

For calendar year 2024, or tax year beginning 01-01-2024 , and ending 12-31-2024

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) ▶\$ <u>611,949,923</u>	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 (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)	35,550,004			
	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	13,206,431	13,206,431		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	16,450,291			
	b Gross sales price for all assets on line 6a 89,009,973				
	7 Capital gain net income (from Part IV, line 2)		16,450,291		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
Operating and Administrative Expenses	b Less: Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	1,357,440	1,002,627	0	
	12 Total. Add lines 1 through 11	66,564,166	30,659,349	0	
	13 Compensation of officers, directors, trustees, etc.	986,004			986,004
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	254,253			254,253
	16a Legal fees (attach schedule)	92,672	0	0	92,672
	b Accounting fees (attach schedule)	103,031	0	0	103,031
	c Other professional fees (attach schedule)	3,077,779	399,002	0	2,678,777
	17 Interest	298	298		
	18 Taxes (attach schedule) (see instructions)	1,274,093	825,663	0	0
	19 Depreciation (attach schedule) and depletion	1,315,907	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings	16,356			16,356
	22 Printing and publications				
	23 Other expenses (attach schedule)	45,172	32,068	0	13,104
	24 Total operating and administrative expenses. Add lines 13 through 23	7,165,565	1,257,031	0	4,144,197
	25 Contributions, gifts, grants paid	29,982,571			29,982,571
	26 Total expenses and disbursements. Add lines 24 and 25	37,148,136	1,257,031	0	34,126,768
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	29,416,030			
	b Net investment income (if negative, enter -0-)		29,402,318		
	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		408,974	2,837,947	2,837,947
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ <u>398</u>				
		Less: allowance for doubtful accounts ▶ _____	438	398	398	
	4	Pledges receivable ▶ _____				
		Less: allowance for doubtful accounts ▶ _____	0	0	0	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0	
	7	Other notes and loans receivable (attach schedule) ▶ <u>30,426,638</u>				
		Less: allowance for doubtful accounts ▶ <u>0</u>	15,271,055	30,426,638	30,426,638	
	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	
	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)	398,245,659	359,907,516	471,858,642		
14	Land, buildings, and equipment: basis ▶ <u>109,380,108</u>					
	Less: accumulated depreciation (attach schedule) ▶ <u>2,553,810</u>	56,656,641	106,826,298	106,826,298		
15	Other assets (describe ▶ _____)	0	0	0		
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	470,582,767	499,998,797	611,949,923		
Liabilities	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	470,582,767	499,998,797		
	29	Total net assets or fund balances (see instructions)	470,582,767	499,998,797		
	30	Total liabilities and net assets/fund balances (see instructions)	470,582,767	499,998,797		

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	470,582,767
2	Enter amount from Part I, line 27a	2	29,416,030
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	499,998,797
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	499,998,797

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 CASH ACCOUNT - VARIOUS STOCKS	P		
b NORTHERN TRUST CASH ACCOUNT - VARIOUS STOCKS	P		
c NORTHERN TRUST EAFE - VARIOUS STOCKS	P		
d NORTHERN TRUST EAFE - VARIOUS STOCKS	P		
e NORTHERN TRUST EAFE - CAPITAL GAIN DISTRIBUTION	P		
NORTHERN TRUST R1000 - VARIOUS STOCKS	P		
NORTHERN TRUST R1000 - VARIOUS STOCKS	P		
NORTHERN TRUST R1000 - CAPITAL GAIN DISTRIBUTION	P		
NORTHERN TRUST EQUITIZATION - VARIOUS STOCKS	P		
NORTHERN TRUST EQUITIZATION - SECTION 1256 GAINS	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 12,471,123		11,500,072	971,051
b 4,277,131		3,448,680	828,451
c 24,113,865		22,859,113	1,254,752
d 7,938,775		5,552,633	2,386,142
e		18,278	-18,278
14,964,290		13,786,713	1,177,577
20,876,704		11,464,974	9,411,730
37,777			37,777
3,930,125		3,929,219	906
77,795			77,795
322,388			322,388

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a		0	971,051
b		0	828,451
c		0	1,254,752
d		0	2,386,142
e		0	-18,278
		0	1,177,577
		0	9,411,730
		0	37,777
		0	906
		0	77,795
		0	322,388

2 Capital gain net income or (net capital loss)	2	16,450,291
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

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 ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)

1

408,692

b

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)

2

0

3

Add lines 1 and 2.

3

408,692

4

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

4

5

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

5

408,692

6

Credits/Payments:

a

2024 estimated tax payments and 2023 overpayment credited to 2024

6a

425,000

b

Exempt foreign organizations—tax withheld at source

6b

0

c

Tax paid with application for extension of time to file (Form 8868)

6c

100,000

d

Backup withholding erroneously withheld

6d

7

525,000

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

116,308

11

Enter the amount of line 10 to be: Credited to 2025 estimated tax

Refunded

11

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?		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.			No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?.	1c		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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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? <i>If "Yes," complete Part II, col. (c), and Part XIV.</i>	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? <i>If "No," attach explanation</i> .	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 2024 or the taxable year beginning in 2024? See the instructions for Part XIII. <i>If "Yes," complete Part XIII</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	10	Yes	
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)? <i>If "Yes," attach schedule. See instructions.</i>	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? <i>If "Yes," attach statement. See instructions</i>	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ TIM KEITH Telephone no. ▶ (479) 464-1570 Located at ▶ PO BOX 1860 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 2024, 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. <i>If "Yes", enter the name of the foreign country</i> ▶	16	Yes	No
				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.

1a	During the year did the foundation (either directly or indirectly):		Yes	No
(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 2024?	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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024? 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 2024 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 2024.).	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 2024?	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

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

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	DIRECTOR, CO-PRESIDENT 1.00	0	0	
BUDDY D PHILPOT PO BOX 1860 BENTONVILLE, AR 72712	SECRETARY (UNTIL 09/30/24) 31.00	677,212	174,627	
MARC HOLLEY PO BOX 1860 BENTONVILLE, AR 72712	VICE PRESIDENT (AS OF 09/30/24), EXECUTIVE DIRECTOR 30.00	308,792	79,626	
LUKE MITCHELL PO BOX 1860 BENTONVILLE, AR 72712	TREASURER 0.50	0	0	
LYNNE WALTON PO BOX 1860 BENTONVILLE, AR 72712	DIRECTOR, Vice President (Until 09/30/24), Co-President (As of 09/30/24) 1.00	0	0	
JEFF DEAN PO BOX 1860 BENTONVILLE, AR 72712	SECRETARY (FROM 09/30/24) 0.50	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.

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
Clark Contractors LLC	CONSTRUCTION SERVICES	13,595,754
PO BOX 17361 LITTLE ROCK,AR 72222		
Walton Enterprises LLC	MANAGEMENT SERVICES	3,051,587
PO BOX 1860 BENTONVILLE,AR 72712		
Murray Contractors LLC	CONSTRUCTION SERVICES	2,464,904
2 REMINGTON COVE LITTLE ROCK,AR 72204		
Witsell Evans and Rasco PA	Architectural Services	1,143,136
901 W THIRD LITTLE ROCK,AR 72201		
Baldwin and Shell Construction Company	CONSTRUCTION SERVICES	979,978
PO BOX 1750 LITTLE ROCK,AR 72203		

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 Equitable Facilities Fund - EFF Bridge Loan	45,585,000
2 Dove Charter Public School Foundation - North Facility Expansion in OKC	15,401,520
All other program-related investments. See instructions.	
3 	13,762
Total. Add lines 1 through 3	61,000,282

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	461,678,419
b	Average of monthly cash balances.	1b	18,901,295
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	480,579,714
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	480,579,714
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	7,208,696
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.. . . .	5	473,371,018
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	23,668,551

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	23,668,551
2a	Tax on investment income for 2024 from Part V, line 5.	2a	408,692
b	Income tax for 2024. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	408,692
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	23,259,859
4	Recoveries of amounts treated as qualifying distributions.	4	46,824,665
5	Add lines 3 and 4.	5	70,084,524
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	70,084,524

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	34,126,768
b	Program-related investments—total from Part VIII-B	1b	61,000,282
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	18,742,235
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4.. . . .	4	113,869,285

Part XII

Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7					70,084,524
2 Undistributed income, if any, as of the end of 2024:					
a Enter amount for 2023 only.				0	
b Total for prior years: 2022, 2021, 2020			0		
3 Excess distributions carryover, if any, to 2024:					
a From 2019.		0			
b From 2020.		0			
c From 2021.		0			
d From 2022.		20,190,310			
e From 2023.		45,292,368			
f Total of lines 3a through e.		65,482,678			
4 Qualifying distributions for 2024 from Part XI, line 4: ▶ \$ 113,869,285					
a Applied to 2023, but not more than line 2a				0	
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 2024 distributable amount					70,084,524
e Remaining amount distributed out of corpus		43,784,761			
5 Excess distributions carryover applied to 2024. (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		109,267,439			
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 2023. Subtract line 4a from line 2a. Taxable amount—see instructions.				0	
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025					0
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 2019 not applied on line 5 or line 7 (see instructions)		0			
9 Excess distributions carryover to 2025. Subtract lines 7 and 8 from line 6a		109,267,439			
10 Analysis of line 9:					
a Excess from 2020		0			
b Excess from 2021		0			
c Excess from 2022.		20,190,310			
d Excess from 2023		45,292,368			
e Excess from 2024		43,784,761			

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2024, enter the date of the ruling

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

Form **990-PF** (2024)

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>				
Advance Rural Education Foundation PO Box 2308 Seminole, O K 74818		P C	The Academy of Okmulgee expansion	330,000
American Enterprise Institute for Public Policy Research 1789 Massachusetts Avenue NW Washington, D C 20036		P C	To support general operations	150,000
Arkansas Childrens Foundation 1 Childrens Way Little Rock, AR 72202		P C	to support the vehicular heat stroke prevention campaign	5,000
Arkansas Public School Resource Center Inc 1401 W Capitol Suite 315 Little Rock, AR 72201		P C	To support general operations	500,000
Arkansas Public School Resource Center Inc 1401 W Capitol Suite 315 Little Rock, AR 72201		P C	To provide literacy specialists and coaches to implement literacy support for charter schools and serve as a self-sustaining unit for school interventions	849,000
Arkansas Public School Resource Center Inc 1401 W Capitol Suite 315 Little Rock, AR 72201		P C	To create a Charter Impact Team that will provide targeted support to struggling charter schools	518,071
Arkansas Public School Resource Center Inc 1401 W Capitol Suite 315 Little Rock, AR 72201		P C	to establish a central kitchen for charter schools to provide cost-effective meal options to students	702,500
Arkansas State University System Foundation Inc PO Box 1990 State University, AR 72467		P C	to support the implementation and evaluation of the BehaviorHelp program	197,085
Arkansas State University System Foundation Inc PO Box 1990 State University, AR 72467		P C	to support the implementation and evaluation of the Fostering Informed and Responsive Systems for Trauma: Early Care and Education program	161,040
Bentonville Bella Vista Trailblazer's Association Inc PO Box 2821 Bentonville, AR 72712		P C	to support the engineering design costs of the tunnel to reroute the Greenway trail under Hwy 102 near P Street	46,366
Bentonville Bella Vista Trailblazer's Association Inc PO Box 2821 Bentonville, AR 72712		P C	to support the tunnel straightening and new parking lot on NW A Street for Slaughter Pen	88,000
Bentonville Bella Vista Trailblazer's Association Inc PO Box 2821 Bentonville, AR 72712		P C	To support construction costs of a concrete trail connecting WOKA Whitewater Park to Siloam Springs	586,297
Bentonville Bella Vista Trailblazer's Association Inc PO Box 2821 Bentonville, AR 72712		P C	to support construction costs of soft surface trails located in Northwest Arkansas and Eastern Oklahoma near the WOKA whitewater park located on the Illinois River	500,000
Bentonville Bella Vista Trailblazer's Association Inc		P C	to provide support to maintain the Oklahoma paved trails, the property, and the house located near the	35,000

P O Box 2821 Bentonville,AR 72712			WOKA trail	
Boys & Girls Club of Denison Inc 2100 South Mirick Avenue Denison,TX 75020		P C	for program scholarships to help with disadvantaged youth in need	7,500
Cato Institute 1000 Massachusetts Avenue NW Washington,D C 200015403		P C	To support general operations	10,000
Centers for Youth and Families Inc P O Box 251970 Little Rock,AR 72225		P C	to support the residential children's treatment program providing psychiatric help and educational services	15,500
City of Bentonville 305 SW A Street Bentonville,AR 72712		G O V	to complete design work for a new Adult Recreation Center for the City of Bentonville	570,120
City of Bentonville 305 SW A Street Bentonville,AR 72712		G O V	to support the construction of the Bentonville Adult Recreation Center and for the Center Manager's salary	2,000,000
City of Sherman Sherman Animal Shelter Sherman,TX 75090		G O V	to find new homes for stray animals and expenses related to the program	7,500
Cookson Hills Christian School Inc 60416 Highway 10 Kansas,OK 743479533		P C	To support general operations	40,000
Dove Schools 9212 N Kelley Ave Suite 100 Oklahoma City,OK 73131		P C	Dove Schools of Tulsa Expansion	600,000
Dove Schools 9212 N Kelley Ave Suite 100 Oklahoma City,OK 73131		P C	Dove Schools North OKC Expansion	550,000
Dove Schools 9212 N Kelley Ave Suite 100 Oklahoma City,OK 73131		P C	Dove Schools South OKC Expansion	550,000
EXODUSLIFE 3700A W 65th Street Little Rock,AR 72209		P C	to support educational and training programs to restore previously incarcerated men and women to their families and communities	12,000
Habitat for Humanity of Grayson County 901 N Grand Avenue Sherman,TX 75090		P C	to build homes for families in need	7,500
Harding Independence Charter District Inc 1301 NE 101st St Oklahoma City,OK 73131		P C	Harding Independence Charter District Elementary Expansion	397,500
Heartland Forward Inc 702 SE 5th Street Suite 48 Bentonville,AR 72712		P C	To support general operations	1,661,880
Heritage Foundation 214 Massachusetts Avenue NE Washington,D C 200024999		P C	To support general operations	10,000
Home Hospice of Grayson County 505 W Center Street Sherman,TX 75090		P C	to provide medical care for terminally ill, bereavement counseling, and social workers	7,500
Humane Society of Pulaski County 14600 Colonel Glenn Road Little Rock,AR 72210		P C	to rescue, rehabilitate, provide veterinary care, spay/neuter, and find loving homes for Central Arkansas dogs and cats in need	5,000
		P C	To support general operations	40,000

Institute for Humane Studies George Mason University Arlington, V A 22201				
Northwest Arkansas Community College Foundation Inc One College Drive Bentonville, AR 72712		P C	to pilot a new pathway for high school students interested in becoming early childhood educators	98,365
Oklahoma Montessori Initiative PO Box 23691 Oklahoma City, OK 73123		GO V	Oklahoma Montessori Initiative Start-up	250,000
Oklahoma Public School Resource Center Inc 309 NW 13th Street Oklahoma City, OK 73107		P C	to support the Grantee's Growing Strong Leaders Cohort	172,000
Oklahoma Public School Resource Center Inc 309 NW 13th Street Oklahoma City, OK 73107		P C	to provide support to launch a statewide Registered Apprenticeship Program	620,500
Oklahoma Public School Resource Center Inc 309 NW 13th Street Oklahoma City, OK 73107		P C	to support Fuel OKC	1,000,030
Oklahoma Public School Resource Center Inc 309 NW 13th Street Oklahoma City, OK 73107		P C	to implement a two-year pilot program that will assist teachers in developing and enhancing high-quality lesson plans through the introduction of Khanmingo	140,000
Phalen Leadership Academies Indiana Inc 1001 Marina Drive 410 Quincy, MA 02171		P C	to provide financial support to Hogan Preparatory Academy to hire up to eight academic support staff to be deployed at all three campuses in Kansas City	695,000
Proud To Partner Leadership Academy Inc 4149 Highline Blvd Oklahoma City, OK 731082103		P C	Proud To Partner Leadership Academy - Startup	500,000
RISE STEAM Academy 915 NE 68th Street Oklahoma City, OK 73105		GO V	RISE STEAM Academy Start-up	250,000
Show Me KC Schools 2201 Lexington Avenue Kansas City, MO 64124		P C	To design, support, and implement a common application system for [charter] schools in the St. Louis City boundaries	488,200
Social & Environmental Entrepreneurs Inc 23564 Calabasas Road Suite 201 Calabasas, CA 91302		P C	To serve as fiscal sponsor for Opportunities Exchange to pilot a business coaching program with early childhood providers aimed at streamlining costs to improve the quality and accessibility of early childhood education in Arkansas	116,720
Stanford University PO Box 20466 Development Service Stanford, CA 943090466		P C	to support K-12 education reform through the Hoover Institution	10,000
State of Oklahoma Office of Educational Quality and Accountability 5400 N Grand Blvd Oklahoma City, OK 73112		GO V	to support the costs associated with the Harvard Strategic Data Fellow	49,500
Texas A&M University-Kingsville 700 University Blvd MSC 218 Kingsville, TX 78363		GO V	to support the general operations of the Grantee's Caesar Kleberg Wildlife Research Institute	5,000
Texoma Family Shelter Inc		P C	to support homeless families by providing shelter and food	7,500

331 W Morton Denison, TX 75020				
The Peel Compton Foundation 312 N Main Street Bentonville, AR 72712		POF	To support general operations	3,854,715
The Peel Compton Foundation 312 N Main Street Bentonville, AR 72712		POF	to support costs associated with Coler Mountain Bike Park trail improvements	442,736
The Peel Compton Foundation 312 N Main Street Bentonville, AR 72712		POF	to support costs associated with the completion of the construction design services	330,000
The Peel Compton Foundation 312 N Main Street Bentonville, AR 72712		POF	to support the construction costs associated with the Compton House expansion	2,572,229
The Peel Compton Foundation 312 N Main Street Bentonville, AR 72712		POF	to support the costs associated with trail and property clean-up recovery efforts	750,000
The Peel Compton Foundation 312 N Main Street Bentonville, AR 72712		POF	to support the costs associated with property clean-up recovery efforts for the Compton Gardens property	190,000
TNTP Inc 500 7th Ave 8th floor New York, NY 10018		P C	to support improved teacher practice and early literacy through high-touch teacher coaching in Phelps County, Missouri, as a pilot program for the Missouri Department of Elementary and Secondary Education to consider for expansion in other districts	1,320,148
Tulsa Community Foundation 7030 S Yale Avenue Suite 600 Tulsa, OK 74136		P C	to support the 918 Fund, a program focusing on the creation of 15,000 quality school seats in the next 10 years	1,440,000
Under the Canopy Inc 1747 S Erie Pl Tulsa, OK 741126927		P C	Under the Canopy School Start-up	250,000
University of Arkansas Foundation Inc 535 W Research Center Blvd Suite Fayetteville, AR 72701		P C	to support Grantee's Accelerate Student Achievement Program designed to support academic achievement, college completion, and post-graduation success among first-generation and Pell Grant-eligible students from the Arkansas Delta region	833,333
University of Arkansas Foundation Inc 535 W Research Center Blvd Suite Fayetteville, AR 72701		P C	to support the implementation and evaluation of the Fostering Informed and Responsive Systems for Trauma: Early Care and Education program	252,477
University of Arkansas Foundation Inc 535 W Research Center Blvd Suite Fayetteville, AR 72701		P C	to support the implementation and evaluation of the BehaviorHelp program	623,324
Walton Family Foundation Inc PO Box 2030 Bentonville, AR 72712		PF	TO SUPPORT COSTS ASSOCIATED WITH THE NWA LAND BANK FUND ACQUISITIONS.	733,012
Walton Family Foundation Inc PO Box 2030 Bentonville, AR 72712		PF	TO SUPPORT COSTS ASSOCIATED WITH THE NWA LAND BANK FUND ACQUISITIONS.	134,028
Walton Family Foundation Inc PO Box 2030 Bentonville, AR 72712		PF	TO SUPPORT COSTS ASSOCIATED WITH THE NWA LAND BANK FUND ACQUISITIONS.	616,274
Watershed Conservation Resource		P C	to construct stream flow improvements and riparian	77,121

restoration in the vicinity of
the NW A Street low-water
crossing

Form **990-PF** (2024)

Enter gross amounts unless otherwise indicated.

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

Form **990-PF** (2024)

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.

	2025-11-14
Signature of officer or trustee	Date

2025-11-14

Title

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

See instructions. ☐ Yes ☐ No

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	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	LUKE C MITCHELL		2025-11-14		P03095207
	Firm's name ▶ WALTON ENTERPRISES LLC				Firm's EIN ▶ 62-166543
	Firm's address ▶ PO BOX 1860 BENTONVILLE, AR 727121860				Phone no. (479) 464-1500

Additional Data

[Return to Form](#)

Software ID: 24020961

Software Version: 2024v5.1

Form 990PF - Special Condition Description:

Special Condition Description

Schedule B (Form 990) (Rev. January 2025) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.	OMB No. 1545-0047
Name of the organization Town Branch Foundation		Employer identification number 82-3575662

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 other 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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990PF, 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 Town Branch Foundation	Employer identification number 82-3575662
--	--

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	walton family foundation PO BOX 1860 BENTONVILLE, AR 72712	\$ 35,550,004	☐ Person ☐ Payroll ☒ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Name of organization
Town Branch Foundation

Employer identification number
82-3575662

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	100% PARTNERSHIP INTEREST IN LLCs	\$ 35,550,004	2024-12-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

Name of organization Town Branch Foundation	Employer identification number 82-3575662
--	--

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

Additional Data

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Software ID: 24020961

Software Version: 2024v5.1

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	103,031			103,031

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

Category	Amount
HOGAN PREPARATORY ACADEMY, INC. - PROVIDE FINANCING FOR THE CONSTRUCTION OF NEW PERMANENT HIGH SCHOOL AND MIDDLE SCHOOL FACILITIES.	13,762

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

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

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		1,184,817	94,829		7.0	83,679			
Buildings		54,178,773	1,075,279		39.0	1,055,909			
Building Improvements		28,373,360	13,895		39.0	125,111			
Equipment		436,932	53,901		5.0	51,208			

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

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	2023-03-10	10,000	to support costs to develop a design and plan for upgraded access and parking for Coler park.	8,029	NONE	3/14/2024, 03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
The Peel Compton Foundation	312 N Main Street Bentonville, AR 72712	2023-08-25	51,000	to support the costs associated with the schematic design, topographical survey, and administrative costs associated.	51,000	NONE	06/28/2024, 03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
The Peel Compton Foundation	312 N Main Street Bentonville, AR 72712	2024-01-26	3,854,715	To support general operations	3,854,715	NONE	03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
The Peel Compton Foundation	312 N Main Street Bentonville, AR 72712	2024-03-01	442,736	to support costs associated with Coler Mountain Bike Park trail improvements	374,236	NONE	03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
The Peel Compton Foundation	312 N Main Street Bentonville, AR 72712	2024-03-15	330,000	to support costs associated with the completion of the construction design services	329,935	NONE	03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
The Peel Compton Foundation	312 N Main Street Bentonville, AR 72712	2024-06-07	2,572,229	to support the construction costs associated with the Compton House expansion	390,201	NONE	03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
The Peel Compton Foundation	312 N Main Street Bentonville, AR 72712	2024-07-26	750,000	to support the costs associated with trail and property clean-up recovery efforts	750,000	NONE	03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
The Peel Compton Foundation	312 N Main Street Bentonville, AR 72712	2024-08-30	190,000	to support the costs associated with property clean-up recovery efforts for the Compton Gardens property	190,000	NONE	03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
WALTON FAMILY FOUNDATION INC	PO Box 2030 Bentonville, AR 72712	2022-08-31	254,307	DONATION OF LAND ON HWY 59, SILOAM SPRINGS, AR.	0	NONE	11/09/23, 03/01/2024, 03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
WALTON FAMILY FOUNDATION INC	PO Box 2030 Bentonville, AR 72712	2023-11-22	795,089	TO SUPPORT COSTS ASSOCIATED WITH THE NWA LAND BANK FUND ACQUISITIONS.	795,089	NONE	3/1/2024, 03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
WALTON FAMILY FOUNDATION INC	PO Box 2030 Bentonville, AR 72712	2024-03-01	733,012	TO SUPPORT COSTS ASSOCIATED WITH THE NWA LAND BANK FUND ACQUISITIONS.	171,824	NONE	03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
WALTON FAMILY FOUNDATION INC	PO Box 2030 Bentonville, AR 72712	2024-03-15	134,028	TO SUPPORT COSTS ASSOCIATED WITH THE NWA LAND BANK FUND ACQUISITIONS.	134,028	NONE	03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.
WALTON FAMILY FOUNDATION INC	PO Box 2030 Bentonville, AR 72712	2024-07-12	616,274	TO SUPPORT COSTS ASSOCIATED WITH THE NWA LAND BANK FUND ACQUISITIONS.	0	NONE	03/01/2025	2025-03-01	THE GRANTEE HAS PROVIDED THE FOUNDATION WITH THE REQUIRED REPORTS. THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE ABOVE REPORT; THEREFORE, FURTHER VERIFICATION BY THE FOUNDATION WAS DEEMED UNNECESSARY.

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Northern Trust Cash	AT COST	77,650,327	91,118,484
Northern EAFE Acct	AT COST	113,649,565	148,764,966
Northern R1000 Acct	AT COST	54,824,968	120,467,448
Northern Cash Equitization	AT COST	1,733,008	1,744,562
Hawthorn FI	AT COST	112,049,648	109,763,182

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	8,068,374		8,068,374	8,068,374
Construction in Progress	17,137,852		17,137,852	17,137,852
Buildings	54,178,773	2,145,082	52,033,691	52,033,691
Building Improvements	28,373,360	125,111	28,248,249	28,248,249
Furniture & Fixtures	1,184,817	178,507	1,006,310	1,006,310
Equipment	436,932	105,110	331,822	331,822

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	92,672			92,672

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Miscellaneous	8,873			8,873
Pass-through - Other Deductions	32,068	32,068		
Repairs and Maintenance	4,231			4,231

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Northern Trust	-86,614	-86,614	
Rental Income	1,074,966	1,074,966	
RECOVERY OF PRIOR YEAR GRANTS	354,813		
Pass-through - Other income/(loss)	14,275	14,275	

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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
Hogan Preparatory Academy Inc	PROGRAM-RELATED INVESTMENT	16,250,000	14,412,679	2021-07	2027-06	Principal Due and Payable at Maturity	0 %	None	TO CONSTRUCT NEW PERMANENT HIGH SCHOOL AND MIDDLE SCHOOL FACILITIES.	Cash	14,412,679
Friendship Education Foundation	PROGRAM-RELATED INVESTMENT	625,153	625,153	2018-06	2026-07	PAYMENT DUE ON MATURITY	0 %	None	PROVIDE CAPITAL FOR THE PURCHASE OF EQUIPMENT FOR CHARTER SCHOOL	Cash	625,153
Dove Charter Public School Foundation	PROGRAM-RELATED INVESTMENT	32,410,000	15,388,806	2024-09	2028-06	Principal Due and Payable at Maturity	0 %	None	North Facility Expansion in OKC	Cash	15,388,806

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Consulting Fees	1,521,234			1,521,234
Administrator & Management Fees	1,157,543			1,157,543
Investment Management Fees	399,002	399,002		

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

Name	Address
WALTON FAMILY FOUNDATION	PO BOX 2030 BENTONVILLE, AR 72712

TY 2024 IRS 990 e-File Render

Name: Town Branch Foundation

EIN: 82-3575662

Software ID: 24020961

Software Version: 2024v5.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Northern Trust - Foreign Taxes	825,663	825,663		
Excise Tax	448,430			