

Return of Private Foundation

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.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

2014
Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation **ALEX C WALKER EDUCATIONAL & CHARITABLE FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) **PNC BANK NA 620 LIBERTY AVENUE 10TH FLO**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code **PITTSBURGH, PA 15222-2705**

A Employer identification number **25-6109746**

B Telephone number (see instructions) **412-762-8133**

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

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: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 9,927,241.** **J** Accounting method: Cash Accrual Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" 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	177,224.	177,774.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	390,564.			
	b Gross sales price for all assets on line 6a	1,729,921.			
	7 Capital gain net income (from Part IV, line 2)		390,564.		
	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)	916.	1,210.		STMT 5	
12 Total. Add lines 1 through 11	568,704.	569,548.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	60,581.	42,528.		18,053.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 6	8,797.	NONE	NONE	8,797.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 7	51,108.			51,108.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 8	10,134.	344.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	19,945.	1,994.		17,950.
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 9	8,412.	39.		8,407.
	24 Total operating and administrative expenses. Add lines 13 through 23	158,977.	44,905.	NONE	104,315.
	25 Contributions, gifts, grants paid	361,000.			361,000.
26 Total expenses and disbursements. Add lines 24 and 25	519,977.	44,905.	NONE	465,315.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	48,727.				
b Net investment income (if negative, enter -0-)		524,643.			
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	73,882.	508,412.	508,412.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	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)	952,812.	1,015,894.	1,485,353.
	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) STMT 10	6,132,715.	5,956,321.	7,933,476.
	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)	7,159,409.	7,480,627.	9,927,241.	
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)		NONE		
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	6,991,257.	7,321,192.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	168,152.	159,435.	
30	Total net assets or fund balances (see instructions)	7,159,409.	7,480,627.		
31	Total liabilities and net assets/fund balances (see instructions)	7,159,409.	7,480,627.		

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	7,159,409.
2	Enter amount from Part I, line 27a	2	48,727.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	402,815.
4	Add lines 1, 2, and 3	4	7,610,951.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	130,324.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,480,627.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES						
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 1,729,921.		1,339,357.	390,564.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
a			390,564.			
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	390,564.	
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		

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	440,442.	8,410,897.	0.052366
2012	470,639.	7,712,939.	0.061019
2011	450,264.	6,736,024.	0.066844
2010	350,293.	7,144,445.	0.049030
2009	425,228.	6,476,929.	0.065653
2 Total of line 1, column (d)			2 0.294912
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.058982
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 9,196,299.
5 Multiply line 4 by line 3			5 542,416.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,246.
7 Add lines 5 and 6			7 547,662.
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.			8 465,315.

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

Table with 11 rows and 2 columns. Rows include: 1a Exempt operating foundations, b Domestic foundations, c All other domestic foundations, 2 Tax under section 511, 3 Add lines 1 and 2, 4 Subtitle A (income) tax, 5 Tax based on investment income, 6 Credits/Payments (6a-6d), 7 Total credits and payments, 8 Enter any penalty, 9 Tax due, 10 Overpayment, 11 Enter the amount of line 10 to be: Credited to 2015 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and an unlabeled column). Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b Did it spend more than \$100 during the year... 1c Did the foundation file Form 1120-POL... 2 Has the foundation engaged in any activities... 3 Has the foundation made any changes... 4a Did the foundation have unrelated business gross income... 4b If "Yes," has it filed a tax return... 5 Was there a liquidation, termination... 6 Are the requirements of section 508(e)... 7 Did the foundation have at least \$5,000 in assets... 8a Enter the states to which the foundation reports... 8b If the answer is "Yes" to line 7... 9 Is the foundation claiming status... 10 Did any persons become substantial contributors...

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address WWW.WALKER-FOUNDATION.ORG
14 The books are in care of PNC BANK, N.A. Telephone no. (412) 762-8133
Located at 620 LIBERTY AVE, 10TH FLOOR, PITTSBURGH, PA ZIP+4 15222-2705
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes X 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.) STMT 14 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? Yes X No
b If "Yes," did it have excess business holdings in 2014 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 2014.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PNC BANK, N.A. 620 LIBERTY AVENUE, PITTSBURGH, PA 15222-2705	CORPORATE TRUSTEE 10	47,253.	-0-	-0-
THOMAS U. WALKER 6687 32ND ST. NW, WASHINGTON, DC 20015	INDIVIDUAL TRUST 1	6,664.	-0-	-0-
BARRETT P. WALKER 1729 COVENTRY PLACE, DECATUR, GA 30030	INDIVIDUAL TRUST 12	6,664.	-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		-0-	-0-	-0-

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

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

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

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

Total number of others receiving over \$50,000 for professional services		NONE

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 N/A	
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	9,336,344.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,336,344.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,336,344.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	140,045.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,196,299.
6	Minimum investment return. Enter 5% of line 5	6	459,815.

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	459,815.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	10,493.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,493.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	449,322.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	449,322.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	449,322.

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	465,315.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	465,315.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	465,315.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				449,322.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			14,284.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ <u>465,315.</u>				
a Applied to 2013, but not more than line 2a			14,284.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				449,322.
e Remaining amount distributed out of corpus	1,709.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,709.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				NONE
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,709.			
10 Analysis of line 9:				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	1,709.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

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

Table with 5 columns: Tax year (a) 2014, Prior 3 years (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4 for each year listed, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities, and Complete 3a, b, or c for the alternative test relied upon.

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).)

NONE

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.

NONE

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

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

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

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 20</p>				<p>361,000.</p>
Total				<p>361,000.</p>
b Approved for future payment				
Total				<p>3b</p>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: 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.)

NOT APPLICABLE

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets. b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule.

Table with 2 columns: Yes, No. Rows for 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

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

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

Table with 3 columns: (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: Aquil A Fleming, Date: 04/02/2015, Title: ASSISTANT VICE.

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ALLSTATE CORP	334.	334.
ALTRIA GROUP INC	1,511.	1,511.
AMERICAN EXPRESS CO	181.	181.
AMGEN INC	223.	223.
ANHEUSER BUSCH INBEV SPONSORED ADR	155.	155.
APPLE INC	1,660.	1,660.
ARTISAN FDS INC INTERNATIONAL	3,023.	3,023.
ARTISAN SMALL CAP VALUE FUND INVESTOR CL	710.	710.
BAIRD AGGREGATE BOND FUND FD 72	11,245.	11,245.
BECTON DICKINSON & CO	374.	374.
BLACKROCK CORE BOND PORTFOLIO	10,965.	10,965.
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUT	3,829.	3,829.
BOEING CO	613.	613.
CBS CORP CLASS B WI	184.	184.
CDW CORP/DE	67.	67.
CVS CAREMARK CORP	276.	276.
CALVERT SOCIAL INVNT FD INV EQUITY PT FD	3,282.	3,282.
CISCO SYS INC COM	209.	209.
COCACOLA CO	91.	91.
COCA COLA ENTERPRISES	338.	338.
COMCAST CORPORATION CL A	246.	246.
DELTA AIR LINES INC	162.	162.
DISNEY WALT CO	151.	151.
EOG RES INC	106.	106.
EASTMAN CHEM CO	151.	151.
EATON VANCE FLOATING RATE FUND CLASS I	6,048.	6,048.
EXTRA SPACE STORAGE INC	534.	534.
FOOT LOCKER INC	496.	496.
FRANKLIN RES INC COM	76.	76.
GOLDMAN SACHS GROUP INC COM	33.	33.
HALLIBURTON CO	37.	37.
HANESBRANDS INC - W/I	381.	381.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARBOR FD INTL FD	10,988.	10,988.
HARDING LOEVNER INTERNATIONAL EQUITY POR	2,830.	2,830.
HELMERICH & PAYNE INC COM	326.	326.
HENRY JACK & ASSOC INC COM	130.	130.
HERSHEY FOODS CORP COM	73.	73.
HOME DEPOT INC COM	498.	498.
ING EQUITY TR REAL ESTATE FUND CLASS I	1,795.	1,795.
ISHARES TR RUSSELL MIDCAP VALUE INDEX FD	7,442.	7,442.
ISHARES TR RUSSELL1000VAL	25,604.	25,604.
ISHARES TR S&P MIDCAP 400/BARRA GROWTH	3,446.	3,446.
ISHARES TR RUSSELL 2000 VALUE INDEX FD	991.	991.
JOHNSON & JOHNSON COM	477.	477.
KIMBERLY-CLARK CORP COM	206.	206.
KROGER CO	247.	247.
L BRANDS INC	71.	71.
LAS VEGAS SANDS CORP	190.	190.
LOCKHEED MARTIN CORP	480.	480.
MAGNA INTERNATIONAL ISIN CA5592224011	357.	357.
MANPOWER GROUP INC	145.	145.
MCKESSON HBOC INC COMMN	114.	114.
METHANEX CORP SEDOL 2654416	60.	60.
MICROSOFT CORP	575.	575.
NIKE INC CL B	113.	113.
OCEANEERING INTERNATIONAL INC	71.	71.
ORACLE CORP	359.	359.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	14,834.	14,834.
PPG INDS INC COM	70.	70.
PVH CORP	3.	3.
PACKAGING CORP OF AMERICA COM	230.	230.
PIMCO UNCONSTRAINED BOND FUND INSTITUTIO	2,536.	2,536.
PIMCO TOTAL RETURN FUND CL P	1.	1.
POLARIS INDS INC	326.	326.
PRINCIPAL FINANCIAL GROUP COM	207.	207.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROCTER & GAMBLE CO	96.	96.
QUALCOMM	359.	359.
QUESTCOR PHARMACEUTICALS INC	63.	63.
ROWE T PRICE VALUE FD INC COM	7,441.	7,441.
ST JUDE MEDICAL INC	383.	383.
SANDISK CORP	132.	132.
SCHLUMBERGER LTD COM	154.	154.
SHIRE PLC SPONSORED ADR	79.	79.
SKYWORKS SOLUTIONS INC COM	174.	174.
SMITH A O CORP COMMON	56.	56.
SNAP-ON INC COM	300.	300.
SOUTHWEST AIRLINES COM	119.	119.
STARBUCKS CORP COM	125.	125.
TEMPLETON GLOBAL BOND FUND AD FUND	11,916.	11,916.
THERMO ELECTRON CORP COM	36.	36.
TIME WARNER INC	398.	398.
TRINITY INDUSTRIES INC	61.	61.
UNION PAC CORP COM	356.	356.
UNITED TECHNOLOGIES CORP COM	182.	182.
VANGUARD VALUE ETF	26,092.	26,092.
VISA INC CLASS A SHARES	108.	108.
VOYA REAL ESTATE FUND CLASS I	3,006.	3,006.
WESTERN DIGITAL CORP	258.	258.
WYNDHAM WORLDWIDE CORP	350.	350.
ZIMMER HOLDINGS INC	75.	75.
BLACKROCK LIQUIDITY FUNDS TEMPFUND	30.	30.
DIVIDENDS FROM LIFE INS POLICY	761.	761.
ACE LIMITED ISIN CH0044328745 SEDOL B3BQ	163.	163.
TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN C	313.	313.
LYONDELLBASELL INDUSTRIES N.V. ISIN NL00	84.	84.
ROYAL CARRIBEAN CRUISES LTD SEDOL 275490	68.	68.
TRANSACTION FROM PARTNERSHIP		550.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL	177,224.	177,774.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP DISTRIBUTIONS	460.	
GUARDIAN LIFE INSURANCE	456.	456.
CAPITAL GAINS FROM PARTNERSHIP		666.
ORDINARY INCOME FROM PARTNERSHIP		83.
ROYALTY INCOME		5.
TOTALS	916.	1,210.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	8,797.			8,797.
TOTALS	8,797.	NONE	NONE	8,797.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
BARRETT P WALKER CONSULTING FE	51,108.	51,108.
TOTALS	51,108.	51,108.

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	344.	344.
FEDERAL TAX PAYMENT - PRIOR YE	1,680.	
FEDERAL ESTIMATES - PRINCIPAL	8,110.	
TOTALS	10,134.	344.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	4,690.		4,690.
GRANTMAKING FEES	3,717.		3,717.
ADR SERVICE FEES	5.	5.	
PARTNERSHIP - EXPENSE		34.	
TOTALS	8,412.	39.	8,407.

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

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - FIXED INCOME	C	1,633,181.	1,610,086.
MUTUAL FUNDS - EQUITY	C	4,323,140.	6,323,390.
TOTALS		5,956,321.	7,933,476.

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

=====

DESCRIPTION -----	AMOUNT -----
PTP COST BASIS ADJUSTMENT	530.
COST BASIS AJUSTMENT	402,285.

TOTAL	402,815.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
DIFF BETWEEN CARRYING VALUE AND TAX COST	130,311.
ROUNDING ADJ FOR SALES AND TRANSACTIONS	13.

TOTAL	130,324.
	=====

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

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PA

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT

=====

N/A

=====

RECIPIENT NAME:

BARRETT P. WALKER

ADDRESS:

1729 COVENTRY PLACE
DECATUR, GA 30030

RECIPIENT'S PHONE NUMBER: 404-378-2752

FORM, INFORMATION AND MATERIALS:

THE FOUNDATION'S WEBSITE LISTS INSTRUCTIONS, AND AN ONLINE
GRANT APPLICATION: WWW.WALKER-FOUNDATION.ORG

SUBMISSION DEADLINES:

THE APPLICATION DEADLINES ARE APRIL 1ST AND OCTOBER 1ST.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE FOUNDATION FUNDS MARKET APPROACHES FOR ADDRESSING ECONOMIC
IMBALANCES AND PROMOTING A SUSTAINABLE ECONOMY

RECIPIENT NAME:
ROCKEFELLER PHILANTHROPY ADVISORS
ADDRESS:
50 CALIFORNIA ST. S
SAN FRANCISCO, CA 94111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NUCLEAR 2.0: ESSENTIAL ENERGY FOR THE 21ST CE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
CITIZENS CLIMATE EDUCATION
ADDRESS:
1330 ORANGE AVENUE
CONORADO, CA 92118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMENTS OF OPTIMAL DESIGN OF ENERGY FEES & S
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WILDERNESS SOCIETY
ADDRESS:
1615 M STREET, NW
WASHINGTON, DC 20036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DELIVERING ECOSYSTEM SERVICES IN THE SOUTHERN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
KARUNA CENTER FOR PEACE BUILDING
ADDRESS:
447 WEST ST, STE 2
AMHERST, MA 01002-2900
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PRICE POLLUTION, A NATIONAL DIALOGUE TO
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
MOUNT DESERT ISLAND BIOLOGICAL LAB
ADDRESS:
OLD BAR HARBOR ROAD
SALSBURY CIVE, ME 04672
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CREATING DECISION SUPPORT TOOLS BASED ON ECOS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
R STREET INSTITUTE
ADDRESS:
1015 7TH STREET NW
WASHINGTON, DC 20001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
STATE-LEVEL CARBON TAXES AS AN ALTERNATIVE TO
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 26,000.

RECIPIENT NAME:
CENTER FOR SUSTAINABLE
ADDRESS:
1294 14TH STREET
WEST LINN, OR 97068
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ADVANCING GENUINE PROGRESS IN MARYLAND
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
INSTITUTE FOR JUSTICE
ADDRESS:
901 N GLEBE ROAD
ARLINGTON, VA 22203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENDING CIVIL FORTEITURE & STRENGTHENING PROJE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ROSE FOUNDATION FOR COMMUNITIES & ENVIRO
ADDRESS:
1970 BROADWAY, STE 600
OAKLAND, CA 94612-2218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DEMO IMPACT OF MARINE CONSER AGREEMENTS IN TH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:
BROOKINGS INSTITUTE
ADDRESS:
1775 MASSACHSETTS AVENUE
WASHINGTON, DC 20036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMP OF C TAX TO OTHER REG APPROACHES TO CONT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
CORAL RESTORATION FOUNDATION
ADDRESS:
112 GARDEN STREET
TAVERNIER, FL 33070
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY BASED CORAL REEF RESTORATION IN BON
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
WILDEARTH GUARDIANS
ADDRESS:
312 MONTEZUMA AVENUE
TUCON, NM 87501
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEXICAN GRAY WOLF RECOVERY THROUGH GRAZING PE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
INSTITUTE FOR POLICY STUDIES
ADDRESS:
1112 6TH STREET, NW
WASHINGTON, DC 20036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENUINE PROGRESS PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

TOTAL GRANTS PAID: 361,000.
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