Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: ARKEMA INC FOUNDATION

A Employer identification number: 23-6256818

Number and street (or P O box number if mail is not delivered to street address): 900 FIRST AVENUE

Room/suite:

B Telephone number (see instructions): 610-205-7000

City or town, state or province, country, and ZIP or foreign postal code: KING OF PRUSSIA, PA 19406

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 296,950

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	280,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	280,000	0	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,220	1,220		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,220	1,220	0	0
	25	Contributions, gifts, grants paid	264,192			259,954
	26	**Total expenses and disbursements.** Add lines 24 and 25	265,412	1,220	0	259,954
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	14,588			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	282,360	296,950	296,950
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	282,360	296,950	296,950
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	282,360	296,950	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	282,360	296,950	
	31	**Total liabilities and net assets/fund balances** (see instructions)	282,360	296,950	

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	282,360
2	Enter amount from Part I, line 27a	2	14,588
3	Other increases not included in line 2 (itemize) ▶ Rounding	3	2
4	Add lines 1, 2, and 3	4	296,950
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	296,950

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 *Enter the appropriate amount in each column for each year, see the instructions before making any entries.*

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	323,205	166,561	1 9405
2013	325,851	145,958	2.2325
2012	272,562	226,430	1 2037
2011	195,892	203,514	0.9625
2010	206,570	149,626	1.3806

2	**Total** of line 1, column (d)	2	7.7198
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1.5440
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	164,768
5	Multiply line 4 by line 3	5	254,402
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	254,402
8	Enter qualifying distributions from Part XII, line 4	8	259,954

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary—see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments.		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be. **Credited to 2016 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Pennsylvania			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Y	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ MANAGEMENT Telephone no. ▶ 610-205-7000

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

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

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☐ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD ROWE 900 FIRST AVENUE, KING OF PRUSSIA, PA 19406	AS NEEDED			
RYAN DIRKX 900 FIRST AVENUE, KING OF PRUSSIA, PA 19406	AS NEEDED			
CHRISTOPHER GIANGRASSO 900 FIRST AVENUE, KING OF PRUSSIA, PA 19406	AS NEEDED			

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE	NONE	0
Total number of others receiving over $50,000 for professional services ▶		

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	0

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	167,277
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	167,277
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	167,277
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	2,509
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	164,768
6	**Minimum investment return.** Enter 5% of line 5	6	8,238

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	8,238
2a	Tax on investment income for 2015 from Part VI, line 5	2a			
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	8,238
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	8,238
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	8,238

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	259,954
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	***Qualifying distributions.*** *Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4*	4	259,954
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	259,954

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				8,238
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only				
b Total for prior years. 20___,20___,20___				
3 Excess distributions carryover, if any, to 2015:				
a From 2010 199,089				
b From 2011 185,716				
c From 2012 261,240				
d From 2013 318,553				
e From 2014 314,877				
f **Total** of lines 3a through e	1,279,475			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 259,954				
a Applied to 2014, 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 2015 distributable amount				
e Remaining amount distributed out of corpus	251,716			
5 Excess distributions carryover applied to 2015 *(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	1,531,191			
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 2014. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				8,238
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	199,089			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	1,332,102			
10 Analysis of line 9				
a Excess from 2011 185,716				
b Excess from 2012 261,240				
c Excess from 2013 318,553				
d Excess from 2014 314,877				
e Excess from 2015 251,716				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter.					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see 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 address of the person to whom applications should be addressed.

DIANE MILICI C/O ARKEMA INC., 900 FIRST AVENUE, KING OF PRUSSIA, PA 19406

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

NO SPECIFIC FORM REQUIRED

c Any submission deadlines·

NONE

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

SEE STATEMENT 7

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 5				259,954
Total . . . . ▶ **3a**				259,954
b *Approved for future payment*				
SEE STATEMENT 6				280,900
Total . . . ▶ **3b**				280,900

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		0	0

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

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee — Date: 11/9/16 — Title: TRUSTEE

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

FJL

Paid Preparer Use Only

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

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs.gov/form990.

OMB No 1545-0047
2015

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

Organization type (check one)

Filers of:	*Section:*
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	ARKEMA INC 900 FIRST AVENUE KING OF PRUSSIA, PA 19406	$ 280,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

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

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

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

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

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

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

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

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

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

ARKEMA INC. FOUNDATION
2015 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS RECEIVED

23-6256818

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

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ARKEMA INC. 900 FIRST AVENUE KING OF PRUSSIA, PA 19406-1308	12/03/2016	280,000
TOTAL CONTRIBUTION AMOUNTS		**280,000**

ARKEMA INC. FOUNDATION 23-6256818
2015 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
OTHER EXPENSES

FORM 990-PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE FILING FEE	0	0
FEDERAL TAX ON NET INVESTMENT INCOME	0	0
TAXES (LINE 18)	**0**	**0**
MONTHLY BANK FEES	1,220	1,220
OTHER EXPENSES (LINE 23)	**1,220**	**1,220**

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

NAME AND ADDRESS	AMOUNT CONTRIBUTED
ARKEMA INC 900 FIRST AVENUE KING OF PRUSSIA, PA 19406	$280,000
	$280,000

ARKEMA INC. FOUNDATION 23-6256818
2015 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
MINIMUM INVESTMENT RETURN

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

AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES AND CASH BALANCES

2015	CASH ACCOUNTS			INVESTMENTS		
Month	Beginning Balance	Ending Balance	Average Monthly Balance	Beginning Balance	Ending Balance	Average Monthly Balance
JANUARY	282,360.88	227,238 59	254,799 74	0 00	0.00	0 00
FEBRUARY	227,238.59	227,145 70	227,192 15	0 00	0.00	0 00
MARCH	227,145 70	227,035 88	227,090 79	0 00	0.00	0 00
APRIL	227,035.88	226,929 79	226,982 84	0 00	0.00	0 00
MAY	226,929 79	226,847 46	226,888 63	0 00	0.00	0 00
JUNE	226,847 46	222,006 36	224,426 91	0.00	0.00	0 00
JULY	222,006 36	190,902.83	206,454.60	0.00	0 00	0 00
AUGUST	190,902 83	61,488.50	126,195.67	0.00	0.00	0 00
SEPTEMBER	61,488 50	47,791 95	54,640 23	0.00	0.00	0 00
OCTOBER	47,791 95	32,236.45	40,014 20	0.00	0 00	0 00
NOVEMBER	32,236 45	28,043.76	30,140 10	0 00	0 00	0 00
DECEMBER	28,043 76	296,949.64	162,496 70	0 00	0 00	0 00
TOTAL			2,007,322.56			0 00
CALCULATED AVERAGE			167,276.88			0 00

ARKEMA, INC. FOUNDATION
2015 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Description	Location	
ALBERT CAMMON MIDDLE SCHOOL	St Lose, LA	$250 00
ALYECE ZIEGLER	West Chester, PA	500 00
AMBER WILLIAMS	Chatom, AL	$500 00
ANGIE TALAMANTES	Albert Lea, MN	$500 00
ANN MARIE MCDONNELL	Pottstown, PA	$500 00
ANNA C SEGOVIA	Houston, TX	$500 00
ARKEMA INC	Calvert City, KY	1,380 00
ARKEMA INC	Crosby,TX	$2,880 00
ARKEMA INC	Houston, TX	$2,880 00
ARKEMA INC	Bristol, PA	$2,880 00
ARKEMA INC	Pasadena, TX	$2,880 00
ARKEMA INC	Courtland, VA	$3,608 73
ARKEMA INC	King of Prussia, PA	$14,461 00
ARKEMA INC	Hahnville, LA	$1,380 00
ARKEMA INC	Birdsboro, PA	$1,380 00
ARKEMA INC	Blooming Praire, MN	$1,380 00
ARKEMA INC	Alsip, IL	$3,880 00
ARKEMA INC	Louisville, KY	$3,304 84
ARKEMA INC	Piffard, NY	$2,684 28
ARKEMA INC	Kansas City, MO	$1,853 62
ARKEMA INC	Axis, AL	$2,880 00
ARKEMA INC	Chatham, VA	$1,724 05
BARTH ELEMENTARY SCHOOL	Pottstown, PA	$500 00
BETTINA DEBELL	Geneseo, NY	$500 00
BLOOMING PRAIRIE ELEMENTARY SCHOOL	Blooming Praire, MN	$500 00
BRAD OHMER	Westwago, LA	$500 00
BRANDY ROBERTS	Paducah, KY	500 00
BRENDA A RIVERA	Reading, PA	$500 00
BRIAN BUNN	Crosby,TX	$500 00
BRIARCLIFF ELEMENTARY SCHOOL	Kansas City, MO	$500 00
BRITTNEY EDWARDS	Crosby,TX	$500 00
CANE RUN ELEMENTARY SCHOOL	Louisville, KY	$500 00
CARI JONES	Coatesville, PA	500 00
CAROLYN MCAUGHEY	Coatesville, PA	500 00
CASSIE LAROCK	Blooming Praire, MN	$500 00
CATALYSIS CLUB OF PHILADELPHIA	King of Prussia, PA	$1,000 00
CATHY ADDUCI	Orland Park, IL	$500 00
CHATHAM MIDDLE SCHOOL	Chatham, VA	$500 00
CHELSEA VAN ROEKEL	Owatonna, MN	$500 00
CHEMICAL HERITAGE FOUNDATION	Philadelphia, PA	$5,000 00
CHRIS LACEY	Paducah, KY	500 00
CHRISTINA JOHNSON	Louisville, KY	$500 00
CHRISTINE MAGRO	Camden, NJ	$500 00
CLOVERLEAF ELEMENTARY	Houston, TX	$500 00
COLLEEN MCCORMICK	Cinnaminson,NJ	$500 00

ARKEMA, INC. FOUNDATION
2015 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Description	Location	
COURTNEY STRONG	Kansas City, MO	$500 00
COURTNEY ZIMMER	Philadelphia,PA	$500 00
CRISTO REY HIGH SCHOOL	Philadelphia, PA	30,000 00
CROSBY ELEMENTARY	Crosby,TX	$500 00
CRYSTAL DEMEDIO	Camden, NJ	$500 00
DANA JONES		500 00
DANIEL OTOOL	Houston, TX	$500 00
DAVID TASBER	Rochester,NY	$500 00
DEIDRE TERRY	Callands, VA	$500 00
DOANE ACADEMY	Burlington, NJ	$500 00
DOWNINTOWN AREA ROBOTICS	Glenmore, PA	$2,000 00
DREW INTERMEDIATE	Crosby,TX	$500 00
EAST FALLOWFIELD ELEMENTARY	East Fallowsfield, PA	500 00
EILEEN MCMASTER	Geneseo, NY	$500 00
ELLEN MARTIN	Philadelphia, PA	$500 00
ELLIS B HYDE ELEMENTARY	Dansville, NY	$500 00
ETHEL SCHOEFFNER ELEMENTARY	Destrehan, LA	$500 00
EXTON ELEMENTARY SCHOOL	Exton, PA	500 00
GENESEO CENTRAL SCHOOL	Geneseo, NY	$500 00
GINGER DAVENPORT		500 00
GINNY BLAHA	Crosby,TX	$500 00
GREENFIELD ELEMENTARY SCHOOL	Philadelphia, PA	$500 00
HARLEY BLANCHARD	Bristol, PA	$500 00
HEATH MIDDLE SCHOOL	Paducah, KY	500 00
HILARY AARON	Lafayette, PA	$500 00
INDIAN SPRINGS ELEMENTARY	Eight Mile, AL	$500 00
J B MARTIN MIDDLE SCHOOL	Paradis, LA	$500 00
JACQUELYN FACKLER	Ringgold, VA	$500 00
JENNIFER MASSIELO	Yardley,PA	$500 00
JILL FREEMAN	Albert Lea, MN	$500 00
JOE BENTZ	Philadelphia, PA	$500 00
JOSEPH DEBELL	Geneseo, NY	$500 00
KATIE EVENS	Paducah, KY	500 00
KATIE MCGRATH	Reading, PA	$500 00
KEITH SAROKA	Essington, PA	$500 00
KENDRA GLENN	Benton, KY	500 00
KIMBERLY WALLACE	Sinking Spring, PA	$500 00
KRISTEN WEBER	LaPlace, LA	$500 00
LATANDRA HICKS	Houston, TX	$500 00
LATOYA SAMUELS	Marrero, LA	$500 00
LAVERNE BOYKIN	Danville, LA	$500 00
LAVERS PARK ELEMENTARY	Reading, PA	$500 00
LISA LAVACH	Bethlehem, PA	$500 00
LONNIE B KELLER MIDDLE SCHOOL	Pasadena, TX	$500 00
MAE SMYTHE ELEMENTARY	Pasadena, TX	$500 00
MAEGEN SPIDALE	Sinking Spring, PA	$500 00

ARKEMA, INC. FOUNDATION
2015 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Description	Location	
MARCI GOODMAN	Mobile, AL	$500 00
MARGARET BELTZ	Ama, LA	$500 00
MARTHA SLAY	Citronelle, AL	$500 00
MARY ALEJANDRO	Humble, TX	$500 00
MARY C HOWSE ELEMENTARY SCHOOL	West Chester, PA	500 00
MARY JO WIMSATT	Louisville, KY	$500 00
MCDAVID JONES ELEMENTARY	Citronelle, AL	$500 00
MEAGAN APPLING	Metairie, LA	$500 00
MELANIE CREAR	Crosby,TX	$500 00
MOLLY LEE	Alsip, IL	$500 00
MORGAN ELEMENTARY SCHOOL	Paducah, KY	500 00
NATIONAL MERIT SCHOLARSHIP CORPORATION	Evanston, IL	$62,250 00
NICOLA ALTIUS	Pottstown, PA	$500 00
NORMANDY CROSSING ELEMENTARY	Houston, TX	$500 00
NOTRE DAME OF BETHLEHEM	Bethlehem, PA	$500 00
NRHEG ELLENDALE ELEMENTARY	Ellendale, MN	$500 00
PAULA KARABASZ	Bethlehem, PA	$500 00
PICC FOUNDATION	Philadelphia, PA	500 00
PRAIRIE JUNIOR HIGH SCHOOL	Alsip, IL	$500 00
QUIJANGA AUSTIN	Mobile, AL	$500 00
R K SMITH MIDDLE SCHOOL	Luling, LA	$250 00
R W EMERSON ELEMENTARY SCHOOL	Levittown, PA	$500 00
RACHAEL MICHAEL	Kansas City, MO	$500 00
REBECCA JOHNSON	Birdsboro, PA	$500 00
RENEE HEBERT	Des Allemands, LA	$500 00
RESJOHNA TOMBLIN	Louisville, KY	$500 00
RICHARD MELENDEZ	Beaumont, TX	$500 00
ROBBI GIULIANO	Downingtown, PA	500 00
ROBERT MEYER	Lockport, IL	$500 00
ROBESON ELEMENTARY SCHOOL	Birdsboro, PA	$500 00
RYAN TIMM	Austin, MN	$500 00
SAINT JOSEPH PRO CATHEDRAL SCHOOL	Camden, NJ	$500 00
SAMIARA HARRIS	Philadelphia, PA	$500 00
SARA FREE	Paducah, KY	500 00
SARTOMER USA	West Chester, PA	2,380 00
SAVANNA BUTTS	Blairs, VA	$500 00
SHANNON HAMLET	Benton, KY	500 00
SHARPE ELEMENTARY	Benton, KY	500 00
SHARRI OMER	Houston, TX	$500 00
SP MORTON ELEMENTARY	Franklin, Va	500 00
ST MARGARET	Reading, PA	$500 00
ST PHILLIP NERI SCHOOL	Lafayette, PA	$500 00
STEPHANIE FARMER	Essington, PA	$500 00
TINICUM SCHOOL	Essington, PA	$500 00
TRACI MOODY	Houston, TX	$500 00
VALERIE SMITH	Morgantown, PA	$500 00

ARKEMA, INC. FOUNDATION
2015 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Description	Location	
WENDY ENGLE	Lafayette, PA	$500 00
WILLIAM DICK ELEMENTARY SCHOOL	Philadelphia, PA	$500 00
EDUCATION		**212,066.52**
UNITED WAY OF GREATER PHILADELPHIA	Philadelphia, PA	40,000 00
UNITED WAY		**40,000.00**
KPVFC 9 11 MEMORIAL	King of Prussia, PA	$100 00
CIVIC & CULTURAL		**$100.00**
GRACE BEAN SOUP KITCHEN	King of Prussia, PA	$1,000 00
OTHER		**$1,000.00**
THE FRANKLIN INSTITUTE	Philadelphia, PA	6,787 00
MUSEUMS		**6,787.00**
GRAND TOTAL		**259,953.52**

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

SCIENCE TEACHER PROGRAM	$125,000
SCHOLARSHIPS	$66,400
UNITED WAY	$40,000
CHRISTO REY SCHOOL	$30,000
FRANKLIN INSTITUTE ANNUAL AWARDS	$9,000
CHEMICAL HERITAGE FOUNDATION	$5,000
TEAM 1640 ROBOTICS	$2,000
CATALYSIS CLUB OF PHILADELPHIA	$1,000
INGLIS HOUSE	$1,000
KPVFC 9/11 MEMORIAL RUN	$1,000
AMERICAN CHEMICAL SOCIETY	$500
TOTALS:	**$280,900**

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION

Item 2d)

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

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

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

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

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

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

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

The following contributions were received during the calendar year 2015.

	Amount
January	$0
February	$0
March	$0
April	$0
May	$0
June	$0
July	$0
August	$0
September	$0
October	$0
November	$0
December	$280,000
TOTAL	$280,000

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

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

EXECUTIVE
SECRETARY