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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013, or tax year beginning

, 2013, and ending

Name of foundation Arkay Foundation		A Employer identification number 77-0404924
Number and street (or P O box number if mail is not delivered to street address) 127 University Ave	Room/suite	B Telephone number (see the instructions) (510) 841-4025
City or town, state or province, country, and ZIP or foreign postal code Berkeley CA 94710		C If exemption application is pending, check here. ▶ ☐
G Check all that apply:		D 1 Foreign organizations, check here ▶ ☐
☐ Initial return	☐ Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
☐ Final return	☐ Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
☐ Address change	☐ Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 25,380,906.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck ▶ ☒ 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	484,182.	484,183.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-93,908.			
	b Gross sales price for all assets on line 6a	11,129,748.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications			1,000.	
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
Income from Partnerships	-14,112.	-14,112.			
12 Total. Add lines 1 through 11.	376,175.	470,084.	1,000.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,653.	1,653.		
	b Accounting fees (attach sch)				
	c Other prof. fees (attach sch)	281,117.	113,708.		187,409.
	17 Interest				
	18 Taxes (attach schedule) (see instrs)	9,407.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	39,924.			53,760.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	14,402.	6,062.		7,324.
	24 Total operating and administrative expenses. Add lines 13 through 23	346,503.	121,423.		248,493.
	25 Contributions, gifts, grants paid	1,076,000.			1,077,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,422,503.	121,423.		1,325,493.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,046,328.				
b Net Investment Income (if negative, enter -0-)		348,661.			
c Adjusted net Income (if negative, enter -0-)			1,000.		

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	51,632.	108,995.	108,995.		
	2	Savings and temporary cash investments	2,679,172.	2,023,991.	2,023,991.		
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable	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	18,651.	47,330.	47,330.		
	10a	Investments — U.S. and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule)					
	c	Investments — corporate bonds (attach schedule)					
	LIABILITIES	11	Investments — land, buildings, and equipment, basis				
		Less: accumulated depreciation (attach schedule)					
12		Investments — mortgage loans					
13		Investments — other (attach schedule)	21,732,859.	23,200,590.	23,200,590.		
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).	24,732,897.	25,380,906.	25,380,906.		
17		Accounts payable and accrued expenses	9,076.	13,495.			
18		Grants payable					
NET ASSETS OR FUND BALANCES	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	Total liabilities (add lines 17 through 22)	9,076.	13,495.			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	X				
	24	Unrestricted	24,473,238.	25,367,411.			
	25	Temporarily restricted	250,583.				
	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						
28	Paid-in or capital surplus, or land, building, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)	24,723,821.	25,367,411.				
31	Total liabilities and net assets/fund balances (see instructions)	24,732,897.	25,380,906.				

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	24,723,821.
2	Enter amount from Part I, line 27a	2	-1,046,328.
3	Other increases not included in line 2 (itemize) <u>Unrealized Gain (loss) on investments</u>	3	1,689,918.
4	Add lines 1, 2, and 3	4	25,367,411.
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	25,367,411.

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)
1 a Publicly traded securities and funds.		P	various	various
b Mutual Fund Capital Gains Distributions		P	various	various
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 11,089,420.		11,223,656.	-134,236.
b 40,328.		0.	40,328.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	
a			-134,236.
b			40,328.
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	- 93 , 908 .
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	- 93 , 908 .

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 (column (b) divided by column (c))
2012	1,303,386.	23,157,537.	0.056283
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
2 Total of line 1, column (d)			2 0.380240
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 0.076048
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 24,511,870.
5 Multiply line 4 by line 3			5 1,864,079.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,487.
7 Add lines 5 and 6			7 1,867,566.
8 Enter qualifying distributions from Part XII, line 4			8 1,325,493.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	6,973.
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	6,973.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,973.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	17,330.	
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	17,330.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	10,357.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 10,357. Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA - California		
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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		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 <u>www.ArkayFoundation.org</u>				
14	The books are in care of <u>Leventhal Kline Management Inc.</u> Telephone no <u>(510) 841-4123</u> Located at <u>127 University Avenue</u> <u>Berkeley</u> <u>CA</u> ZIP + 4 <u>94710</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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
1 a 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)?		X
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
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.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
3 a 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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

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Form 990-PF (2013)

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

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)

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

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

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	157,373.
Baker Street Advisors 455 Market Street 23rd Floor San Francisco CA 94105	Investment Management	97,971.
Total number of others receiving over \$50,000 for professional services		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	
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	

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Form 990-PF (2013)

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	24,742,720.
b	Average of monthly cash balances	1 b	95,097.
c	Fair market value of all other assets (see instructions)	1 c	47,330.
d	Total (add lines 1a, b, and c)	1 d	24,885,147.
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	
3	Subtract line 2 from line 1d	3	24,885,147.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	373,277.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	24,511,870.
6	Minimum investment return. Enter 5% of line 5	6	1,225,594.

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	1,225,594.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	6,973.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	6,973.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,218,621.
4	Recoveries of amounts treated as qualifying distributions	4	1,000.
5	Add lines 3 and 4	5	1,219,621.
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	1,219,621.

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	1,325,493.
b	Program-related investments — total from Part IX-B.	1 b	
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,325,493.
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	1,325,493.

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

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Form 990-PF (2013)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,219,621.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	454,287.			
b From 2009	500,034.			
c From 2010	0.			
d From 2011	213,903.			
e From 2012	156,487.			
f Total of lines 3a through e	1,324,711.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,325,493.				
a Applied to 2012, 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 2013 distributable amount				1,219,621.
e Remaining amount distributed out of corpus	105,872.			
5 Excess distributions carryover applied to 2013 (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	1,430,583.			
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 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	454,287.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	976,296.			
10 Analysis of line 9:				
a Excess from 2009	500,034.			
b Excess from 2010	0.			
c Excess from 2011	213,903.			
d Excess from 2012	156,487.			
e Excess from 2013	105,872.			

BAA

Form 990-PF (2013)

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(5)

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(i)(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 or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

BAA TEEA0501 07/11/13 Form 990-PF (2013)

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

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	50.			50.
Dues & Subscriptions	6,183.			6,183.
Filing Fees	180.			180.
Insurance	1,250.			0.
Office Expense	261.			286.
Postage & Delivery	63.			129.
Telephone & Connectivity	341.			484.
Webhosting	12.			12.
Partnership fees	6,062.	6,062.		
Total	14,402.	6,062.		7,324.

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.. ☒ Business . ☐ Cecelia Hurwich 127 University Avenue Berkeley CA 94710	Director 2.00	0.	0.	0.
Person.. ☒ Business . ☐ Karen M. Kahn 127 University Avenue Berkeley CA 94710	Director 2.00	0.	0.	0.
Person.. ☒ Business . ☐ David Goldschmidt 127 University Avenue Berkeley CA 94710	Director 2.00	0.	0.	0.
Person.. ☒ Business . ☐ William H. Soskin, Esq 127 University Avenue Berkeley CA 94710	Director 2.00	0.	0.	0.
Person.. ☒ Business . ☐ Michael Kieschnick 127 University Avenue Berkeley CA 94710	Director 2.00	0.	0.	0.
Person.. ☒ Business . ☐ Harald Leventhal 127 University Avenue Berkeley CA 94710	CFO 0.25	0.	0.	0.
Person.. ☒ Business . ☐ Benita Kline 127 University Avenue Berkeley CA 94710	Asst Secretary 0.25	0.	0.	0.

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

0. 0. 0.

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	1,653.	1,653.		

Total

1,653. 1,653.

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	157,373.	15,737.		141,636.
Baker Street	Investment Management	97,971.	97,971.		
Adam Wolpert	Board Facilitation	5,609.			5,609.
Democracy Alliance	Program Support	20,000.			40,000.
Stoller Design Group	Program Support	164.			164.

Total

281,117. 113,708. 187,409.

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Vanguard Total Bond Market Index	3,237,633.	3,237,633.
Vanguard Total World	14,465,385.	14,465,385.
Vanguard REIT	305,110.	305,110.
DFA Intl Real Estate Sec Port	299,844.	299,844.
Pimco Commodity Real Return Inst	3,213,786.	3,213,786.
DFA Commodity Strategy Portfolio	1,288,480.	1,288,480.

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

Continued

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
SF Ventures II LP	114,727.	114,727.
Conservation Forestry Capital III LP	275,625.	275,625.
Total	<u>23,200,590.</u>	<u>23,200,590.</u>

Arkay Foundation
2013 Form 990-PF, Part XV, Line 3a
Statement 1 - Grants Paid during the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
350 org 20 Jay Street, Suite 1010 Brooklyn, NY 11201	N/A	PC	Fossil Fuel Divestment Campaign	50,000
A Different Point of View PO Box 6562 Santa Barbara, CA 93160	N/A	PC	General Support	1,000
Action Council of Monterey County, Inc - The WIP 369 So Main Street, Suite 206 Salinas, CA 93901	N/A	PC	General Support for The WIP	5,000
Agenda Project Education Fund 1010 Wisconsin Avenue NW, #705 Washington, DC 20007	N/A	PC	General Support	10,000
American Civil Liberties Union 39 Drumm Street San Francisco, CA 94111	N/A	PC	General Support	1,000
AOPA Air Safety Foundation 421 Aviation Way Frederick MD 21701	N/A	PC	General Support	1,000
Berkeley Public Library Foundation 2090 Kittredge Street Berkeley, CA 94704	N/A	PC	Building Campaign	1,000
Big Sur Land Trust PO Box 221864 Carmel, CA 93922	N/A	PC	Youth Programs	10,000
C G Jung Institute 2040 Gough Street San Francisco, CA 94109	N/A	PC	James Whitney Clinic	1,000
Caura Futures Inc 805 Folger Avenue Berkeley, CA 94710-2800	N/A	PC	General Support	1,000
Center on Budget & Policy Priorities 820 First Street NE, #510 Washington, DC 20002	N/A	PC	General Support	5,000
Center for Constitutional Rights 666 Broadway, 7th Floor New York, NY 10012	N/A	PC	General Support	5,000
Center for Political Accountability 1233 20th Street NW, Suite 205 Washington, DC 20036	N/A	PC	General Support	35,000
Central Sierra Environmental Resource Ctr P O Box 396 Twain Harte, CA 95383	N/A	PC	General Support	1,000
Citizens for Responsibility and Ethics in Washington 1400 Eye Street NW Washington, DC 20005	N/A	PC	General Support	35,000
Clubbed Thumb, Inc 141 East 3rd Street Apt 11-H New York, NY 10009-7310	N/A	PC	General Support	2,000

Arkay Foundation
2013 Form 990-PF, Part XV, Line 3a
Statement 1 - Grants Paid during the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Communities for Sustainable Monterey County 283 Grove Acre Avenue Pacific Grove, CA 93950	N/A	PC	To preserve the Fort Ord Oaks	2,000
Common Cause Education Fund 1133 19th Street NW, 9th Floor Washington, DC 20036	N/A	PC	State Reform	35,000
Community Foundation for Monterey County 2354 Garden Road Monterey, CA 93940-5326	N/A	PC	Homeless Women's Fund / Spend Fund	6,000
David Brower Center 2150 Allston Way Berkeley, CA 94704	N/A	PC	General Support	5,000
Democracy Now Productions 207 West 25th Street, 11th Floor New York, NY 10001	N/A	PC	General Support	2,500
Earth Rights Institute 1127 18th Street, #4 Santa Monica, CA 90403	N/A	PC	General Support	32,100
Earthjustice 50 California Street, Suite 500 San Francisco, CA 94111	N/A	PC	Citizens' Access of the Courts Program	10,000
Earthworks 2150 Allston Way, Suite 460 Berkeley, CA 94704	N/A	PC	General Support	10,000
Ecological Farming Association 2901 Park Avenue, Suite D-2 Soquel, CA 95073	N/A	PC	Eco Farm Conference Support	8,000
Ecology Center 2530 San Pablo Avenue Berkeley, CA 94702	N/A	PC	General Support	1,000
Ensemble Theater Company 137 North Larchmont Blvd, Suite 134 Los Angeles, CA 90004	N/A	PC	General Support	2,000
Equal Rights Advocates 180 Howe Street, Suite 300 San Francisco, CA 94105	N/A	PC	General Support	1,000
Equality Now P O Box 20646 Columbus Circle Station New York, NY 10023	N/A	PC	Adolescent Girls Legal Defense Fund	7,500
Faith in Public Life 1111 14th Street NW, 9th Floor Washington, DC 20005	N/A	PC	General Support	2,500
Food Bank for Monterey County 815 W Market Street, Suite 5 Salinas, CA 93901-1400	N/A	PC	General Support	2,000
Food First 398 60th Street Oakland, CA 94618	N/A	PC	General Support	4,000

Arkay Foundation
2013 Form 990-PF, Part XV, Line 3a
Statement 1 - Grants Paid during the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Franciscan Workers of Junipero Serra P O Box 2027 Salinas, CA 93902	N/A	PC	Dorothy's Kitchen	2,000
Free Speech for People 505 West 38th Street, Unit A4 Austin, TX 78705	N/A	PC	Move to Amend Campaign	5,000
Friends of the Bancroft Library University of California Berkeley, CA 94720-6000	N/A	PC	General Support	500
Global Fund For Women 222 Sutter Street, Suite 500 San Francisco, CA 94108	N/A	PC	General Support	8,500
Great Old Broads for Wilderness P O Box 2924 Durango, CO 81301	N/A	PC	General Support	1,000
Green Science Policy Institute/SEE P O Box 5455 Berkeley, CA 94705	N/A	PC	General Support	1,000
Greenpeace Fund Inc 702 H Street, Suite 300 Washington, DC 20001-3876	N/A	PC	Democracy Campaign	50,000
Heyday PO Box 9145 Berkeley, CA 94709-0145	N/A	PC	General Support	1,000
Homeboy Industries, 130 West Bruno Street Los Angeles, CA 90012-1815	N/A	PC	General Support	5,000
Immaculate Conception Academy 3625 24th Street San Francisco, CA 94110	N/A	PC	Scholarships for Low-Income Girls	5,000
Inn Vision Shelter Network, 1450 Chapin Avenue, 2nd Floor Burlingame, CA 94010	N/A	PC	General Support	2,500
Innocence Project 40 Worth Street, Suite 701 New York, NY 10013	N/A	PC	General Support	1,000
Interim, Inc P O Box 3222 Monterey, CA 93942	N/A	PC	General Support	1,000
International Documentary Association, 1201 West 5th Street, N 270 Los Angeles, CA 90017	N/A	PC	"American Winter" Outreach Campaign	10,000
International Society of Women Airline Pilots 723 S Casino Center Blvd , 2nd Floor Las Vegas, NV 89101-6716	N/A	PC	For ISA + 21 Scholarships	1,000
La Cumbre Junior High School Foundation P O Box 6502 Santa Barbara, CA 93117	N/A	PC	Gateway Project	1,000

Arkay Foundation
2013 Form 990-PF, Part XV, Line 3a
Statement 1 - Grants Paid during the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
League of Conservation Voters Ed Fund 1920 L Street NW, Suite 800 Washington, DC 20036	N/A	PC	Education Fund	5,000
Legal Services for Seniors 915 Hilby Avenue #2 Seaside, CA 93955	N/A	PC	General Support	3,000
Lifelong Medical Care 2330 Durant Avenue Berkeley, CA 94704	N/A	PC	It Takes A Village Program	1,000
Los Angeles Food Bank 1734 East 41st Street Los Angeles, CA 90068	N/A	PC	General Support	5,000
MAPLight 2223 Shattuck Avenue Berkeley, CA 94704	N/A	PC	General Support	35,000
Mathematical Science Research Institute, 17 Gauss Way Berkeley, CA 94720	N/A	PC	General Support	5,000
Mi Familia Vota Education Fund 1450 East Indian School, Suite 101 Phoenix, AZ 85014	N/A	PC	General Support	35,000
Mill Valley Philharmonic 42 Miller Avenue Mill Valley, CA 94941	N/A	PC	General Support	1,000
Missey 436 14th Street, Suite 1201 Oakland, CA 94612	N/A	PC	General Support	5,000
Monterey County Land Watch 150 Cayuga Street, Suite 9 Salinas, CA 93901	N/A	PC	General Support	5,000
NAACP 4805 Mt Hope Drive Baltimore, MD 21215	N/A	PC	General Support	1,000
National Alopecia Areata Foundation 14 Mitchell Boulevard San Rafael, CA 94903	N/A	PC	General support	1,000
North Carolina Outward Bound School 2582 Riceville Road Asheville, NC 28805-9793	N/A	PC	General Support	1,000
Oakland Institute P O Box 18978 Oakland, CA 94619	N/A	PC	General Support	10,000
Occidental Arts & Ecology Center 15290 Coleman Valley Road Occidental, CA 95465	N/A	PC	General Support	1,000
Oil Change International 714 G Street SE, Suite 202 Washington, DC 20003	N/A	PC	Separation of Oil and State	50,000

Arkay Foundation
2013 Form 990-PF, Part XV, Line 3a
Statement 1 - Grants Paid during the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Oil Change International 714 G Street SE, Suite 202 Washington, DC 20003	N/A	PC	General Support	1,000
Open Fist Theatre Company 6209 Santa Monica Boulevard Hollywood, CA 90038	N/A	PC	General Support	6,000
Organic Seed Alliance P O Box 772 Port Townsend, WA 98368	N/A	PC	Sponsorship of Conference Workshop	5,000
Organizers Forum (Tides Center) P O Box 3924 New Orleans, LA 70177	N/A	PC	General Support	2,500
Pasadena Arts Council 65 South Grand Avenue Pasadena, CA 91105	N/A	PC	Reading Opens Minds	3,000
Performance Zone, Inc 36 E 29th Street, #1 New York, NY 10016	N/A	PC	The Secret City	2,000
Pesticide Action Network 1611 Telegraph Avenue, Suite 1200 Oakland, CA 94612	N/A	PC	Ecofarm Conference Scholarship	1,000
Planned Parenthood Mar Monte, Inc 1746 The Alameda San Jose, CA 95126	N/A	PC	General Support	5,500
Project Vote 805 15th Street NW, Suite 250 Washington, DC 20005	N/A	PC	General Support	40,000
Proteus Fund 15 Research Drive, #B Amherst, MA 01002	N/A	PC	Democracy Initiative	100,000
Proteus Fund 15 Research Drive, #B Amherst, MA 01002	N/A	PC	Piper Fund General Support	61,000
Proteus Fund 15 Research Drive, #B Amherst, MA 01002	N/A	PC	Piper Fund Judicial Independence Project	5,000
Public Campaign 1133 19th Street NW, 9th Floor Washington, DC 20036	N/A	PC	General Support	10,000
Rainforest Action Network 425 Bush Street, Suite 300 San Francisco, CA 94108	N/A	PC	Keystone XL Campaign	10,000
Reed College 3203 SE Woodstock Boulevard Portland, OR 97202	N/A	PC	Alumni Fund	5,000
Rock the Vote 10001 Connecticut Avenue, NW Washington, DC 20036	N/A	PC	General Support	35,000

Arkay Foundation
2013 Form 990-PF, Part XV, Line 3a
Statement 1 - Grants Paid during the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Safe Ground Sacramento P O Box 1644 Sacramento, CA 95812	N/A	PC	General Support	2,000
San Francisco Film Society, 39 Mesa Street, Suite 110 San Francisco, CA 94129	N/A	PC	Support for "Inequality For All"	18,500
San Marcos High School Performing Arts Affiliates 4750 Hollister Avenue Santa Barbara, CA 93110	N/A	PC	Vocal Music Programs	1,000
Santa Barbara Chapter Ninety-Nines, Inc 1208 Bajada Santa Barbara, CA 93109-1425	N/A	PC	CJ Strawn Scholarship Fund	1,000
Santa Barbara Master Chorale, PO Box 30803 Santa Barbara, CA 93130	N/A	PC	General Support	2,000
SEVA Foundation 1786 5th Street Berkeley, CA 94710	N/A	PC	Support for "Looking in the Eyes of AIDS"	5,000
Sierra Club Foundation, 85 2nd Street, 2nd Floor San Francisco, CA 94105	N/A	PC	General Support	1,000
Sierra Club Foundation, 85 2nd Street, 2nd Floor San Francisco, CA 94105	N/A	PC	Democracy Project	50,000
SMPAC/Semillas para el Futuro 46 E Monterey Way Phoenix, AZ 85012	N/A	PC	General Support	3,000
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	N/A	PC	General Support	1,000
St Mary of the Sea Episcopal Church 146 Twelfth Street Pacific Grove, CA 93950	N/A	PC	Homeless Women Fund Admin Support	1,500
Stanford Law School Crown Quadrangle 559 Nathan Abbott Way stanford, CA 94305	N/A	PC	Supreme Court Litigation Clinic	5,000
StonyBrook Millstone Watershed 31 Titus Mill Road Pennington, NJ 08534	N/A	PC	Water Sysytem for Environmental Center	15,000
The Beatitudes Society/Tides Center 950 Dena Way Santa Barbara, CA 93111	N/A	PC	General Support	2,500
Transition House 425 East Cota Street Santa Barbara, CA 93101	N/A	PC	General Support	2,000
U C Berkeley Library Fund 131 Doe Library Berkeley, CA 94720-6000	N/A	PC	General Support	500

Arkay Foundation
2013 Form 990-PF, Part XV, Line 3a
Statement 1 - Grants Paid during the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Union of Concerned Scientists Two Brattle Square Cambridge, MA 02238	N/A	PC	Center for Science and Democracy	10,000
Up On Top 1187 Franklin Street San Francisco, CA 94109	N/A	PC	Afterschool Program in the Tenderloin	5,000
V-Day 303 Park Avenue South New York, NY 10010	N/A	PC	City of Joy	5,000
Ventana Wilderness Alliance P O Box 506 Santa Cruz, CA 95061	N/A	PC	Youth in the Wilderness Program	5,000
Verde Valley School 3511 Verde Valley School Road Sedona, AZ 86351	N/A	PC	General Support	2,000
Voter Participation Center 1707 L Street NW Washington, DC 20036	N/A	PC	Voter Registration and Mobilization	35,000
William J Brennan Jr Center for Justice 161 Avenue of the Americas, 12th Floor New York, NY 10013	N/A	PC	General Support	50,000
Women Donors Network 565 Commercial Street, 3rd Floor San Francisco, CA 94111	N/A	PC	General Support	2,900
Yosemite Conservancy 155 Montgomery Street, Suite 1104 San Francisco, CA 94104	N/A	PC	Yosemite Fire Restoration Fund	5,000
TOTAL				1,077,000

Arkay Foundation
2013 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 officers (but not as directors) of the Organization. However, they 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 \$157,373 to Leventhal Kline Management, Inc. for services during 2013.