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

▶ Do not enter Social Security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**2013**

For calendar year 2013, or tax year beginning , 2013, 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

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> 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)  
▶ \$ 1,413,255.

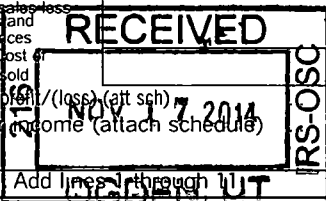
**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc. received (att sch)	4,299.			
<b>2</b> Cl <input 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	66,404.	66,404.	66,404.	
<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	132,185.			
<b>b</b> Gross sales price for all assets on line 6a	310,667.			
<b>7</b> Capital gain net income (from Part IV, line 2)		132,185.		
<b>8</b> Net short-term capital gain			0.	
<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>12 Total</b> Add lines 1 through 11	202,888.	198,589.	66,404.	
<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) SEE ST 1	2,885.		2,885.	
<b>c</b> Other prof fees (attach sch)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)(see instrs) SEE STM 2	308.		308.	
<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) SEE STATEMENT 3	340.		340.	
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	3,533.		3,533.	
<b>25</b> Contributions, gifts, grants paid. PART XV	57,390.			57,390.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	60,923.	0.	3,533.	57,390.
<b>27 Subtract</b> line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	141,965.			
<b>b Net investment income</b> (if negative, enter -0-)		198,589.		
<b>c Adjusted net income</b> (if negative, enter -0-)			62,871.	

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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	273,610.	37,787.	37,887.
	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 – US 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)	897,784.	1,275,572.	1,375,368.	
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)	1,171,394.	1,313,359.	1,413,255.	
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 and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	1,171,394.	1,313,359.	
	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	<b>Total net assets or fund balances</b> (see instructions)	1,171,394.	1,313,359.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,171,394.	1,313,359.		

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	1,171,394.
2	Enter amount from Part I, line 27a	2	141,965.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,313,359.
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	1,313,359.

**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 1,260.000 SPDR BARCLAYS	P	3/10/10	2/07/13
b 2,400.000 SPDR BARCLAYS	P	10/19/12	2/07/13
c 2,000.000 MEDIVATION, INC.	P	12/16/05	9/17/13
d 1,000.000 VERIZON COMMUNICATIONS	P	1/23/06	9/05/13
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 50,676.		50,057.	619.
b 96,526.		97,937.	-1,411.
c 117,148.		2,262.	114,886.
d 46,317.		28,226.	18,091.
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			619.
b			-1,411.
c			114,886.
d			18,091.
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	132,185.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	[ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 ]	3	-1,411.

**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))
2012	61,695.	1,115,217.	0.055321
2011	31,052.	849,666.	0.036546
2010	24,350.	676,444.	0.035997
2009	25,940.	567,124.	0.045740
2008	23,120.	489,553.	0.047227
2 Total of line 1, column (d)			2 0.220831
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 0.044166
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,291,270.
5 Multiply line 4 by line 3			5 57,030.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,986.
7 Add lines 5 and 6			7 59,016.
8 Enter qualifying distributions from Part XII, line 4			8 57,390.

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)**

<b>1 a</b> 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 instrs)			
<b>b</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	3,972.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
<b>3</b> Add lines 1 and 2		3	3,972.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	3,972.
<b>6 Credits/Payments</b>			
<b>a</b> 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	1,943.	
<b>b</b> Exempt foreign organizations – tax withheld at source	6 b		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6 c		
<b>d</b> Backup withholding erroneously withheld	6 d		
<b>7</b> Total credits and payments Add lines 6a through 6d		7	1,943.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 4		9	2,121.
<b>10</b> Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
<b>11</b> Enter the amount of line 10 to be: Credited to 2014 estimated tax		11	
	Refunded		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>1 b</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
<b>1 c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
<b>2</b> 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
<b>3</b> 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
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4 b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ N/A		
<b>8 b</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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
<b>9</b> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> 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 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 <u>N/A</u>	X		
14	The books are in care of <u>TOM WITTENBRAKER</u> Telephone no <u>214-696-0575</u> Located at <u>4625 GREENVILLE AVENUE, SUITE 101 DALLAS TX</u> ZIP + 4 <u>75206</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>			
16	At any time during calendar year 2013, 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 <u></u>		Yes	No
		16		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? (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>b</b> If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
<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 any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
<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 2013 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 2013)	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 2013?	4 b	X

BAA

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

**5 a** 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

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

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

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

If 'Yes' to 6b, file Form 8870

**7 a** 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

	5 b	N/A
	6 b	X
	7 b	

**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	VP 0	0.	0.	0.
KATHRYN WITTENBRAKER JENKS 257 29TH AVE SAN FRANCISCO, CA 94121	VP 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 X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	1,246,834.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	64,100.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1 d</b>	1,310,934.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	1,310,934.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	19,664.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,291,270.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	64,564.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	64,564.
<b>2a</b> Tax on investment income for 2013 from Part VI, line 5	<b>2 a</b>	3,972.
<b>b</b> Income tax for 2013 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	3,972.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	60,592.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	60,592.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	60,592.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1 a</b>	57,390.
<b>b</b> Program-related investments – total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	57,390.
<b>5</b> 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)	<b>5</b>	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	57,390.

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				60,592.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	7,585.			
f Total of lines 3a through e	7,585.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 57,390.				
a Applied to 2012, 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 2013 distributable amount				57,390.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	3,202.			3,202.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,383.			
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 2012. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,383.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	4,383.			
e Excess from 2013				

**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 2013, 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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<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 foundation had \$5,000 or more in assets at any time during the year – see instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
 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 or e-mail of the person to whom applications should be addressed  
 SEE STATEMENT 5

**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)				
a Paid during the year SEE STATEMENT 6				
<b>Total</b>				▶ 3 a 57,390.
b Approved for future payment				
<b>Total</b>				▶ 3 b





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF  
▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

ARKAY FOUNDATION, INC.

Employer identification number

75-2909791

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)( ) (enter number) organization  
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, Schedule B (Form 990, 990-EZ, or 990-PF) (2013) or 990-PF.**

Name of organization

ARKAY FOUNDATION, INC.

Employer identification number

75-2909791

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR. & MRS. TOM WITTENBRAKER 4625 GREENVILLE AVENUE DALLAS, TX 75206	\$ 117,148	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

ARKAY FOUNDATION, INC.

75-2909791

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,000 SHARES OF MEDIVATION, INC.	\$ 117,148.	9/17/13
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----

BAA

Name of organization

ARKAY FOUNDATION, INC.

Employer identification number

75-2909791

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)**

**organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.)

▶ \$ \_\_\_\_\_ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	N/A		
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 1**  
**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	\$ 2,885.		\$ 2,885.	
<b>TOTAL</b>	<u>\$ 2,885.</u>	<u>\$ 0.</u>	<u>\$ 2,885.</u>	<u>\$ 0.</u>

**STATEMENT 2**  
**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	\$ 308.		\$ 308.	
<b>TOTAL</b>	<u>\$ 308.</u>	<u>\$ 0.</u>	<u>\$ 308.</u>	<u>\$ 0.</u>

**STATEMENT 3**  
**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	\$ 40.		\$ 40.	
WCMA ANNUAL FEE	300.		300.	
<b>TOTAL</b>	<u>\$ 340.</u>	<u>\$ 0.</u>	<u>\$ 340.</u>	<u>\$ 0.</u>

**STATEMENT 4**  
**FORM 990-PF, PART VI, LINE 9**  
**TAX DUE**

TAX DUE	\$ 2,029.
LATE PAYMENT PENALTY	61.
LATE INTEREST	31.
<b>TOTAL</b>	<u>\$ 2,121.</u>

**STATEMENT 5**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:	ARKAY FOUNDATION
NAME:	CAROLYN WITTENBRAKER
CARE OF:	
STREET ADDRESS:	4625 GREENVILLE AVE. SUITE 101
CITY, STATE, ZIP CODE:	DALLAS, TX 75206
TELEPHONE:	214-696-0575

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

E-MAIL ADDRESS:  
 FORM AND CONTENT: LETTER OF EXPLANATION AND NEED  
 SUBMISSION DEADLINES: NONE  
 RESTRICTIONS ON AWARDS: NONE

**STATEMENT 6**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
KAPPA ALPHA THETA FOUNDATION 8740 FOUNDERS RD INDIANAPOLIS, IN 46142	NONE	PUBLIC	DOMESTIC FRATERNAL SOCIETIES	\$ 500.
ARTREACH-DALLAS INC 2800 N HENDERSON AVE, #102 DALLAS, TX 75206	NONE	PUBLIC	ARTS	1,000.
CAMP JOHN MARC FOUNDATION INC 2824 SWISS AVE DALLAS, TX 75204	NONE	PUBLIC	CHILDREN WITH DISABILITIES	700.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37235	NONE	PUBLIC	UNIVERSITY	5,500.
GENESIS WOMEN'S SHELTER 4411 LEMMON AVE., STE 201 DALLAS, TX 75219	NONE	PUBLIC	BATTERED WOMEN	600.
DALLAS WOMAN'S CLUB FOUNDATION 8150 N. CENTRAL EXPRESSWAY DALLAS, TX 75206	NONE	PUBLIC	FUNDRAISING	250.
ST MICHAEL & ALL ANGELS EPISCOPAL CHURCH 8011 DOUGLAS DALLAS, TX 75225	NONE	PUBLIC	CHURCH	5,500.
HOCKADAY SCHOOL 11600 WELCH RD DALLAS, TX 75229	NONE	PUBLIC	ELEMENTARY/SECON DARY EDUCATION	500.

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 6 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CAMP SUMMIT 17210 CAMPBELL RD, SUITE 180-W DALLAS, TX 75252	NONE	PUBLIC	DEVELOPMENTALLY DISABLED	\$ 250.
CRYSTAL CHARITY BALL 30 HIGHLAND PARK VILLAGE, STE 206 DALLAS, TX 75205	NONE	PUBLIC	FUNDRAISING ORG	800.
EDUCATIONAL OPPORTUNITIES, INC. 8350 N. CENTRAL EXPRESSWAY, #775 DALLAS, TX 75206	NONE	PUBLIC	SCHOLARSHIPS/FIN ANCIAL AID	2,100.
DALLAS SYMPHONY ORCHESTRA 2301 FLORA ST. DALLAS, TX 75201	NONE	PUBLIC	SYMPHONY ORCHESTRAS	200.
MEADOWS MUSEUM PO BOX 750357 DALLAS, TX 75275	NONE	PUBLIC	ART MUSEUM	150.
BAYLOR HEALTH CARE SYSTEM FOUNDATION 3600 GASTON AVE, BARNETT TOWER #100 DALLAS, TX 75246	NONE	PUBLIC	HOSPITAL	5,500.
TEXAS SCOTTISH RITE HOSPITAL 2222 WELBORN ST DALLAS, TX 75219	NONE	PUBLIC	HOSPITAL	500.
DALLAS CASA 2815 GASTON AVENUE DALLAS, TX 75226	NONE	PUBLIC	CHILDREN'S ADVOCATE	500.
BIG THOUGHT 2501 OAK LAWN AVE, STE 550 LB 42 DALLAS, TX 75219	NONE	PUBLIC	ARTS EDUCATION	500.
HIGHLAND PARK ISD EDUCATION FOUNDATION 4201 GRASSMERE LANE DALLAS, TX 75205	NONE	PUBLIC	EDUCATION	350.

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 6 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
INTERFAITH HOUSING COALITION PO BOX 720206 DALLAS, TX 75372	NONE	PUBLIC	FUNDRAISING	\$ 750.
YMCA OF METROPOLITAN DALLAS 601 N. AKARD ST. DALLAS, TX 75201	NONE	PUBLIC	HUMAN SERVICES	50.
STEWOPOT ALLIANCE 4516 LOVERS LANE #229 DALLAS, TX 75225	NONE	PUBLIC	FUNDRAISING	420.
GOOD SHEPHERD EPISCOPAL SCHOOL 11110 MIDWAY ROAD DALLAS, TX 75229	NONE	PUBLIC	EDUCATION	1,000.
ST. MARKS SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230	NONE	PUBLIC	EDUCATIONAL	500.
ST. LUKE CATHOLIC SCHOOL 1023 SCHULZE DRIVE IRVING, TX 75060	NONE	PUBLIC	EDUCATIONAL	1,800.
VOICE OF HOPE MINISTRIES 4120 GENTRY DR. DALLAS, TX 75212	NONE	PUBLIC	FUNDRAISING	500.
DALLAS ARBORETUM & BOTANICAL SOCIETY 8617 GARLAND RD DALLAS, TX 75218	NONE	PUBLIC	BOTANICAL GARDENS	300.
ADVOCATES FOR COMMUNITY TRANSFORMATION PO BOX 225225 DALLAS, TX 75222	NONE	PUBLIC	FUNDRAISING	500.
CHILDREN OF SHELTERS 2269 CHESTNUT STREET, BOX 439 SAN FRANCISCO, CA 94123	NONE	PUBLIC	HOMELESS SHELTER	750.
SCHOOLS OF THE SACRED HEART 2222 BROADWAY STREET SAN FRANCISCO, CA 94115	NONE	PUBLIC	EDUCATION	3,000.

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

**STATEMENT 6 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
DELL CHILDREN'S MEDICAL CENTER 4900 MUELLER BOULEVARD AUSTIN, TX 78723	NONE	PUBLIC	HOSPITAL	\$ 10,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236	NONE	PUBLIC	FEEDING HUNGRY	200.
KIMBELL ART MUSEUM 3333 CAMP BOWIE BLVD. FORT WORTH, TX 76107	NONE	PRIVATE	MUSEUM	120.
CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DR DALLAS, TX 75235	NONE	PUBLIC	HOSPITAL	3,250.
VAIL VALLEY FOUNDATION P.O. BOX 309 VAIL, CO 81658	NONE	PUBLIC	GENERAL FUND	500.
VAIL VALLEY MEDICAL CENTER P.O. BOX 1529 VAIL, CO 81658	NONE	PUBLIC	MEDICAL	250.
FRIENDS OF THE U.P. PUBLIC LIBRARY 3419 WESTMINSTER, SUITE 335-G DALLAS, TX 75205	NONE	PUBLIC	OPERATING FUND	100.
EDGEWOOD CENTER FOR CHILDREN & FAMILIES 1801 VICENTE STREET SAN FRANCISCO, CA 94116	NONE	PUBLIC	PROMOTE THE BEHAVIORAL HEALTH OF CHILDREN, YOUTH AND FAMILIES AND SUPPORT A POSITIVE TRANSITION TO ADULTHOOD.	1,000.
EQUEST WOMEN'S AUXILIARY P.O. BOX 192747 DALLAS, TX 75219	NONE	PUBLIC	DEVELOPMENTALLY DISABLED	350.
CHURCH OF THE INCARNATION 3966 MCKINNEY AVENUE DALLAS, TX 75204	NONE	PUBLIC	CHURCH	100.

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

STATEMENT 6 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SOUTHWESTERN MEDICAL FOUNDATION 3963 MAPLE AVENUE, #100 DALLAS, TX 75219	NONE	PUBLIC	MEDICAL	\$ 50.
PROMISE HOUSE 224 W. PAGE AVENUE DALLAS, TX 75208	NONE	PUBLIC	EMBRACES HOMELESS, RUNAWAY AND AT-RISK YOUTH, GIVING THEM NEEDED SUPPORT, ENCOURAGEMENT AND HOPE TO LIVE A BETTER LIFE.	250.
BRAVO VAIL 2271 N. FRONTAGE ROAD W, SUITE C VAIL, CO 81657	NONE	PUBLIC	SYMPHONY ORCHESTRAS	600.
ABERG CENTER FOR LITERACY 5100 ROSS AVENUE DALLAS, TX 75206	NONE	PUBLIC	EDUCATIONAL	150.
WALKING MOUNTAINS SCIENCE CENTER WALKING MOUNTAINS LANE AVON, CO 81620	NONE	PUBLIC	SCIENCE LEARNING CENTER	250.
SMART 1663 MISSION ST., SUITE 400 SAN FRANCISCO, CA 94103	NONE	PUBLIC	EDUCATION	250.
THUNDERBIRD FOUNDATION 2200 S. STATE ST. MT. CARMEL, UT 84755	NONE	PUBLIC	LAND PRESERVATION	200.
DALLAS CHILDREN'S ADVOCACY CENTER 5351 SAMUELL BLVD. DALLAS, TX 75228	NONE	NONE	IMPROVE THE TREATMENT OF CHILD VICTIMS OF SEXUAL AND PHYSICAL ABUSE.	250.
THE SENIOR SOURCE 3910 HARRY HINES BLVD. DALLAS, TX 75219	NONE	PUBLIC	ELDERLY ASSISTANCE	350.
EXPLORE AUSTIN 2121 E. CESAR CHAVEZ ST. AUSTIN, TX 78702	NONE	PUBLIC	CHILDREN'S & YOUTH SERVICES	250.

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

STATEMENT 6 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
HEADLANDS CENTER FOR THE ARTS 944 SIMMONS ROAD SAUSALITO, CA 94965	NONE	PUBLIC	ARTS	\$ 250.
ST. LUKE'S PRESCHOOL 1755 CLAY STREET SAN FRANCISCO, CA 94109	NONE	PUBLIC	CAPITAL CAMPAIGN	2,500.
JUBILEE PARK & COMMUNITY CENTER 907 BANK STREET DALLAS, TX 75223	NONE	PUBLIC	FAMILY ASSISTANCE	250.
BUILDON P.O. BOX 16741 STAMFORD, CT 06905	NONE	PUBLIC	CHILDREN'S & YOUTH SERVICES	500.
SUSAN G. KOMEN RACE FOR THE CURE 5310 HARVEST HILL ROAD, #120 DALLAS, TX 75230	NONE	PUBLIC	CANCER RESEARCH	250.
BRAVELOVE 3100 MONITCELLO AVENUE, #860 DALLAS, TX 75205	NONE	PUBLIC	ADOPTION MOVEMENT	200.
TOTAL \$				<u>57,390.</u>

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

**LATE PAYMENT PENALTY (FORM 990-PF)**

TAX DUE		2,029.
6 MONTH(S) LATE X 0.005 (0.250 MAX)	X	.030
LATE PAYMENT PENALTY		<u>61.</u>

**INTEREST ON LATE FILING (FORM 990-PF)**

TAX DUE		2,029.
LATE FILING PENALTY		<u>0.</u>
TOTAL AMOUNT SUBJECT TO INTEREST		2,029.
<u>5/15/14 - 6/30/14 (46 DAYS @ 3%)</u>		
AMOUNT SUBJECT TO INTEREST		2,029.00
RATE FACTOR	X	<u>.003787822</u>
INTEREST		7.69
<u>7/01/14 - 9/30/14 (92 DAYS @ 3%)</u>		
COMPOUNDED AMOUNT		2,036.69
RATE FACTOR	X	<u>.007589992</u>
INTEREST		15.46
<u>10/01/14 - 11/15/14 (46 DAYS @ 3%)</u>		
COMPOUNDED AMOUNT		2,052.14
RATE FACTOR	X	<u>.003787822</u>
INTEREST		7.77
TOTAL INTEREST ON LATE FILING (ROUNDED)		<u><u>31.</u></u>

CLIENT ARKAY

ARKAY FOUNDATION, INC.

75-2909791

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	1,119,986	1,241,689	1,237,470	1,256,859	1,255,386	1,221,215	1,209,690	1,205,271	1,197,636	1,283,531	1,363,851	1,369,429
AVERAGES	1,119,986	1,241,689	1,237,470	1,256,859	1,255,386	1,221,215	1,209,690	1,205,271	1,197,636	1,283,531	1,363,851	1,369,429

TOTALS 14,962,013 NUMBER OF MONTHS 12

AVERAGE MONTHLY FAIR MARKET VALUE 1,246,834

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	146,988	32,785	46,244	47,132	44,965	44,600	47,151	50,232	109,518	97,830	32,328	35,072
COMPASS	2,887	2,882	2,877	2,872	2,867	2,862	2,857	2,852	2,849	2,849	2,849	2,849
AVERAGES	149,875	35,667	49,121	50,004	47,832	47,462	50,008	53,084	112,367	100,679	35,177	37,921

TOTALS 769,197 NUMBER OF MONTHS 12

AVERAGE MONTHLY CASH BALANCES 64,100

## 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.**

▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- 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 <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)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 14, to file the exempt organization return for the organization named above

The extension is for the organization's return for

- ▶  calendar year 20 13 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 Forms 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 Forms 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>	\$	2,090.
<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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box.  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions
Type or print  File by the extended due date for filing your return. See instructions.	ARKAY FOUNDATION, INC.	Employer identification number (EIN) or 75-2909791
	Number, street, and room or suite number. If a P.O. box, see instructions WAGNER, EUBANK & NICHOLS, LLP 5950 BERKSHIRE LN, #900 City, town or post office, state, and ZIP code. For a foreign address, see instructions DALLAS, TX 75225	Social security number (SSN)

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in 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.

- I request an additional 3-month extension of time until 11/15, 20 14.
- For calendar year 2013, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period
- State in detail why you need the extension. TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN

<b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. . . . .	<b>8a</b>	\$ 0.
<b>b</b> If this application is for Forms 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 and any amount paid previously with Form 8868. . . . .	<b>8b</b>	\$ 2,090.
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. . . . .	<b>8c</b>	\$ 0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ *Kyleigh W...* Title ▶ CPA Date ▶ 10/10/14  
 BAA FIF20502L 12/31/13 Form 8868 (Rev 1-2014)