

For calendar year 2021, or tax year beginning 01-01-2021, and ending 12-31-2021

Name of foundation Town Branch Foundation		A Employer identification number 82-3575662	
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 1860	Room/suite	B Telephone number (see instructions) (479) 464-1570	
City or town, state or province, country, and ZIP or foreign postal code BENTONVILLE, AR 71712		C If exemption application is pending, check here ☐	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here..... ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ... ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 652,063,480	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I		Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(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)			0						
	2	Check ☒ if the foundation is not required to attach Sch. B									
	3	Interest on savings and temporary cash investments									
	4	Dividends and interest from securities			11,318,812		11,318,812				
	5a	Gross rents			92,682						
	b	Net rental income or (loss)									
	6a	Net gain or (loss) from sale of assets not on line 10			27,821,938						
	b	Gross sales price for all assets on line 6a									
					218,337,429						
	7	Capital gain net income (from Part IV, line 2)					28,770,983				
	8	Net short-term capital gain									
	9	Income modifications									
Operating and Administrative Expenses	10a	Gross sales less returns and allowances	0								
	b	Less: Cost of goods sold	0								
	c	Gross profit or (loss) (attach schedule)			0						
	11	Other income (attach schedule)			-37,558		-49,006		0		
	12	Total. Add lines 1 through 11			39,195,874		40,040,789		0		
	13	Compensation of officers, directors, trustees, etc.									
	14	Other employee salaries and wages									
	15	Pension plans, employee benefits									
	16a	Legal fees (attach schedule)			65,516		0		0		65,516
	b	Accounting fees (attach schedule)			46,030		0		0		46,030
	c	Other professional fees (attach schedule)			1,678,197		376,265		0		1,301,932
	17	Interest			0		0				
18	Taxes (attach schedule) (see instructions)			1,374,514		849,514		0			
19	Depreciation (attach schedule) and depletion			77,974		0		0			
20	Occupancy										
21	Travel, conferences, and meetings			963						963	
22	Printing and publications										
23	Other expenses (attach schedule)			38,808		38,614		0		194	
24	Total operating and administrative expenses. Add lines 13 through 23			3,282,002		1,264,393		0		1,414,635	
25	Contributions, gifts, grants paid			26,638,725						26,638,725	
26	Total expenses and disbursements. Add lines 24 and 25			29,920,727		1,264,393		0		28,053,360	
	27	Subtract line 26 from line 12:									
	a	Excess of revenue over expenses and disbursements			9,275,147						
	b	Net investment income (if negative, enter -0-)					38,776,396				
	c	Adjusted net income (if negative, enter -0-)							0		

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		204,730	432,890	432,890
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ <u>0</u>				
		Less: allowance for doubtful accounts ▶ _____	0	0	0	
	4	Pledges receivable ▶ _____				
		Less: allowance for doubtful accounts ▶ _____		0	0	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0		
	7	Other notes and loans receivable (attach schedule) ▶ <u>1,816,639</u>				
		Less: allowance for doubtful accounts ▶ <u>0</u>	33,337	1,816,639	1,816,639	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)	0	0	0	
	b	Investments—corporate stock (attach schedule)	0	0	0	
	c	Investments—corporate bonds (attach schedule)	0		0	
	Liabilities	11	Investments—land, buildings, and equipment: basis ▶ <u>0</u>			
		Less: accumulated depreciation (attach schedule) ▶ <u>0</u>	0		0	
12		Investments—mortgage loans				
13		Investments—other (attach schedule)	491,266,538	491,689,524	631,822,735	
14		Land, buildings, and equipment: basis ▶ <u>18,103,197</u>				
		Less: accumulated depreciation (attach schedule) ▶ <u>115,774</u>	11,146,724	17,987,423	17,987,423	
15		Other assets (describe ▶ _____)	3,793	3,793	3,793	
16		Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	502,655,122	511,930,269	652,063,480	
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue.					
20	Loans from officers, directors, trustees, and other disqualified persons	0	0			
21	Mortgages and other notes payable (attach schedule)	0	0			
22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22).	0	0			
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐					
	and complete lines 24, 25, 29 and 30.					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ ☒					
	and complete lines 26 through 30.					
	26	Capital stock, trust principal, or current funds				
	27	Paid-in or capital surplus, or land, bldg., and equipment fund				
28	Retained earnings, accumulated income, endowment, or other funds	502,655,122	511,930,269			
29	Total net assets or fund balances (see instructions)	502,655,122	511,930,269			
30	Total liabilities and net assets/fund balances (see instructions)	502,655,122	511,930,269			

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 29 (must agree with end-of-year figure reported on prior year's return)	1	502,655,122
2	Enter amount from Part I, line 27a	2	9,275,147
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	511,930,269
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29.	6	511,930,269

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.)
1 a NORTHERN TRUST EAFE - VARIOUS STOCKS	P		
b NORTHERN TRUST EAFE - VARIOUS STOCKS	P		
c NORTHERN TRUST EAFE - CAPITAL GAIN DISTRIBUTION	P		
d NORTHERN TRUST EQUITIZATION - VARIOUS STOCKS	P		
e NORTHERN TRUST EQUITIZATION - VARIOUS STOCKS	P		
NORTHERN TRUST EQUITIZATION - CAPITAL GAIN DISTRIBUTION	P		
NORTHERN TRUST R1000 - VARIOUS STOCKS	P		
NORTHERN TRUST R1000 - VARIOUS STOCKS	P		
NORTHERN TRUST R1000 - VARIOUS STOCKS	P		
NORTHERN TRUST R1000 - CAPITAL GAIN DISTRIBUTION	P		
NORTHERN TRUST CASH ACCOUNT - SECTION 1256 GAINS	P		
NORTHERN TRUST CASH ACCOUNT - SECTION 1256 GAINS	P		
NORTHERN TRUST CASH ACCOUNT - CAPITAL GAIN DISTRIBUTION	P		
PASS THROUGH GAIN/LOSS	P		

(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 7,682,406		7,457,949	224,457
b 8,384,356		6,828,580	1,555,776
c 3,468,688		0	3,468,688
d 44,448,228		44,499,947	-51,719
e 109,225,312		101,373,756	7,851,556
14		0	14
6,847,225		6,190,407	656,818
34,838,225		21,468,423	13,369,802
8,287		6,695	1,592
21,636		0	21,636
672,696		0	672,696
1,009,043		0	1,009,043
3		0	3
0		9,379	-9,379

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a		0	224,457
b		0	1,555,776
c		0	3,468,688
d		0	-51,719
e		0	7,851,556
		0	14
		0	656,818
		0	13,369,802
		0	1,592
		0	21,636
		0	672,696
		0	1,009,043
		0	3
		0	-9,379

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	28,770,983
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

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

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter

Bracket for line 1a

"N/A" on line 1.

1a

Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)

All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)

b

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

Add lines 1 and 2.

3

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

4

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.

5

Credits/Payments:

6

a 2021 estimated tax payments and 2020 overpayment credited to 2021

6a

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

8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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

11 Enter the amount of line 10 to be: Credited to 2022 estimated tax Refunded

11

538,992

538,992

721,676

0

182,684

0

Part VI-A

Statements Regarding Activities

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?

1a

Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.

1b

Yes No

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.

c Did the foundation file Form 1120-POL for this year?.

1c

Yes No

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ (2) On foundation managers. \$

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2

Yes No

If "Yes," attach a detailed description of the activities.

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

3

Yes No

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

Yes No

b If "Yes," has it filed a tax return on Form 990-T for this year?.

4b

Yes No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

Yes No

If "Yes," attach the statement required by General Instruction T.

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?.

6

Yes

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 XIV.

7

Yes

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

DE, AR

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.

8b

Yes

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 2021 or the taxable year beginning in 2021? See the instructions for Part XIII. If "Yes," complete Part XIII

9

Yes No

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

10

Yes No

Part VI-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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14	The books are in care of ▶ <u>TIM KEITH</u> Telephone no. ▶ <u>(479) 464-1570</u> Located at ▶ <u>PO BOX 1860 BENTONVILLE AR 72712</u> ZIP+4 ▶ _____			
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 <u>15</u>			
16	At any time during calendar year 2021, 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	16	Yes	No

Part VI-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?	1a(1)		No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)		No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	Yes	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)		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)?	1a(5)		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.)	1a(6)		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		No
c	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
d	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 2021?	1d		No
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 2021, did the foundation have any undistributed income (lines 6d and 6e, Part XII) for tax year(s) beginning before 2021? If "Yes," list the years ▶ 20____, 20____, 20____, 20____	2a		No
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. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a		No
b	If "Yes," did it have excess business holdings in 2021 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 2021.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2021?	4b		No

Part VI-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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
- 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
- c Organizations relying on a current notice regarding disaster assistance check here
- d 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?
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?
- 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?
- 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 during the year?

	Yes	No
5a(1)		No
5a(2)		No
5a(3)		No
5a(4)	Yes	
5a(5)		No
5b		No
5c		
5d	Yes	
6a		No
6b		No
7a		No
7b		
8		No

Part VII

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
JIM C WALTON PO BOX 1860 BENTONVILLE, AR 72712	President 1.000	0	0	0
ROBERT A SMITH PO BOX 1860 BENTONVILLE, AR 72712	TREASURER 1.000	0	0	0
Buddy D Philpot PO BOX 1860 BENTONVILLE, AR 72712	Secretary 1.000	0	0	0
ERRON SMITH PO BOX 1860 BENTONVILLE, AR 72712	Assistant Secretary 1.000	0	0	0
Lynne M WALTON PO BOX 1860 BENTONVILLE, AR 72712	Vice President 1.000	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

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

0

Part VII

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
BALDWIN & SHELL CONSTRUCTION COMPANY PO Box 1750 Little Rock, AR 72203	Construction Services	5,428,797
MCCOWNGORDON CONSTRUCTION LLC 850 Main Street Kansas City, MO 64105		
WALTON ENTERPRISES LLC PO BOX 1860 BENTONVILLE, AR 72712	MANAGEMENT SERVICES	1,344,409
CROSSLAND CONSTRUCTION COMPANY INC 1800 S 52nd St Suite 410 Rogers, AR 72758		
CASTER & ASSOCIATES LAND SURVEYING INC 2715 SE I ST SUITE 5 BENTONVILLE, AR 72712	LAND SURVEYING SERVICES	191,310

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

Part VIII- 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	
2	
3	
4	

Part VIII- 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 HOGAN PREPARATORY ACADEMY, INC. - PROVIDE FINANCING FOR THE CONSTRUCTION OF NEW PERMANENT HIGH SCHOOL AND MIDDLE SCHOOL FACILITIES.	1,816,699
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	1,816,699

Part IX 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	610,217,667
b	Average of monthly cash balances.	1b	26,596,652
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	636,814,319
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d.	3	636,814,319
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	9,552,215
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.	5	627,262,104
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	31,363,105

Part X 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 IX, line 6.	1	31,363,105
2a	Tax on investment income for 2021 from Part V, line 5.	2a	538,992
b	Income tax for 2021. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	538,992
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	30,824,113
4	Recoveries of amounts treated as qualifying distributions.	4	33,337
5	Add lines 3 and 4.	5	30,857,450
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1. . . .	7	30,857,450

Part XI 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	
b	Program-related investments—total from Part VIII-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 XII, line 4.	4	

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2020	(c) 2020	(d) 2021
1 Distributable amount for 2021 from Part X, line 7				30,857,450
2 Undistributed income, if any, as of the end of 2021:				
a Enter amount for 2020 only.			11,138,407	
b Total for prior years: 20____, 2018, 2017		0		
3 Excess distributions carryover, if any, to 2021:				
a From 2016.	0			
b From 2017.	0			
c From 2018.	0			
d From 2019.	0			
e From 2020.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2021 from Part XI, line 4: ▶ \$ <u>36,788,731</u>				
a Applied to 2020, but not more than line 2a			11,138,407	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2021 distributable amount				25,650,324
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2021. (If an amount appears in column (d), the same amount must be shown in column (a).)				0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0		
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.		0		
e Undistributed income for 2019. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2022				5,207,126
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).	0			
8 Excess distributions carryover from 2016 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2022. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2017	0			
b Excess from 2018	0			
c Excess from 2019.	0			
d Excess from 2020	0			
e Excess from 2021	0			

Part

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
American Enterprise Institute for Public Policy Research 1789 Massachusetts Avenue NW Washington, D C 20036		P C	2021 General Operations Grant	100,000
Arkansas Childrens Foundation 1 Childrens Way Little Rock, AR 72202		P C	Injury Prevention campaign	5,000
Cato Institute 1000 Massachusetts Avenue NW Washington, D C 20001		P C	2021 General Operations Grant	75,000
Centers for Youth and Families Inc P O Box 251970 Little Rock, AR 72225		P C	Residential children's treatment program	15,500
City Connections Inc 2418 Forest Creek Drive Little Rock, AR 72211		P C	2021 General Operations Grant	5,000
Cookson Hills Christian School Inc 60416 Highway 10 Kansas, OK 74347		P C	2021 General Operations Grant	40,000
EXODUSLIFE 3700A W 65th Street Little Rock, AR 72209		P C	The Exodus Project	12,000
Grayson County College Foundation 6101 Grayson Drive Denison, TX 75020		P C	To support college programming and classes.	9,375
Grayson County Shelter 331 W Morton Denison, TX 75020		P C	Shelter and food for the homeless	9,375
Habitat for Humanity of Grayson County 901 N Grand Avenue Sherman, TX 75090		P C	build homes for families in need	9,375
Heartland Forward Inc 110 NW 2nd Street Bentonville, AR 72712		P C	2021 Operating Support	3,836,911
Heritage Foundation 214 Massachusetts Avenue NE Washington, D C 20002		P C	2021 General Operations Grant	5,000
Home Hospice of Grayson County 505 W Center Street Sherman, TX 75090		P C	Specialized care for the terminally ill	9,375
Institute for Humane Studies Vernon Smith Hall 1st Floor 3434 Washington Blvd Arlington, V A 22201		P C	2021 General Operations Grant	40,000
Maryland Zoological Society 1876 Mansion House Drive Baltimore, MD 21217		P C	Crise Fountain Restoration and Relocation	14,175
National Tax Limitation Foundation 1700 Eureka Rd Ste 150-A Roseville, C A 95661		P C	2021 General Operations Grant	1,000
Northwest Arkansas Land Trust 1725 Smokehouse Trail Fayetteville, AR 72701		P C	Lake Frances Open Space Acquisitions	3,060,405
NWA Trailblazers PO Box 2821 Bentonville, AR 72712		P C	NWA Mountain Bike Trail Maintenance	500,000
NWA Trailblazers PO Box 2821 Bentonville, AR 72712		P C	Greenway Tunnel at Hwy 102	300,000
NWA Trailblazers PO Box 2821 Bentonville, AR 72712		P C	NW A Street Parking Lot & Tunnel	879,169
NWA Trailblazers PO Box 2821 Bentonville, AR 72712		P C	WOKA to Siloam Springs Survey and Lot Split	36,225
NWA Trailblazers PO Box 2821 Bentonville, AR 72712		P C	KCS Railroad Crossing Improvements	36,374
Texas A&M University-Kingsville 700 University MSC 218 Kingsville, TX 78363		GOV	2021 Caesar Kleberg Wildlife Research Institute/Invasive Grasses Research	5,000
The Board of Trustees of the Leland Stanford Junior University Development Services PO Box 20466 Stanford, C A 94309		P C	2021 Hoover Institution Grant	10,000
The Peel Compton Foundation 312 N Main Street		POF	2021 Operating Support	2,575,740

Bentonville, AR 72712				
The Peel Compton Foundation 312 N Main Street Bentonville, AR 72712		POF	Osage Park Wayfinding Signage	48,726
Walton Family Foundation Inc PO Box 2030 Bentonville, AR 72712		POF	Illinois River Whitewater Park (WOKA) and Arkansas Parks Delta Trail	15,000,000
Total			3a	26,638,725
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property				16	92,682	
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	27,821,938	
9 Net income or (loss) from special events:						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a NORTHERN TRUST INCOME/(LOSS)				18	-49,006	
b PASS THROUGH OTHER INCOME/(LOSS)				18	11,448	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e) . .			0		39,195,874	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)				13	39,195,874	39,195,874

[illegible]

Part XVI 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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash.

(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. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here

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

	2022-11-09
Signature of officer or trustee	Date

Title

May the IRS discuss this return with the preparer shown below?
See instructions. ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name KENT C CROUCH	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00810750
	Firm's name ☐ WALTON ENTERPRISES LLC				Firm's EIN ☐ 62-166543
	Firm's address ☐ PO BOX 1860 BENTONVILLE, AR 72712				Phone no. (479) 464-1500

Additional Data

Return to Form

Software ID: 21014044

Software Version: 2021v4.2

Form 990PF - Special Condition Description:

Special Condition Description

TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	46,030			46,030

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TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Furniture, Fixtures, & Equipment						15,181			
Buildings						60,014			
Building Improvements						2,779			

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TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
The Peel Compton Foundation	312 N Main Street Bentonville, AR 72712	2021-01-08	2,575,740	TO SUPPORT THE GENERAL OPERATIONS OF THE PEEL COMPTON FOUNDATION	2,575,740	NONE	04/26/22	2022-04-26	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 VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.
Walton Family Foundation Inc	PO Box 2030 Bentonville, AR 72712	2021-12-17	15,000,000	Illinois River Whitewater Park (WOKA) and Arkansas Parks Delta Trail	1,426,735	NONE	11/08/22	2022-11-08	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 VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.
The Peel Compton Foundation	312 N Main Street Bentonville, AR 72712	2021-09-16	48,726	Osage Park Wayfinding Signage	24,363	NONE	04/26/22	2022-04-26	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 VERIFIICATION BY THE FOUNDATION IS DEEMED NECESSARY.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
NORTHERN TRUST EAFE - VARIOUS STOCKS		P			7,682,406	7,457,949			224,457	
NORTHERN TRUST EAFE - VARIOUS STOCKS		P			8,384,356	6,828,580			1,555,776	
NORTHERN TRUST EAFE - CAPITAL GAIN DISTRIBUTION		P			3,468,688	0			3,468,688	
NORTHERN TRUST EQUITIZATION - VARIOUS STOCKS		P			44,448,228	44,499,947			-51,719	
NORTHERN TRUST EQUITIZATION - VARIOUS STOCKS		P			109,225,312	101,373,756			7,851,556	
NORTHERN TRUST EQUITIZATION - CAPITAL GAIN DISTRIBUTION		P			14	0			14	
NORTHERN TRUST R1000 - VARIOUS STOCKS		P			6,847,225	6,190,407			656,818	
NORTHERN TRUST R1000 - VARIOUS STOCKS		P			34,838,225	21,468,423			13,369,802	
NORTHERN TRUST R1000 - VARIOUS STOCKS		P			8,287	6,695			1,592	
NORTHERN TRUST R1000 - CAPITAL GAIN DISTRIBUTION		P			21,636	0			21,636	
NORTHERN TRUST CASH ACCOUNT - SECTION 1256 GAINS		P			672,696	0			672,696	
NORTHERN TRUST CASH ACCOUNT - SECTION 1256 GAINS		P			1,009,043	0			1,009,043	
NORTHERN TRUST CASH ACCOUNT - CAPITAL GAIN DISTRIBUTION		P			3	0			3	
PASS THROUGH GAIN/LOSS		P			0	9,379			-9,379	
BUILDING		P			1,731,309	2,680,354			-949,045	

TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Northern Trust Cash	AT COST	84,299,952	105,100,985
Northern EAFE Acct	AT COST	159,826,597	207,525,332
Northern R1000 Acct	AT COST	87,364,272	159,928,513
Northern Cash Equitization	AT COST	5,025,203	5,025,383
Hawthorn FL	AT COST	155,173,500	154,242,522

TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	8,203,920		8,203,920	8,203,920
Construction in Progress	7,124,094		7,124,094	7,124,094
Buildings	2,400,543	90,020	2,310,523	2,310,523
Building Improvements	216,761	2,779	213,982	213,982
Furniture, Fixtures, & Equipment	157,879	22,975	134,904	134,904

TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	65,516			65,516

TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Deposits	3,793	3,793	3,793

TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Miscellaneous	194			194
Pass-through - Other Deductions	38,614	38,614		

TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Northern Trust	-49,006	-49,006	
Other Income	11,448		

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**TY 2021 IRS 990 e-File
Render**

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
Academy of Seminole (2019-12)	None	400,000	0	2019-09	2021-01	\$33,333 per month beginning 1/1/2020 until repaid	0 %	None	Charter School Support	Cash	0
Hogan Preparatory Academy Inc	None	16,250,000	1,816,639	2021-07	2027-06	Principal Due and Payable at Maturity	0 %	None	WITH HTO CONSTRUCT NEW PERMANENT HIGH SCHOOL AND MIDDLE SCHOOL FACILITIES.	Cash	1,816,639

TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrator & Management Fees	1,090,622			1,090,622
Investment Management Fees	376,265	376,265		
Consulting Fees	211,310			211,310

TY 2021 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 21014044

Software Version: 2021v4.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Northern Trust - Foreign Taxes	849,514	849,514		
Excise Tax	525,000			