionals. Decisions of the selection committees are final and are not subject to appeal.

**Are scholarships taxable?**

Scholarship funds used exclusively for the payment of tuition or textbooks are normally not taxable. The scholarship recipient is responsible for taxes, if any, that may be assessed against your scholarship award. We recommend consulting your tax advisor for more guidance.

**What if I don't meet the guidelines in a semester?**

Failure to meet the minimum requirements in a semester places you on probation the following semester. In the probation semester, you will receive a payment and be allowed to decrease your credit hours to a minimum of nine (9) in an effort to help you recover. Failure to meet requirements in a second consecutive semester will result in your being dropped from the program.

# 2008 WALTON Family Foundation Scholarship

## Instructions for Applying Online

Review the information below. Use the following link and access key to begin the online application process:

[scholarshipadministrators.net](http://scholarshipadministrators.net)

Access Key: WFFS

**STEP 1:** The following information is requested for this application:

Your name, social security number & date of birth  
Permanent mailing address & phone number  
Permanent e-mail address  
Gender & ethnicity (for statistical purposes only)  
Parent/legal guardian Wal-Mart affiliation  
Parent/legal guardian name & social security number  
Does applicant live with associate-parent/legal guardian?  
High school name, city, state  
High school cumulative un-weighted GPA  
Expected high school graduation date  
Class rank and size  
ACT-Composite score (if available)  
SAT scores (if available) Critical Reading, Math, Writing

Number of Honors, International Baccalaureate and Advanced Placement classes  
Choice of college name, and state  
Type of institution 2 -yr / 4-yr  
Degree sought  
Estimated cost of tuition  
Household Adjusted Gross Income (from 06 or 07 1040 Federal Tax Return)  
Who claimed student on 2006-07 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  
Community/volunteer service  
Work experience

**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 (**required** to submit with other documents)
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 no later than **January 14th, 2008, 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 other address will not be forwarded and will be disqualified as incomplete.

### **To Make Changes to Your Application:**

If you need to stop during the application process and return later, re-enter the on-line application: [scholarshipadministrators.net](http://scholarshipadministrators.net) > "APPLY for a new scholarship" > Login Option 2 > enter your access key (WFFS) > Applicant Identification Number and name. 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. Information is saved for each section when you select the 'Save and Continue' key for that section. Do not 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 866-851-3372 Fax: 615-523-7100

Email: [scholarshipadministrators.net/EmailRequestForm.asp](mailto:scholarshipadministrators.net/EmailRequestForm.asp)

Access Key: WFFS





**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	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
COMPUTER	08/31/2006	2,152.	100.000			2,152.	1,055.	1,494.	200DE	MQ		5	5		439.
COMPUTER SERVER	10/18/2006	8,818.	100.000			8,818.	3,792.	5,803.	200DE	MQ		5	5		2,011.
5 COMPUTERS	11/27/2006	10,173.	100.000			10,173.	4,375.	6,694.	200DE	MQ		5	5		2,319.
LAPTOP AND PC	01/04/2007	2,927.	100.000			2,927.	585.	1,522.	200DE	HY		5	5		937.
GTS/CSD UPGRADES	04/06/2007	13,659.	100.000			13,659.	3,415.	7,968.	SL		3.000				4,553.
COMPUTER EQUIPMENT	08/23/2007	5,518.	100.000			5,518.	1,103.	2,869.	200DE	HY		5	5		1,766.
COMPUTER - JH	10/04/2007	1,456.	100.000			1,456.	292.	758.	200DE	HY		5	5		466.
COMPUTER - CO	01/18/2008	2,083.	100.000			2,083.		417.	200DE	HY		5	5		417.
FILE CABINET - SS	01/18/2008	681.	100.000			681.		97.	200DE	HY		7	7		97.
COMPUTER - RAS	02/28/2008	2,398.	100.000			2,398.		480.	200DE	HY		5	5		480.
BINDING SYSTEM	05/08/2008	687.	100.000			687.		98.	200DE	HY		7	7		98.
COMPUTER - MH	07/31/2008	2,974.	100.000			2,974.		595.	200DE	HY		5	5		595.
COMPUTER - LM	07/31/2008	1,719.	100.000			1,719.		344.	200DE	HY		5	5		344.
COMPUTER - PDR	07/31/2008	2,865.	100.000			2,865.		573.	200DE	HY		5	5		573.
COMPUTER - MR	07/31/2008	2,834.	100.000			2,834.		567.	200DE	HY		5	5		567.
DC OFFICE PRINTER	09/04/2008	709.	100.000			709.		142.	200DE	HY		5	5		142.
DC - COMPUTER	09/04/2008	4,611.	100.000			4,611.		922.	200DE	HY		5	5		922.
DC- FURNITURE	09/18/2008	22,115.	100.000			22,115.		3,160.	200DE	HY		7	7		3,160.
DC - COMPUTER	09/25/2008	4,771.	100.000			4,771.		954.	200DE	HY		5	5		954.
Less Retired Assets															
<b>Subtotals</b>															

**AMORTIZATION**

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

\* Assets Retired  
 JSA  
 8X9024 1 000





**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 (see instructions) . . . . .	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0- . . . . .	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions . . . . .	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29 . . . . .	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 . . . . .	8	
9	Tentative deduction Enter the smaller of line 5 or line 8 . . . . .	9	
10	Carryover of disallowed deduction from line 13 of your 2007 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 2009. Add lines 9 and 10, less line 12 . . . . . ▶	13	

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) . . . . .	14	
15	Property subject to section 168(f)(1) election . . . . .	15	
16	Other depreciation (including ACRS) . . . . .	16	<b>4,554.</b>

**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 2008 . . . . .	17	<b>10,945.</b>
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 2008 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property	SEE	8,323.	3.000	HY	S/L	87.
b 5-year property	DETAIL	64,702.	5.000	HY	MACRS	14,294.
c 7-year property		31,981.	7.000	HY	MACRS	4,569.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

**Section C - Assets Placed in Service During 2008 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	<b>4,625.</b>
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	<b>39,074.</b>
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? X Yes No 24b If "Yes," is the evidence written? X Yes No
(a) Type of property (list vehicles first) (b) Date placed in service (c) Business/investment use percentage (d) Cost or other basis (e) Basis for depreciation (business/investment use only) (f) Recovery period (g) Method/Convention (h) Depreciation deduction (i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25
26 Property used more than 50% in a qualified business use SEE LISTED PROPERTY DETAIL
27 Property used 50% or less in a qualified business use
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 28 4,625
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

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).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?
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
39 Do you treat all use of vehicles by employees as personal use?
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?
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)
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 2008 tax year (see instructions)
43 Amortization of costs that began before your 2008 tax year 43
44 Total. Add amounts in column (f) See the instructions for where to report 44