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

**2012**

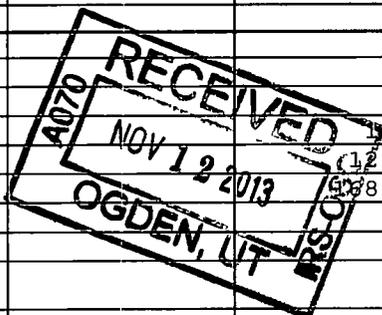
Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012, or tax year beginning , 2012, and ending**

Name of foundation <b>Arkay Foundation</b>		<b>A</b> Employer identification number 77-0404924
Number and street (or P O box number if mail is not delivered to street address) 127 University Ave		<b>B</b> Telephone number (see the instructions) (510) 841-4025
City or town Berkeley	State ZIP code CA 94710	<b>C</b> If exemption application is pending, check here. <input type="checkbox"/>
<b>G</b> Check all that apply		<b>D</b> 1 Foreign organizations, check here . . . . . <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . <input type="checkbox"/>
<b>H</b> Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 24,732,897.	<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc. received (att sch) . . . . .	886,091.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments. . . . .	13.	13.		
4 Dividends and interest from securities . . . . .	542,005.	542,005.		
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain/(loss) from sale of assets not on line 10	109,710.			
b Gross sales price for all assets on line 6a . . . . .	1,250,863.			
7 Capital gain net income (from Part IV, line 2) . . . . .		109,710.		
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/(loss) (att sch) . . . . .				
11 Other income (attach schedule) . . . . .				
Other Income	125.	125.		
12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,537,944.	651,853.		
<b>ADMINISTRATIVE EXPENSES</b>				
13 Compensation of officers, directors, trustees, etc . . . . .	0.	0.		0.
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) L-16a Stmt.	847.	847.		400.
b Accounting fees (attach sch) L-16b Stmt.	12,595.	0.		(12,595).
c Other prof fees (attach sch) L-16c Stmt.	270,709.	102,106.		88,603.
17 Interest. . . . .				
18 Taxes (attach schedule)(see instrs) Excise Tax.	10,975.	0.		0.
19 Depreciation (attach sch) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .	37,007.	0.		30,292.
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) See Line 23 Stmt	4,529.			5,496.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	336,662.	102,953.		218,386.
25 Contributions, gifts, grants paid . . . . .	1,085,000.			1,085,000.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	1,421,662.	102,953.		1,303,386.
27 Subtract line 26 from line 12:				
a <b>Excess of revenue over expenses and disbursements</b> . . . . .	116,282.			
b <b>Net investment income</b> (if negative, enter -0-) . . . . .		548,900.		
c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing . . . . .	94,196.	51,632.	51,632.
	2	Savings and temporary cash investments . . . . .	10,949,198.	2,679,172.	2,679,172.
	3	Accounts receivable . . . . . ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable . . . . . ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .	250,583.	250,583.	250,583.
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach sch) . . . . . ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	414.	18,651.	18,651.
	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) L-13 Stmt . . . . .	11,989,040.	21,732,859.	21,732,859.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) . . . . . ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I) . . . . .	23,283,431.	24,732,897.	24,732,897.	
LIABILITIES	17	Accounts payable and accrued expenses . . . . .	23,760.	9,076.	
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, & other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	23,760.	9,076.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here . . . . . ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	23,009,088.	24,473,238.	
	25	Temporarily restricted . . . . .	250,583.	250,583.	
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here . . . . . ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, building, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	23,259,671.	24,723,821.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	23,283,431.	24,732,897.	

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 23,259,671.
2	Enter amount from Part I, line 27a . . . . .	2 116,282.
3	Other increases not included in line 2 (itemize) . . . . . ▶ <u>Unrealized Gain on investments held</u>	3 1,347,868.
4	Add lines 1, 2, and 3 . . . . .	4 24,723,821.
5	Decreases not included in line 2 (itemize) . . . . . ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30 . . . . .	6 24,723,821.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a</b> Sales of Publicly Traded Securities	P	Various	Various
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 1,250,863.		1,141,153.	109,710.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b> 0.	0.	0.	109,710.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>	<b>2</b>	109,710.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="border: 1px solid black; padding: 2px;"> </span>	<b>3</b>	0.

**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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	671,751.	9,661,815.	0.069526
2010	15,911.	6,556,405.	0.002427
2009	796,268.	5,938,777.	0.134079
2008	770,153.	6,530,877.	0.117925
2007	549,654.	2,530,469.	0.217214

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.541171
<b>3</b> Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	<b>3</b>	0.108234
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .	<b>4</b>	23,157,537.
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	2,506,433.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	5,489.
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	2,511,922.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .	<b>8</b>	1,303,386.

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)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	10,978.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	10,978.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	10,978.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	28,308.
b	Exempt foreign organizations - tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	28,308.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	17,330.
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> 17,330. <b>Refunded</b>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
1 b		X
1 c		X
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

BAA

Form 990-PF (2012)



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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .  Yes  No

**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . **5 b** N/A

Organizations relying on a current notice regarding disaster assistance check here . . . . . N/A

**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? . . . . . N/A  Yes  No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

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

If 'Yes' to 6b, file Form 8870.

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

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . **7 b** N/A

**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
Marian Penn 127 University Avenue Berkeley CA 94710	President/Dir 10.00	0.	0.	0.
Susan Reed Clark 127 University Avenue Berkeley CA 94710	Treasurer/Dir 3.00	0.	0.	0.
Laura Flanagan 127 University Avenue Berkeley CA 94710	Secretary/Dir 2.50	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000 . . . . . None

**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
Leventhal Kline Management Inc. 127 University Avenue Berkeley CA 94710	Management Services Accounting Services	152,268.
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<b>Total number of others receiving over \$50,000 for professional services</b> . . . . .		None

**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 N/A	0.
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 None	0.
2	
All other program-related investments See instructions	
3 None	0.
<b>Total. Add lines 1 through 3</b> . . . . .	None

BAA

**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 . . . . .	1 a	19,247,133.
b	Average of monthly cash balances . . . . .	1 b	4,263,057.
c	Fair market value of all other assets (see instructions) . . . . .	1 c	0.
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1 d	23,510,190.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets . . . . .	2	0.
3	Subtract line 2 from line 1d . . . . .	3	23,510,190.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	4	352,653.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4 . . . . .	5	23,157,537.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	1,157,877.

**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	1,157,877.
2 a	Tax on investment income for 2012 from Part VI, line 5 . . . . .	2 a	10,978.
b	Income tax for 2012 (This does not include the tax from Part VI) . . . . .	2 b	0.
c	Add lines 2a and 2b . . . . .	2 c	10,978.
3	Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	3	1,146,899.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	0.
5	Add lines 3 and 4 . . . . .	5	1,146,899.
6	Deduction from distributable amount (see instructions) . . . . .	6	0.
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 . . . . .	7	1,146,899.

**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 . . . . .	1 a	1,303,386.
b	Program-related investments — total from Part IX-B. . . . .	1 b	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) . . . . .	3 a	0.
b	Cash distribution test (attach the required schedule) . . . . .	3 b	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	1,303,386.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	1,303,386.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				1,146,899.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only . . . . .			0.	
b Total for prior years: 20__ , 20__ , 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	429,000.			
b From 2008 . . . . .	454,287.			
c From 2009 . . . . .	500,034.			
d From 2010 . . . . .	0.			
e From 2011 . . . . .	213,903.			
f Total of lines 3a through e . . . . .	1,597,224.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,303,386.</u>				
a Applied to 2011, but not more than line 2a . . . . .			0.	
b Applied to undistributed income of prior years (Election required — see instructions) . . . . .		0.		
c Treated as distributions out of corpus (Election required — see instructions) . . . . .	0.			
d Applied to 2012 distributable amount . . . . .				1,146,899.
e Remaining amount distributed out of corpus . . . . .	156,487.			
5 Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	1,753,711.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions . . . . .		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions . . . . .			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	429,000.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	1,324,711.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	454,287.			
b Excess from 2009 . . . . .	500,034.			
c Excess from 2010 . . . . .	0.			
d Excess from 2011 . . . . .	213,903.			
e Excess from 2012 . . . . .	156,487.			

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. ▶

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

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 or e-mail of the person to whom applications should be addressed:

N/A

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

N/A

**c** Any submission deadlines

N/A

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

N/A

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><i>a</i> Paid during the year See Statement 1</p>				1,085,000.
<b>Total</b> .....				<b>3 a</b> 1,085,000.
<i>b</i> Approved for future payment				
<b>Total</b> .....				<b>3 b</b>





Schedule of Contributors

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

2012

Name of the organization

Arkay Foundation

Employer identification number

77-0404924

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)( \_\_\_\_ ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

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

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,**

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

or 990-PF.

Name of organization

Employer identification number

Arkay Foundation

77-0404924

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of Stephen Kahn ----- 2100 Garden Road, Ste F ----- Monterey CA 93940 -----	\$ 886,091	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank Fees	81.			81.
Dues & Subscriptions	2,331.			2,331.
Filing Fees	235.			235.
Insurance	1,250.			2,500.
Office Expense	192.			172.
Postage & Delivery	150.			29.
Telephone & Connectivity	279.			136.
Webhosting	11.			12.
<b>Total</b>	<u>4,529.</u>			<u>5,496.</u>

Form 990-PF, Page 6, Part VIII, Line 1

**Information about Officers, Directors, Trustees, Etc.**

(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
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Cecelia Hurwich 127 University Avenue Berkeley CA 94710	Director 2.00	0.	0.	0.
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Karen M. Kahn 127 University Avenue Berkeley CA 94710	Director 2.00	0.	0.	0.
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> David Goldschmidt 127 University Avenue Berkeley CA 94710	Director 2.00	0.	0.	0.
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> William H. Soskin, Esq 127 University Avenue Berkeley CA 94710	Director 2.00	0.	0.	0.
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Michael Kieschnick 127 University Avenue Berkeley CA 94710	Director 2.00	0.	0.	0.
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Harald Leventhal 127 University Avenue Berkeley CA 94710	CFO ** 0.25	0.	0.	0.
Person . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Benita Kline 127 University Avenue Berkeley CA 94710	Asst Secretary ** 0.25	0.	0.	0.

\*\* See Statement 2

Form 990-PF, Page 6, Part VIII, Line 1

Continued

**Information about Officers, Directors, Trustees, Etc.**

(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
Total				
		<u>0.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MBV Law LLP	Legal Services	847.	847.		0.
Adler & Colvin	Legal Services	0.	0.		1,400.
Total		<u>847.</u>	<u>847.</u>		<u>1,400.</u>

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fontanello, Duffield, Otake	Audit	9,995.	0.		9,995.
Fontanello, Duffield, Otake	Tax Preparation	2,600.	0.		2,600.
Total		<u>12,595.</u>	<u>0.</u>		<u>12,595.</u>

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Leventhal Kline Management Inc	Foundation Management	152,268.	15,227.		137,041.
Baker Street	Investment Management	86,879.	86,879.		0.
Adam Wolpert	Board Facilitation	10,562.	0.		10,562.
Nick Penniman	Speaker Honoraria	1,000.	0.		1,000.
Democracy Alliance	Program Support	20,000.	0.		20,000.
Total		<u>270,709.</u>	<u>102,106.</u>		<u>168,603.</u>

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

<b>Line 13 - Investments - Other:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
Vanguard Total Bond Market Index	6,888,454.	6,888,454.
Vanguard Inflation Protected Sec. Admr	931,536.	931,536.
Vanguard Total World	11,141,667.	11,141,667.
Vanguard REIT	369,927.	369,927.
DFA Intl Real Estate Sec Port	328,929.	328,929.
Pimco Commodity Real Return Inst	2,072,346.	2,072,346.
<b>Total</b>	<u>21,732,859.</u>	<u>21,732,859.</u>

**Arkay Foundation**  
**2012 Form 990-PF, Part XV, Line 3a**  
**Statement 1 - Grants Paid during the Year**

<b>Name and Address</b>	<b>Donee Relationship</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount</b>
350 org 155 Water St, 6th FL Brooklyn, NY 11201	N/A	509(a)(1)	Fossil Fuel Divestment Campaign	75,000
350 org 155 Water St, 6th FL Brooklyn, NY 11201	N/A	509(a)(1)	General Support	1,000
Action Council of Monterey County, Inc The WIP 369 So Main Street, Suite 206 Salina, CA 93901	N/A	509(a)(1)	General Support for The WIP	1,000
Agenda Project Education Fund 594 Broadway, Suite 1012 New York, NY 10012	N/A	509(a)(1)	General Support	10,000
Alliance for Global Justice 1247 E St SE Washington, DC 20003-2221	N/A	509(a)(1)	For Occupy Sandy	5,000
Alliance for Justice 11 DuPont Circle Washington, DC 20036	N/A	509(a)(1)	General Support	1,000
AOPA Air Safety Foundation 421 Aviation Way Frederick MD 21701	N/A	509(a)(1)	General Support	1,000
Berkeley Public Library Foundation 2090 Kittredge Street Berkeley, CA 94704	N/A	509(a)(1)	Building Campaign	1,000
Big Sur Land Trust PO Box 221864 Carmel, CA 93922	N/A	509(a)(1)	For the Youth and Environment Programs	5,000
C G Jung Institute 2040 Gough Street San Francisco, CA 94109	N/A	509(a)(1)	James Whitney Clinic	1,000
C G Jung Institute 2040 Gough Street San Francisco, CA 94109	N/A	509(a)(1)	General Support	500
California Wilderness Coalition 1212 Broadway Ste 1700 Oakland, CA 94612-1819	N/A	509(a)(1)	General Support	1,000
Caura Futures Inc 805 Folger Avenue Berkeley, CA 94710-2800	N/A	509(a)(1)	General Support	1,000
Center for Food Safety 660 Pennsylvania Aven, SE, #302 Washington, DC 20003	N/A	509(a)(1)	General Support	25,000
Central Sierra Environmental Resource Ctr P O Box 396 Twain Harte, CA 95383	N/A	509(a)(1)	General Support	1,000

**Arkay Foundation**  
**2012 Form 990-PF, Part XV, Line 3a**  
**Statement 1 - Grants Paid during the Year**

<b>Name and Address</b>	<b>Donee Relationship</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Citizens for Responsibility and Ethics 1400 Eye Street NW Washington, DC 20005	N/A	509(a)(1)	General Support	41,000
Clean Energy States Alliance Inc 50 State Street Montpelier, VT 05602	N/A	509(a)(1)	For Offshore Wind Project	12,500
Climate Science Awareness and Solutions PO Box 250339 New York, NY 10025-1535	N/A	509(a)(1)	General Support	1,000
Clubbed Thumb, Inc 141 East 3rd Street Apt 11-h New York, NY 10009-7310	N/A	509(a)(1)	General Support	2,000
Committee of Seventy Eight Penn Center, Suite 1002 1628 JFK Boulevard Philadelphia, PA 19103	N/A	509(a)(1)	Pennsylvania Voter ID Coalition	25,000
Common Cause Education Fund, 1133 19th Str NW 9th Flr Washington, DC 20036	N/A	509(a)(1)	General Support	35,000
Community Partners, 1000 N Alameda St Ste 240 Los Angeles, CA 90012-1804	N/A	509(a)(1)	Friends of Micheltorena Elementary School (FOM)	2,000
Corner House Foundation, 369 Witherspoon Street Princeton, NJ 08542	N/A	509(a)(1)	General Support	2,500
David Brower Center, 2150 Allston Way Berkeley, CA 94704	N/A	509(a)(1)	General Support	5,000
Democracy Now Productions, 207 West 25th Street, 11th Floor New York, NY 10001	N/A	509(a)(1)	General Support	1,000
dZi Foundation 546 Hyde Street Ridgeway, CO 81432	N/A	509(a)(1)	General Support	2,000
Earth Island Inst/Women's Earth Alliance, 2150 Allston Way Berkeley, CA 94704-1346	N/A	509(a)(1)	For Women's Earth Alliance - General Support	5,000
Earthjustice, 50 California Street, Ste 500 San Francisco, CA 94111	N/A	509(a)(2)	For Right to Sue Project	5,000
Ecology Center, 2530 San Pablo Avenue Berkeley, CA 94702	N/A	509(a)(1)	General Support	1,000

**Arkay Foundation**  
**2012 Form 990-PF, Part XV, Line 3a**  
**Statement 1 - Grants Paid during the Year**

<b>Name and Address</b>	<b>Donee Relationship</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Ecumenical Hunger Program, 2411 Pulgas Avenue East Palo Alto, CA 94303	N/A	509(a)(1)	General Support	1,000
Education for All Morocco Limited c/o Discover Ltd, Timbers, Oxted Rd, Godstone, Surrey RH9 8AD	N/A	Foreign Equivalent Public Charity	General Support	2,000
Ensemble Theater Company, 137 North Larchmont Blvd, Suite 134 Los, Angeles, CA 90004	N/A	509(a)(1)	General Support	2,000
Equality Now, P O Box 20646 Columbus Circle Station New York, NY 10023	N/A	509(a)(1)	Adolescent Girls Legal Defense Fund	5,000
Equality Now, P O Box 20646 Columbus Circle Station New York, NY 10023	N/A	509(a)(1)	Donor Direct Action Fund/Panzi Hospital	5,000
Food Bank for Monterey County, 815 W Market St Ste 5 Salinas, CA 93901-1400	N/A	509(a)(1)	General Support	1,000
Franciscan Workers of Junipero Serra, P O Box 2027 Salinas, CA 93902	N/A	509(a)(1)	In Support of Dorothy's Kitchen	1,000
Franklin & Eleanor Roosevelt Institute, 4079 Albany Post Road Hyde Park, CA 12538	N/A	509(a)(1)	For the Campus Network Program	5,000
Free Press, 40 Main Street, Suite 301 Florence, MA 01062	N/A	509(a)(1)	General Support	5,000
Fund for the Republic, 3333 14th St NW, Ste 205 Washington, DC 20010	N/A	509(a)(1)	General Support	15,000
Global Fund For Women, 222 Sutter Street, Suite 500 San Francisco, cA 94108	N/A	509(a)(1)	General Support	1,000
Global Fund For Women, 222 Sutter Street, Suite 500 San Francisco, cA 94108	N/A	509(a)(1)	For granting to organizations working in Nepal	5,000
Global Fund For Women, 222 Sutter Street, Suite 500 San Francisco, cA 94108	N/A	509(a)(1)	For granting to organizations working in Morocco	5,000
Great Old Broads for Wilderness, P O Box 2924 Durango, Co 81301	N/A	509(a)(1)	General Support	1,000

**Arkay Foundation**  
**2012 Form 990-PF, Part XV, Line 3a**  
**Statement 1 - Grants Paid during the Year**

<b>Name and Address</b>	<b>Donee Relationship</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Green Science Policy Institute/SEE, P O Box 5455 Berkeley, CA 94705	N/A	509(a)(2)	General Support	1,000
Greenpeace Fund Inc, 702 H St Ste 300 Washington, DC 20001-3876	N/A	509(a)(1)	Democracy Initiative	50,000
Habitat Media, 4227 SE Mitchell Street Portland, OR 97206	N/A	509(a)(2)	Support for distribution of PRICELE\$\$	26,000
Heyday, PO Box 9145 Berkeley, CA 94709-0145	N/A	509(a)(1)	General Support	1,000
HiTops, 21 Wiggins Street Princeton, NJ 08540	N/A	509(a)(1)	General Support	2,500
Homeboy Industries, 130 West Bruno Street Los Angeles, CA 90012-1815	N/A	509(a)(1)	General Support	5,000
Immaculate Conception Academy, 3625-24th Street San Francisco, CA 94110	N/A	509(a)(1)	Scholarships for Low-Income Girls	5,000
Inn Vision Shelter Network, 1450 Chapin Avenue, 2nd Floor Burlingame, CA 94010	N/A	509(a)(1)	General Support	1,000
Innocence Project, 40 Worth St Ste 701 New York, NY 10013	N/A	509(a)(1)	General Support	1,000
International Documentary Association, 1201 West 5th Street, N 270 Los Angeles, CA 90017	N/A	509(a)(1)	For "American Winter" Film	22,500
International Forum on Globalization, 1009 General Kennedy Ave, Ste 2 San Francisco, California 94129	N/A	509(a)(1)	General Support	1,000
Intl Society of Women Airline Pilots, 723 S Casino Center Blvd 2nd Floor Las Vegas, NV 89101-6716	N/A	509(a)(1)	For ISA + 21 Scholarships	1,000
J Street Education Fund, P O Box 66073 Washington, DC 20035	N/A	509(a)(1)	General Support	1,000
Lawyers Comm for Civil Rights Under Law 1401 New York Ave, NW, Ste 400 Washington, DC 20005	N/A	509(a)(1)	Election Protection Project	25,000

**Arkay Foundation**  
**2012 Form 990-PF, Part XV, Line 3a**  
**Statement 1 - Grants Paid during the Year**

<b>Name and Address</b>	<b>Donee Relationship</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount</b>
League of Conservation Voters Ed Fund, 1920 L Street, NW, Ste 800 Washington, DC 20036	N/A	509(a)(1)	General Support	1,000
Legal Services for Seniors, 915 Hilby Avenue # 2 Seaside, CA 93955	N/A	509(a)(1)	General Support	2,500
MAPLight 2223 Shattuck Avenue Berkeley, CA 94704	N/A	509(a)(1)	General Support	31,000
Mathematical Science Research Institute, 17 Gauss Way Berkeley, CA 94720	N/A	509(a)(1)	General Support	5,000
McCarter Theater Company, 91 University Place Princeton, NJ 08540	N/A	509(a)(1)	General Support	2,500
mEarth P O Box 223702 Carmel, CA 93922	N/A	509(a)(1)	For mEarth at Hilton Bialek Habitat	1,000
Media Matters for America, 455 Massachusetts Ave, NW 6th Flr Washington, DC 20001	N/A	509(a)(1)	General Support	30,000
Mi Familia Vota Education Fund, 1450 East Indian School, Ste 101 Phoenix, AZ 85014	N/A	509(a)(1)	To support 2012 Civic Engagement and Education Activities	37,500
Monterey County Land Watch, 150 Cayuga Street, Ste 9 Salinas, CA 93901	N/A	509(a)(1)	General Support	5,000
National Alopecia Areata Foundation, 14 Mitchell Boulevard San Rafael, CA 94903	N/A	509(a)(1)	General support	3,000
National Partnership for Women & Families, 1875 Connecticut Avenue, NW Suite 650 Washington, DC 20009	N/A	509(a)(1)	For the American Parents Association	1,000
New Organizing Institute Education Fund, 1850 M Street, NW, Ste 1100 Washington, DC 20036	N/A	509(a)(1)	General Support	1,000
Oakland Institute P O Box 18978 Oakland, CA 94619	N/A	509(a)(1)	To support land rights in Africa	10,000
Occidental Arts & Ecology Center 15290 Coleman Valley Road Occidental, CA	N/A	509(a)(2)	General Support	1,000
Oil Change International 236 Massachusetts Ave NE, Ste 203 Washington, DC 20002-4980	N/A	509(a)(1)	For Separation of Oil and State	100,000

**Arkey Foundation**  
**2012 Form 990-PF, Part XV, Line 3a**  
**Statement 1 - Grants Paid during the Year**

<b>Name and Address</b>	<b>Donee Relationship</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Older Women's League P O Box 161646 Sacramento, CA 95816	N/A	509(a)(1)	For Ohlone - East Bay OWL	1,000
Open Fist Theatre Company 6209 Santa Monica Boulevard Hollywood, CA 90038	N/A	509(a)(2)	General Support	5,000
Pasadena Arts Council 65 South Grand Avenue Pasadena, CA 91105	N/A	509(a)(2)	For Reading Opens Minds	2,000
Performance Zone, Inc 36 E 29th Street, #1 New York, NY 10016	N/A	509(a)(2)	The Secret City	2,000
Planned Parenthood Federation of America 434 West 33rd Street, 12th Floor New York, NY 10001-2601	N/A	509(a)(1)	General Support	2,000
Planned Parenthood Shasta Diablo Inc 2185 Pacheco Street Concord, CA 94520-2309	N/A	509(a)(1)	General Support	5,000
Ploughshares Fund 1808 Wedemeyer Street San Francisco, CA 94129	N/A	509(a)(1)	General Support	5,000
Project Vote 739 8th Street SE, Suite 202 Washington, DC 20003	N/A	509(a)(1)	Voter Registration and Voter Protection	25,000
Proteus Fund 101 University Drive, Suite A2 Amherst, MA 01002	N/A	509(a)(1)	Piper Fund	30,000
Public Broadcasting Service 2100 Crystal Drive Arlington, VA 22202-3784	N/A	509(a)(1)	General Support	5,000
Public Campaign 1320 19th street, NW Washington, DC 20036	N/A	509(a)(1)	General Support	10,000
Public Citizen Foundation 1600 20th Street NW Washington, DC 20009	N/A	509(a)(1)	To Support Congress Watch	5,000
Public Citizen Foundation 1600 20th Street NW Washington, DC 20009	N/A	509(a)(1)	General Support	5,000
Restorative Justice Partners 395 Del Monte Center # 189 Monterey, CA 93940	N/A	509(a)(1)	General Support	1,000
Rock the Vote 10001 Connecticut Avenue, NW Washington, DC 20036	N/A	509(a)(1)	To support 2012 Civic Engagement and Education Activities	37,500

**Arkay Foundation**  
**2012 Form 990-PF, Part XV, Line 3a**  
**Statement 1 - Grants Paid during the Year**

<b>Name and Address</b>	<b>Donee Relationship</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Safe Ground Sacramento P O Box 1644 Sacramento, CA 95812	N/A	509(a)(1)	General Support	2,000
San Francisco Film Society, 39 Mesa Street, Suite 110 San Francisco, CA 94129	N/A	509(a)(1)	Support "Inequality For All"	37,100
San Francisco Zen Center, 300 Page Street San Francisco, CA 94102	N/A	509(a)(1)	50th Anniversary Fund	5,000
Santa Barbara Master Chorale, PO Box 30803 Santa Barbara, CA 93130	N/A	509(a)(1)	General Support	2,000
SEVA Foundation 1786 5th Street Berkeley, CA 94710	N/A	509(a)(1)	To Support "Looking in the Eyes of AIDS"	3,500
Sierra Club Foundation, 85 2nd Street, 2nd Floor San Francisco, CA 94105	N/A	509(a)(1)	Democracy Initiative	50,000
Sierra Club Foundation, 85 2nd Street, 2nd Floor San Francisco, CA 94105	N/A	509(a)(1)	For Beyond Oil Campaign	5,000
Seeds for a Future/Semillas para el Futuro, 46 E Monterey Way Phoenix, AZ 85012	N/A	509(a)(1)	General Support	7,000
Southern Poverty Law Center 400 Washington Ave Montgomery, AL 36104	N/A	509(a)(1)	General Support	1,000
StonyBrook Millstone Watershed 31 Titus Mill Road Pennington, NJ 08534	N/A	509(a)(2)	General Support	2,500
Swords to Plowshares 1060 Howard Street San Francisco, CA 94103-2820	N/A	509(a)(1)	General Support	500
The Beatitudes Society/Tides Center 950 Dena Way Santa Barbara, CA 93111	N/A	509(a)(1)	General Support	1,000
The Voter Participation Center 1640 Rhode Island Ave, NW Ste 825 Washington, DC 20036	N/A	509(a)(1)	Voter Registration and Mobilization	25,000
Transition House 425 East Cota Street Santa Barbara, CA 93101	N/A	509(a)(1)	General Support	2,000
U C Berkeley Library Fund 131 Doe Library Berkeley, CA 94720-6000	N/A	509(a)(1)	General Support	1,000

**Arkay Foundation**  
**2012 Form 990-PF, Part XV, Line 3a**  
**Statement 1 - Grants Paid during the Year**

<b>Name and Address</b>	<b>Donee Relationship</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Union of Concerned Scientists Two Brattle Square Cambridge, MA 02238	N/A	509(a)(1)	Center for Science and Democracy	25,000
University Corporation at Monterey Bay 100 Campus Center, Bldg 201 Seaside, CA 93955-8000	N/A	509(a)(1)	To Support OLLI	1,000
Up On Top 1187 Franklin Street San Francisco, CA 94109	N/A	509(a)(2)	General Support	5,000
Ventana Wilderness Alliance P O Box 506 Santa Cruz, CA 95061	N/A	509(a)(1)	For the Youth in the Wilderness Program	5,000
Verde Valley School 3511 Verde Valley School Road Sedona, AZ 86351	N/A	509(a)(1)	General Support	2,000
Voter Participation Center 1640 Rhode Island Ave, NW, Ste 825 Washington, DC 20036	N/A	509(a)(1)	Voter Registration and Mobilization	25,000
Western Org of Resource Council Education Project 220 South 27th Street Billings, MT 59101	N/A	509(a)(3) Type I	General Support	1,000
William J Brennan Jr Center for Justice 161 Avenue of the Americas, 12th Floor, New York, NY 10013	N/A	509(a)(1)	General Support	30,000
Women Donors Network 565 Commercial Street, 3rd Floor San Francisco, CA 94111	N/A	509(a)(1)	General Support	2,900
Yosemite Conservancy 155 Montgomery Street, Suite 1104, San Francisco, CA 94104	N/A	509(a)(1)	To support Legendary Valley Trails Project	5,000
			<b>TOTAL</b>	<b><u>1,085,000</u></b>

**Arkay Foundation**  
**2012 Form 990-PF, Part VIII, Line 1**

**EIN# 77-0404924**

**Statement 2 – Information About Officers, Directors, Trustees, Foundation Managers**

Harald Leventhal and Benita Kline, as individuals, received no payment for serving as an officer (but not as directors) of the Organization. However, both are the owners of Leventhal Kline Management, Inc., which provides a full range of management services to the Organization, including accounting, general administrative support, and grant administration. The Organization's directors approved payments of \$152,267.80 to Leventhal Kline Management, Inc. for services during 2012.