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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2009

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning 2009, and ending

G Check all that apply: Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	ARKAY FOUNDATION, INC. 4625 GREENVILLE AVENUE, SUITE 101 DALLAS, TX 75206	A Employer identification number 75-2909791 B Telephone number (see the instructions)
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 612,923.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

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 the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	700.			
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	16,923.	16,923.	16,923.	
5a Gross rents				
b Net rental income or (loss)		STATEMENT 1		
6a Net gain/(loss) from sale of assets not on line 10	29,595.			
b Gross sales price for all assets on line 6a	87,285.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications.				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 2	260.	260.	260.	
12 Total. Add lines 1 through 11	47,478.	17,183.	17,183.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
17 Other prof fees (attach sch) Interest	2,397.	2,397.		
18 Taxes (attach schedule) (see inst)	983.	983.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	315.	315.		
24 Total operating and administrative expenses. Add lines 13 through 23	3,695.	3,695.		
25 Contributions, gifts, grants paid STMT 6	25,940.			25,940.
26 Total expenses and disbursements. Add lines 24 and 25	29,635.	3,695.	0.	25,940.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	17,843.			
b Net investment income (if negative, enter -0-)		13,488.		
c Adjusted net income (if negative, enter -0-)			17,183.	

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OPERATING AND ADMINISTRATIVE EXPENSES

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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	340,524.	117,399.	117,399.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
		b Investments — corporate stock (attach schedule)			
		c Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule) STATEMENT 7	177,608.	418,576.	495,524.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item i)	518,132.	535,975.	612,923.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	518,132.	535,975.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds.			
	28	Paid-in or capital surplus, or land, building, and equipment fund.			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	518,132.	535,975.	
	31	Total liabilities and net assets/fund balances (see the instructions)	518,132.	535,975.	

Part III: Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	518,132.
2	Enter amount from Part I, line 27a	2	17,843.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	535,975.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	535,975.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (j) over column (k), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	
3 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 the instructions) If (loss), enter -0- in Part I, line 8]	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	23,120.	489,553.	0.047227
2007	70,696.	464,543.	0.152184
2006	22,060.	369,609.	0.059685
2005	16,035.	220,641.	0.072675
2004	14,038.	155,326.	0.090378

2 Total of line 1, column (d)	2	0.422149
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.084430
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	567,124.
5 Multiply line 4 by line 3	5	47,882.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	135.
7 Add lines 5 and 6	7	48,017.
8 Enter qualifying distributions from Part XII, line 4	8	25,940.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	270.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	270.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	270.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	800.	
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	800.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		530.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 530. Refunded <input type="checkbox"/>	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
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>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A: Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP://WWW.WENCPA.COM/DOCS/INDEX.HTM	X		
14	The books are in care of ▶ TOM WITTENBRAKER Telephone no ▶ 214-696-0575 Located at ▶ 4625 GREENVILLE AVENUE, SUITE 101 ZIP + 4 ▶ 75206			
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	N/A		N/A

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1 a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
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 the instructions.)	2 b	N/A
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__		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 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 2009)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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

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

- (1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc. organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b N/A
6b X
7b N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROLYN WITTENBRAKER 4625 GREENVILLE AVENUE DALLAS, TX 75206	PRESIDENT 0	0.	0.	0.
RICHARD E. WITTENBRAKER 2509 EXPOSITION BLVD AUSTIN, TX 78703	VICE PRESIDE 0	0.	0.	0.
KATHRYN WITTENBRAKER JENKS 257 29TH AVE SAN FRANCISCO, CA 94121	VICE PRESIDE 0	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

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

Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
1 N/A		

2		

All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3		0.

BAA

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a Average monthly fair market value of securities	1a	404,880.
b Average of monthly cash balances	1b	170,880.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	575,760.
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	0.
3 Subtract line 2 from line 1d	3	575,760.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,636.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	567,124.
6 Minimum investment return. Enter 5% of line 5	6	28,356.

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

1 Minimum investment return from Part X, line 6	1	28,356.
2a Tax on investment income for 2009 from Part VI, line 5	2a	270.
b Income tax for 2009. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	270.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	28,086.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	28,086.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	28,086.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	25,940.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	25,940.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,940.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				28,086.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004.	7,047.			
b From 2005	6,106.			
c From 2006	4,087.			
d From 2007	48,057.			
e From 2008				
f Total of lines 3a through e	65,297.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 25,940.				
a Applied to 2008, 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 2009 distributable amount				25,940.
e Amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount is entered in column (d), the same amount must be entered in column (a))	2,146.			2,146.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	63,151.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	4,901.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	58,250.			
10 Analysis of line 9:				
a Excess from 2005	6,106.			
b Excess from 2006	4,087.			
c Excess from 2007	48,057.			
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling. ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a 'Assets' alternative test – enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test – enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

CAROLYN WITTENBRAKER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

SEE STATEMENT 8

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

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

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ARKAY FOUNDATION, INC.

75-2909791

7/12/10

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STATEMENT 1
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	3000 MEDIVATION INC		
DATE ACQUIRED:	11/25/2005		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	11/23/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	87,285.		
COST OR OTHER BASIS:	57,690.		
BASIS METHOD:	COST		
DEPRECIATION:	0.		
		GAIN (LOSS)	29,595.
		TOTAL	<u>\$ 29,595.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SAN JUAN BASIN ROYALTY	\$ 260.		
TOTAL	<u>\$ 260.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 2,397.	\$ 2,397.		
TOTAL	<u>\$ 2,397.</u>	<u>\$ 2,397.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990PF - FEDERAL TAXES	\$ 983.	\$ 983.		
TOTAL	<u>\$ 983.</u>	<u>\$ 983.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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ARKAY FOUNDATION, INC.

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**STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 15.	\$ 15.		
WCMA ANNUAL FEE	300.	300.		
TOTAL	\$ 315.	\$ 315.	\$ 0.	\$ 0.

**STATEMENT 6
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: SALESMANSHIP CLUB OF DALLAS
 DONEE'S ADDRESS: 350 UNION STATION 400 HOUSTON
 DALLAS, TX 75202,
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: \$ 1,000.

CLASS OF ACTIVITY: UNIVERSITY
 DONEE'S NAME: VANDERBILT ALUMNI ASSN
 DONEE'S ADDRESS: 2301 VANDERBILT PLACE
 NASHVILLE, TN 37235
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 200.

CLASS OF ACTIVITY: ARTS
 DONEE'S NAME: ARTREACH
 DONEE'S ADDRESS: 2801 SWISS AVE., STE 120
 DALLAS, TX 75204
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: ALUMNI ASSOCIATIONS
 DONEE'S NAME: KAPPA KAPPA GAMMA-DALE GILLETT
 DONEE'S ADDRESS: 6116 N CENTRAL EXPY, STE 1210
 DALLAS, TX 75206,
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 250.

CLASS OF ACTIVITY: HOSPITAL
 DONEE'S NAME: CHILDRENS MED CNTR OF DALLAS
 DONEE'S ADDRESS: 1935 MOTOR ST.
 DALLAS, TX 75235
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: FUND RAISING ORG
 DONEE'S NAME: CRYSTAL CHARITY BALL

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ARKAY FOUNDATION, INC.

75-2909791

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**STATEMENT 6 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

DONEE'S ADDRESS: 30 HIGHLAND PARK VLG, STE 206
DALLAS, TX 75205
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC
AMOUNT GIVEN: \$ 800.

CLASS OF ACTIVITY: SCHOLARSHIPS/FIN AID
DONEE'S NAME: EDUCATIONAL OPPORTUNITIES INC
DONEE'S ADDRESS: 8117 PRESTON RD, STE 500
DALLAS, TX 75225
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC
AMOUNT GIVEN: 2,000.

CLASS OF ACTIVITY: HOSPITAL
DONEE'S NAME: BAYLOR HEALTH CARE SYS FOUND
DONEE'S ADDRESS: 3600 GASTON AVE, SUITE 100
DALLAS, TX 75246,
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC
AMOUNT GIVEN: 2,500.

CLASS OF ACTIVITY: CHILDRENS' ACTIVITIES
DONEE'S NAME: ST. PHILIP'S SCHOOL & COMM CTR
DONEE'S ADDRESS: 1600 PENNSYLVANIA AVE
DALLAS, TX 75215,
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: MUSEUM
DONEE'S NAME: DALLAS CENTER FOR CONTEMPORARY
DONEE'S ADDRESS: 2801 SWISS AVENUE
DALLAS, TX 75204,
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: FUNDRAISING
DONEE'S NAME: JUNIOR LEAGUE OF DALLAS
DONEE'S ADDRESS: 8003 INWOOD ROAD
DALLAS, TX 75209
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC
AMOUNT GIVEN: 100.

CLASS OF ACTIVITY: CHILDREN'S ADVOCATE
DONEE'S NAME: CASA
DONEE'S ADDRESS: 1145 WEST 5TH ST. SUITE 300
AUSTIN, TX 78703,
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: THERAPEUTIC HORSEMANSHIP
DONEE'S NAME: EQUEST
DONEE'S ADDRESS: PO BOX 192747

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ARKAY FOUNDATION, INC.

75-2909791

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

RELATIONSHIP OF DONEE:	DALLAS, TX 75219,	
ORGANIZATIONAL STATUS OF DONEE:	NONE	
AMOUNT GIVEN:	PUBLIC	\$ 100.
CLASS OF ACTIVITY:	CHURCH	
DONEE'S NAME:	EPISCOPAL CHURCH OF THE GOOD S	
DONEE'S ADDRESS:	P.O. BOX 5176	
	AUSTIN, TX 78763	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		1,200.
CLASS OF ACTIVITY:	CHURCH	
DONEE'S NAME:	ST. MICHAEL'S EPISCOPAL CHURCH	
DONEE'S ADDRESS:	8011 DOUGLAS AT COLGATE	
	DALLAS, TX 75225	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		4,000.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	DALLAS WOMEN'S CLUB	
DONEE'S ADDRESS:	7000 PARK LN	
	DALLAS, TX 75225	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		50.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	HOCKADAY	
DONEE'S ADDRESS:	11600 WELCH ROAD	
	DALLAS, TX 75229	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		200.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	FRIENDS OF UPPL	
DONEE'S ADDRESS:	6517 HILLCREST	
	DALLAS, TX 75205	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		40.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	FRIENDS OF CHILDREN AT INTERFA	
DONEE'S ADDRESS:	PO BOX 720206	
	DALLAS, TX 75372	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	THE REEL EVENT GREATER TX COMM	
DONEE'S ADDRESS:	11170 N. CENTRAL EXPY	
	DALLAS, TX 75202	

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ARKAY FOUNDATION, INC.

75-2909791

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: \$ 500.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: MEADOWS MUSEUM
 DONEE'S ADDRESS: 6425 BOAZ ST.
 DALLAS, TX 75202

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 150.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: BRAVO VAIL
 DONEE'S ADDRESS: 6425 BOAZ ST
 VAIL, CO 81657

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: YMCA
 DONEE'S ADDRESS: 601 N. AKARD ST.
 DALLAS, TX 75202

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 50.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: STEWPOT ALLIANCE
 DONEE'S ADDRESS: 408 PARK AVE
 DALLAS, TX 75225

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: CAMP JOHN MARC
 DONEE'S ADDRESS: 2824 SWISS AVE.
 DALLAS, TX 75204

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: EDUCATIONAL
 DONEE'S NAME: MAD FOR PLAID
 DONEE'S ADDRESS: 4201 GRASSMERE LANE
 DALLAS, TX 75205

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 250.

CLASS OF ACTIVITY: EDUCATIONAL
 DONEE'S NAME: ST. MARKS SCHOOL
 DONEE'S ADDRESS: 10600 PRESTON ROAD
 DALLAS, TX 75230

RELATIONSHIP OF DONEE: NONE

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ARKAY FOUNDATION, INC.

75-2909791

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: \$ 200.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: THE SMITH RIVER HABITAT PROJECT
 DONEE'S ADDRESS: PO BOX 354
 HELENA, MT 59624

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: EDGEWOOD
 DONEE'S ADDRESS: 1801 VICENTE STREE
 SAN FRANCISCO, CA 94116

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: PUNXSUTAWNEY AREA HISTORICAL SOCIETY
 DONEE'S ADDRESS: PO BOX 286
 PUNXSUTAWNEY, PA 15767

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: GENESIS
 DONEE'S ADDRESS: 4411 LEMMON AVENUE
 DALLAS, TX 75219

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: AMERICAN DIABETES ASSOCIATION
 DONEE'S ADDRESS: 1701 NORTH BEAUREGARD STREET
 ALEXANDRIA, VA 22311

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: FUNDRAISING
 DONEE'S NAME: VAIL VALLEY SALVATION ARMY
 DONEE'S ADDRESS: P.O. BOX 2183 EDWARDS
 VAIL, CO 81632

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC
 AMOUNT GIVEN: 300.

CLASS OF ACTIVITY: RELIGIOUS
 DONEE'S NAME: ST. AUSTIN CATHOLIC PARISH
 DONEE'S ADDRESS: 2026 GUADALUPE STREET
 AUSTIN, TX 78705

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC

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ARKAY FOUNDATION, INC.

75-2909791

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**STATEMENT 6 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

AMOUNT GIVEN:		\$	500.
CLASS OF ACTIVITY:	FUNDRAISING		
DONEE'S NAME:	GTRCF		
DONEE'S ADDRESS:	120 W. FRONT STREET TRAVERSE CITY, MI 49684		
RELATIONSHIP OF DONEE:	NONE		
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC		
AMOUNT GIVEN:			100.
CLASS OF ACTIVITY:	MEDICAL		
DONEE'S NAME:	METHODIST HEALTH SYSTEM FOUNDATION		
DONEE'S ADDRESS:	360 OAK HARBOR BOULEVARD SLIDELL, LA 70458		
RELATIONSHIP OF DONEE:	NONE		
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC		
AMOUNT GIVEN:			200.
CLASS OF ACTIVITY:	FUNDRAISING		
DONEE'S NAME:	VAIL VALLEY FOUNDATION		
DONEE'S ADDRESS:	90 BENCHMARK RD #300 AVON, CO 81620		
RELATIONSHIP OF DONEE:	NONE		
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC		
AMOUNT GIVEN:			250.
CLASS OF ACTIVITY:	MEDICAL		
DONEE'S NAME:	VVMC FOUNDATION		
DONEE'S ADDRESS:	181 W. MEADOW DRIVE VAIL, CO 81657		
RELATIONSHIP OF DONEE:	NONE		
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC		
AMOUNT GIVEN:			200.
CLASS OF ACTIVITY:	EDUCATION		
DONEE'S NAME:	ST LUKE'S SCHOOL		
DONEE'S ADDRESS:	1023 SCHULZE DRIVE IRVING, TX 75060		
RELATIONSHIP OF DONEE:	NONE		
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC		
AMOUNT GIVEN:			1,800.

NONCASH GRANTS AND ALLOCATIONS

TOTAL \$ 25,940.

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ARKAY FOUNDATION, INC.

75-2909791

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**STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER**

	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
3,000 SH SAN JUAN BASIN ROYALTY TRUST	COST	\$ 29,786.	\$ 51,720.
1000 SH VERIZON COMMUNICATIONS	COST	30,092.	33,130.
1766 SH OF SHIP FIN INTL	COST	33,074.	26,987.
50 SH OF IDEARC INC	COST	1,290.	0.
2000 SH OF FRONTLINE	COST	23,878.	54,640.
100,000 SHARES OF BEAR STEARNS GLB	COST	106,286.	114,785.
100,000 SHARES OF GOLDMAN SACHS GRP GLB	COST	100,688.	107,050.
100,000 SHARES OF MERRILL LYNCH GLB	COST	93,482.	107,212.
	TOTAL	\$ <u>418,576.</u>	\$ <u>495,524.</u>

**STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:
NAME: CAROLYN WITTENBRAKER
CARE OF:
STREET ADDRESS: 4625 GREENVILLE AVE. SUITE 101
CITY, STATE, ZIP CODE: DALLAS, TX 75206
TELEPHONE: 214-696-0575
FORM AND CONTENT: LETTER OF EXPLANATION AND NEED
SUBMISSION DEADLINES:
RESTRICTIONS ON AWARDS:

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

7/12/10

12:06PM

AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FORM 990-PF, PART X, LINE 1A

SECURITY	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
MERRILL LYNCH	238,713	204,221	179,181	181,997	350,638	509,821	521,481	539,692	552,520	559,229	525,785	495,281
AVERAGES	<u>238,713</u>	<u>204,221</u>	<u>179,181</u>	<u>181,997</u>	<u>350,638</u>	<u>509,821</u>	<u>521,481</u>	<u>539,692</u>	<u>552,520</u>	<u>559,229</u>	<u>525,785</u>	<u>495,281</u>

TOTALS 4,858,559 NUMBER OF MONTHS 12

AVERAGE MONTHLY FAIR MARKET VALUE 404,880

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ARKAY FOUNDATION, INC.

75-2909791

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12:06PM

AVERAGE MONTHLY CASH BALANCES
FORM 990-PF, PART X, LINE 1B

CASH BAL.	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
MERRILL LYNCH	343,039	341,629	341,931	341,887	190,628	39,158	37,208	37,719	39,889	39,531	128,198	169,745
AVERAGES	<u>343,039</u>	<u>341,629</u>	<u>341,931</u>	<u>341,887</u>	<u>190,628</u>	<u>39,158</u>	<u>37,208</u>	<u>37,719</u>	<u>39,889</u>	<u>39,531</u>	<u>128,198</u>	<u>169,745</u>

TOTALS 2,050,562 NUMBER OF MONTHS 12

AVERAGE MONTHLY CASH BALANCES 170,880

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization ARKAY FOUNDATION, INC.	Employer identification number 75-2909791
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 4625 GREENVILLE AVENUE, SUITE 101	
	City, town or post office, state, and ZIP code For a foreign address, see instructions DALLAS, TX 75206	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ TOM WITTENDRAKER -----

Telephone No ▶ 214-696-0575 ----- FAX No. ▶ -----

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2010, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ▶ calendar year 2009 or
- ▶ tax year beginning _____, 20____, and ending _____, 20____

2 If this tax year is for less than 12 months, check reason. Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	\$ 270.
3b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	\$ 800.
3c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 4-2009)