

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

- Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation
ARKEMA INC FOUNDATION

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

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

Foreign country name Foreign province/state/country Foreign postal code

A Employer identification number
23-6256818

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

C If exemption application is pending, check here ☐

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

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

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

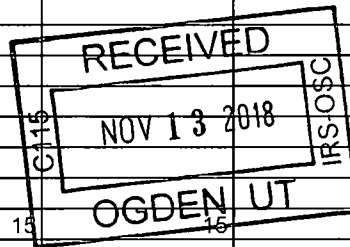
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 80,643 **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 (attach schedule)	207			
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)				
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)				
11 Other income (attach schedule)	4,150			
12 Total. Add lines 1 through 11	4,357	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)	3,533	3,533		
24 Total operating and administrative expenses. Add lines 13 through 23	3,548	3,548	0	0
25 Contributions, gifts, grants paid	258,722			256,392
26 Total expenses and disbursements. Add lines 24 and 25	262,270	3,548	0	256,392
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-257,913			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)			0	



For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2017)

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SCANNED JAN 30 2019

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	338,556	80,643	80,643
	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)			
Liabilities	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)	338,556	80,643	80,643
	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	338,556	80,643	
	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)	338,556	80,643	
	31	Total liabilities and net assets/fund balances (see instructions)	338,556	80,643	

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	338,556
2	Enter amount from Part I, line 27a	2	-257,913
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1; 2, and 3	4	80,643
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	80,643

Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (for example, 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) FM 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	0
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	0

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

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

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

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

If "Yes," the foundation doesn't 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))
2016	239,872	184,549	1 299774
2015	259,954	164,768	1 577697
2014	323,205	166,561	1 940460
2013	325,851	145,958	2 232498
2012	272,562	226,430	1 203736
2 Total of line 1, column (d)			2 8 254165
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 1 650833
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 211,615
5 Multiply line 4 by line 3			5 349,341
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 349,341
8 Enter qualifying distributions from Part XII, line 4 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			8 256,392

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			
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-)		0	
3	Add lines 1 and 2		0	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		0	
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	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 2018 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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		X
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
4a 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 <i>General Instruction T</i>		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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ PA		
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 <i>General Instruction G</i> ? 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 2017 or the tax year beginning in 2017? See the 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

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	Yes	No
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		X
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	X	
13		X	
14	The books are in care of ▶ ARKEMA INC (MANAGEMENT) Telephone no ▶ 610-205-7000		
14	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		
15			
16	At any time during calendar year 2017, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	Yes	No
16			X

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.

1a	During the year, did the foundation (either directly or indirectly)	Yes	No
(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. Organizations relying on a current notice regarding disaster assistance, check here ▶		
1b		N/A	
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 2017?		X
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ▶ 20____, 20____, 20____, 20____	☐ Yes	☒ No
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.)		X
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 2017 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 2017.)		
3b		N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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 2017?		X
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** ☐ ☒ X

Organizations relying on a current notice regarding disaster assistance, check here ☐ ☒ X

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 **6b** ☐ ☒ X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870 **7b** ☐ ☒ X

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? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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	TRUSTEE	0		
RYAN DIRKX 900 FIRST AVENUE KING OF PRUSSIA, PA 19406	TRUSTEE	0		
CHRISTOPHER GIANGRASSO 900 FIRST AVENUE KING OF PRUSSIA, PA 19406	TRUSTEE	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 ☐

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		

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		

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		
3	All other program-related investments. See instructions.	

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	214,838
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	214,838
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	214,838
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	3,223
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	211,615
6	Minimum investment return. Enter 5% of line 5	6	10,581

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

1	Minimum investment return from Part X, line 6	1	10,581
2a	Tax on investment income for 2017 from Part VI, line 5	2a	
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,581
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10,581
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	10,581

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	256,392
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	256,392
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	256,392

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				10,581
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012	261,240			
b From 2013	318,553			
c From 2014	314,877			
d From 2015	251,716			
e From 2016	230,645			
f Total of lines 3a through e	1,377,031			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 256,392				
a Applied to 2016, 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 2017 distributable amount				10,581
e Remaining amount distributed out of corpus	245,811			
5 Excess distributions carryover applied to 2017 (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	1,622,842			
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				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
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 2012 not applied on line 5 or line 7 (see instructions)	261,240			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,361,602			
10 Analysis of line 9				
a Excess from 2013	318,553			
b Excess from 2014	314,877			
c Excess from 2015	251,716			
d Excess from 2016	230,645			
e Excess from 2017	245,811			

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 <i>Paid during the year</i> SEE STATEMENT 5				258,722
Total				3a 258,722
b <i>Approved for future payment</i> SEE STATEMENT 6				293,900
Total				3b 293,900

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

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)					

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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	1
	(2) Other assets	1
b	Other transactions	
	(1) Sales of assets to a noncharitable exempt organization	1
	(2) Purchases of assets from a noncharitable exempt organization	1
	(3) Rental of facilities, equipment, or other assets	1
	(4) Reimbursement arrangements	1
	(5) Loans or loan guarantees	1
	(6) Performance of services or membership or fundraising solicitations	1
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	
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.	

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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: [Handwritten Signature] Date: 4/5/18 Title: Trustee

May the IRS discuss this return with the preparer shown below? See instructions ☐ Yes ☒ No

Paid Preparer Use Only	Pnn/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Part I, Line 11 (990-PF) - Other Income

		4,150	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Reimbursement from National Merit Scholarship	4,150		

Part I, Line 18 (990-PF) - Taxes

		15	15	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE FILING FEE	15	15		

Part I, Line 23 (990-PF) - Other Expenses

		3,533	3,533	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MONTHLY BANK FEES	1,283	1,283		
2	NATIONAL MERIT PER SCHOLARSHIP FEE	2,250	2,250		

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

0000000000												
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	RICHARD ROWE	X	900 FIRST AVENUE	KING OF PRUSSIA	PA	19406		TRUSTEE		0		
2	RYAN DIRKX	X	900 FIRST AVENUE	KING OF PRUSSIA	PA	19406		TRUSTEE		0		
3	CHRISTOPHER GIANGRASSO	X	900 FIRST AVENUE	KING OF PRUSSIA	PA	19406		TRUSTEE		0		

ARKEMA, INC FOUNDATION
2017 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Name	Location	Amount	Description	Relationship to Foundation
ABIGAIL MARYAG	Humble, TX	\$ 500.00	Science Teacher Program Participant	None
ALDEN ELEMENTARY SCHOOL	Alden, MN	\$ 500.00	Science Teacher Program School	None
AMALIA TORRES	Houston, TX	\$ 500.00	Science Teacher Program Participant	None
AMANDA KAPPE	Philadelphia, PA	\$ 500.00	Science Teacher Program Participant	None
AMELIA ELEMENTARY	Beaumont, TX	\$ 500.00	Science Teacher Program School	None
AMY CLONINGER	Conesus, NY	\$ 500.00	Science Teacher Program Participant	None
ANDRIA THOMPSON	Paducah, KY	\$ 500.00	Science Teacher Program Participant	None
ANGIE AVERY	Bloomington, MN	\$ 500.00	Science Teacher Program Participant	None
APRIL KRAFT DULEY	Louisville, KY	\$ 500.00	Science Teacher Program Participant	None
AREKMA INC	Houston, TX	\$ 2,961.02	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Crosby, TX	\$ 3,250.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Houston, TX	\$ 153.19	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Beaumont, TX	\$ 250.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	King of Prussia, PA	\$ 500.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Calvary City, KY	\$ 1,750.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Hahnville, LA	\$ 1,750.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Kansas City, MO	\$ 1,913.14	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Louisville, KY	\$ 2,250.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Memphis, TN	\$ 3,063.43	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Pasadena, TX	\$ 3,250.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Axis, AL	\$ 3,250.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Pittsford, NY	\$ 3,250.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC	Bloomington, MN	\$ 3,750.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
AREKMA INC		\$ 13,000.00	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
ASHLEY BERKES	Rochester, NY	\$ 500.00	Science Teacher Program Participant	None
ASHLEY KEILERS	Pasadena, TX	\$ 500.00	Science Teacher Program Participant	None
BETHANY LYLES	Benton, KY	\$ 500.00	Science Teacher Program Participant	None
BRANDEIS ELEMENTARY SCHOOL	Louisville, KY	\$ 500.00	Science Teacher Program School	None
BRENDA WILLIAMS	Beaumont, TX	\$ 500.00	Science Teacher Program Participant	None
BRIARCLIFF ELEMENTARY SCHOOL	Kansas City, MO	\$ 500.00	Science Teacher Program School	None
CAITLIN ZOOK	Reading, PA	\$ 500.00	Science Teacher Program Participant	None
CAROL THOMPSON	Lea, MN	\$ 500.00	Science Teacher Program Participant	None
CATHERINE WALLACE	Beaumont, TX	\$ 500.00	Science Teacher Program Participant	None
CAYUGA ELEMENTARY	Philadelphia, PA	\$ 500.00	Science Teacher Program Participant	None
CENTRAL ELEMENTARY (GRAVES COUNTY)	Mayfield, KY	\$ 500.00	Science Teacher Program School	None
CENTRAL ELEMENTARY (MARSHALL COUNTY)	Benton, KY	\$ 500.00	Science Teacher Program School	None
CHATHAM ELEMENTARY	Chatham, VA	\$ 500.00	Science Teacher Program School	None
CHELSEA KAY	Philadelphia, PA	\$ 500.00	Science Teacher Program Participant	None
CHELSEA LAFONT	Westwego, LA	\$ 500.00	Science Teacher Program Participant	None
CHELSEA VANROEKE	Owatona, MN	\$ 500.00	Science Teacher Program Participant	None
Christina Fusig	Humble, TX	\$ 500.00	Science Teacher Program Participant	None
CLOVERLEAF ELEMENTARY	Houston, TX	\$ 500.00	Science Teacher Program School	None
CRISTO REY PHILADELPHIA HIGH SCHOOL	Philadelphia, PA	\$ 15,000.00	Work /School program - Nataya Fuller, Aaron Barksdale, Jarrod Murray, Kevin Riddick	None
CRISTO REY PHILADELPHIA HIGH SCHOOL	Philadelphia, PA	\$ 17,500.00	Work /School program - Nataya Fuller, Aaron Barksdale, Jarrod Murray, Kevin Riddick	None
Crosby Elementary	Crosby, TX	\$ 500.00	Science Teacher Program School	None
CRYSTAL BURKETT TAGUDAR	Mobile, AL	\$ 500.00	Science Teacher Program Participant	None

ARKEMA, INC FOUNDATION
2017 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Name	Location	Amount	Description	Relationship to Foundation
DANIEL K WILLIAMS	West Chester, PA	\$ 500 00	Science Teacher Program Participant	None
DANIELLE MARTIN	Memphis, TN	\$ 500 00	Science Teacher Program Participant	None
DEANNA HUMMEL	Reading, PA	\$ 500 00	Science Teacher Program Participant	None
DEBBIE MCCULLY	Benton, KY	\$ 500 00	Science Teacher Program Participant	None
DONNA REYES	Hahnville, LA	\$ 500 00	Science Teacher Program Participant	None
DR ETHEL ALLEN PROMISE ACADEMY	Philadelphia, PA	\$ 500 00	Science Teacher Program School	None
Drew Intermediate	Crosby, TX	\$ 500 00	Science Teacher Program School	None
Drexel University	Philadelphia, PA	\$ 750 00	Support for Drexel University's Materials Science & Engineering Day	None
Drexel University	Philadelphia, PA	\$ 1,000 00	Support for Drexel University's Materials Science & Engineering Day	None
EA HARROLD ELEMENTARY	Millington, TN	\$ 500 00	Science Teacher Program Participant	None
EDREAUANNA R FOWLER	Port Arthur, TX	\$ 500 00	Science Teacher Program School	None
ELEANOR COPE ELEMENTARY	Philadelphia, PA	\$ 500 00	Science Teacher Program Participant	None
ELIZABETH TILFORD	Paducah, KY	\$ 500 00	Science Teacher Program Participant	None
ETHEL SCHOEFFNER	Destrehan, LA	\$ 500 00	Science Teacher Program School	None
F A BREGY ELEMENTARY SCHOOL	Philadelphia, PA	\$ 500 00	Science Teacher Program Participant	None
FRANKLIN MIMS	Geneseo, NY	\$ 500 00	Science Teacher Program School	None
GENESSEE COUNTRY CHRISTIAN SCHOOL	Geneseo, NY	\$ 500 00	Science Teacher Program School	None
GENESOO CENTRAL SCHOOL	Reading, PA	\$ 500 00	Science Teacher Program School	None
GLENSIDE ELEMENTARY	Beaumont, TX	\$ 500 00	Science Teacher Program School	None
GUESS ELEMENTARY	Beaumont, TX	\$ 500 00	Science Teacher Program Participant	None
HAMSHIRE FANNETT ELEMENTARY	Beaumont, TX	\$ 500 00	Science Teacher Program Participant	None
HAYLEY TOUCHETT	Rochester, NY	\$ 500 00	Science Teacher Program School	None
HEATHER HABBERFIELD	Philadelphia, PA	\$ 500 00	Science Teacher Program School	None
HORATIO B HACKETT SCHOOL	Rockledge, PA	\$ 500 00	Science Teacher Program Participant	None
JAIME BREYER	Philadelphia, PA	\$ 500 00	Science Teacher Program Participant	None
JAMIE PIOTROWICZ	Crosby, TX	\$ 500 00	Science Teacher Program Participant	None
Javier Velazquez	Downingtown, PA	\$ 500 00	Science Teacher Program Participant	None
JENNIFER BELL	New Orleans, LA	\$ 500 00	Science Teacher Program Participant	None
JENNIFER HARRIS	Philadelphia, PA	\$ 500 00	Science Teacher Program Participant	None
JENNIFER POUR	Louisville, KY	\$ 500 00	Science Teacher Program Participant	None
JESSICA WILSON	Parkville, MO	\$ 500 00	Science Teacher Program Participant	None
JILL MESA	Liberty, TX	\$ 500 00	Science Teacher Program Participant	None
Johanna Todd	Louisville, KY	\$ 500 00	Science Teacher Program Participant	None
JOHN BOWDER	East Norriton, PA	\$ 500 00	Science Teacher Program Participant	None
JUANITA JONES	Kenner, LA	\$ 500 00	Science Teacher Program Participant	None
JULIE ARBO	Reading, PA	\$ 500 00	Science Teacher Program Participant	None
KAITLYNN GIRARD	Philadelphia, PA	\$ 500 00	Science Teacher Program Participant	None
KAREN S OHARA	St Rose, LA	\$ 500 00	Science Teacher Program Participant	None
KATIE YOUNG	Louisville, KY	\$ 500 00	Science Teacher Program Participant	None
KEELY COWEN	Benton, KY	\$ 500 00	Science Teacher Program Participant	None
KELLY CHILES	Metairie, LA	\$ 500 00	Science Teacher Program School	None
KENNER DISCOVERY HEALTH SCIENCES ACADEMY	Secane, PA	\$ 500 00	Science Teacher Program Participant	None
KIMBERLY SWEENEY	Citronelle, AL	\$ 500 00	Science Teacher Program Participant	None
KIMBERLY TEMPLETON		\$ 500 00	Science Teacher Program Participant	None
KRISTIN SPICER	Willow Grove, PA	\$ 500 00	Science Teacher Program Participant	None
LATONIA BELL	Reading, PA	\$ 500 00	Science Teacher Program Participant	None
LAUERS PARK ELEMENTARY		\$ 500 00	Science Teacher Program School	None

ARKEMA, INC FOUNDATION
2017 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Name	Location	Amount	Description	Relationship to Foundation
Lauren Wilson	Crosby, TX	\$ 500 00	Science Teacher Program Participant	None
LISA PARKER	Wynotite, PA	\$ 500 00	Science Teacher Program Participant	None
LORI NORMAN	Port Arthur, TX	\$ 500 00	Science Teacher Program Participant	None
MAE SMYTHE ELEMENTARY	Pasadena, TX	\$ 500 00	Science Teacher Program School	None
MARIA ACEVADO	Houston, TX	\$ 500 00	Science Teacher Program Participant	None
MARY JO WIMSATT	Louisville, KY	\$ 500 00	Science Teacher Program Participant	None
MATTHEW YOUNG	Avon, NY	\$ 500 00	Science Teacher Program Participant	None
MCDavid JONES ELEMENTARY SCHOOL	Citronelle, AL	\$ 500 00	Science Teacher Program School	None
MEGAN DUKES	Houston, TX	\$ 500 00	Science Teacher Program Participant	None
MILL CREEK ELEMENTARY SCHOOL	Louisville, KY	\$ 500 00	Science Teacher Program School	None
MISTY PIERSON	Beaumont, TX	\$ 500 00	Science Teacher Program Participant	None
MORGAN NOBLES	Wilmer, AL	\$ 500 00	Science Teacher Program Participant	None
NATIONAL MERIT SCHOLARSHIP CORP	Evanston, IL	\$ 500 00	Science Teacher Program Participant	None
Eric Decourcy	Houston, TX	\$ 4,000 00	National Merit Scholarship Program	None
David Kahn	Eagleville, PA	\$ 4,000 00	National Merit Scholarship Program	None
Esha Butala	Eagleville, PA	\$ 4,000 00	National Merit Scholarship Program	None
Samuel Messer	Media, PA	\$ 4,000 00	National Merit Scholarship Program	None
Riya Mehta	New Berlin, WI	\$ 4,000 00	National Merit Scholarship Program	None
Daniel Mylott	Aurora, OH	\$ 4,000 00	National Merit Scholarship Program	None
Eileen Ge	Audobon, PA	\$ 4,000 00	National Merit Scholarship Program	None
Katherine Helmich	West Chester, PA	\$ 4,000 00	National Merit Scholarship Program	None
Shannon McFallis	West Chester, PA	\$ 4,000 00	National Merit Scholarship Program	None
Walker Bristol	Rock Hill, SC	\$ 4,000 00	National Merit Scholarship Program	None
Marrisa Lizins	Honey Brook, PA	\$ 4,000 00	National Merit Scholarship Program	None
Whitney Miller	Glenmoore, PA	\$ 4,000 00	National Merit Scholarship Program	None
Joshua Parsons	Alto, MI	\$ 4,000 00	National Merit Scholarship Program	None
Olivia Brody-Bizar	Wynnewood, PA	\$ 4,000 00	National Merit Scholarship Program	None
Anna Moreale	Swarthmore, PA	\$ 4,000 00	National Merit Scholarship Program	None
ORCHARD ELEMENTARY SCHOOL	Mobile, AL	\$ 500 00	Science Teacher Program School	None
R J VIAL ELEMENTARY	Paradis, LA	\$ 500 00	Science Teacher Program School	None
RACHAEL BROAD	Reading, PA	\$ 500 00	Science Teacher Program Participant	None
RACHAEL MICHAEL	Kansas City, MO	\$ 500 00	Science Teacher Program Participant	None
RAQUEL SNYDER	Millington, TN	\$ 500 00	Science Teacher Program Participant	None
REIDLAND MIDDLE SCHOOL	Paducah, KY	\$ 500 00	Science Teacher Program School	None
RENEE HARRIS	Geismar, LA	\$ 500 00	Science Teacher Program Participant	None
ROBERT E LEE ELEMENTARY	Port Arthur, TX	\$ 500 00	Science Teacher Program School	None
ROBERT ROBERTS	Barlett, TN	\$ 500 00	Science Teacher Program Participant	None
RODONDRIA BRADLEY	Beaumont, TX	\$ 500 00	Science Teacher Program Participant	None
ROOSEVELT PERRY ELEMENTARY SCHOOL	Louisville, KY	\$ 500 00	Science Teacher Program School	None
SARAH ARNOLD	Philadelphia, PA	\$ 500 00	Science Teacher Program Participant	None
SARTOMER	Chatham, VA	\$ 2,130 88	Science Teacher Program Host Reimbursement (Science Kits, Meals, Lab Coats, Supplies, etc)	None
SHARI WILLIS	Pearland, TX	\$ 500 00	Science Teacher Program Participant	None
SHELLY SIPLE	Alden, MN	\$ 500 00	Science Teacher Program Participant	None
SOCIETY OF PLASTICS ENGINEERS	Philadelphia, PA	\$ 500 00	Sponsorship of SPE's Annual Plastics Fair	None
SOUTHWARK ELEMENTARY SCHOOL	Philadelphia, PA	\$ 500 00	Science Teacher Program School	None
ST MARGARET SCHOOL	Reading, PA	\$ 500 00	Science Teacher Program School	None

ARKEMA, INC. FOUNDATION
2017 RETURN OF PRIVATE FOUNDATION - FORM 990-PF
CONTRIBUTIONS PAID

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

Name	Location	Amount	Description	Relationship to Foundation
STEPHANIE NEWGAARD	Saratand, AL	\$ 500 00	Science Teacher Program Participant	None
SUSAN BECK	Douglasville, PA	\$ 500 00	Science Teacher Program Participant	None
SUSAN BRENNAN	Norristown, PA	\$ 500 00	Science Teacher Program Participant	None
SYREETA THOMAS	Philadelphia, PA	\$ 500 00	Science Teacher Program Participant	None
THERESA SCHAEFFER	Reading, PA	\$ 500 00	Science Teacher Program Participant	None
TIERA MEANS	Southaven, MS	\$ 500 00	Science Teacher Program Participant	None
TIFFANY WILLIAMS	Mayfield, KY	\$ 500 00	Science Teacher Program Participant	None
TRACI CARTER	Beaumont, TX	\$ 500 00	Science Teacher Program Participant	None
TURNER ELEMENTARY	Pasadena, TX	\$ 500 00	Science Teacher Program School	None
UNIVERSAL BLUFORD CHARTER SCHOOL	Philadelphia, PA	\$ 500 00	Science Teacher Program School	None
VELVA FOSTER	West Chester, PA	\$ 500 00	Science Teacher Program Participant	None
WENDY BRADNER	Callands VA	\$ 500 00	Science Teacher Program Participant	None
WEST CHESTER AREA CENTER	West Chester, PA	\$ 500 00	Science Teacher Program School	None
WESTSIDE ELEMENTARY	Memphis, TN	\$ 500 00	Science Teacher Program School	None
WILLOW CREEK INTERMEDIATE SCHOOL	Owatonna, MN	\$ 500 00	Science Teacher Program School	None
EDUCATION		\$ 199,721 66		
KPVFC 9 11 MEMORIAL	King of Prussia, PA	\$ 250 00		None
VALLEY FORGE TCB REVOLUTIONARY RUN	Valley Forge, PA	\$ 1,000 00		None
BARNES FOUNDATION	Philadelphia, PA	\$ 1,250 00		None
PICC	Philadelphia PA	\$ 500 00		None
CIVIC & CULTURAL		\$ 3,000 00		
ACS DIVISION OF POLYMER CHEMISTRY INC	Blacksburg, VA	\$ 1,000 00		None
THE FRANKLIN INSTITUTE	Philadelphia PA	\$ 10,000 00		None
OTHER		\$ 11,000 00		
UW OF PHILADELPHIA AND SOUTHERN NEW JERSEY	Philadelphia PA	\$ 45,000 00		None
UNITED WAY		\$ 45,000 00		
GRAND TOTAL per BOOKS		\$ 258,721 66		
THE FRANKLIN INSTITUTE	Philadelphia, PA	\$ (2,330 00)	Only 7,670 is tax deductible	
GRAND TOTAL for CHARITABLE PURPOSES		\$ 256,391 66		

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

SCIENCE TEACHER PROGRAM	\$125,000
SCHOLARSHIPS	\$66,400
UNITED WAY	\$45,000
CHRISTO REY SCHOOL	\$35,000
FRANKLIN INSTITUTE ANNUAL AWARDS	\$10,000
CHEMICAL HERITAGE FOUNDATION	\$5,000
VALLEY FORGE CVB REVOLUTIONARY RUN	\$2,000
BARNES FOUNDATION	\$1,250
CATALYSIS CLUB OF PHILADELPHIA	\$1,000
GRACE BEAN SOUP KITCHEN	\$1,000
DREXEL UNIVERSITY	\$750
AMERICAN CHEMICAL SOCIETY	\$500
KPVFC 9/11 MEMORIAL RUN	\$500
PHILADELPHIA ISRAEL CHAMBER OF COMMERCE (PICC)	\$500

TOTALS:

\$293,900

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.