Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

2010

For calendar year 2010, or tax year beginning , 2010, 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

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): 900 FIRST AVENUE | Room/suite:

B Telephone number (see page 10 of the instructions): 610-205-7000

City or town, state, and ZIP code: KING OF PRUSSIA, PA 19406

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 270,693

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 page 11 of the instructions).)*

	Line	Description	(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)	275,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	8	8		
	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	275,008	8	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)	1,700	1,700		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,715	1,700	0	0
	25	Contributions, gifts, grants paid	205,253			206,570
	26	**Total expenses and disbursements.** Add lines 24 and 25	206,968	1,700	0	206,570
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	68,040			
	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)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets		1	Cash—non-interest-bearing	(10,150)	270,693	270,693
		2	Savings and temporary cash investments	206,788	0	0
		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)	196,638	270,693	270,693
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	196,638		
		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)	196,638	0	
		31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	196,638	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	196,638
2	Enter amount from Part I, line 27a	2	68,040
3	Other increases not included in line 2 (itemize) ▶ Prior year uncashed checks	3	6,015
4	Add lines 1, 2, and 3	4	270,693
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	270,693

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
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))
2009	279,211	189,087	1.4766
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

2	**Total** of line 1, column (d)	2	10.5363
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	2.1073
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	149,626
5	Multiply line 4 by line 3	5	315,307
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	315,307
8	Enter qualifying distributions from Part XII, line 4	8	206,570

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		
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	2010 estimated tax payments and 2009 overpayment credited to 2010 — 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 2011 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 ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
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) ▶ ________			
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 2010 or the taxable year beginning in 2010 (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)*

			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. ▶ 610-205-7000

Located at ▶ 900 FIRST AVENUE KING OF PRUSSIA, PA ZIP+4 ▶ 19406-1308

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 |

			Yes	No
16	At any time during calendar year 2010, 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?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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? ☐ 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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 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 2010 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 2010.)*	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 2010?	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) Garry 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**

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 900 FIRST AVE KING OF PRUSSIA, PA	AS NEEDED	0	0	0
RYAN DIRKX 900 FIRST AVE KING OF PRUSSIA, PA	AS NEEDED	0	0	0
CHRISTOPHER GIANGRASSO 900 FIRST AVE KING OF PRUSSIA, 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 24 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	151,905
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	151,905
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	151,905
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	2,279
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	149,626
6	**Minimum investment return.** Enter 5% of line 5	6	7,481

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	7,481
2a	Tax on investment income for 2010 from Part VI, line 5 . . . 2a		
b	Income tax for 2010. (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	7,481
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,481
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	7,481

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	206,570
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	206,570
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	206,570

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					7,481
2	Undistributed income, if any, as of the end of 2010:					
a	Enter amount for 2009 only					
b	Total for prior years: 20___, 20___, 20___					
3	Excess distributions carryover, if any, to 2010:					
a	From 2005	748,210				
b	From 2006	441,342				
c	From 2007	478,484				
d	From 2008	441,582				
e	From 2009	269,757				
f	**Total** of lines 3a through e		2,379,375			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 206,570					
a	Applied to 2009, 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 2010 distributable amount					7,481
e	Remaining amount distributed out of corpus		199,089			
5	Excess distributions carryover applied to 2010 *(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		2,578,464			
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 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				0	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		748,210			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		1,830,254			
10	Analysis of line 9:					
a	Excess from 2006	441,342				
b	Excess from 2007	478,484				
c	Excess from 2008	441,582				
d	Excess from 2009	269,757				
e	Excess from 2010	199,089				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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	206,570				206,570
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	206,570	0	0	0	206,570
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 2/3 of minimum investment return shown in Part X, line 6 for each year listed	4,987				4,987
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 28 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 900 FIRST AVENUE KING OF PRUSSIA, PA 19406-1308

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				206,570
Total . . . . . ▶ 3a				206,570
b *Approved for future payment*				
SEE STATEMENT 6				262,500
Total . . . . . ▶ 3b				262,500

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	8	
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		8	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 8

(See worksheet in line 13 instructions on page 29 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 29 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

Signature of officer or trustee | Date 11/3/11 | Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			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

2010

Name of the organization

ARKEMA INC FOUNDATION

Employer identification number

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 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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
ARKEMA INC FOUNDATION

Employer identification number
23-6256818

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
	ARKEMA INC 900 FIRST AVENUE KING OF PRUSSIA, PA 19406-1308	$ 275,000	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)

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

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ARKEMA INC.	10/01/10	175,000
900 FIRST AVENUE	12/08/10	100,000
KING OF PRUSSIA, PA 19406-1308		
		275,000
TOTAL CONTRIBUTION AMOUNTS		**275,000**

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	1,700	1,700
OTHER EXPENSES (LINE 23)	**1,700**	**1,700**

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

NAME AND ADDRESS	AMOUNT CONTRIBUTED
ARKEMA INC. 900 FIRST AVENUE KING OF PRUSSIA, PA 19406	275,000
	275,000

ARKEMA INC. FOUNDATION 23-6256818
2010 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
MINIMUM INVESTMENT RETURN

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

AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES AND CASH BALANCES

2010	CASH ACCOUNTS			INVESTMENTS		
Month	Beginning Balance	Ending Balance	Average Monthly Balance	Beginning Balance	Ending Balance	Average Monthly Balance
JANUARY	196,638 50	174,270 16	185,454.33	0 00	0.00	0 00
FEBRUARY	174,270 16	173,999 15	174,134.66	0 00	0.00	0.00
MARCH	173,999 15	161,661 27	167,830.21	0 00	0.00	0 00
APRIL	161,661 27	161,891 59	161,776.43	0 00	0.00	0 00
MAY	161,891 59	161,822 56	161,857.08	0.00	0.00	0 00
JUNE	161,822.56	143,898.08	152,860.32	0 00	0.00	0 00
JULY	143,898 08	76,293 92	110,096 00	0 00	0.00	0 00
AUGUST	76,293 92	56,476.95	66,385 44	0 00	0.00	0 00
SEPTEMBER	56,476 95	49,345 13	52,911 04	0 00	0.00	0 00
OCTOBER	49,345 13	224,276 12	136,810 63	0 00	0 00	0 00
NOVEMBER	224,276 12	207,766 08	216,021 10	0 00	0.00	0 00
DECEMBER	207,766 08	265,678 49	236,722.29	0 00	0 00	0 00
TOTAL			1,822,859 53			0 00
CALCULATED AVERAGE			151,904 96			0 00

ARKEMA, INC. FOUNDATION
2010 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Description	Location	
ALICE HOLLINGSHED	PHILADELPHIA, PA	500 00
AMANDA JANACEK	CROSBY, TX	500 00
ANGELA LAVIN	SINKING SPRING, PA	500 00
AREKEMA INC	CALVERT CITY, KY	2,500 00
ARKEMA INC	CROSBY, TX	2,531 92
ARKEMA INC	AXIS, AL	2,500 00
ARKEMA INC	BEAUMONT, TX	2,718 40
ARKEMA INC	PIFFARD, NY	1,500 00
ARKEMA INC	KING OF PRUSSIA, PA	14,434 28
ARKEMA, INC	BIRDSBORO, PA	2,500 00
ARKEMA, INC	HOUSTON, TX	3,541 39
BECKY GULLIFORD	KING OF PRUSSIA, PA	500 00
BETHEL SPRINGS ELEMENTARY SCHOOL	GARNET VALLEY, PA	500 00
BLOOMSBURG UNIVERSITY FOUNDATION	BLOOMSBURG, PA	100 00
BONNIE YOUNG	GRAND RIVERS, KY	500 00
BOSTON UNIVERSITY UNDERGRADUATES	BOSTON, MA	2,000 00
BRANDY JORDAN-OLUKOGA	HOUSTON, TX	500 00
BRETT LEAR	WYNDMOOR, PA	500 00
BROCK UNIVERSITY	ST CATHARINE, ON	6,000 00
BRYN MAWR COLLEGE	BRYN MAWR, PA	500 00
BUCKNELL UNIVERSITY	LEWISBURG, PA	2,000 00
CANISIUS COLLEGE	BUFFALO, NY	600 00
CHEMICAL HERITAGE FOUNDATION	PHILADELPHIA, PA	10,000 00
CINDY COTTON	CONESUS, NY	500 00
COMMUNITY CHRISTIAN ACADEMY	PADUCAH, KY	500 00
CONSHOHOCKEN CATHOLIC SCHOOL	CONSHOHOCKEN, PA	500 00
CORNELL UNIVERSITY	ITHACA, NY	4,000 00
CRITTENDON COUNTY ELEMENTARY SCHOOL	MARION,KY	500 00
CYNWYD ELEMENTARY SCHOOL	GARNET VALLEY, PA	500 00
DANA NORTHERN	CROSBY, TX	500 00
DANIELLE FERRERI	COLLEGEVILLE, PA	500 00
DANSVILLE CENTRAL SCHOOL	DANSVILLE, NY	500 00
DASD EDUCATION FUND	DOWNINGTOWN, PA	1,000 00
DAVID BECKER	SPRING, PA	500 00
DOWNINGTOWN AREA ROBOTICS	EXTON, PA	2,000 00
DREW INTERMEDIATE SC HOOL	CROSBY, TX	1,000 00
DREXEL UNIVERSITY	PHILADELPHIA, PA	4,000 00
EAGLEVILLE ELEMENTARY SCHOOL	EAGLEVILLE, PA	500 00
EDUCATIONAL TESTING SERVICE	CHICAGO, IL	9,602 00
EILEEN MCMASTER	GENESEO, NY	500 00
EMILY BEAN	PADUCAH, KY	500 00
FELICE HARRIS	PRICHARD, AL	500 00
GENESEO CENTRAL SCHOOL	GENESEO, NY	500 00
GEORGE WASHINGTON UNIVERSITY	WASHINGTON, DC	4,000 00
HANOVER COLLEGE	HANOVER, IN	500 00
HARDING UNIVERSITY	SEARCY, AR	4,000 00
HEATHER FLYNN	HAVERTOWN, PA	500 00
HEATHER PEARSON	WEST HENRIETTA, NY	500 00
HELEN STOUT	HUMBLE, TX	500 00
J HAMPTON MOORE	PHILADELPHIA, PA	500 00
JAMES B HARVARD ELEMENTARY	HOUSTON, TX	500 00

ARKEMA, INC. FOUNDATION
2010 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Description	Location	
JEREMY BASON	DOUGLASSVILLE, PA	500 00
JESSICA FRITZGES	PHILADELPHIA, PA	500 00
JILL JONES	STAPLETON, AL	500 00
JOE DEBELL	GENESEO, NY	500 00
JOHN KEELER	PHILADELPHIA, PA	500 00
JULIE MILLIKAN	MARION,KY	500 00
KAREN MCDONOUGH	READING, PA	500 00
KATHY SHEEHAN	SPANISH FORT, AL	500 00
KEVIN MILLER	HOUSTON, TX	500 00
KIM MCKIE	BLUE BELL, PA	500 00
KRISTINE SIGWALD	CONESUS, NY	500 00
LE TOURNEAU UNIVERSITY	LONGVIEW, TX	1,000 00
LESLIE MCNEAL	PHILADELPHIA, PA	500 00
LINDA BROKAW	DANSVILLE, NY	500 00
LUANNE CAMPBELL	READING, PA	500 00
MARY WOYTKO	READING, PA	500 00
MAYFAIR ELEMENTARY SCHOOL	PHILADELPHIA, PA	500 00
MCDAVID JONES ELEMENTARY	CITRONELLE, AL	500 00
MERYL HOCKENSTEIN	WYNCOTE, PA	500 00
NANCY EINSTEIN	BALA CYNWYD, PA	500 00
NANCY HARTON	PADUCAH, KY	500 00
NICOLE HENDERSON	WALLINGFORD, PA	500 00
NICOLE THERING	WEST HENRIETTA, NY	500 00
OHIO STATE UNIVERSITY	COLUMBUS, OH	2,000 00
OUR LADY OF MT CARMEL	DOYLESTOWN, PA	500 00
PAIGE COLEMAN	ATMORE, AL	500 00
PAULA LIT	PHILADELPHIA, PA	500 00
PENN STATE	UNIVERSITY PARK, PA	15,000 00
PERDIDO ELEMENTARY SCHOOL	PERDIDO, AL	500 00
PHILADELPHIA READS READING OLYMPICS	PHILADELPHIA, PA	1,000 00
PRINCETON UNIVERSITY	PRINCETON, NJ	4,000 00
PURDUE UNIVERSITY	WEST LAFAYETTE, IN	300 00
PURPLE SAGE ELEMENTARY	HOUSTON, TX	500 00
RACHEL MENDOZA	CROSBY, TX	500 00
RENSSELAER POLYTECHNIC INSTITUTE	BOSTON, MA	100 00
RITA BINKLEY	MARION,KY	500 00
RUTGERS UNIVERSITY FOUNDATION	NEW BRUNSWICK, NJ	500 00
SACRED HEART SCHOOL	CROSBY, TX	500 00
SAINT CATHERINE OF SIENNA	READING, PA	500 00
SARAH CRANDALL	DOYLESTOWN, PA	500 00
SHARTON RANDELSON	MOBILE, AL	500 00
SISTER SHARON MCCARTHY	CONSHOHOCKEN, PA	500 00
SOUTH LIVINSTON ELEMENTARY SCHOOL	SMITHLAND, KY	500 00
ST AGNES SCHOOL	AVON, NY	500 00
STEPHEN DECATUR	PHILADELPHIA, PA	500 00
SUNY NEW PALTZ	NEW PALTZ, NY	4,000 00
SWE PHILADELPHIA SECTION	CHERRY HILL,NJ	1,000 00
TEMPLE UNIVERSITY	PHILADELPHIA, PA	100 00
THE COLLEGE OF NEW JERSEY	EWING, NJ	4,000 00
THOMAS J RICHARDS MEMORIAL SCHOLARSHIP FUND	LEXINGTON, PA	2,000 00
TIFFANY BENITEZ	HOUSTON, TX	500 00
TINA JOHNSTON	VANCLEAVE, MS	500 00

ARKEMA, INC. FOUNDATION
2010 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Description	Location	
TRACI GOSS	PADUCAH, KY	500 00
TRACY MARTIN	GENESEO, NY	500 00
TRUSTEES OF TUFT COLLEGE	MEDFORD, MA	4,000 00
TWIN VALLEY MIDDLE SCHOOL	ELVERSON, PA	500 00
UNITED STATES MILITARY ACADEMY	WEST POINT, NY	4,000 00
UNIVERISTY OF PENNSYLVANIA	PHILADELPHIA, PA	125 00
UNIVERSITY OF KANSAS	LAWRENCE, KS	4,000 00
UNIVERSITY OF LOUISVILLE	LOUISVILLE, KY	4,000 00
UNIVERSITY OF MARYLAND	COLLEGE PARK, MD	4,000 00
UNIVERSITY OF MINNESOTA	MINNEAPOLIS, MN	4,000 00
UNIVERSITY OF NOTRE DAME	NORTE DAME, IN	4,000 00
UNIVERSITY OF PITTSBURGH	PITTSBURGH, PA	4,000 00
VIRGINIA TECH FOUNDATION INC	BLACKSBUR, VA	500 00
WHITLEY ELEMENTARY SCHOOL	PRICHARD, AL	500 00
WILLIAM HOLDEN	HOUSTON, TX	500 00
WINONA STATE UNIVERSITY	WINONA, MN	4,000 00
YVETTE CHEATHAM	PHILADELPHIA, PA	500 00
ZIEGLER ELEMENTARY SCHOOL	PHILADELPHIA, PA	500 00
EDUCATION		**191,652.99**
ARTS & BUSINESS COUNCIL OF GREATER PHILADELPHIA	PHILADELPHIA, PA	4,700 00
NEWTOWN CHAMBER ORCHESTRA	NEWTOWN, PA	500 00
CIVIC & CULTURAL		**5,200.00**
BUCKS COUNTY HISTORICAL SOCIETY	DOYLESTOWN, PA	150 00
PHILADELPHIA MUSEUM OF ART	PHILADELPHIA, PA	3,500 00
THE FRANKLIN INSTITUTE	PHILADELPHIA, PA	5,967 00
MUSEUMS		**9,617.00**
WRTI	PHILADELPHIA, PA	100 00
PUBLIC BROADCASTING		**100.00**
GRAND TOTAL		**206,569.99**

ARKEMA INC. FOUNDATION **23-6256818**
2010 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
APPROVED CONTRIBUTIONS FOR 2011

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

SCIENCE TEACHER PROGRAM	$100,000
ARKEMA, INC SCHOLARSHIP PROGRAM	$110,000
CHEMICAL HERITAGE FOUNDATION	$5,000
PHILADELPHIA MUSEUM OF ART	$5,000
FRANKLIN INSTITUTE	$1,000
FRANKLIN INSTITUTE ANNUAL AWARDS	$8,500
PHILADELPHIA ZOO	$2,500
ARTS & BUSINESS COUNCIL	$5,000
ALLIANCE FRANCAISE	$2,500
UNITED WAY	$23,000
TOTALS:	**$262,500**

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
900 FIRST AVENUE
KING OF PRUSSIA, PA 19406-1308

ARKEMA INC
900 FIRST AVENUE
KING OF PRUSSIA, PA 19406-1308

The following contributions were received during the calendar year 2010

	Amount
January	$0
February	$0
March	$0
April	$0
May	$0
June	$0
July	$0
August	$0
September	$0
October	$175,000
November	$0
December	$100,000
TOTAL	$275,000

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