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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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 instructions): (610) 205-7000

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

C If exemption application is pending, check here ☐

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

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)* ▶ $ 369,133

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 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)	300,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	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	300,000	0	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 instructions)	30			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	961	961		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	991	961	0	0
	25	Contributions, gifts, grants paid	200,570			195,892
	26	**Total expenses and disbursements.** Add lines 24 and 25	201,561	961	0	195,892
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	98,439			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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ISA **For Paperwork Reduction Act Notice, see instructions.**

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	270,693	369,133	369,133
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach 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)	270,693	369,133	369,133
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	270,693	369,133	
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 instructions)	270,693	369,133	
31 **Total liabilities and net assets/fund balances** (see instructions)	270,693	369,133	

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	270,693
2 Enter amount from Part I, line 27a	2	98,439
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1
4 Add lines 1, 2, and 3	4	369,133
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	369,133

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 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 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))
2010	206,570	149,626	1.3806
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

2	**Total** of line 1, column (d)	2	8.6403
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	1.7281
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	203,514
5	Multiply line 4 by line 3	5	351,693
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	351,693
8	Enter qualifying distributions from Part XII, line 4	8	195,892

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

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	2011 estimated tax payments and 2010 overpayment credited to 2011	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 2012 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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See 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 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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 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 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*		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 2011?		4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**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 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 AVENUE, KING OF PRUSSIA, PA 19406	AS NEEDED	0	0	0
RYAN DIRKX 900 FIRST AVENUE, KING OF PRUSSIA, PA 19406	AS NEEDED	0	0	0
CHRISTOPHER GIANGRASSO 900 FIRST AVENUE, KING OF PRUSSIA, PA 19406	AS NEEDED	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	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 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 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 instructions 3	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	206,613
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	206,613
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	206,613
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	3,099
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	203,514
6	**Minimum investment return.** Enter 5% of line 5	6	10,176

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

1	Minimum investment return from Part X, line 6	1	10,176
2a	Tax on investment income for 2011 from Part VI, line 5 2a 0		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b 0		
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1	3	10,176
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	10,176
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	10,176

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes.		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	195,892
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	195,892
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	195,892

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				10,176
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only				
b	Total for prior years 20___ , 20___ , 20___				
3	Excess distributions carryover, if any, to 2011				
a	From 2006 441,342				
b	From 2007 478,484				
c	From 2008 441,582				
d	From 2009 269,757				
e	From 2010 199,089				
f	**Total** of lines 3a through e	1,830,254			
4	Qualifying distributions for 2011 from Part XII, line 4 ► $ 195,892				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2011 distributable amount				
e	Remaining amount distributed out of corpus	185,716			
5	Excess distributions carryover applied to 2011 *(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	2,015,970			
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 instructions		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				10,176
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	441,342			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	1,574,628			
10	Analysis of line 9				
a	Excess from 2007 478,484				
b	Excess from 2008 441,582				
c	Excess from 2009 269,757				
d	Excess from 2010 199,089				
e	Excess from 2011 185,716				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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 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				195,892
Total			▶ 3a	195,892
b *Approved for future payment*				
SEE STATEMENT 6				205,500
Total			▶ 3b	205,500

Part XVI-A Analysis of Income-Producing Activities

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

13 **Total.** Add line 12, columns (b), (d), and (e) 13 0

(See worksheet in line 13 instructions 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 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) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 1/0/21/12 | Title TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

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, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

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, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, 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). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	ARKEMA INC. 900 FIRST AVENUE KING OF PRUSSIA, PA 19406-1308	$ 300,000	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: ARKEMA INC. FOUNDATION

Employer identification number: 23-6256818

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry.
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ARKEMA INC. FOUNDATION 23-6256818
2011 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. 900 FIRST AVENUE KING OF PRUSSIA, PA 19406-1308	12/09/11	300,000
		300,000
TOTAL CONTRIBUTION AMOUNTS		**300,000**

ARKEMA INC. FOUNDATION **23-6256818**
2011 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
OTHER EXPENSES

FORM 990-PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE FILING FEE	30	0
FEDERAL TAX ON NET INVESTMENT INCOME	0	0
TAXES (LINE 18)	**30**	**0**
MONTHLY BANK FEES	961	961
OTHER EXPENSES (LINE 23)	**961**	**961**

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	$300,000
	$300,000

ARKEMA INC. FOUNDATION
2011 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

2011	CASH ACCOUNTS			INVESTMENTS		
Month	Beginning Balance	Ending Balance	Average Monthly Balance	Beginning Balance	Ending Balance	Average Monthly Balance
JANUARY	270,693 49	249,650 71	260,172 10	0 00	0 00	0 00
FEBRUARY	249,650 71	241,619 02	245,634.87	0 00	0 00	0 00
MARCH	241,619 02	241,549 37	241,584 20	0 00	0.00	0 00
APRIL	241,549 37	231,484 11	236,516 74	0.00	0 00	0 00
MAY	231,484 11	231,416 84	231,450 48	0.00	0 00	0 00
JUNE	231,416 84	231,351 02	231,383 93	0.00	0 00	0 00
JULY	231,351 02	227,258 93	229,304 98	0.00	0 00	0 00
AUGUST	227,258 93	150,087 89	188,673.41	0.00	0 00	0 00
SEPTEMBER	150,087 89	143,937 16	147,012 53	0.00	0 00	0 00
OCTOBER	143,937 16	117,338 23	130,637 70	0.00	0 00	0 00
NOVEMBER	117,338 23	93,747 88	105,543 06	0.00	0 00	0 00
DECEMBER	93,747 88	369,132 74	231,440 31	0.00	0 00	0 00
TOTAL			2,479,354 31			0 00
CALCULATED AVERAGE			206,612.86			0 00

ARKEMA, INC. FOUNDATION
2011 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Description	Location	
MASSACHUSETTS INSTITUTE OF TECHNOLOGY	CAMBRIDGE, MA	4,000 00
PHILADELPHIA READS READING OLYMPICS	PHILADELPHIA, PA	1,000 00
LYON COUNTY ELEMENTARY SCHOOL	EDDYVILLE, KY	500 00
SOUTH MARSHALL MIDDLE SCHOOL	BENTON, KY	500 00
WINGO ELEMENTARY SCHOOL	WINGO, KY	500 00
ABBY SMITH	KUTTAWA, KY	500 00
PATTI HAEBERLIN	EDDYVILLE, KY	500 00
KAREN ANDERSON	BENTON, KY	500 00
TINA MYERS	HAZEL, KY	500 00
MONICA WIGGINS	MAYFIELD, KY	500 00
NAKIA BROWN	WINGO, KY	500 00
ARKEMA INC	CALVERT CITY, KY	2,500 00
WINONA STATE UNIVERSITY	WINONA, MN	2,000 00
GEORGE WASHINGTON UNIVERSITY	WASHINGTON, DC	2,000 00
UNIVERSITY OF MINNESOTA	MINNEAPOLIS, MN	2,000 00
UNIVERSITY OF KANSAS	LAWRENCE, KS	2,000 00
DREXEL UNIVERSITY COLLEGE OF MEDICINE	PHILADELPHIA, PA	2,000 00
CORNELL UNIVERSITY	ITHACA, NY	2,000 00
TRUSTEES OF TUFTS COLLEGE	MEDFORD, MA	2,000 00
HARDING UNIVERSITY	SEARCY, AR	2,000 00
PENN STATE UNIVERSITY	UNIVERSITY PARK, PA	2,000 00
UNIVERSITY OF PITTSBURGH	PITTSBURGH, PA	2,000 00
THE COLLEGE OF NEW JERSEY	EWING, NJ	2,000 00
PENN STATE UNIVERSITY	UNIVERSITY PARK, PA	2,000 00
RACHELL GORAM	AXIS, AL	500 00
MICHAEL POWELL	MOBILE, AL	500 00
CYNTHIA BATLEY	CITRONELLE, AL	500 00
APRIL KOGER	CITRONELLE, AL	500 00
REGINA EVERETT	EIGHT MILE, AL	500 00
MICHELLE FULLER	SATSUMA, AL	500 00
NORTH MOBILE MIDDLE SCHOOL	AXIS, AL	500 00
E T BELSAW ELEMENTARY SCHOOL	MT VERNON, AL	500 00
SARALAND ELEMENTARY SCHOOL	SARALAND, AL	500 00
NATIONAL MERIT SCHOLARSHIP CORPORATION	CHICAGO, IL	16,600 00
CLOVERLEAF ELEMENTARY SCHOOL	HOUSTON, TX	500 00
ASHLEY BLOUNT	HOUSTON, TX	500 00
DANIEL O'TOOLE	HOUSTON, TX	500 00
SAM HOUSTON ELEMENTARY SCHOOL	HOUSTON, TX	500 00
DAVID BERNOSKY	SEABROOK, TX	500 00
LYNDSEY GUNAL	HOUSTON, TX	500 00
ARKEMA INC	HOUSTON, TX	3,384 00
OWATIN CREEK ELEMENTARY SCHOOL	READING, PA	500 00
MARJORIE HAYNES	BIRDSBORO, PA	500 00
JOE BERTOLET	WYOMISSING, PA	500 00
LAVERS PARK ELEMENTARY SCHOOL	READING, PA	500 00
ANDREW GUERS	REINHOLDS, PA	500 00
JAIME RUSH	ALBURTIS, PA	500 00
13TH & UNION ELEMENTARY SCHOOL	READING, PA	500 00
MELISSA DAVIS	SINKING SPRING, PA	500 00
BRIDGET MANBECK	BOYERTOWN, PA	500 00
ARKEMA INC	BIRDSBORO, PA	2,500 00

ARKEMA, INC. FOUNDATION
2011 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Description	Location	
JOE DEBELL	GENESEO, NY	500 00
EILEEN MCMASTER	GENESEO, NY	500 00
RENEE BACON	DANSVILLE, NY	500 00
GENESEO CENTRAL SCHOOL	GENESEO, NY	500 00
DUANE PURVIS	AVON, NY	500 00
DAVID TASBER	ROCHESTER, NY	500 00
ARKEMA INC	PIFFARD, NY	2,593 91
DANSVILLE CENTRAL SCHOOL	DANSVILLE, NY	500 00
FIRST PHILADELPHIA CHARTER SCHOOL	PHILADELPHIA, PA	500 00
WHITNEY WILKINSON	HATFIELD, PA	500 00
LAUREN EGGLES	DEPTFORD, NJ	500 00
E B BARTH ELEMENTARY SCHOOL	POTTSTOWN, PA	500 00
ANDREA HUNSBERGER	BARTO, PA	500 00
NICOLA ALUTIUS	READING, PA	500 00
TACONY ACADEMY CHARTER SCHOOL	PHILADELPHIA, PA	500 00
ADRIANE LIGHTCAP CARICKHOFF	PHOENIXVILLE, PA	500 00
JANENE PALUMBO	PHILADELPHIA, PA	500 00
ST ROSE OF LIMA SCHOOL	NORTH WALES, PA	500 00
MARIANNE SCHMIDT	LANSDALE, PA	500 00
ELIZABETH CASCARELLI	OXFORD, PA	500 00
NEW HANOVER UPPER FREDERICK ELEMENTARY SCHOOL	FREDERICK, PA	500 00
PATTI GRZYWACZ	GILBERTSVILLE, PA	500 00
DONNA KEHS	BARTO, PA	500 00
RUPERT ELEMENTARY SCHOOL	POTTSTOWN, PA	500 00
JAMIE FAZEKAS	POTTSTOWN, PA	500 00
ALLEN FERSTER	POTTSTOWN, PA	500 00
SALLY A JENKINS	COLLEGEVILLE, PA	500 00
GWYNEDD MERCY ACADEMY ELEMENTARY SCHOOL	SPRING HOUSE, PA	500 00
DEBORA SPEESE	FT WASHINGTON, PA	500 00
OUR LADY OF VICTORY REGIONAL SCHOOL	NORRISTOWN, PA	500 00
MARY REGINA MORROW	CONSHOHOCKEN, PA	500 00
KIM RICHARDSON	ROSE CREEK, MN	500 00
TAMMY WISTE	ADAMS, MN	500 00
HAYFIELD ELEMENTARY SCHOOL	HAYFIELD, MN	500 00
MARK VOYCE	BROWNSDALE, MN	500 00
MARK CARLSON	HAYFIELD, MN	500 00
SOUTHGATE ELEMENTARY SCHOOL	AUSTIN, MN	500 00
TRACI BRATTEN	AUSTIN, MN	500 00
ERIN SCHOEN	AUSTIN, MN	500 00
ST MARY'S SCHOOL	OWATONNA, MN	250 00
ST ISADORE SCHOOL	OWATONNA, MN	250 00
CHERYL BASTYR	OWATONNA, MN	500 00
ANN BENZ	OWATONNA, MN	500 00
ARKEMA INC	BLOOMING PRAIRIE, MN	1,000 00
KEITHA SLEGGS	GROVELAND, NY	500 00
MASSACHUSETTS INSTITUTE OF TECHNOLOGY	CAMBRIDGE, MA	2,000 00
FRENCH INTERNATIONAL SCHOOL	BALA CYNWYD, PA	2,500 00
CHEMICAL HERITAGE FOUNDATION	PHILADELPHIA, PA	20,000 00
ARKEMA INC	KING OF PRUSSIA, PA	14,991 92
ROBOTICS TEAM 1640	GLENMOORE, PA	2,000 00
WINONA STATE UNIVERSITY	WINONA, MN	2,000 00
GEORGE WASHINGTON UNIVERSITY	WASHINGTON, DC	2,000 00

ARKEMA, INC. FOUNDATION
2011 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Description	Location	
UNIVERSITY OF KANSAS	LAWRENCE, KS	2,000 00
DREXEL UNIVERSITY COLLEGE OF MEDICINE	PHILADELPHIA, PA	2,000 00
CORNELL UNIVERSITY	ITHACA, NY	2,000 00
TRUSTEES OF TUFTS COLLEGE	MEDFORD, MA	2,000 00
HARDING UNIVERSITY	SEARCY, AR	2,000 00
PENN STATE UNIVERSITY	UNIVERSITY PARK, PA	2,000 00
UNIVERSITY OF PITTSBURGH	PITTSBURGH, PA	2,000 00
THE COLLEGE OF NEW JERSEY	EWING, NJ	2,000 00
PENN STATE UNIVERSITY	UNIVERSITY PARK, PA	2,000 00
MASSACHUSETTS INSTITUTE OF TECHNOLOGY	CAMBRIDGE, MA	2,000 00
IMMACULATE CONCEPTION ACADEMY	DOUGLASSVILLE, PA	500 00
OHIO STATE UNIVERSITY	COLUMBUS, OH	2,000 00
BOSTON UNIVERSITY	BOSTON, MA	2,000 00
EDUCATION		**165,069.83**
ALLIANCE FRANCAISE DE PHILADELPHIE	PHILADELPHIA, PA	2,500 00
THE PHILADELPHIA ZOO	PHILADELPHIA, PA	1,030 00
KPVFC 9/11 MEMORIAL	KING OF PRUSSIA, PA	500 00
MONTGOMERY COUNTY CHAMBER FOUNDATION	EAGLEVILLE, PA	3,000 00
PHILADELPHIA SOCIETY FOR THE PRESERVATION OF LANDMARKS	PHILADELPHIA, PA	~~2,500 00~~
CIVIC & CULTURAL		**9,530.00**
THE FRANKLIN INSTITUTE	PHILADELPHIA, PA	625 00
PHILADELPHIA MUSEUM OF ART	PHILADELPHIA, PA	5,000 00
THE FRANKLIN INSTITUTE	PHILADELPHIA, PA	5,967 00
THE BARNES FOUNDATION	MERION, PA	5,000 00
MUSEUMS		**16,592.00**
ARTS & BUSINESS COUNCIL OF GREATER PHILADELPHIA	PHILADELPHIA, PA	4,700 00
PERFORMING ARTS		**4,700.00**
GRAND TOTAL		**195,891.83**

ARKEMA INC. FOUNDATION **23-6256818**
2011 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
APPROVED CONTRIBUTIONS FOR 2012

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

SCIENCE TEACHER PROGRAM	$100,000
ARKEMA, INC SCHOLARSHIP PROGRAM	$52,000
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
PHILADELPHIA READS - READING OLYMPICS	$1,000
TOTALS:	**$205,500**

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 2011

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

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