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

**2011**

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 2011, or tax year beginning , 2011, and ending**

**ARKAY FOUNDATION, INC.**  
4625 GREENVILLE AVENUE, SUITE 101  
DALLAS, TX 75206

**A** Employer identification number  
**75-2909791**

**B** Telephone number (see the instructions)

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here . . . . .   
2 Foreign organizations meeting the 85% test, check here and attach computation . . . . .

**E** If private foundation status was terminated under section 507(b)(1)(A), check here . . . . .

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

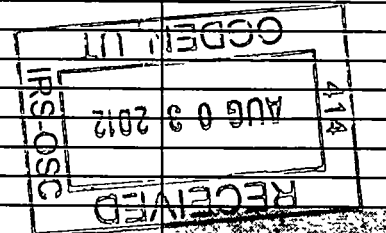
**G** Check all that apply:  Initial return  Initial Return of a former public charity  
 Final return  Amended return  
 Address change  Name change

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
**\$ 903,684.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis.)*

<b>Part II Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc. received (att sch).	82,750.			
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments . . . . .				
	<b>4</b> Dividends and interest from securities . . . . .	44,661.	44,661.	44,661.	
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) . . . . .				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	119,168.			
	<b>b</b> Gross sales price for all assets on line 6a <b>225,657.</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		119,168.		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less. Cost of goods sold . . . . .					
<b>c</b> Gross profit/(loss) (att sch).					
<b>11</b> Other income (attach schedule) . . . . . <b>SEE STATEMENT 1</b>	1,372.	1,372.	1,372.		
<b>12 Total.</b> Add lines 1 through 11 . . . . .	247,951.	165,201.	46,033.		
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc. . . . .	0.			
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach sch) <b>SEE ST. 2</b>	2,725.	2,725.		
	<b>c</b> Other prof fees (attach sch) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule)(see instrs) <b>SEE STM. 3</b>	947.			
	<b>19</b> Depreciation (attach sch) and depletion . . . . .				
	<b>20</b> Occupancy . . . . .				
<b>21</b> Travel, conferences, and meetings . . . . .					
<b>22</b> Printing and publications . . . . .					
<b>23</b> Other expenses (attach schedule) <b>SEE STATEMENT 4</b>	379.	379.			
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	4,051.	3,104.			
<b>25</b> Contributions, gifts, grants paid <b>STMT 5</b>	31,052.			31,052.	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	35,103.	3,104.	0.	31,052.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements . . . . .</b>	212,848.				
<b>b Net investment income</b> (if negative, enter -0-)		162,097.			
<b>c Adjusted net income</b> (if negative, enter -0-)			46,033.		



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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 . . . . .	240,017.	59,964.	59,964.
	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 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) . . . . .	511,093.	903,994.	843,720.	
14	Land, buildings, and equipment: basis . . . . .				
	Less: accumulated depreciation (attach schedule) . . . . . ▶				
15	Other assets (describe ▶) . . . . .				
16	<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) . . . . .	751,110.	963,958.	903,684.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here . . . . . <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	751,110.	963,958.	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here . . . . . <input type="checkbox"/> and complete lines 27 through 31.				
	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	<b>Total net assets or fund balances</b> (see instructions) . . . . .	751,110.	963,958.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	751,110.	963,958.		

**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	751,110.
2	Enter amount from Part I, line 27a . . . . .	2	212,848.
3	Other increases not included in line 2 (itemize) . . . . . ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	963,958.
5	Decreases not included in line 2 (itemize) . . . . . ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) — Part II, column (b), line 30 . . . . .	6	963,958.

**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)
1a 2000 FRONTLINE LTD	P	4/29/03	10/19/11
b 4000 MARKWEST ENERGY PARTNERS	P	9/09/09	12/02/11
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 9,358.		23,878.	-14,520.
b 216,299.		82,611.	133,688.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-14,520.
b			133,688.
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	119,168.
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 <span style="float:right">]</span>	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If 'Yes,' the foundation 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))
	2010	24,350.	676,444.	0.035997
	2009	25,940.	567,124.	0.045740
	2008	23,120.	489,553.	0.047227
	2007	70,696.	464,543.	0.152184
	2006	22,060.	369,609.	0.059685

2 Total of line 1, column (d)	2	0.340833
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	0.068167
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	849,666.
5 Multiply line 4 by line 3	5	57,919.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,621.
7 Add lines 5 and 6	7	59,540.
8 Enter qualifying distributions from Part XII, line 4	8	31,052.

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 instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 1a, 1b, 1c, 2, 3, 4, 5, 6a-6d, 7, 8, 9, 10, 11. Values include 3,242, 0, 800, 8, 2,502.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes sub-rows 1a, 1b, 1c, 2, 3, 4a, 4b, 5, 6, 7, 8a, 8b, 9, 10. Includes 'Yes' and 'No' columns with 'X' marks.

**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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) . . . . .			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address . . . . . <b>N/A</b>	X		
14	The books are in care of <b>TOM WITTENBRAKER</b> Telephone no. <b>214-696-0575</b> Located at <b>4625 GREENVILLE AVENUE, SUITE 101</b> ZIP + 4 <b>75206</b>			
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 . . . . . <b>15</b>	N/A		N/A
16	At any time during calendar year 2011, 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 Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶		Yes	No
				X

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

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

	Yes	No
<b>1 a</b> 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? ( <b>Exception.</b> 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>b</b> If any answer is 'Yes' to 1a(1)-(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	1 b	N/A
<b>c</b> 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 2011? . . . . .	1 c	X
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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.) . . . . .	2 b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .		
<b>3 a</b> 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>b</b> If 'Yes,' did it have excess business holdings in 2011 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> ) . . . . .	3 b	N/A
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4 a	X
<b>b</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 2011? . . . . .	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 propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 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)?  Yes  No

5b N/A

Organizations relying on a current notice regarding disaster assistance check here.

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

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

N/A

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

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

6b X

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

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

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

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		
-----		
-----		
-----		
-----		
-----		0

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	
-----	0.

Total. Add lines 1 through 3 . . . . . 0.

**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	801,642.
b	Average of monthly cash balances ..	1b	60,963.
c	Fair market value of all other assets (see instructions) ..	1c	
d	<b>Total</b> (add lines 1a, b, and c) ..	1d	862,605.
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	862,605.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) ..	4	12,939.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 ..	5	849,666.
6	<b>Minimum investment return.</b> Enter 5% of line 5 ..	6	42,483.

**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	42,483.
2a	Tax on investment income for 2011 from Part VI, line 5 ..	2a	3,242.
b	Income tax for 2011. (This does not include the tax from Part VI.) ..	2b	
c	Add lines 2a and 2b ..	2c	3,242.
3	Distributable amount before adjustments. Subtract line 2c from line 1 ..	3	39,241.
4	Recoveries of amounts treated as qualifying distributions ..	4	
5	Add lines 3 and 4 ..	5	39,241.
6	Deduction from distributable amount (see instructions) ..	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 ..	7	39,241.

**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	31,052.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 ..	4	31,052.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 ..	6	31,052.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				39,241.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only . . . . .			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .	1,398.			
b From 2007 . . . . .	48,057.			
c From 2008 . . . . .				
d From 2009 . . . . .				
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .	49,455.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 31,052.				
a Applied to 2010, 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 2011 distributable amount . . . . .				31,052.
e Remaining amount distributed out of corpus . . . . .	0.			
5 Excess distributions carryover applied to 2011 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	8,189.			8,189.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	41,266.			
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 2010. Subtract line 4a from line 2a. Taxable amount — see instructions . . . . .			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				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 2006 not applied on line 5 or line 7 (see instructions) . . . . .	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	41,266.			
10 Analysis of line 9:				
a Excess from 2007 . . . . .	41,266.			
b Excess from 2008 . . . . .				
c Excess from 2009 . . . . .				
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .				

**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 2011, 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.

	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test — enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> 'Support' alternative test — enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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

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**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

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**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 7

---

**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	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)				
<i>a Paid during the year</i>				
<b>Total</b>				<b>▶ 3a</b>
<i>b Approved for future payment</i>				
<b>Total</b>				<b>▶ 3b</b>





## 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.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**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.

Enter filer's identifying number, see instructions

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>ARKAY FOUNDATION, INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>75-2909791</b>
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. <b>4625 GREENVILLE AVENUE, SUITE 101</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>DALLAS, TX 75206</b>	

Enter the Return code for the return that this application is for (file a separate application for each return). . . . . 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of. ▶ TOM WITTENBRAKER

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 is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ▶  calendar year 20 11 or
- ▶  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return

Change in accounting period

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

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 1  
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 . . . . .	\$ 1,372.		
<b>TOTAL</b>	<b>\$ 1,372.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 2  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES . . . . .	\$ 2,725.	\$ 2,725.		
<b>TOTAL</b>	<b>\$ 2,725.</b>	<b>\$ 2,725.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 3  
FORM 990-PF, PART I, LINE 18  
TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAX EXPENSE . . . . .	\$ 947.			
<b>TOTAL</b>	<b>\$ 947.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 4  
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 . . . . .	\$ 79.	\$ 79.		
WCMA ANNUAL FEE . . . . .	300.	300.		
<b>TOTAL</b>	<b>\$ 379.</b>	<b>\$ 379.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

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ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 5**  
**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:		\$ 500.
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:	CHILDREN W/DISABILITIES	
DONEE'S NAME:	CAMP JOHN MARC	
DONEE'S ADDRESS:	8111 PRESTON RD, STE 807 DALLAS, TX 75225	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	ART MUSEUMS	
DONEE'S NAME:	DALLAS MUSEUM OF ART	
DONEE'S ADDRESS:	1717 N. HARWOOD DALLAS, TX 75201	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	UNIVERSITY	
DONEE'S NAME:	VANDERBILT UNIVERSITY	
DONEE'S ADDRESS:	2301 VANDERBILT PLACE NASHVILLE, TN 37235	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		600.
CLASS OF ACTIVITY:	HOMELESS HOUSING	
DONEE'S NAME:	INTERFAITH HOUSING COALITION	
DONEE'S ADDRESS:	5612 ROSS AVE. DALLAS, TX 75206	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	CULTURAL SUPPORT	
DONEE'S NAME:	DALLAS WOMENS CLUB FOUNDATION	
DONEE'S ADDRESS:	7000 PARK LANE DALLAS, TX 75225	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		200.

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

CLASS OF ACTIVITY:	ALUMNI ASSOCIATIONS	
DONEE'S NAME:	KAPPA KAPPA GAMMA	
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:	ELEMENTARY/SECONDARY ED	
DONEE'S NAME:	HOCKADAY SCHOOL	
DONEE'S ADDRESS:	11600 WELCH RD DALLAS, TX 75229	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		250.
CLASS OF ACTIVITY:	FUND RAISING ORG	
DONEE'S NAME:	CRYSTAL CHARITY BALL	
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:		2,300.
CLASS OF ACTIVITY:	ARTS	
DONEE'S NAME:	DALLAS SYMPHONY ORCHESTRA	
DONEE'S ADDRESS:	4222 POTOMAC DALLAS, TX 75205	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		250.
CLASS OF ACTIVITY:	CHILDRENS' ACTIVITIES	
DONEE'S NAME:	PARK CITIES YMCA	
DONEE'S ADDRESS:	6000 PRESTON DALLAS, TX 75205	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		50.
CLASS OF ACTIVITY:	ART MUSEUM	
DONEE'S NAME:	MEADOWS MUSEUM	
DONEE'S ADDRESS:	PO BOX 750357 DALLAS, TX 75275,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		150.
CLASS OF ACTIVITY:	HOSPITAL	

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ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

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:		\$ 3,000.
CLASS OF ACTIVITY:	NATURE PRESERVE	
DONEE'S NAME:	TEXAS DISCOVERY GARDEN	
DONEE'S ADDRESS:	3601 MARTIN LUTHER KING BLVD	
	DALLAS, TX 75210,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		300.
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:		175.
CLASS OF ACTIVITY:	CHILDREN'S ADVOCATE	
DONEE'S NAME:	DALLAS CASA	
DONEE'S ADDRESS:	2815 GASTON AVENUE	
	DALLAS, TX 75226	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		450.
CLASS OF ACTIVITY:	CULTURAL SUPPORT	
DONEE'S NAME:	BRAVO VAIL VALLEY MUSIC FESTIV	
DONEE'S ADDRESS:	PO BOX 2270	
	VAIL, CO 81658,	
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	
	DALLAS, TX 75219,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		250.
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:		5,000.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	MAD FOR PLAID	

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

DONEE'S ADDRESS:	DALLAS, TX	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		\$ 200.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	STEWOPOT ALLIANCE	
DONEE'S ADDRESS:	408 PARK AVE DALLAS, TX 75225	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		250.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	GOOD SHEPHERD EPISCOPAL SCHOOL	
DONEE'S ADDRESS:	11110 MIDWAY ROAD DALLAS, TX 75229	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	EDUCATIONAL	
DONEE'S NAME:	ST. MARKS SCHOOL	
DONEE'S ADDRESS:	10600 PRESTON ROAD DALLAS, TX 75230	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		250.
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:		250.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	EDGEWOOD CENTER	
DONEE'S ADDRESS:	1801 VICENTE STREET 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:		100.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	ST LUKE'S SCHOOL	
DONEE'S ADDRESS:	1023 SCHULZE DRIVE	

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ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

RELATIONSHIP OF DONEE:	IRVING, TX 75060	
ORGANIZATIONAL STATUS OF DONEE:	NONE	
AMOUNT GIVEN:	PUBLIC	\$ 3,600.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	VOICE OF HOPE MINISTRIES	
DONEE'S ADDRESS:	4120 GENTRY DR. DALLAS, TX 75212	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	MUSEUM	
DONEE'S NAME:	THE NASHER SCULPTURE CENTER	
DONEE'S ADDRESS:	2001 FLORA STREET DALLAS, TX 75201	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		250.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	DALLAS ARBORETUM	
DONEE'S ADDRESS:	8525 GARLAND ROAD DALLAS, TX 75218	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		152.
CLASS OF ACTIVITY:	CULTURAL SUPPORT	
DONEE'S NAME:	THEATRE THREE	
DONEE'S ADDRESS:	2800 ROUTH ST. DALLAS, TX 75201	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		50.
CLASS OF ACTIVITY:	ELDERLY ASSISTANCE	
DONEE'S NAME:	SENIOR SOURCE	
DONEE'S ADDRESS:	3910 HARRY HINES BLVD DALLAS, TX 75219	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		150.
CLASS OF ACTIVITY:	FUNDRAISING	
DONEE'S NAME:	ADVOCATES FOR COMMUNITY TRANSFORMATION	
DONEE'S ADDRESS:	PO BOX 225225 DALLAS, TX 75222	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC	
AMOUNT GIVEN:		300.
CLASS OF ACTIVITY:	RESEARCH FUND	
DONEE'S NAME:	MICHAEL J. FOX FOUNDATION	
DONEE'S ADDRESS:	PO BOX 4777 NEW YORK, NY 10163	

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ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

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

CLASS OF ACTIVITY: ELDERLY ASSISTANCE  
 DONEE'S NAME: JUBILEE PARK & COMMUNITY CENTER  
 DONEE'S ADDRESS: 4603 GURLEY AVE  
 DALLAS, TX 75223

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

CLASS OF ACTIVITY: RESEARCH FUND  
 DONEE'S NAME: SHAW REGIONAL CANCER CENTER  
 DONEE'S ADDRESS: PO BOX 2559  
 EDWARDS, CO 81632

RELATIONSHIP OF DONEE: NONE  
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC  
 AMOUNT GIVEN: 200.

CLASS OF ACTIVITY: SCIENCE EDUCATION  
 DONEE'S NAME: WALKING MOUNTAINS SCIENCE CENTER  
 DONEE'S ADDRESS: 318 WALKING MOUNTAINS LANE  
 AVON, CO 81620

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

CLASS OF ACTIVITY: HOSPITAL  
 DONEE'S NAME: CHILDRENS MEDICAL CENTER  
 DONEE'S ADDRESS: 1935 MEDICAL DISTRICT DRIVE  
 DALLAS, TX 75235

RELATIONSHIP OF DONEE: NONE  
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC  
 AMOUNT GIVEN: 4,000.

CLASS OF ACTIVITY: RELIGIOUS  
 DONEE'S NAME: TACO - THIRD AVE CHARITABLE ORG  
 DONEE'S ADDRESS: 1420 3RD AVE  
 SAN DIEGO, CA 92101

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

CLASS OF ACTIVITY: MEDICAL RESEARCH  
 DONEE'S NAME: THINK AHEAD GROUP  
 DONEE'S ADDRESS: 2200 WEST MOCKINGBIRD LANE  
 DALLAS, TX 75235

RELATIONSHIP OF DONEE: NONE  
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC  
 AMOUNT GIVEN: 100.

CLASS OF ACTIVITY: CHILDRENS' ACTIVITIES  
 DONEE'S NAME: HENRY COUNTY YMCA  
 DONEE'S ADDRESS: 300 WITTENBRAKER AVE  
 NEW CASTLE, IN 47362

RELATIONSHIP OF DONEE: NONE

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ARKAY FOUNDATION, INC.

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**STATEMENT 5 (CONTINUED)  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTS**

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

CLASS OF ACTIVITY: CHURCH  
DONEE'S NAME: ST. PHILIP'S EPISCOPAL CHURCH  
DONEE'S ADDRESS: 100 ROMEO ST  
ROCHESTER, MI 48307

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

CLASS OF ACTIVITY: MEDICAL  
DONEE'S NAME: VAIL VALLEY MEDICAL CENTER  
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: MEDICAL RESEARCH  
DONEE'S NAME: VAIL BREAST CANCER AWARENESS GROUP  
DONEE'S ADDRESS: PO BOX 4043  
AVON, CO 81620

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: PUBLIC  
AMOUNT GIVEN: 125.

NONCASH GRANTS AND ALLOCATIONS

TOTAL \$ 31,052.

**STATEMENT 6  
FORM 990-PF, PART VI, LINE 9  
TAX DUE**

TAX DUE ..... \$ 2,450.  
LATE PAYMENT PENALTY ..... 37.  
LATE INTEREST..... 15.  
TOTAL \$ 2,502.

**STATEMENT 7  
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: NONE

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FEDERAL STATEMENTS

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STATEMENT 7 (CONTINUED)  
FORM 990-PF, PART XV, LINE 2A-D  
APPLICATION SUBMISSION INFORMATION

RESTRICTIONS ON AWARDS: NONE

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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	636,922	756,405	875,199	874,703	865,487	844,805	823,799	797,125	772,570	770,833	758,604	843,251
AVERAGES	<u>636,922</u>	<u>756,405</u>	<u>875,199</u>	<u>874,703</u>	<u>865,487</u>	<u>844,805</u>	<u>823,799</u>	<u>797,125</u>	<u>772,570</u>	<u>770,833</u>	<u>758,604</u>	<u>843,251</u>

TOTALS 9,619,703 NUMBER OF MONTHS 12

AVERAGE MONTHLY FAIR MARKET VALUE 801,642

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

**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	244,003	130,521	20,657	23,394	27,854	32,034	33,723	36,728	38,839	42,155	46,835	54,816
AVERAGES	244,003	130,521	20,657	23,394	27,854	32,034	33,723	36,728	38,839	42,155	46,835	54,816

TOTALS 731,559 NUMBER OF MONTHS 12

AVERAGE MONTHLY CASH BALANCES 60,963