

Department of the Treasury
Internal Revenue Service

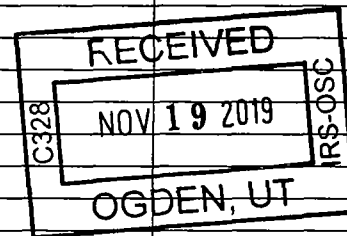
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2018 or tax year beginning , 2018, 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)	Room/suite	B Telephone number (see instructions) (479) 464-1570
P.O. BOX 1860		
City or town, state or province, country, and ZIP or foreign postal code BENTONVILLE, AR 72712		
G Check all that apply	Initial return Final return Address change	Initial return of a former public charity Amended return 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 04		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 322,372,314.	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)	D 1 Foreign organizations, check here . . . ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . . . ▶ <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ▶ <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ▶ <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	76,352,000.			
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	6,870,373.	6,870,373.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-15,143,949.			
b Gross sales price for all assets on line 6a 236,216,159.				
7 Capital gain net income (from Part IV, line 2)		158,906,791.		
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 1	-64,402.	-64,402.		
12 Total. Add lines 1 through 11	68,014,022.	165,712,762.		
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 2	388.			388.
b Accounting fees (attach schedule) ATCH 3	1,051.	1,051.		
c Other professional fees (attach schedule). [4]	287,354.	226,406.		60,948.
17 Interest. ATCH 5	140,591.	140,591.		
18 Taxes (attach schedule) (see instructions) [6]	2,144,180.	319,155.		25.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	13,578.			13,578.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	231,491.	230,413.		1,078.
24 Total operating and administrative expenses. Add lines 13 through 23.	2,818,633.	917,616.		76,017.
25 Contributions, gifts, grants paid	10,485,032.			10,485,032.
26 Total expenses and disbursements. Add lines 24 and 25	13,303,665.	917,616.	0.	10,561,049.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	54,710,357.			
b Net investment income (if negative, enter -0-)		164,795,146.		
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		319.	4,269.	4,269.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 57,857.				
		Less allowance for doubtful accounts ▶		107,066.	57,857.	57,857.
	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.		
	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		170,969,078.	323,424,694.	322,310,188.	
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)		268,776,463.	323,486,820.	322,372,314.	
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 . .		268,776,463.	323,486,820.	
	30	Total net assets or fund balances (see instructions)		268,776,463.	323,486,820.	
	31	Total liabilities and net assets/fund balances (see instructions)		268,776,463.	323,486,820.	

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	268,776,463.
2	Enter amount from Part I, line 27a	2	54,710,357.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	323,486,820.
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	323,486,820.

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	158,906,791.	
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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	1,526,921.	187,308,133.	0.008152
2016	5,542,297.	99,459,715.	0.055724
2015	16,652.	9,121,646.	0.001826
2014			
2013			
2	Total of line 1, column (d)		2 0.065702
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 0.021901
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		4 311,248,451.
5	Multiply line 4 by line 3.		5 6,816,652.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 1,647,951.
7	Add lines 5 and 6.		7 8,464,603.
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 10,561,049.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	1,647,951.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	
3 Add lines 1 and 2		3	1,647,951.
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	1,647,951.
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	1,876,215.	
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	1,876,215.	
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	228,264.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax <input checked="" type="checkbox"/> 228,264. 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> AR, DE, <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 2018 or the tax year beginning in 2018? 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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions ATCH 10 ATCH 11	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ TIM KEITH Telephone no ▶ 479-464-1570 Located at ▶ P.O. BOX 2030 BENTONVILLE, AR ZIP+4 ▶ 72712		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶ ATCH 12	X	

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ▶		
1b		
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 2018?		X
1c		
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2018 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 2018)		
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X
4b		

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.		
	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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)	ATCH 13	
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?		
	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?		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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 14		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
ATCH 15		167,337.

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 ▶	

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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	307,676,372.
b	Average of monthly cash balances	1b	8,311,903.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	315,988,275.
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	315,988,275.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,739,824.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	311,248,451.
6	Minimum investment return. Enter 5% of line 5	6	15,562,423.

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	15,562,423.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	1,647,951.
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,647,951.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,914,472.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,914,472.
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	13,914,472.

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	10,561,049.
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	10,561,049.
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	1,647,951.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,913,098.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				13,914,472.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			4,082,802.	
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u>				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>10,561,049.</u>				
a Applied to 2017, but not more than line 2a			4,082,802.	
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 2018 distributable amount.				6,478,247.
e Remaining amount distributed out of corpus.
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				7,436,225.
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 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

NOT APPLICABLE

4942(j)(5)

(4) Gross investment income .

Form **990-PF** (2018)

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 Paid during the year SEE ATTACHMENT 16				10,485,032.
Total			3a	10,485,032.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

[illegible]

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?		Yes	No
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

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

Print/Type preparer's name

KENT C CROUCH

Preparer's signature

Date

Check <input type="checkbox"/>	if self-employed
--------------------------------	------------------

PTIN	
------	--

P00810750

Firm's name ▶ WALTON ENTERPRISES, LLC

Firm's EIN ▶ 62-1665434

Firm's address ► P.O. BOX 1860

72712

Phone no 479-464-1500

Form **990-PF** (2018)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2018▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 (entering "N/A" in column (b) instead of the contributor name and address), 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	\$ 76,352,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

47-4259772

Part II

[illegible]

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

THE ROB AND MELANI WALTON FOUNDATION
FORM 990-PF
47- 4259772
DECEMBER 31, 2018

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	VARIOUS STOCKS	VARIOUS	VARIOUS	33,257,377	32,587,288	(670,089)
NORTHERN TRUST	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS		22	22
NORTHERN TRUST - R1000	VARIOUS STOCKS	VARIOUS	VARIOUS	1,858,329	1,959,274	100,945
NORTHERN TRUST - R1000	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS		26,282	26,282
NORTHERN TRUST - EAFE	VARIOUS STOCKS	VARIOUS	VARIOUS	31,432	28,377	(3,055)
NORTHERN TRUST - EAFE	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS		203,744	203,744
NORTHERN TRUST - EAM	VARIOUS STOCKS	VARIOUS	VARIOUS	35,513,729	34,757,791	(755,938)
NORTHERN TRUST - EAM	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS		4,539	4,539
NORTHERN TRUST - GLOBEFLEX	VARIOUS STOCKS	VARIOUS	VARIOUS	5,355,077	5,650,406	295,329
NORTHERN TRUST - GLOBEFLEX	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS		1,976	1,976
WALMART STOCK	1,000,000 SHARES	12/15/17	06/11/18	-	84,296,185	84,296,185
WALMART STOCK	800,000 SHARES	08/28/18	08/30/18	-	76,700,275	76,700,275
PARTNERSHIP PASS-THROUGH GAIN/LOSS	VARIOUS	VARIOUS	VARIOUS	1,293,424	-	(1,293,424)
PART 1, LINE 6b & COLUMN (b), LINE 7 - TAX BASIS GAIN				77,309,368	236,216,159	158,906,791

THE ROB AND MELANI WALTON FOUNDATION
FORM 990-PF
47- 4259772
DECEMBER 31, 2018

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

	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST	PROCEEDS	NET GAIN/(LOSS)
NORTHERN TRUST	VARIOUS STOCKS	VARIOUS	VARIOUS	33,257,377	32,587,288	(670,089)
NORTHERN TRUST	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS		22	22
NORTHERN TRUST - R1000	VARIOUS STOCKS	VARIOUS	VARIOUS	1,858,329	1,959,274	100,945
NORTHERN TRUST - R1000	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS		26,282	26,282
NORTHERN TRUST - EAFE	VARIOUS STOCKS	VARIOUS	VARIOUS	31,432	28,377	(3,055)
NORTHERN TRUST - EAFE	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS		203,744	203,744
NORTHERN TRUST - EAM	VARIOUS STOCKS	VARIOUS	VARIOUS	35,513,729	34,757,791	(755,938)
NORTHERN TRUST - EAM	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS		4,539	4,539
NORTHERN TRUST - GLOBEFLEX	VARIOUS STOCKS	VARIOUS	VARIOUS	5,355,077	5,650,406	295,329
NORTHERN TRUST - GLOBEFLEX	COMMON TRUST FUND DISTRIBUTIONS	VARIOUS	VARIOUS		1,976	1,976
WALMART STOCK	1,000,000 SHARES	12/15/17	06/11/18	97,700,000	84,296,185	(13,403,815)
WALMART STOCK	800,000 SHARES	08/28/18	08/30/18	76,352,000	76,700,275	348,275
PARTNERSHIP PASS-THROUGH GAIN/LOSS	VARIOUS	VARIOUS	VARIOUS	1,292,164	-	(1,292,164)
PART 1, LINE 6b & COLUMN (a), LINE 6a - BOOK BASIS GAIN				251,360,108	236,216,159	(15,143,949)

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION
 PASS THROUGH OTHER INCOME
 PASS THROUGH SECTION 988
 NT - OTHER INCOME (LOSS) - SECTION 1411
 NT - SECTION 988 LOSS
 NT - FX CURRENCY TRANSLATION LOSSES

REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2,624.	2,624.
27.	27.
-53,177.	-53,177.
-272.	-272.
-13,604.	-13,604.
<u>-64,402.</u>	<u>-64,402.</u>

TOTALS

ATTACHMENT 2

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 FEES	388.			388.
TOTALS	<u>388.</u>			<u>388.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NT - ACCOUNTING FEES	1,051.	1,051.		
TOTALS	<u>1,051.</u>	<u>1,051.</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	226,406.	226,406.	
CONSULTING	53,344.		53,344.
MANAGEMENT FEE	7,604.		7,604.
TOTALS	<u>287,354.</u>	<u>226,406.</u>	<u>60,948.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PASS THROUGH INTEREST EXPENSE	140,473.	140,473.
NT INTEREST EXPENSE	118.	118.
TOTALS	140,591.	140,591.

FORM 990PF, PART I - TAXES

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX	1,825,000.		
NT FOREIGN TAXES	302,648.	302,648.	
PASS-THROUGH FOREIGN TAXES	16,507.	16,507.	
FRANCHISE TAX	25.		25.
TOTALS	<u>2,144,180.</u>	<u>319,155.</u>	<u>25.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	277.		277.
CORPORATE AGENT FEES	247.		247.
POSTAGE	146.		146.
MISCELLANEOUS	408.		408.
PASS-THRU OTHER DEDUCTIONS	230,413.	230,413.	
TOTALS	<u>231,491.</u>	<u>230,413.</u>	<u>1,078.</u>

ATTACHMENT 7

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
WALMART STOCK	97,700,000.	
TOTALS	<u>97,700,000.</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	71,881,503.	158,509,814.	161,095,764.
NT RUSSELL 1000	32,534,459.	38,488,751.	42,631,870.
NT EAFE FUND	44,632,557.	87,806,941.	83,746,565.
NT EAM FUND	11,821,398.	19,161,603.	18,105,123.
NT GLOBEFLEX FUND	10,099,161.	19,457,585.	16,730,866.
TOTALS	<u>170,969,078.</u>	<u>323,424,694.</u>	<u>322,310,188.</u>

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR QUALIFYING DISTRIBUTION

ARIZONA COMMUNITY FOUNDATION & NORTH DAKOTA COMMUNITY FOUNDATION

AS PART OF ITS STRATEGIC GRANTMAKING ACTIVITIES, THE ROB AND MELANI
WALTON FOUNDATION (FOUNDATION) MADE A GRANT FOR \$2,501,200 TO THE
ARIZONA COMMUNITY FOUNDATION AND A GRANT FOR \$5,000,000 TO THE NORTH
DAKOTA COMMUNITY FOUNDATION. THE GRANT FUNDS ARE USED TO PROVIDE
SUPPORT TO LOCAL COMMUNITY CHARITABLE ORGANIZATIONS. THE FOUNDATION
HAS ADVISORY PRIVILEGES OVER FUND DISTRIBUTIONS. THE FOUNDATION HAS
TREATED THE GRANTS AS QUALIFYING DISTRIBUTIONS BECAUSE THEY FUND
CHARITABLE PROGRAMS AND ACTIVITIES, AND THEREFORE ACCOMPLISH A
CHARITABLE PURPOSE DESCRIBED IN IRC SECTION 170(C)(2)(B).

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR SECTION 170 C 2B

ARIZONA COMMUNITY FOUNDATION & NORTH DAKOTA COMMUNITY FOUNDATION

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

CANADA
ISRAEL
JAPAN
UNITED KINGDOM

ATTACHMENT 13FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: NATIONAL FOUNDATION FOR ENERGY HEALING
GRANTEE'S ADDRESS: 31907 S. DAVID RANCH ROAD
CITY, STATE & ZIP: MARANA, AZ 85658
GRANT DATE: 04/12/2018
GRANT AMOUNT: 18,082.
GRANT PURPOSE: SUPPORT FOR DEVELOPMENT/FACILITATION OF TWO DAY MEETING
TO EXPLORE THE FIELD OF ENERGY MEDICINE
AMOUNT EXPENDED: 18,082.
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

GRANTEE'S NAME: THE SAUCE FOUNDATION, INC.
GRANTEE'S ADDRESS: 4417 N. 40TH STREET, SUITE 200
CITY, STATE & ZIP: PHOENIX, AZ 85018
GRANT DATE: 06/11/2018
GRANT AMOUNT: 2,500.
GRANT PURPOSE: SUPPORT PANCREATIC CANCER RESEARCH
AMOUNT EXPENDED: 2,500.
ANY DIVERSION? NO
DATES OF REPORTS: FEBRUARY 6, 2019
VERIFICATION DATE: 02/06/2019

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 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACC'T AND OTHER ALLOWANCES
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.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NORTHERN TRUST 50 SOUTH LA SALLE STREET CHICAGO, IL 60603	INVESTMENT ADVISORY	106,449.
GLOBEFLEX CAPITAL, L.P. 4365 EXECUTIVE DRIVE, SUITE 720 SAN DIEGO, CA 92121	INVEST. MANAGEMENT	60,888.
TOTAL COMPENSATION		<u>167,337.</u>

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

Recipient name	Recipient address	Relationship	Foundation status of Recipient	Purpose	Amount paid
Academy of Integrative Health & Medicine	6919 La Jolla Blvd , San Diego, CA 92037		PC	Health & Fitness	\$29,800 00
American Friends of the Bugatti Trust, Inc	136 Village Ave , Dedham, MA 02026		PC	Community Services	\$5,000 00
Anzona Community Foundation	2201 E Camelback Road, Suite 405B, Phoenix, AZ 85016		PC	Community Services	\$2,501,200 00
Anzona Educational Foundation	6155 E Indian School Road, #106, Scottsdale, AZ 85251		PC	Education	\$5,000 00
Anzona Foundation for Women, Inc	2828 N Central Ave, Phoenix, AZ 85004		PC	Community Services	\$10,000 00
Anzona Humane Society	1521 W Dobbins Road, Phoenix, AZ 85041		PC	Animal Welfare	\$2,500 00
Anzona Science Center	600 E Washington Street, Phoenix, AZ 85004		PC	Education	\$50,000 00
Arkansas Community Foundation, Inc	1400 W Markham, Suite 206, Little Rock, AR 72201		PC	Community Services	\$10,000 00
Aspen Center for Environmental Studies	100 Puppy Smith Street, Aspen, CO 81611-1451		PC	Environment	\$10,000 00
Aspen Music Festival and School	225 Music School Rd, Aspen, CO 81611		PC	Arts & Culture	\$40,000 00
Aspen Valley Ski-Snowboard Club, Inc	300 AVSC Drive, Aspen, CO 81611		PC	Community Services	\$10,000 00
ASU Foundation for A New American University	P O Box 2260, Tempe, AZ 85280-2260		PC	Education	\$1,274,950 08
Barrow Neurological Foundation	124 West Thomas Road, Suite 250, Phoenix, AZ 85013		PC	Health & Fitness	\$25,000 00
Boston Mountain Cyclists	319 NW A St , Bentonville, AR 72712		PC	Health & Fitness	\$20,000 00
Boys and Girls Clubs of Metropolitan Phoenix, Inc	4309 E Bellevue St, Phoenix, AZ 85008		PC	Community Services	\$10,000 00
Brophy College Preparatory	4701 North Central Avenue, Phoenix, AZ 85012		PC	Education	\$2,500 00
Bruce T Halle Assistance Fund	20225 N Scottsdale Rd, Scottsdale, AZ 85255		PC	Community Services	\$10,000 00
Children First Foundation	1648 S 16th St , Phoenix, AZ 85034		PC	Education	\$1,500 00
Choate Rosemary Hall Foundation, Inc	333 Christian Street, Wallingford, CT 06492-3800		PC	Education	\$10,000 00
Cleonslate	19891 Vista Hermosa Dr , Chino Hills, CA 91709		PC	Community Services	\$5,000 00
College of Wooster	1189 Beall Ave, Wooster, OH 44691-2363		PC	Education	\$20,000 00
Columbia University	435 West 116th Street, Box A-2, New York, NY 10027		PC	Education	\$25,000 00
Consciousness and Healing Initiative	6919 La Jolla Blvd , La Jolla, CA 92037		PC	Health & Fitness	\$10,000 00
Cystic Fibrosis Foundation	2777 E Camelback Road, Suite 330, Phoenix, AZ 85016		PC	Health & Fitness	\$5,000 00
Desert Botanical Garden	1201 N Galvin Parkway, Phoenix, AZ 85008		PC	Arts & Culture	\$1,500 00
Diocesan Council for the Society of St Vincent de Paul Diocese Phoenix	420 W Watkins Road, Phoenix, AZ 85003		PC	Community Services	\$200,000 00
Fay School, Inc	48 Main Street, Southborough, MA 01772-9106		PC	Education	\$10,000 00
Foundation for Blind Children	1234 E Northern Ave , Phoenix, AZ 85020		PC	Health & Fitness	\$2,500 00
Gateway for Cancer Research	500 Remington Road, Schaumburg, IL 60173		PC	Health & Fitness	\$10,000 00
Georgetown University	2233 Wisconsin Avenue, NW Suite 440, Washington, DC 20057-1253		PC	Education	\$10,000 00
Girl Scouts - Arizona Cactus-Pine Council, Inc	119 East Coronado Road, Phoenix, AZ 85004		PC	Community Services	\$100,000 00
Golden Valley Manor Inc	260 5th St SW, Beach, ND 58621		PC	Community Services	\$500 00
Habitat for Humanity of Benton County	1212 N Walton Blvd, Bentonville, AR 72712		PC	Community Services	\$10,000 00

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

Recipient name	Recipient address	Relationship	Foundation status of Recipient	Purpose	Amount paid
Hawai Community Foundation	827 Fort Street Mail, Honolulu, HI 96813		PC	Community Services	\$10,000 00
HopeWest	3090 N 12th St , #B, Grand Junction, CO 81506		PC	Health & Fitness	\$1,000 00
Liberty Wildlife, Inc	2600 E Elwood St , Phoenix, AZ 85040		PC	Animal Welfare	\$25,000 00
Manne Corps Scholarship Foundation, Inc	909 N Washington Street, Suite 400, Alexandria, VA 22314		PC	Education	\$5,000 00
McPherson College	1600 East Euclid, McPherson, KS 67460		PC	Education	\$25,000 00
Miragio Foundation	6919 La Jolla Blvd , La Jolla, CA 92037		PC	Health & Fitness	\$25,000 00
National Foundation for Energy Healing	31907 S David Ranch Rd, Marana, AZ 85658		NC	Environment	\$18,081 99
North Dakota Community Foundation	711 Riverwood Drive, Suite 2, Bismarck, ND 58502-0387		PC	Community Services	\$5,000,000 00
Northwest Organization for Animal Help	31300 Brandstrom Road, Stanwood, WA 98292		PC	Animal Welfare	\$5,000 00
Phoenix Art Museum	1625 N Central Avenue, Phoenix, AZ 85004-1685		PC	Arts & Culture	\$10,000 00
Phoenix Symphony Association	One North First Street, Suite 200, Phoenix, AZ 85004		PC	Arts & Culture	\$236,000 00
Phoenix Theatre, Inc	100 East McDowell, Phoenix, AZ 85004		PC	Arts & Culture	\$15,000 00
Salvation Army	P O Box 4275, Fayetteville, AR 72702		PC	Community Services	\$20,000 00
Team Afica Rising, Inc	802 E Cooper #4, Aspen, CO 81611		PC	Community Services	\$150,000 00
The Buddy Program, Inc	110 East Hallam Street, Suite 125, Aspen, CO 81611		PC	Community Services	\$13,000 00
The Governor's Academy	1 Elm Street, Byfield, MA 01922		PC	Education	\$10,000 00
The Leadership Foundation	1155 15th Street NW, Suite 1000, Washington, DC 20005		PC	Community Services	\$2,500 00
The Nature Conservancy - Arizona	7600 N 15th Street, Suite 100, Phoenix, AZ 85020-4330		PC	Environment	\$10,000 00
The Nature Conservancy - Arkansas	601 N University Avenue, Little Rock, AR 72205		PC	Environment	\$10,000 00
The Sauce Foundation, Inc	4417 N 40th Street, Suite 200, Phoenix, AZ 85018		NC	Health & Fitness	\$2,500 00
Theodore Roosevelt Presidential Library Foundation	P O Box 700, Dickinson, ND 58602		PC	Arts & Culture	\$300,000 00
Trends Chantable Fund	4400 N Scottsdale Road, Suite 9-928, Scottsdale, AZ 85251		PC	Community Services	\$5,000 00
United Cerebral Palsy Association of Central Arizona	1802 W Parkside Ln , Phoenix, AZ 85027		PC	Health & Fitness	\$5,000 00
United States Holocaust Memorial Museum	100 Raoul Wallenberg Place, SW, Washington, DC 20024-2126		PC	Arts & Culture	\$10,000 00
United Way of Northwest Arkansas, Inc	100 Parkwood Street, Suite C, Lowell, AR 72745		PC	Community Services	\$75,000 00
USA Cycling Development Foundation	210 USA Cycling Point, Suite 100, Colorado Springs, CO 80919-2215		PC	Community Services	\$25,000 00
Valley of the Sun United Way	3200 East Camelback Road, Suite 375, Phoenix, AZ 85018-2328		PC	Community Services	\$20,000 00
World Brain Forum Foundation	PO Box 8290, Aspen, CO 81612		PC	Health & Fitness	\$10 000 00
YMCA of Southern Arizona	60 W Alameda, Tucson, AZ 85701		PC	Community Services	\$5,000 00
Total Grants Paid					\$10,485,032