

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation ROB AND MELANI WALTON FOUNDATION		A Employer identification number 47-4259772
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1860		B Telephone number (see instructions) (479) 464-1570
City or town, state or province, country, and ZIP or foreign postal code BENTONVILLE, AR 72712		
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 303,639,271.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)

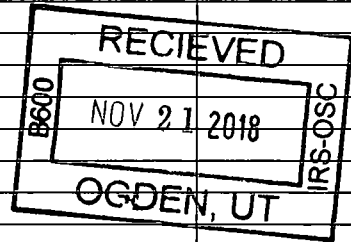
C If exemption application is pending, check here. ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	97,700,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	3,868,512.	3,868,512.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,968,192.			
b	Gross sales price for all assets on line 6a	44,390,500.			
7	Capital gain net income (from Part IV, line 2)		3,968,192.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 2	80,911.	80,911.		
12	Total. Add lines 1 through 11	105,617,615.	7,917,615.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	1,162.			1,162.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [4]	186,213.	172,747.		13,466.
17	Interest ATCH 5	339.	339.		
18	Taxes (attach schedule) (see instructions) [6]	820,521.	275,521.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,102.			1,102.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	25,153.	23,969.		1,184.
24	Total operating and administrative expenses. Add lines 13 through 23.	1,034,490.	472,576.		16,914.
25	Contributions, gifts, grants paid	1,510,007.			1,510,007.
26	Total expenses and disbursements. Add lines 24 and 25	2,544,497.	472,576.	0.	1,526,921.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	103,073,118.			
b	Net investment income (if negative, enter -0-)		7,445,039.		
c	Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,697,240.	319.	319.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 107,066.			
		Less allowance for doubtful accounts ▶	65,164.	107,066.	107,066.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8		97,700,000.	98,750,000.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 9	163,940,941.	170,969,078.	204,781,886.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	165,703,345.	268,776,463.	303,639,271.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	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	165,703,345.	268,776,463.	
	30	Total net assets or fund balances (see instructions)	165,703,345.	268,776,463.	
31	Total liabilities and net assets/fund balances (see instructions)	165,703,345.	268,776,463.		

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	165,703,345.
2	Enter amount from Part I, line 27a	2	103,073,118.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	268,776,463.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	268,776,463.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	3,970,401.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 }			3	0.	

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

(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))
2016	5,542,297.	99,459,715.	0.055724
2015	16,652.	9,121,646.	0.001826
2014			
2013			
2012			
2 Total of line 1, column (d)			2 0.057550
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.028775
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 187,308,133.
5 Multiply line 4 by line 3.			5 5,389,792.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 74,450.
7 Add lines 5 and 6.			7 5,464,242.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 1,526,921.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	148,901.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	
3 Add lines 1 and 2		3	148,901.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	148,901.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	200,116.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	200,116.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	51,215.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 51,215. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> AR, DE, <input type="checkbox"/>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	5b	X
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>			
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? . . . ATCH 11	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	X
If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		0.	0.	0.

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	181,277,378.
b	Average of monthly cash balances	1b	8,883,163.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	190,160,541.
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	
3	Subtract line 2 from line 1d	3	190,160,541.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,852,408.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	187,308,133.
6	Minimum investment return. Enter 5% of line 5	6	9,365,407.

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

1	Minimum investment return from Part X, line 6	1	9,365,407.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	148,901.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	148,901.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,216,506.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	9,216,506.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	9,216,506.

Part XII Qualifying Distributions (see 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	1,526,921.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,526,921.
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 instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,526,921.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				9,216,506.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016 <u>3,606,783.</u>				
f Total of lines 3a through e	3,606,783.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,526,921.</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				1,526,921.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	3,606,783.			3,606,783.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				4,082,802.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

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

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

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

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i> SEE ATTACHMENT 13				1,510,007.
Total ► 3a				1,510,007.
b <i>Approved for future payment</i>				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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 .					
4 Dividends and interest from securities			14	3,868,512.	
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			18	80,911.	
8 Gain or (loss) from sales of assets other than inventory			18	3,968,192.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				7,917,615.	
13 Total. Add line 12, columns (b), (d), and (e)				7,917,615.	7,917,615.

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

[illegible]

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

- | | | Yes | No |
|----------|---|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

KENT C CROUCH

Preparer's signature

Date

Check ☐ if self-employed

PTIN
P00810750

Firm's name ▶ WALTON ENTERPRISES, LLC

Firm's EIN ▶ 62-1665434

Firm's address ► P.O. BOX 1860

BENTONVILLE, AR

72712

Phone no 479-464-1500

THE ROB AND MELANI WALTON FOUNDATION
FORM 990-PF
47- 4259772
DECEMBER 31, 2017

PART IV. LINE 2, CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST	PROCEEDS	NET GAIN/(LOSS)
NORTHERN TRUST	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS	-	10,867	10,867
NORTHERN TRUST - R1000	VARIOUS STOCKS	VARIOUS	VARIOUS	9,088,468	9,532,806	444,338
NORTHERN TRUST - R1000	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS	-	9,854	9,854
NORTHERN TRUST - EAFE	VARIOUS STOCKS	VARIOUS	VARIOUS	11,208,501	12,522,577	1,314,076
NORTHERN TRUST - EAFE	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS	234,038	-	(234,038)
NORTHERN TRUST - EAM	VARIOUS STOCKS	VARIOUS	VARIOUS	18,072,450	19,744,208	1,671,758
NORTHERN TRUST - GLOBEFLEX	VARIOUS STOCKS	VARIOUS	VARIOUS	2,517,102	2,570,188	53,086
PARTNERSHIP PASS-THROUGH GAIN/LOSS	VARIOUS	VARIOUS	VARIOUS	-	-	698,251
PART 1, LINE 6b & COLUMN (b), LINE 7 - TAX BASIS GAIN				41,120,559	44,390,500	3,968,192

THE ROB AND MELANI WALTON FOUNDATION
FORM 990-PF
47- 4259772
DECEMBER 31, 2017

PART 1, LINE 6b & COLUMN (a), LINE 6a - BOOK BASIS GAIN

	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST	PROCEEDS	NET GAIN/(LOSS)
NORTHERN TRUST	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS	-	10,867	10,867
NORTHERN TRUST - R1000	VARIOUS STOCKS	VARIOUS	VARIOUS	9,088,468	9,532,806	444,338
NORTHERN TRUST - R1000	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS	-	9,854	9,854
NORTHERN TRUST - EAFE	VARIOUS STOCKS	VARIOUS	VARIOUS	11,208,501	12,522,577	1,314,076
NORTHERN TRUST - EAFE	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS	234,038	-	(234,038)
NORTHERN TRUST - EAM	VARIOUS STOCKS	VARIOUS	VARIOUS	18,072,450	19,744,208	1,671,758
NORTHERN TRUST - GLOBEFLEX	VARIOUS STOCKS	VARIOUS	VARIOUS	2,517,102	2,570,188	53,086
PARTNERSHIP PASS-THROUGH GAIN/LOSS	VARIOUS	VARIOUS	VARIOUS	-	-	698,251
PART 1, LINE 6b & COLUMN (a), LINE 6a - BOOK BASIS GAIN				41,120,559	44,390,500	3,968,192

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

OMB No 1545-0047

2017**Name of the organization**

ROB AND MELANI WALTON FOUNDATION

Employer identification number

47-4259772

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **ROB AND MELANI WALTON FOUNDATION**Employer identification number
47-4259772**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	S. ROBSON WALTON P.O. BOX 1860 BENTONVILLE, AR 72712	\$ 97,700,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **ROB AND MELANI WALTON FOUNDATION**

Employer identification number

47-4259772

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	1,000,000 SHARES OF WALMART STOCK _____ _____ _____	\$ <u>97,700,000.</u>	<u>12/15/2017</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization **ROB AND MELANI WALTON FOUNDATION**

Employer identification number

47-4259772

Part III **Exclusively** religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NORTHERN TRUST ENDOWMENT	917,064.	917,064.
RUSSELL 1000	765,106.	765,106.
NORTHERN TRUST EAFE COMMON FUND	1,814,256.	1,814,256.
NORTHERN TRUST EAM FUND	202,227.	202,227.
NORTHERN TRUST GLOBEFLEX FUND	69,395.	69,395.
PASS-THROUGH DIVIDENDS/INTEREST	100,464.	100,464.
TOTAL	<u>3,868,512.</u>	<u>3,868,512.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TRANSLATION & FX FORWARD CONTRACT GAIN	106,925.	106,925.
SECTION 988 LOSS	-26,014.	-26,014.
TOTALS	<u>80,911.</u>	<u>80,911.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL	1,162.			1,162.
TOTALS	<u>1,162.</u>			<u>1,162.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	172,747.	172,747.	
OTHER PROFESSIONAL FEES	13,466.		13,466.
TOTALS	<u>186,213.</u>	<u>172,747.</u>	<u>13,466.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PASS THROUGH INTEREST EXPENSE	339.	339.
TOTALS	<u>339.</u>	<u>339.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAX	545,000.	
NT FOREIGN TAXES	260,830.	260,830.
PASS-THROUGH FOREIGN TAXES	14,691.	14,691.
TOTALS	<u>820,521.</u>	<u>275,521.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	628.		628.
OTHER EXPENSES	372.		372.
POSTAGE	184.		184.
PASS-THRU PORTFOLIO DEDUCTIONS	23,969.	23,969.	
TOTALS	25,153.	23,969.	1,184.

ATTACHMENT 7

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WALMART STOCK		97,700,000.	98,750,000.
TOTALS		<u>97,700,000.</u>	<u>98,750,000.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NT MANAGED INCOME ACCOUNTS	70,183,944.	71,881,503.	84,330,145.
NT RUSSELL 1000	39,342,606.	32,534,459.	40,195,044.
NT EAFE FUND	54,414,391.	44,632,557.	54,309,259.
NT EAM FUND		11,821,398.	14,575,548.
NT GLOBEFLEX FUND		10,099,161.	11,371,890.
TOTALS	<u>163,940,941.</u>	<u>170,969,078.</u>	<u>204,781,886.</u>

FORM 990PF, PART VII-A, LINE 16 - LIST OF FOREIGN COUNTRIES

ATTACHMENT 10

CANADA
DENMARK
ISRAEL
UNITED KINGDOM

ATTACHMENT 11FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: ATHENAAZ FOUNDATION
GRANTEE'S ADDRESS: 6437 E. ODESSA STREET
CITY, STATE & ZIP: MESA, AZ 85215
GRANT DATE: 02/17/2017
GRANT AMOUNT: 5,000.
GRANT PURPOSE: SPONSORSHIP SUPPORT FOR THE ORGANIZATIONS HAIL ACT
COURAGEOUSLY AWARD TO BENEFIT WOMEN LEADERS

AMOUNT EXPENDED: 5,000.

ANY DIVERSION? NO

DATES OF REPORTS: AUGUST 23, 2017

VERIFICATION DATE: 08/23/2017

RESULTS OF VERIFICATION:

THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS.
THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT; THEREFORE, NO FURTHER VERIFICATION BY THE FOUNDATION IS
DEEMED NECESSARY

GRANTEE'S NAME: NATIONAL FOUNDATION FOR ENERGY HEALING
GRANTEE'S ADDRESS: 31907 S. DAVID RANCH ROAD
CITY, STATE & ZIP: MARANA, AZ 85658
GRANT DATE: 10/20/2017
GRANT AMOUNT: 10,165.
GRANT PURPOSE: SUPPORT FOR DEVELOPMENT/FACILITATION OF TWO DAY MEETING
TO EXPLORE THE FIELD OF ENERGY MEDICINE

AMOUNT EXPENDED: 10,165.

ANY DIVERSION? NO

DATES OF REPORTS: MAY 21, 2018

VERIFICATION DATE: 05/21/2018

RESULTS OF VERIFICATION:

THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS.
THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT; THEREFORE, NO FURTHER VERIFICATION BY THE FOUNDATION IS
DEEMED NECESSARY

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
S. ROBSON WALTON P.O. BOX 1860 BENTONVILLE, AR 72712	DIRECTOR/PRESIDENT 5.00	0.	0.		0.
MELANI WALTON P.O. BOX 1860 BENTONVILLE, AR 72712	DIRECTOR/VICE PRESIDENT 5.00	0.	0.		0.
BUDDY PHILPOT P.O. BOX 1860 BENTONVILLE, AR 72712	SECRETARY/TREASURER 1.00	0.	0.		0.
GRAND TOTALS		0.	0.		0.

Recipient name	Recipient address	Relationship	Foundation status of		Amount Paid
			Recipient	Purpose of Grant	
33 Buckets Foundation	1638 E 12th Street, Tempe, AZ 85281		PC	Environment	10,000
American Friends of the Bugatti Trust, Inc	136 Village Ave, Dedham, MA 02026		PC	Community Services	10,000
American Heart Association, Inc	2929 S 48th St, Tempe, AZ 85282		PC	Health & Fitness	5,000
Arizona Humane Society	1521 W Dobbins Road, Phoenix, AZ 85041		PC	Animal Welfare	2,500
Arizona Humanities Council	1242 N Central Ave, Phoenix, AZ 85004		PC	Community Services	500
Arizona Science Center	600 E Washington Street, Phoenix, AZ 85004		PC	Education	25,000
Arizona Women's Board	5921 E Indian Bend Rd, Paradise Valley, AZ 85253		PC	Community Services	25,000
Arkansas Community Foundation, Inc	1400 W Markham, Suite 206, Little Rock, AR 72201		PC	Community Services	15,000
Aspen Center for Environmental Studies	100 Puppy Smith Street, Aspen, CO 81611-1451		PC	Environment	10,000
Aspen Music Festival and School	225 Music School Rd, Aspen, CO 81611		PC	Arts & Culture	30,000
Aspen Valley Ski-Snowboard Club, Inc	300 AVSC Drive, Aspen, CO 81611		PC	Community Services	10,000
ASU Foundation for A New American University	PO Box 2260, Tempe, AZ 85280-2260		PC	Education	147,580
ATHENAZ Foundation	6437 E Odessa, St Mesa, AZ 85215		PC	Community Services	10,000
Barrow Neurological Foundation	124 West Thomas Road, Suite 250, Phoenix, AZ 85013		PC	Health & Fitness	10,000
Be A Leader Foundation	1715 W Northern Ave , Suite 104, Phoenix, AZ 85021		PC	Education	5,000
Boston Mountain Cyclists	1407 N E Young Ave, Bentonville, AR 72712		PC	Health & Fitness	20,000
Boys and Girls Clubs of Metropolitan Phoenix, Inc	4309 E Bellevue St, Phoenix, AZ 85008		PC	Community Services	10,000
Brophy College Preparatory	4701 North Central Avenue, Phoenix, AZ 85012		PC	Education	2,500
Choate Rosemary Hall Foundation, Inc	333 Christian Street, Wallingford, CT 06492-3800		PC	Education	10,000
City of Phoenix	200 W Washington St, Phoenix, AZ 85003		GOV	Community Services	45,830
Cleanstate	19891 Vista Hermosa Dr, Walnut, CA 91789		PC	Community Services	5,000
College of Wooster	1189 Beall Ave, Wooster, OH 44691-2363		PC	Education	20,000
Columbia University	435 West 116th Street, Box A-2, New York, NY 10027		PC	Education	25,000
Conservation Patagonica	1606 Union Street, San Francisco, CA 94123		PC	Environment	78,257
David Lynch Foundation for Consciousness Based Education and World Peace	228 E 45th Street, 15th Floor, New York, NY 10017		PC	Community Services	940
Desert Botanical Garden	1201 N Galvin Parkway, Phoenix, AZ 85008		PC	Arts & Culture	10,000
Diocesan Council for the Society of St Vincent de Paul Diocese Phoenix	420 W Watkins Road, Phoenix, AZ 85003		PC	Community Services	300,000
Fay School, Inc	48 Main Street, Southborough, MA 01772-9106		PC	Education	10,000
Foundation for Community Care of Richland County, Inc	221 2nd Street NW, Sidney, MT 59270		PC	Community Services	500
Foundation for Prader-Willi Research, Inc	340 S Lemon Ave, #3620, Walnut, CA 91789		PC	Health & Fitness	500
Georgetown University	2233 Wisconsin Avenue NW, Suite 440, Washington, DC 20057-1253		PC	Education	10,000
Girl Scouts - Arizona Cactus-Pine Council, Inc	119 East Coronado Road, Phoenix, AZ 85004		PC	Community Services	100,000
Great Arizona Puppet Theater	302 West Latham Street, Phoenix, AZ 85003		PC	Arts & Culture	500
Habitat for Humanity of Benton County	1212 N Walton Blvd, Bentonville, AR 72712		PC	Community Services	10,000
Harlem School of the Arts, Inc	645 Saint Nicholas Avenue, New York, NY 10030		PC	Education	5,000
Heard Museum	2301 N Central Ave, Phoenix, AZ 85004		PC	Arts & Culture	5,000
Jewish National Fund, Inc	42 East 69th Street, New York, NY 10021		PC	Community Services	3,600
Liberty Wildlife, Inc	2600 E Elwood St, Phoenix, AZ 85040		PC	Animal Welfare	35,000
McPherson College	1600 East Euclid, McPherson, KS 67460		PC	Education	25,000
Mother's Grace	11440 N Saint Andrews Way, Scottsdale, AZ 85254		PC	Community Services	2,500
Mountain Rescue Aspen, Inc	37925 Highway 82, Aspen, CO 81611		PC	Community Services	20,000
National Foundation for Energy Healing	31907 S David Ranch Rd, Marana, AZ 85658		NC	Environment	10,165
Northwest Organization for Animal Help	31300 Brandstrom Road, Stanwood, WA 98292		PC	Animal Welfare	5,000
Operation Underground Railroad, Inc	4040 East McLellan Road, House 8, Mesa, AZ 85205		PC	Community Services	5,000
Phoenix Art Museum	1625 N Central Avenue, Phoenix, AZ 85004-1685		PC	Arts & Culture	10,000
Phoenix Theatre, Inc	100 East McDowell, Phoenix, AZ 85004		PC	Arts & Culture	15,000
Release the Fear	PO Box 3815, Phoenix, AZ 85030		PC	Community Services	15,635
Salvation Army	219 W 15th St , Fayetteville, AR 72702		PC	Community Services	20,000
Sandra Day O'Connor Institute	4455 East Camelback Road, Suite A215, Phoenix, AZ 85018		PC	Community Services	5,000
Soul Sanctuary in the Desert	5025 N Central Avenue, Suite 176, Phoenix, AZ 85012		PC	Community Services	2,500
Sphinx Organization, Inc	400 Renaissance Center, Suite 2550, Detroit, MI 48243		PC	Arts & Culture	2,500
StarShine Academy	3535 East McDowell Road, Phoenix, AZ 85008		PC	Education	10,000
The Governor's Academy	1 Elm Street, Byfield, MA 01922		PC	Education	10,000
The Hawn Foundation	1815 Purdy Avenue, Miami Beach, FL 33139		PC	Community Services	2,500
The Leadership Foundation	1155 15th Street NW, Suite 1000, Washington, DC 20005		PC	Community Services	1,000
The Nature Conservancy - Arizona	7600 N 15th Street, Suite 100, Phoenix, AZ 85020-4330		PC	Environment	10,000
The Nature Conservancy - Arkansas	601 N University Avenue, Little Rock, AR 72205		PC	Environment	10,000
The UCLA Foundation	10920 Wilshire Blvd, Suite 900, Los Angeles, CA 90024		PC	Environment	500
Translational Genomics Research Institute Foundation	445 North Fifth Street, Phoenix, AZ 85004		PC	Health & Fitness	1,500
Trends Chantable Fund	4400 N Scottsdale Road, Suite 9-928, Scottsdale, AZ 85251		PC	Community Services	10,000
United Cerebral Palsy Association of Central Arizona	1802 W Parkside Ln, Phoenix, AZ 85027		PC	Health & Fitness	3,000
United Way of Northwest Arkansas, Inc	100 Parkwood Street, Suite C, Lowell, AR 72745		PC	Community Services	75,000
USA Cycling Development Foundation	210 USA Cycling Point, Suite 100, Colorado Springs, CO 80919-2215		PC	Community Services	25,000
Valley of the Sun United Way	3200 East Camelback Road, Suite 375, Phoenix, AZ 85018-2328		PC	Community Services	20,000
Valley of the Sun Young Men's Christian Association	350 N 1st Ave, Phoenix, AZ 85003		PC	Community Services	125,000
Villages in Partnership, Inc	PO Box 52, Allentown, NJ 08501		PC	Education	10,000
White River Soil Conservation District	PO Box 837, Meeker, CO 81641		GOV	Environment	20,000
World Brain Forum Foundation	PO Box 8290, Aspen, CO 81612		PC	Health & Fitness	10,000
YMCA of Southern Arizona	60 W Alameda, Tucson, AZ 85701		PC	Community Services	5,000
TOTAL FORM 990-PF, PART XV, LINE 3a					1,510,007