Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.		
Name of foundation: ARKEMA INC. FOUNDATION		A Employer identification number: 23-6256818
Number and street (or P O box number if mail is not delivered to street address): 2000 MARKET STREET	Room/suite	B Telephone number (see page 10 of the instructions): (215) 419-7000
City or town, state, and ZIP code: PHILADELPHIA, PA 19103-3222		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 . ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 196,638

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)	177,300			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	152	152		
	4 Dividends and interest from securities				
	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)		0		
	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)	0			
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	177,452	152	0	
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)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	15			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,284	3,284		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,299	3,284	0	0
	25 Contributions, gifts, grants paid	283,661			279,211
	26 **Total expenses and disbursements.** Add lines 24 and 25	286,960	3,284	0	279,211
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	(109,508)			
	b **Net investment income** (if negative, enter -0-)		0		
	c **Adjusted net income** (if negative, enter -0-)			0	

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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	(10,235)	(10,150)	(10,150)
	2	Savings and temporary cash investments	312,146	206,788	206,788
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment. basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	301,911	196,638	196,638
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	301,911		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	301,911	0	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	301,911	0	

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	301,911
2	Enter amount from Part I, line 27a	2	(109,508)
3	Other increases not included in line 2 (itemize) ▶ Write-off of uncashed checks	3	4,235
4	Add lines 1, 2, and 3	4	196,638
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	196,638

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2008	453,838	245,110	1.8516
2007	487,831	186,949	2.6094
2006	458,689	346,933	1.3221
2005	759,805	231,891	3.2766
2004	571,067	247,608	2.3063

2 **Total** of line 1, column (d)	2	11.3660
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	2.2732
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	189,087
5 Multiply line 4 by line 3	5	429,833
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	429,833
8 Enter qualifying distributions from Part XII, line 4	8	279,211

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter .... (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	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			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ PENNSYLVANIA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 page 20 of the instructions)	11		x
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	x	

Website address ▶

14 The books are in care of ▶ MANAGEMENT Telephone no ▶ 215-419-7000

Located at ▶ 2000 MARKET STREET, PHILADELPHIA, PA ZIP+4 ▶ 19103-3222

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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 page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ 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 page 20 of the instructions.)		2b		X
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b**

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)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . **6b** X

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . **7b**

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 page 22 of the 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
BERNARD ROCHE 2000 MARKET ST, PHILADELPHIA, PA	AS NEEDED	0	0	0
RYAN DIRKX 2000 MARKET ST, PHILADELPHIA, PA	AS NEEDED	0	0	0
CHRISTOPHER GIANGRASSO 2000 MARKET ST, PHILADELPHIA, PA	AS NEEDED	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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	NONE	0	0	0

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE	NONE	0

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	191,967
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	191,967
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	191,967
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	2,880
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	189,087
6	**Minimum investment return.** Enter 5% of line 5	6	9,454

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	9,454
2a	Tax on investment income for 2009 from Part VI, line 5 . . . 2a		
b	Income tax for 2009 (This does not include the tax from Part VI.) . . 2b		
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,454
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	9,454
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,454

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	279,211
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	279,211
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	279,211

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				9,454
2	Undistributed income, if any, as of the end of 2009.				
a	Enter amount for 2008 only				
b	Total for prior years 20____ ,20____ ,20____				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 548,662				
b	From 2005 748,210				
c	From 2006 441,342				
d	From 2007 478,484				
e	From 2008 441,582				
f	**Total** of lines 3a through e	2,658,280			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 279,211				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2009 distributable amount				9,454
e	Remaining amount distributed out of corpus	269,757			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,928,037			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	548,662			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	2,379,375			
10	Analysis of line 9.				
a	Excess from 2005 748,210				
b	Excess from 2006 441,342				
c	Excess from 2007 478,484				
d	Excess from 2008 441,582				
e	Excess from 2009 269,757				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	279,211				279,211
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	279,211	0	0	0	279,211
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed	6,303				6,303
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 27 of the 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).)

NONE

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

DIANE MILICI C/O ARKEMA INC 2000 MARKET STREET, PHILADELPHIA, PA 19103-3222 215-419-7000

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

NO SPECIFIC FORM REQUIRED

c Any submission deadlines:

NONE

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

SEE STATEMENT 7

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
a *Paid during the year*				
SEE STATEMENT 5				279,211
Total . . . . ▶ 3a				279,211
b *Approved for future payment*				
SEE STATEMENT 6				254,000
Total . . . . ▶ 3b				254,000

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	152	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		152	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 152

(See worksheet in line 13 instructions on page 28 to verify calculations)

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 page 28 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(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

Sign Here

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

FTX

Signature of officer or trustee ▶ [signature] Date 11/11/10 Title ▶ TRUSTEE

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code ▶		EIN ▶	
		Phone no.	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
ARKEMA INC FOUNDATION	23-6256818

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 33⅓% 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, aggregate 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 aggregate 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
ARKEMA INC FOUNDATION	23-6256818

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
	ARKEMA INC 2000 MARKET STREET PHILADELPHIA, PA 19103-3222	$ 177,300	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

ARKEMA INC. FOUNDATION 23-6256818
2009 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS RECEIVED

FORM 990-PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ARKEMA INC.	05/29/09	300
2000 MARKET STREET	11/13/09	2,000
PHILADELPHIA, PA 19103-3222	11/19/09	175,000
		177,300
TOTAL CONTRIBUTION AMOUNTS		177,300

FORM 990-PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE FILING FEE	15	0
FEDERAL TAX ON NET INVESTMENT INCOME	0	0
TAXES (LINE 18)	**15**	**0**
MONTHLY BANK FEES	3,284	3,284
OTHER EXPENSES (LINE 23)	**3,284**	**3,284**

FORM 990-PF, PART VII-A, QUESTION 10 - SUBSTANTIAL CONTRIBUTOR

NAME AND ADDRESS	AMOUNT CONTRIBUTED
ARKEMA INC. 2000 MARKET STREET PHILADELPHIA, PA 19103-3222	177,300
	177,300

ARKEMA INC. FOUNDATION
2009 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
MINIMUM INVESTMENT RETURN

23-6256818

FORM 990-PF, PART X - CALCULATION OF MINIMUM INVESTMENT RETURN

AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES AND CASH BALANCES

2009	CASH ACCOUNTS			INVESTMENTS		
Month	Beginning Balance	Ending Balance	Average Monthly Balance	Beginning Balance	Ending Balance	Average Monthly Balance
JANUARY	301,911.39	248,649.77	275,280.58	0.00	0.00	0.00
FEBRUARY	248,649.77	245,622.74	247,136.26	0.00	0.00	0.00
MARCH	245,622.74	232,248.31	238,935.53	0.00	0.00	0.00
APRIL	232,248.31	231,997.98	232,123.15	0.00	0.00	0.00
MAY	231,997.98	224,894.50	228,446.24	0.00	0.00	0.00
JUNE	224,894.50	222,685.75	223,790.13	0.00	0.00	0.00
JULY	222,685.75	135,841.41	179,263.58	0.00	0.00	0.00
AUGUST	135,841.41	99,554.25	117,697.83	0.00	0.00	0.00
SEPTEMBER	99,554.25	80,020.90	89,787.58	0.00	0.00	0.00
OCTOBER	80,020.90	79,749.38	79,885.14	0.00	0.00	0.00
NOVEMBER	79,749.38	253,064.04	166,406.71	0.00	0.00	0.00
DECEMBER	253,064.04	196,638.50	224,851.27	0.00	0.00	0.00
TOTAL			2,303,604.00			0.00
CALCULATED AVERAGE			191,967.00			0.00

ARKEMA, INC. FOUNDATION
2009 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Description	Location	
13TH & UNION ELEMENTARY SCHOOL	READING, PA	500.00
ADAM OUSLEY	EXTON, PA	500.00
ALMA COLLEGE	ALMA, MI	3,000.00
AMANDA HENSON	FANCY FARM, KY	500.00
ANNETT RUF	PHILADELPHIA, PA	500.00
ARKEMA INC	PHILADELPHIA, PA	34,075.43
AUBURN UNIVERSITY	AUBURN, AL	3,000.00
AVON CENTRAL SCHOOL	AVON, NY	500.00
BATES COLLEGE	LEWISTON, MC	1,000.00
BECKY KELLEHER	CASTILE, NY	500.00
BELLARMINE UNIVERSITY	LOUISVILLE, KY	1,500.00
BOSTON UNIVERSITY UNDERGRADUATES	BOSTON, MA	2,000.00
BROCK UNIVERSITY	ST. CATHARINE, ON	2,000.00
BUCKNELL UNIVERSITY	LEWISBURG, PA	5,000.00
CAROLYN GRAY	PHILADELPHIA, PA	500 00
CHEMICAL HERITAGE FOUNDATION	PHILADELPHIA, PA	5,000 00
CIMARRON ELEMENTARY	HOUSTON, TX	500.00
CINDY AQUINO	PEARLAND, TX	500.00
CLOVERLEAF ELEMENTARY	HOUSTON, TX	500.00
COLUMBIA UNIVERSITY	NEW YORK, NY	200 00
CORNELL UNIVERSITY	ITHACA, NY	4,100 00
CUBA ELEMENTARY	MAYFIELD, KY	500.00
DAWN KNIPMEYER	CONSHOHOCKEN, PA	500.00
DIANNE HOLT	EDDYVILLE, KY	500 00
DONNA JACKSON	NEDERLAND, TX	250.00
DREXEL UNIVERSITY	PHILADELPHIA, PA	4,100.00
DUKE UNIVERSITY	DURHAM, NC	500.00
EDUCATIONAL TESTING SERVICE	CHICAGO, IL	6,545.60
ELIZABETH WHITEHOUSE	READING, PA	500 00
ELMIRA COLLEGE	ELMIRA, NY	100 00
ERIN HALLMAN	POTTSTOWN, PA	500.00
FAIRLEIGH DICKINSON UNIVERSITY	TEANECK, NJ	100.00
FRANK MARTINO	SICKLERVILLE, NJ	500.00
FRIENDS OF THE SMITHSONIAN	WASHINGTON, DC	100.00
GEORGE W. SHARSWOOD SCHOOL	PHILADELPHIA, PA	500.00
GEORGE WASHINGTON UNIVERSITY	WASHINGTON, DC	4,000.00
HANOVER COLLEGE	HANOVER, IN	500.00
HARDING UNIVERSITY	SEARCY, AR	4,000.00
HEATHER CHESTNUT	MOBILE, AL	500.00
HILLCREST ELEMENTARY SCHOOL	NEDERLAND, TX	250 00
HOLLY MULLIN	GENESEO, NY	500.00
IMMACULATA UNIVERSITY	IMMACULATA, PA	250.00
J.R. MASTERMAN SCHOOL	PHILADELPHIA, PA	500.00
JACK MARINE	BALA CYNWYD, PA	500.00
JANET FORSYTHE	EDDYVILLE, KY	500 00
JEFFRY CRAIN	SPRINGFIELD, PA	500 00
JESSICA MCCLURE	FANCY FARM, KY	500.00
JOANNE RUSSELL	NORRISTOWN, PA	500.00
JOE DREBLOW	METROPOLIS, IL	500.00
JOHN MARSHALL SCHOOL	PHILADELPHIA, PA	500.00

ARKEMA, INC. FOUNDATION
2009 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Description	Location	
JOHN SEAMAN	PHILADELPHIA, PA	500.00
JOSH PAYNE	PADUCAH, KY	500 00
KAREN CEDRONE	COLLEGEVILLE, PA	500.00
KAREN CROFT	NEDERLAND, TX	250 00
KATHRYN WILSON	LANSDALE, PA	500.00
KELLY BERRY	SINKING SPRING, PA	500.00
KEN BROWN	HUMBLE, TX	500.00
KIM WEAVER	CITRONELLE, AL	500.00
KIMBERLY HARRIS	MOBILE, AL	500.00
LASALLE UNIVERSITY	PHILADELPHIA, PA	2,000.00
LEE INTERMEDIATE	SATSUMA, AL	500.00
LETCHWORTH CENTRAL SCHOOL	GAINESVILLE, NY	500.00
LINDA MCDONALD	MOBILE, AL	500.00
LORANE ELEMENTARY	READING, PA	500 00
LORI RIDER	BLOOMFIELD, NY	500.00
LUCAS WEAVER	LEROY, NY	500.00
LUTHER F. CARSON FOUR RIVERS CENTER	PADUCAH, KY	500.00
LYON COUNTY ELEMENTARY SCHOOL	EDDYVILLE, KY	500 00
MAHARISHI UNIVERSITY OF MANAGEMENT	FAIRFIELD, IA	2,000 00
MANSFIELD UNIVERSITY FOUNDATION	MANSFIELD, PA	1,000 00
MARIA F RODRIGUEZ	CROSBY, TX	500 00
MARIAN CAIN	READING, PA	500.00
MATTHEW REDCAY	READING, PA	500.00
MCNABB ELEMENTARY SCHOOL	PADUCAH, KY	500 00
MICHELLE MCCURDY	HOUSTON, TX	500.00
MILAGROS DE LARRAZABAL	HUMBLE, TX	500.00
MIT	CAMBRIDGE, MA	2,000 00
MOBILE COMMUNITY ACTION HEAD START	PRICHARD, AL	500 00
MURRAY STATE UNIVERSITY	MURRAY, KY	3,400 00
NANCY FITCH	PERRY, NY	500.00
NEW YORK UNIVERSITY	NEW YORK, NY	6,000 00
OHIO STATE UNIVERSITY	COLUMBUS, OH	4,000 00
OTTAWA UNIVERSITY	OTTAWA, KS	100.00
PATRICIA KOCH	MOHNTON, PA	500.00
PAULA CONZELMAN	JAMISON, PA	500.00
PENN CHRISTIAN ACADEMY	NORRISTOWN, PA	500.00
PENN STATE	UNIVERSITY PARK, PA	9,700.00
PHYLLIS TYRRELL	AMBLER, PA	500.00
PREMIER HIGH SCHOOL	BEAUMONT, TX	250.00
PRINCETON UNIVERSITY	PRINCETON, NJ	6,260.00
PURDUE UNIVERSITY	WEST LAFAYETTE, IN	550.00
RACHEL MENDOZA	CROSBY, TX	500.00
RENSSELAER POLYTECHNIC INSTITUTE	BOSTON, MA	1,100.00
RIDER UNIVERSITY	LAWRENCEVILLE, NJ	500 00
ROBERTS ELEMENTARY SCHOOL	WAYNE, PA	500.00
RUTGERS	NEW BRUNSWICK, NJ	3,500.00
SACRED HEART SCHOOL	CROSBY, TX	500.00
SAINT JOSEPHS UNIVERSITY	PHILADELPHIA, PA	100.00
SARA GUZMAN	HOUSTON, TX	500.00
SHARON ARMSTRONG	PORT ARTHUR, TX	250.00
SHAYLA RICHARD	BEAUMONT, TX	250.00
ST IGNATIUS SCHOOL	PHILADELPHIA, PA	500.00

ARKEMA, INC. FOUNDATION
2009 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Description	Location	
ST CATHARINE OF SIENA SCHOOL	READING, PA	500.00
ST. JOSEPH'S UNIVERSITY	PHILADELPHIA, PA	125.00
ST. ROSE OF LIMA SCHOOL	NORTH WALES, PA	500.00
STEPHANIE BEROL	PHILADELPHIA, PA	500.00
SUNY NEW PALTZ	NEW PALTZ, NY	4,000.00
TEMPLE UNIVERSITY	PHILADELPHIA, PA	700.00
TERESA HUGHES	PHILADELPHIA, PA	500.00
THE COLLEGE OF WILLIAM AND MARY	WILLIAMSBURG, VA	3,000.00
THE KANSAS UNIVERSITY ENDOWMENT ASSOCIATION	LAWRENCE, KS	100.00
THE OHIO STATE UNIVERISTY FOUNDATION	COLUMBUS, OH	500.00
THE REGENTS OF THE UNIVERSITY OF MICHIGAN	PALATINE, IL	1,000 00
THE SCHOOL FOR FIELD STUDIES	SALEM, MA	2,000.00
THE SCHOOL IN ROSE VALLEY	ROSE VALLEY, NJ	500 00
THE UNIVERSITY OF ALABAMA	TUSCALOOSA, AL	100.00
THE UNIVERSITY OF PENNSYLVANIA	PHILADELPHIA, PA	100.00
THE UNIVERSITY OF WISCONSIN	MADISON, WI	150 00
TIA LARESE	PHILADELPHIA, PA	500 00
TRICIA SHAFFER	LIMA, NY	500 00
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA	PHILADELPHIA, PA	40 00
TRUSTEES OF TUFT COLLEGE	MEDFOR, MA	4,500 00
UNITED STATES MILITARY ACADEMY	WEST POINT, NY	4,000.00
UNIVERSITY OF ALBANY	ALBANY, NY	100.00
UNIVERSITY OF KANSAS	LAWRENCE, KS	4,500 00
UNIVERSITY OF LOUISVILLE	LOUISVILLE, KY	5,200.00
UNIVERSITY OF MARYLAND	COLLEGE PARK, MD	4,000.00
UNIVERSITY OF MINNESOTA	MINNEAPOLIS, MN	4,000.00
UNIVERSITY OF NEBRASKA	LINCOLN, NE	600.00
UNIVERSITY OF NOTRE DAME	NORTE DAME, IN	4,000.00
UNIVERSITY OF PENNSYLVANIA	PHILADELPHIA, PA	100 00
UNIVERSITY OF PITTSBURGH	PITTSBURGH, PA	100 00
UNIVERSITY OF ROCHESTER	ROCHESTER, NY	100.00
UNIVERSITY OF TEXAS	AUSTIN, TX	3,250.00
UNIVERSITY OF VIRGINIA	CHARLOTTESVILLE, VA	300.00
VALERIE SWEENEY	SEMMES, AL	500.00
VALPARAISO UNIVERSITY	VALPARAISO, IN	100.00
WENDY WONDRA	PERRY, NY	500 00
WEST PHILADELPHIA ACHIEVEMENT CHARTER SCHOOL	PHILADELPHIA, PA	500.00
WEST VIRGINIA UNIVERSITY	MORGANTOWN, WV	100.00
WHEATON COLLEGE	NORTON, MA	100.00
WILLIAM HOLDEN	HOUSTON, TX	500.00
WINONA STATE UNIVERSITY	WINONA, MN	7,000.00
YORK CENTRAL SCHOOL	RESTOF, NY	500.00
EDUCATION		**214,646.03**
ARTS & BUSINESS COUNCIL OF GREATER PHILADELPHIA	PHILADELPHIA, PA	4,700.00
CIVIC & CULTURAL		**4,700.00**
CHEMICAL HERITAGE FOUNDATION	PHILADELPHIA, PA	5,000.00
CHURCHVILLE NATURE CENTER	CHURCHVILLE, PA	100.00
CIVIL WAR MUSEUM	PHILADELPHIA, PA	100 00
HISTORIC FALLSINGTON INC.	FALLSINGTON, PA	500.00
NATIONAL MUSEUM OF WOMEN IN THE ARTS	WASHINGTON, DC	100 00

ARKEMA, INC. FOUNDATION
2009 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Description	Location	
PHILADELPHIA MUSEUM OF ART	PHILADELPHIA, PA	5,300 00
SMITHSONIAN INSTITUTE	WASHINGTON, DC	100.00
MUSEUMS		**11,200.00**
ASSOCIATION FOR THE COLONIAL THEATRE	PHOENIXVILLE, PA	150.00
NEWTOWN CHAMBER ORCHESTRA	NEWTOWN, PA	500 00
PEOPLE'S LIGHT & THEATRE COMPANY	MALVERN, PA	125.00
SAINT LOUIS SYMPHONY ORCHESTRA	ST. LOUIS, MO	100 00
WALNUT STREET THEATRE	PHILADELPHIA, PA	650.00
PERFORMING ARTS		**1,525.00**
WHYY	PHILADELPHIA, PA	200 00
WXPN	PHILADELPHIA, PA	240.00
PUBLIC BROADCASTING		**440.00**
CALVERT AREA UNITED FUND	CALVERT, KY	20,000 00
METRO UNITED WAY	LOUISVILLE, KY	1,300 00
UNITED WAY OF BERKS COUNTY	BIRDSBORO, PA	1,700 00
UNITED WAY OF BUCKS COUNTY	BRISTOL, PA	5,800.00
UNITED WAY OF CENTRAL & NORTHEASTERN CT	KENSINGTON, CT	1,800.00
UNITED WAY OF SOUTHWEST ALABAMA	ALABAMA	12,600.00
UNITED WAY OF THE MID-SOUTH	MEMPHIS TN	3,500.00
UNITED WAY		**46,700.00**
GRAND TOTAL		**279,211.03**

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

SCIENCE TEACHER PROGRAM	$100,000
ARKEMA, INC. SCHOLARSHIP PROGRAM	$122,000
CHEMICAL HERITAGE FOUNDATION	$10,000
PHILADELPHIA MUSEUM OF ART	$3,000
FRANKLIN INSTITUTE ANNUAL AWARDS	$8,500
ARTS & BUSINESS COUNCIL	$3,500
PHILADELPHIA READS	$2,000
LARRY DUDA ACADEMIC EXCELLENCE FUND	$5,000
TOTALS:	**$254,000**

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION

Item 2d)

The Foundation gives preference to qualified charitable purposes whose activities enhance Arkema Inc.'s

1) employees' health and welfare (social, cultural or educational, and disaster relief) and

2) neighborhoods surrounding the Company's plants and offices and the communities from which the Company's employees are drawn.

The Foundation matches the Company's active employees contributions to colleges and universities, public broadcasting and cultural and performing arts organizations. Specified limits apply to matching contribution amounts.

The Foundation's grants and contributions are restricted to recipients of the United States, Canada and Mexico.

ARKEMA INC. FOUNDATION
2000 MARKET STREET
PHILADELPHIA, PA 19103-3222

ARKEMA INC.
2000 MARKET STREET
PHILADELPHIA, PA 19103-3222

The following contributions were received during the calendar year 2009:

	Amount
January	$0
February	$0
March	$0
April	$0
May	$300
June	$0
July	$0
August	$0
September	$0
October	$0
November	$177,000
December	$0
TOTAL	$177,300

The Foundation has not provided Arkema Inc. with any goods or services in exchange for these contributions.

This acknowledgement is required by Internal Revenue Code Section 170(f)(8).

EXECUTIVE
SECRETARY

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☐

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)

Type or print		
	Name of Exempt Organization ARKEMA INC FOUNDATION	Employer identification number 23-6256818
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P O box, see instructions 2000 MARKET STREET	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions PHILADELPHIA, PA 19103	

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

☐ Form 990 ☒ Form 990-PF ☐ Form 1041-A ☐ Form 6069
☐ Form 990-BL ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 4720 ☐ Form 8870
☐ Form 990-EZ ☐ Form 990-T (trust other than above) ☐ Form 5227

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 the care of ▶ MANAGEMENT
  Telephone No ▶ (215) 419-7000 FAX No. ▶ (215) 419-7315
- 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

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year 2009 , or other tax year beginning ______ , and ending ______ .

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

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION TO COMPLETE THE RETURN

8 a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification

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 ▶ Title ▶ TRUSTEE Date ▶ 8/4/10