

Form **990-PF**

**Return of Private Foundation**

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

OMB No 1545-0052

**2013**

Department of the Treasury  
Internal Revenue Service

▶ 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).

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation **Delta Dental of Arkansas Foundation** A Employer identification number **26-1569324**

Number and street (or P.O. box number if mail is not delivered to street address) **1513 Country Club Road** Room/suite B Telephone number (see instructions) **501-992-1616**

City or town, state or province, country, and ZIP or foreign postal code **Sherwood, AR 72120** C If exemption application is pending, check here

G Check all that apply  Initial return  Initial return of a former public charity D 1. Foreign organizations, check here   
 Final return  Amended return D 2. Foreign organizations meeting the 85% test, check here and attach computation   
 Address change  Name change E If private foundation status was terminated under section 507(b)(1)(A), check here

H Check type of organization  Section 501(c)(3) exempt private foundation F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here   
 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, col (c), line 16) ▶ \$ **5,086,096** 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	3,433,301			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,018	2,018		
	4 Dividends and interest from securities	31,672	31,672		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		276,420		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	3,466,991	310,110			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	58,172	58,172		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,251			
	24 Total operating and administrative expenses. Add lines 13 through 23	61,509	58,172		
	25 Contributions, gifts, grants paid	1,285,345			1,285,345
26 Total expenses and disbursements. Add lines 24 and 25	1,346,854	58,172		1,285,345	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	2,120,137				
b Net investment income (if negative, enter -0-)		251,938			
c Adjusted net income (if negative, enter -0-)					

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing			
	<b>2</b> Savings and temporary cash investments	511,721	550,377	
	<b>3</b> Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	<b>4</b> Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	<b>8</b> Inventories for sale or use			
	<b>9</b> Prepaid expenses and deferred charges			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule)	1,077,844	2,472,625	2,746,987
	<b>c</b> Investments—corporate bonds (attach schedule)	835,704	1,800,716	1,788,732
	<b>11</b> Investments—land, buildings, and equipment: basis ▶			
Less accumulated depreciation (attach schedule) ▶				
<b>12</b> Investments—mortgage loans				
<b>13</b> Investments—other (attach schedule)				
<b>14</b> Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
<b>15</b> Other assets (describe ▶ )				
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,424,639	4,823,718	5,086,096	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	2,673	5,197	
	<b>18</b> Grants payable			
	<b>19</b> Deferred revenue			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule)			
	<b>22</b> Other liabilities (describe ▶ )			
	<b>23 Total liabilities</b> (add lines 17 through 22)	2,673	5,197	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>			
	<b>24</b> Unrestricted	2,421,966	4,818,521	
	<b>25</b> Temporarily restricted			
	<b>26</b> Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>			
	<b>27</b> Capital stock, trust principal, or current funds			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
<b>30 Total net assets or fund balances</b> (see instructions)	2,421,966	4,818,521		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions)	2,421,966	4,818,521		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b> 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)		<b>1</b>	2,421,966
<b>2</b> Enter amount from Part I, line 27a		<b>2</b>	2,120,137
<b>3</b> Other increases not included in line 2 (itemize) ▶		<b>3</b>	
<b>4</b> Add lines 1, 2, and 3		<b>4</b>	4,542,103
<b>5</b> Decreases not included in line 2 (itemize) ▶		<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		<b>6</b>	4,818,521

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired F - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a Publicly Traded Securities</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 1,903,480		1,627,060	276,420	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }			<b>2</b>	276,420
<b>3</b> 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			<b>3</b>	

**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.

<b>1</b> 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 (col. (b) divided by col. (c))
2012	1,282,826		
2011	1,379,589		
2010	796,978		
2009	590,309		
2008	321,213		
<b>2</b> Total of line 1, column (d)			<b>2</b>
<b>3</b> 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			<b>3</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b>
<b>5</b> Multiply line 4 by line 3			<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 2,519
<b>7</b> Add lines 5 and 6			<b>7</b> 2,519
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.			<b>8</b> 1,285,345

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

<b>1a</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 instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		2,519
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>		2,519
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		2,519
<b>6</b>	Credits/Payments.			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>		
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		2,519
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		
<b>11</b>	Enter the amount of line 10 to be. <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		✓
<b>1b</b>		✓
<b>1c</b>		✓
<b>2</b>		✓
<b>3</b>		✓
<b>4a</b>		✓
<b>4b</b>		
<b>5</b>		✓
<b>6</b>	✓	
<b>7</b>	✓	
<b>8a</b>		
<b>8b</b>		✓
<b>9</b>		✓
<b>10</b>	✓	

**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)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>www.ddarfoundation.com</u>	13	✓	
14	The books are in care of ▶ <u>Phyllis L Rogers</u> Telephone no. ▶ <u>501-992-1616</u> Located at ▶ <u>1513 Country Club Road, Sherwood, AR</u> ZIP+4 ▶ <u>72120</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>15</u>	15		<input type="checkbox"/>
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 ▶	16	Yes	No ✓

**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
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	✓
c	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?	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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?	4b	✓



**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
N/A		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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
<b>1 University of Tennessee Foundation</b> <b>Dunn Building Modernization</b>	200,000
<b>2 UAMS Foundation</b> <b>UAMS Dentla Clinic</b>	200,000
<b>3 Arkansas Children's Hospital Foundation</b> <b>ACH Care Mobiles</b>	150,000
<b>4 LSU Health Sciences Ctr Foundation</b> <b>Renovation Donation</b>	150,000

**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
<b>1 N/A</b>	
<b>2</b>	
All other program-related investments See instructions	
<b>3 N/A</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	

**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>1a</b>	2,367,350
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,127,172
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,494,523
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,494,523
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	4,494,523
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	0
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	0

**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>	
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	2,519
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,519
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,519
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,519
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,519

**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>1a</b>	1,285,345
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</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>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,285,345
<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>	2,519
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,282,826

**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	Year	(b) prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7					2,519
<b>2</b> Undistributed income, if any, as of the end of 2013					
<b>a</b> Enter amount for 2012 only				0	
<b>b</b> Total for prior years. 20____, 20____, 20____			0		
<b>3</b> Excess distributions carryover, if any, to 2013					
<b>a</b> From 2008	302,741				
<b>b</b> From 2009	396,984				
<b>c</b> From 2010	590,325				
<b>d</b> From 2011	796,978				
<b>e</b> From 2012	1,379,589				
<b>f</b> Total of lines 3a through e	3,466,617				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ 1,285,345					
<b>a</b> Applied to 2012, but not more than line 2a					
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)					
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)					
<b>d</b> Applied to 2013 distributable amount					2,519
<b>e</b> Remaining amount distributed out of corpus	1,282,826				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))					
<b>6</b> Enter the net total of each column as indicated below:					
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,749,443				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b					
<b>c</b> 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					
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions					
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions					
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,749,443				
<b>10</b> Analysis of line 9					
<b>a</b> Excess from 2009	396,984				
<b>b</b> Excess from 2010	590,325				
<b>c</b> Excess from 2011	796,978				
<b>d</b> Excess from 2012	1,379,589				
<b>e</b> Excess from 2013	1,282,826				

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

**1a** 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>2a</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) )

N/A

**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

N/A

**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 address of the person to whom applications should be addressed.

**Dr. James T. Johnston, 1513 Country Club Road, Sherwood, AR 72120, 501-992-1616**

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

See attached statement

**c** Any submission deadlines

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a</b> <i>Paid during the year</i></p> <p>See attached statement</p>				<p>1,282,345</p>
<p><b>Total</b> . . . . . ▶ <b>3a</b></p>				<p>1,282,345</p>
<p><b>b</b> <i>Approved for future payment</i></p> <p>N/A</p>				
<p><b>Total</b> . . . . . ▶ <b>3b</b></p>				

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			14	2,018	
<b>4</b> Dividends and interest from securities			14	31,672	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income			18	0	
<b>8</b> Gain or (loss) from sales of assets other than inventory					
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e)				33,690	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)				13	33,690

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

**Line No.** Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

**▼** The Delta Dental of Arkansas Foundation is committed to improving oral health care and contributes more than \$1 million each year to support programs designed to improve the dental health of Arkansans. An annual contribution from Delta Dental of Arkansas and income from our financial investments allows the Foundation to continue its mission. We maintain a passionate belief that, because oral disease is almost 100% preventable, the work we are doing will result in more healthy smiles across Arkansas. In addition, the income from our investments help support this mission.

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

**1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:		
<b>(1)</b> Cash		✓
<b>(2)</b> Other assets		✓
<b>b</b> Other transactions:		
<b>(1)</b> Sales of assets to a noncharitable exempt organization		✓
<b>(2)</b> Purchases of assets from a noncharitable exempt organization		✓
<b>(3)</b> Rental of facilities, equipment, or other assets		✓
<b>(4)</b> Reimbursement arrangements		✓
<b>(5)</b> Loans or loan guarantees		✓
<b>(6)</b> Performance of services or membership or fundraising solicitations		✓
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees		✓
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
Delta Dental Plan of Arkansas, Inc.	501(c)(4)	Some Common Directors - Sole Corp Member

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

**Sign Here** *Roger Rogers* 11/12/11 *Supervisor of Delta*  May the IRS discuss this return

Signature of officer or trustee Date

**Paid Preparer Use Only**

Print/Type preparer's name Preparer's signature

Firm's name ▶

Firm's address ▶

## Schedule of Contributors

**2013**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

Name of the organization <b>Delta Dental of Arkansas Foundation</b>	Employer identification number <b>26-1569324</b>
------------------------------------------------------------------------	-----------------------------------------------------

Organization type (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 $\frac{1}{3}$ % 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).

<b>Name of organization</b> Delta Dental of Arkansas Foundation	<b>Employer identification number</b> 26-1569324
--------------------------------------------------------------------	-----------------------------------------------------

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Dental Dental of Arkansas, Inc 1513 Country Club Road Sherwood, AR 72120	\$ 3,433,301	Person <input checked="" 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 )
-----	----- ----- -----	\$ -----	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 )

<b>Name of organization</b> Delta Dental of Arkansas Foundation	<b>Employer identification number</b> 26-1569324
--------------------------------------------------------------------	-----------------------------------------------------

**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
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----



<b>Name of organization</b> Delta Dental of Arkansas Foundation	<b>Employer identification number</b> 26-1569324
--------------------------------------------------------------------	-----------------------------------------------------

**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 the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

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

Delta Dental of Arkansas Foundation  
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Statement 1 - Form 990-PF, Part 1, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Consulting	\$ 28,236	\$ 28,236	\$ -	\$ -
Student Loan Repayment Expenses	20,000	\$ 20,000		
Investment Management Fees	9,936	9,936	-	-
	<u>\$ 58,172</u>	<u>\$ 58,172</u>	<u>\$ -</u>	<u>\$ -</u>

Statement 2 - Form 990-PF, Part 1, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Taxes	\$ -	\$ -	\$ -	\$ -
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Statement 2 - Form 990-PF, Part 1, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Outsourced Services	\$ 2,141	\$ -	\$ -	\$ -
Supplies	251			
Bank Charges	945		-	-
	<u>\$ 3,337</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

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Statement 3 - Form 990-PF, Part VII-A, Line 8b - Reporting to State Attorney General Office

This is not required by the Arkansas State Attorney General's Office - they simply require copies be available in the event they request

Statement 4 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributions

Name	Address	City, State, Zip
Delta Dental Plan of Arkansas, Inc.	1513 Country Club Road	Sherwood, AR 72120

Statement 5 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
James T. Johnston 1513 Country Club Road Sherwood, AR 72120	Chairman	-	-	-	-
Weldon Johnson 1513 Country Club Road Sherwood, AR 72120	Vice Chairman	-	-	-	-
Mel Collazo 1513 Country Club Road Sherwood, AR 72120	Secretary	-	-	-	-
Billy Tarpley 1513 Country Club Road Sherwood, AR 72120	Treasurer	-	-	-	-
Ed Choate	President	-	-	-	-

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1513 Country Club Road Sherwood, AR 72120 Dr. Michael Zweifel	Director	-	-	-	-
1513 Country Club Road Sherwood, AR 72120 Mr. Ron Ownbey	Director	-	-	-	-
1513 Country Club Road Sherwood, AR 72120 Dr. Jim Phillips	Director	-	-	-	-
1513 Country Club Road Sherwood, AR 72120 Dr. Bob Mason	Director	-	-	-	-
1513 Country Club Road Sherwood, AR 72120 Mrs. Joyce Dees	Director	-	-	-	-
1513 Country Club Road Sherwood, AR 72120 Betsey Reithmeyer	Director	-	-	-	-

Statement 6 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents
----------------------------------------------------------------------------------------

Description
-------------

Grant Application Packet:

Description of organization, project description, project evaluation, budget information, oral health improvement, past funding

Delta Dental of Arkansas Foundation  
26-1569324  
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Other Required Documentation:

- Copy of current year organization budget
- Right to request copy of organization's most recent financial audit report
- List of officers and board members
- Current resume and contact data for Executive Director
- Current resume and contact data for Project Officer
- Proof of tax exemption status (IRA tax exception letter)

Statement 7 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

Services provided to low-income clients  
Established, written non-discrimination policy  
All information must be provided in the request for proposal prior to the  
established deadline  
Project must clearly advance oral health initiatives in Arkansas

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name and Address	Purpose	Amount
University of Tennessee Foundation 600 Henley St. Knoxville, TN 37996	University of Tennessee Foundation	200,000
<b>UAMS Foundation</b> 4301 W Markham St #716 Little Rock, AR 72205	UAMS Dental Clinic	200,000
Arkansas Children's Hospital Foundation	Charitable Giving	150,000

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1 Children's Way, Slot 301  
Little Rock, AR 72202

LSU Health Sciences Ctr Foundation  
1100 Florida Ave  
New Orleans

Renovation Donation

150,000

America's Dentists Care Foundation  
9110 E. 35th St. N  
Wichita, KS 37226

America's MoM Mini Unit

23,000

Harmony Health Clinic  
201 E Roosevelt Rd  
Little Rock, AR 72206

2013 Community Grant

14,459

The Salvation Army  
1111 W Markham  
Little Rock, AR 72201

OK Disaster Relief

10,000

AR Rural Endowment Fund  
PO Box 750  
Little Rock, AR 72203

Kara Morgan-RADAR Payment 2013

20,000

7480 Arkansas 107  
Sherwood, AR 72120

2013 Community Grant

12,000

Good Samaritan Clinic  
615 North B Street  
Fort Smith, AR 72901

2013 Community Grant

7,500

Hope Cancer Resources  
5835 S Sunset Avenue  
Springdale, AR 72762

1100 N. Woolsey Avenue  
Fayetteville, AR 72703

2013 Community Grant

21,000

River City Ministry of Pulaski County

Delta Dental of Arkansas Foundation  
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1021 East Washington Street  
North Little Rock, AR 72114

River Valley Christian Clinic 2013 Community Grant 5,000

1714 State Highway 22

Dardanelle, AR 72834

Shepherd's Hope Neighborhood Health Center 2013 Community Grant 3,000

2404 S Tyler St

Little Rock, AR 72204

City of Dumas

Dumas Water Fluoridation 105,710

155 E. Waterman

Dumas, AR 71639

Baptist Health Foundation 2013 Community Grant 20,000

9601 I 630, Exit 7

Little Rock, AR 72205

U.S. Dept of Education

Radar Student Loan Payment 13' 20,000

P.O. Box 105540

Atlanta, GA 30348-5540

Magnolia Water Utilities

Fluoridation Grant 4,373

PO Box 429

Magnolia, AR 71754

United Way of Central Oklahoma

OK Disaster Relief 10,000

PO Box 837

Oklahoma City, OK 73101

Shelter Oklahoma Schools

OK Disaster Relief 7,500

PO Box 1146

Oklahoma City, OK 73101

Red Rover- Moore Animal Welfare

Red Rover- Moore Animal Welfare 7,500

PO Box 188890

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Sacramento, CA 95818 Regional Food Bank of OK PO Box 270968 Oklahoma City American Red Cross PO BOX 4002018 Des Moines, IA 50340	OK Disaster Relief	5,000
Share our Strength's No Kid Hungry 1730 M Street NW, Ste 700 Washington, DC 20036	No Kid Hungry	1,000
UALR Children International 2801 S. University Little Rock, AR 72204	2013 Community Grant	15,000
Community Dental Clinic PO Box 4069 Fort Smith, AR 72914	2013 Community Grant	20,000
Lonoke County Christian Clinic PO Box 1102 Dermott, AR 71658	2013 Community Grant	20,000
Pulaski technical College Foundation 3000 West Scenic Drive North Little Rock, AR 72118	2013 Community Grant	20,000
Share Foundation 403 West Oak Street, Ste 200 El Dorado, AR 71730	2013 Community Grant	2,510
University of Arkansas Fort Smith 5210 Grand Avenue Fort Smith, AR 72901	2013 Community Grant	5,633



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Tri County Regional Water Distribution  
P.O. Box 4030  
Russellville, AR  
Department of Education Loan Services  
PO Box 740351  
Atlanta, GA 30374-0351

Tri County Fluoridation Proj

73,834

RADAR - DDAR Found. Loan forg

15,000

\$ 1,285,345