

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

2949132802101 8

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ 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

, 2017, and ending

, 20

Name of foundation Arkay Foundation		A Employer identification number 77-0404924						
Number and street (or P.O. box number if mail is not delivered to street address) 127 University Ave		B Telephone number (see instructions) (510) 841-4025						
City or town, state or province, country, and ZIP or foreign postal code Berkeley CA 94710		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: <table border="0"> <tr> <td>☒ Section 501(c)(3) exempt private foundation</td> <td>☐ Other taxable private foundation</td> </tr> <tr> <td>☐ Section 4947(a)(1) nonexempt charitable trust</td> <td>☐ Other taxable private foundation</td> </tr> </table>		☒ Section 501(c)(3) exempt private foundation	☐ Other taxable private foundation	☐ Section 4947(a)(1) nonexempt charitable trust	☐ Other taxable private foundation			
☒ Section 501(c)(3) exempt private foundation	☐ Other taxable private foundation							
☐ Section 4947(a)(1) nonexempt charitable trust	☐ Other taxable private foundation							
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 25,061,979.		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)
1	Contributions, gifts, grants, etc., received (attach schedule)	0.			
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	3,201.	3,201.		
4	Dividends and interest from securities	529,767.	529,767.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-34,623.			
b	Gross sales price for all assets on line 6a 3,187,349.		L-6a Stmt		
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)				
11	Other income (attach schedule) See Stmt	19,842.	3,339.		
12	Total. Add lines 1 through 11	518,187.	536,307.		
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) L-16b Stmt	6,550.	1,637.		4,913.
c	Other professional fees (attach schedule) L-16c Stmt	316,068.	197,644.		144,381.
17	Interest				
18	Taxes (attach schedule) (see instructions) See Stmt	31,801.	27,067.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	51,655.			51,655.
22	Printing and publications				
23	Other expenses (attach schedule) See Stmt	6,911.			6,911.
24	Total operating and administrative expenses. Add lines 13 through 23	412,985.	226,348.		207,860.
25	Contributions, gifts, grants paid	1,225,000.			1,225,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,637,985.	226,348.		1,432,860.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-1,119,798.			
b	Net investment income (if negative, enter -0-)		309,959.		
c	Adjusted net income (if negative, enter -0-)				

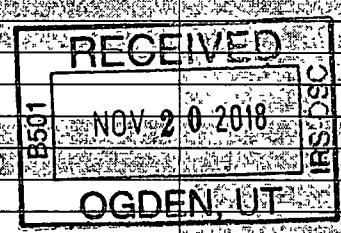
For Paperwork Reduction Act Notice, see instructions.

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REV 10/16/18 PRO

Form 990-PF (2017)

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SCANNED FEB 07 2019 Revenue

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	202,096.	300,139.	300,139.
	2 Savings and temporary cash investments	1,112,630.	1,260,164.	1,260,164.
	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	5,804.	10,924.	10,924.
	10a Investments—U.S. and state government obligations (attach schedule) L-10a Stmt	3,267,417.	3,614,036.	3,614,036.
	b Investments—corporate stock (attach schedule) L-10b Stmt	13,909,883.	15,253,749.	15,253,749.
	c Investments—corporate bonds (attach schedule) L-10c Stmt	2,833,895.	2,753,091.	2,753,091.
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) L-13 Stmt	1,684,726.	1,812,326.	1,812,326.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ L-15 Stmt)	57,085.	57,550.	57,550.
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	23,073,536.	25,061,979.	25,061,979.
	17 Accounts payable and accrued expenses	12,755.	8,832.	
	18 Grants payable			
Net Assets or Fund Balances	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)	12,755.	8,832.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	23,060,781.	25,053,147.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds			
	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)	23,060,781.	25,053,147.	
	31 Total liabilities and net assets/fund balances (see instructions)	23,073,536.	25,061,979.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	23,060,781.
2 Enter amount from Part I, line 27a	2	-1,119,798.
3 Other increases not included in line 2 (itemize) ▶ <u>Unrealized Gain on Investments</u>	3	3,112,164.
4 Add lines 1, 2, and 3	4	25,053,147.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	25,053,147.

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 Sale of Publicly Held Securities		P	various	various
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 3,187,349.	0.	3,221,972.	-34,623.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			-34,623.	
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	-34,623.	
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.

(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	1,526,869.	22,896,917.	0.066684
2015	1,114,651.	24,058,345.	0.046331
2014	1,692,630.	25,264,862.	0.066995
2013	1,325,493.	24,511,870.	0.054076
2012	1,303,386.	23,157,537.	0.056283
2 Total of line 1, column (d)		2	0.290369
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	0.058074
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4	24,016,978.
5 Multiply line 4 by line 3		5	1,394,762.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	3,100.
7 Add lines 5 and 6		7	1,397,862.
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	1,432,860.

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)		N/A	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	3,100.	
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	0.	
3	Add lines 1 and 2	3	3,100.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,100.	
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	10,924.	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	15,924.	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,824.	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax 12,824. Refunded	11		

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. ► CA		
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)

	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		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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.ArkayFoundation.org</u>	x	
14 The books are in care of ► <u>Leventhal Kline Management Inc.</u> Telephone no. ► <u>(510) 841-4123</u> Located at ► <u>127 University Avenue Berkeley CA</u> ZIP+4 ► <u>94710</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 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 ►		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.**

	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 Organizations relying on a current notice regarding disaster assistance, check here ☐	1b	x
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?	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? ☐ 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.) 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____	2b	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	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		Yes	No
(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	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, 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
David Goldschmidt 127 University Avenue Berkeley CA 94710	President/Dir 3.00	0.	0.	0.
Susan Reed Clark 127 University Avenue Berkeley CA 94710	Treasurer/Dir 2.00	0.	0.	0.
Laura Flanagan 127 University Avenue Berkeley CA 94710	Secretary/Dir 1.00	0.	0.	0.
See Statement	7.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 **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
Leventhal Kline Management Inc. 127 University Avenue Berkeley CA 94710	Management Services Accounting Services	160,404.
Baker Street Advisors 455 Market Street 23rd Floor San Francisco CA 94105	Investment Management	133,224.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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	23,048,577.
b	Average of monthly cash balances	1b	1,323,218.
c	Fair market value of all other assets (see instructions)	1c	10,924.
d	Total (add lines 1a, b, and c)	1d	24,382,719.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	24,382,719.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	365,741.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,016,978.
6	Minimum investment return. Enter 5% of line 5	6	1,200,849.

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

1	Minimum investment return from Part X, line 6	1	1,200,849.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	3,100.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	0.
c	Add lines 2a and 2b	2c	3,100.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,197,749.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,197,749.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,197,749.

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	1,432,860.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,432,860.
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	3,100.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,429,760.

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				1,197,749.
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	156,487.			
b From 2013	105,872.			
c From 2014	519,095.			
d From 2015	0.			
e From 2016	391,783.			
f Total of lines 3a through e	1,173,237			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 1,432,860.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required—see instructions)		0.		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2017 distributable amount				1,197,749.
e Remaining amount distributed out of corpus	235,111.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,408,348.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0.		
e Undistributed income for 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)	156,487.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,251,861.			
10 Analysis of line 9:				
a Excess from 2013	105,872.			
b Excess from 2014	519,095.			
c Excess from 2015	0.			
d Excess from 2016	391,783.			
e Excess from 2017	235,111.			

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

N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

- a** The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

- c** Any submission deadlines:

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

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 Attached Schedule . CA 9				1,225,000.
Total			▶ 3a	1,225,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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 None						
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			14	3,201.		
4 Dividends and interest from securities			14	529,767.		
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			18	-34,623.		0.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a Other Investment Income			16	19,842.		
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)				518,187.		0.
13 Total. Add line 12, columns (b), (d), and (e)				518,187.		0.

(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?

--	--

1a(1)	x
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1a(2)		x
-------	--	---

[illegible]

1b(1)	X
-------	---

1b(2)		X
-------	--	---

1b(3)		x
-------	--	---

1b(4)		x
-------	--	---

1b(1)		X
1b(5)		X

1b(5)		X
1b(6)		X

10(6)		x
10		x

1c		X
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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

☐ Yes ☒ No

Signature of officer or trustee _____ Date 11/12/2015 Title CFO

Print/Type preparer's name Dion L Griffin, CPA	Preparer's signature 	Date 11/12/18	Check ☐ if self-employed	PTIN P01882984
Firm's name ▶ Leventhal/Kline Management Inc.			Firm's EIN ▶ 94-3292172	
Firm's address ▶ 127 University Avenue			Phone no (510) 841-4123	

REV 10/16/18 PRO

Form 990-PF: Return of Private Foundation**Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** Continuation Statement

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Karen M. Kahn 127 University Avenue Berkeley, CA 94710	Director 1.00	0.	0.	0.
Marian Penn 127 University Avenue Berkeley, CA 94710	Director 1.00	0.	0.	0.
William H. Soskin, Esq 127 University Avenue Berkeley, CA 94710	Director 2.00	0.	0.	0.
Michael Kieschnick 127 University Avenue Berkeley, CA 94710	Director 1.00	0.	0.	0.
Harald Leventhal 127 University Avenue Berkeley, CA 94710	CFO 1.00	0.	0.	0.
Benita Kline 127 University Avenue Berkeley, CA 94710	Asst Secretary 1.00	0.	0.	0.
		0.	0.	0.

Name

Arkay Foundation

Employer Identification No

77-0404924

Asset Information:

Description of Property Sale of Publicly Held Securities
Business Code _____ Exclusion Code _____
Date Acquired various How Acquired . Purchased
Date Sold various Name of Buyer . _____
Check Box, if Buyer is a Business ☐
Sales Price. 3,187,349. Cost or other basis (do not reduce by depreciation) 3,221,972.
Sales Expense _____ Valuation Method _____
Total Gain (Loss) -34,623. Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Check Box, if Buyer is a Business ☐
Sales Price. _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Check Box, if Buyer is a Business ☐
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Check Box, if Buyer is a Business ☐
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Check Box, if Buyer is a Business ☐
Sales Price. _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Totals:

Total Gain (Loss) of all assets -34,623.
Gross Sales Price of all assets 3,187,349.
Unrelated Business Income _____ Business Code _____
Excluded by section 512, 513, 514 _____ Exclusion Code _____
Related/Exempt Function Income -34,623.

QuickZoom here to Form 990-PF, Page 1 ►

QuickZoom here to Form 990-PF, Page 12 ►

Name Arkay Foundation	Employer Identification No 77-0404924
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Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total to Form 990-PF, Part I, Line 16a					

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Leventhal Kli	Tax Preparatio	6,550.	1,637.		4,913.
Total to Form 990-PF, Part I, Line 16b		6,550.	1,637.		4,913.

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Leventhal Kli	Foundation Man	153,854.	38,464.		115,391.
Baker Street	Investment Man	133,224.	133,224.		0.
Adam Wolpert	Board Facilita	8,990.	0.		8,990.
Democracy All	Program Suppor	20,000.	0.		20,000.
Various	Other Investme	0.	25,956.		0.
Total to Form 990-PF, Part I, Line 16c		316,068.	197,644.		144,381.

Name Arkay Foundation	Employer Identification No 77-0404924
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Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
See Attached Schedule	1,804,442.	1,804,442.	1,809,594.	1,809,594.
Tot to Fm 990-PF, Pt II, Ln 10a	1,804,442.	1,804,442.	1,809,594.	1,809,594.

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule	15,253,749.	15,253,749.
Totals to Form 990-PF, Part II, Line 10b	15,253,749.	15,253,749.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule	2,753,091.	2,753,091.
Totals to Form 990-PF, Part II, Line 10c	2,753,091.	2,753,091.

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
SF Ventures III LP	493,827.	493,827.
SF Ventures IV LP	19,298.	19,298.
Conservation Forestry Capital III LP	532,570.	532,570.
See L-13 Stmt	766,631.	766,631.
Totals to Form 990-PF, Part II, Line 13	1,812,326.	1,812,326.

Additional information from your 2017 Federal Exempt Tax Return

Form 990-PF Part II Line 10, 12 and 13 Investments

L-13 Stmt

Continuation Statement

Line 13 Description	Line 13 Book	Line 13 FMV
MicroVest Short Duration Fund LP	553,824.	553,824.
American Tower 135 Shares	19,260.	19,260.
Basic Energy Services 23 Warrants	36.	36.
C&J Energy Services 24 Warrants	26.	26.
Crown Castle Intl. Co 162 Shares	17,984.	17,984.
Equity Residential 193 Shares	12,308.	12,308.
Essex Property Trust 65 Shares	15,689.	15,689.
Federal Realty Invt. 99 Shares	13,148.	13,148.
Gulfmark Offshore 24 Warrants	5.	5.
HCP Inc. 291 Shares	7,589.	7,589.
JBG Smith Properties 56 Shares	1,945.	1,945.
Kimco Realty Corp. 510 Shares	9,257.	9,257.
Prologis Inc. 291 Shares	18,772.	18,772.
Realty Income Corp. 267 Shares	15,224.	15,224.
Sabra Health Care 51 Shares	957.	957.
Simon Property Group 121 Shares	20,781.	20,781.
SL Green Realty Corp. 108 Shares	10,900.	10,900.
The Macerich Company 49 Shares	3,218.	3,218.
Tidewater Inc. 46 Warrants	49.	49.
Ventas Inc. 186 Shares	11,162.	11,162.
Vornado Realty Trust 113 Shares	8,834.	8,834.
Well Tower Inc. 189 shares	12,053.	12,053.
Weyerhaeuser Co. 386 Shares	13,610.	13,610.
Total	766,631.	766,631.

Arkay Foundation

EIN: 77-0404924

Statement 2

Form 990PF, Part VII-B, Lines 1a(3) and 1a(4)

Statement Regarding Activities for Which Form 4720 May Be Required

Harald Leventhal and Benita Kline, as individuals, did not receive any compensation for serving as officers (but not directors) of the Foundation. However, they are the principals of Leventhal Kline Management Inc., which provides a full range of management services to the Foundation, including accounting, general administrative support, tax preparation, and grant management and administration. The Foundation's directors approved payment of \$160,404 to Leventhal Kline Management Inc. for services during 2017.