

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

2012

Department of the Treasury
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE ARCA FOUNDATION C/O PNC BANK, N.A. - AGENT		A Employer identification number 13-2751798
Number and street (or P.O. box number if mail is not delivered to street address) 1600 MARKET ST. -HAWTHORN, 29TH FL.	Room/suite	B Telephone number 215.585.4419
City or town, state, and ZIP code PHILADELPHIA, PA 19103-7240		G If exemption application is pending, check here <input type="checkbox"/>
6 Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 51,687,730.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(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	28,000.		N/A	
	2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B interest on savings and temporary cash investments				
	3 Dividends and interest from securities	1,202,095.	1,202,095.		STATEMENT 1
	5a Gross rents	57,600.	57,600.		STATEMENT 2
	b Net rental income or (loss)	57,600.			
	6a Net gain or (loss) from sale of assets not on line 10	888,752.			
	b Gross sales price for all assets on line 6a	23,588,855.			
	7 Capital gain net income (from Part IV, line 2)		888,752.		
	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)					
11 Other income	3,211,451.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	5,387,898.	2,148,447.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	25,000.	0.		25,000.
	14 Other employee salaries and wages	278,375.	0.		278,375.
	15 Pension plans, employee benefits	10,470.	0.		10,470.
	16a Legal fees	STMT 4 15,365.	0.		15,365.
	b Accounting fees	STMT 5 17,661.	0.		17,661.
	c Other professional fees	STMT 6 100,579.	97,654.		2,925.
	17 Interest				
	18 Taxes	STMT 7 144,053.	0.		38,797.
	19 Depreciation and depletion	59,898.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	42,958.	0.		42,958.
	22 Printing and publications				
	23 Other expenses	STMT 8 80,984.	0.		80,984.
	24 Total operating and administrative expenses. Add lines 13 through 23	775,343.	97,654.		512,535.
	25 Contributions, gifts, grants paid	2,183,650.			2,183,650.
26 Total expenses and disbursements. Add lines 24 and 25	2,958,993.	97,654.		2,696,185.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,428,905.				
b Net investment income (if negative, enter -0-)		2,050,793.			
c Adjusted net income (if negative, enter -0-)			N/A		

THE ARCA FOUNDATION
C/O PNC BANK, N.A. - AGENT

13-2751798 Page 2

Form 990-PF (2012)

Part II. Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only.	Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
		295,971.	549,676.	549,676.	
		1,694,429.	1,726,536.	1,726,536.	
3	Accounts receivable ▶ 39,196.				
	Less: allowance for doubtful accounts ▶	45,145.	39,196.	39,196.	
4	Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges	9,355.	5,502.	5,502.	
10a	Investments - U.S. and state government obligations STMT 9	7,885,111.	9,643,730.	9,643,730.	
b	Investments - corporate stock STMT 10	30,563,393.	32,363,886.	32,363,886.	
c	Investments - corporate bonds STMT 11	6,684,929.	5,406,837.	5,406,837.	
11	Investments - land, buildings, and equipment basis ▶ 2,291,025.				
	Less: accumulated depreciation ▶ 668,539.	1,653,139.	1,622,486.	1,622,486.	
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶ STATEMENT 12)	90,301.	329,881.	329,881.	
16	Total assets (to be completed by all filers)	48,921,773.	51,687,730.	51,687,730.	
17	Accounts payable and accrued expenses	37,634.	37,387.		
18	Grants payable	205,000.			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable				
22	Other liabilities (describe ▶ STATEMENT 13)	94,349.	636,648.		
23	Total liabilities (add lines 17 through 22)	336,983.	674,035.		
24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
26	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
27	Capital stock, trust principal, or current funds	48,584,790.	51,013,695.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	48,584,790.	51,013,695.		
31	Total liabilities and net assets/fund balances	48,921,773.	51,687,730.		

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	48,584,790.
2	Enter amount from Part I, line 27a	2	2,428,905.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	51,013,695.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,013,695.

Form 990-PF (2012)

229511
12-05-12

THE ARCA FOUNDATION

Form 990-PF (2012)

C/O PNC BANK, N.A. - AGENT

13-2751798

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE ATTACHED - 7759131		P	VARIOUS	VARIOUS
1b SEE SCHEDULE ATTACHED - 7759131		P	VARIOUS	VARIOUS
1c SEE SCHEDULE ATTACHED - 7759131		P	VARIOUS	VARIOUS
1d				
1e				
(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 9,641,555.		9,867,352.	<225,797.>	
b 13,946,934.		12,832,751.	1,114,183.	
c 366.			366.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			<225,797.>	
b			1,114,183.	
c			366.	
d				
e				
2 Capital gain net income or (net capital loss)		2		888,752.
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). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,710,251.	48,619,883.	.055744
2010	2,622,299.	45,639,410.	.057457
2009	2,458,446.	40,865,766.	.060159
2008	3,447,189.	50,722,190.	.067962
2007	4,190,533.	60,752,813.	.068977
2 Total of line 1, column (d)			.310299
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			.062060
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		48,489,106.	
5 Multiply line 4 by line 3			3,009,234.
6 Enter 1% of net investment income (1% of Part I, line 27b)			20,508.
7 Add lines 5 and 6			3,029,742.
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.			2,696,185.

THE ARCA FOUNDATION

Form 990-PF (2012)

C/O PNC BANK, N.A. - AGENT

13-2751798

Page 4

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	41,016.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	41,016.
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	41,016.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	39,821.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	23,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	62,821.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	21,805.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 21,805. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

Form 990-PF (2012)

223531
12-05-12

THE ARCA FOUNDATION
C/O PNC BANK, N.A. - AGENT

Form 990-PF (2012)

13-2751798

Page 5

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)			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 ► WWW.ARCAFUNDATION.ORG	X		
14	The books are in care of ► PNC BANK, N.A. - AGENT Telephone no. ► 215.585.4419 Located at ► 1600 MARKET ST. - HAWTHORN, 29TH FL., PHILA., PA ZIP+4 ► 19103-7240			
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		N/A
16	At any time during calendar year 2012, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country		Yes	No 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years: _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

223541
12-05-12

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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 14		50,740.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
ANNA LEFER KUHN, 1308 19TH ST., NW, WASHINGTON, DC 20036	EXECUTIVE DIRECTOR 40.00	130,000.	6,500.	0.
REBECCA FREEDMAN, 1308 19TH ST., NW, WASHINGTON, DE 20036	GRANTS OFFICER 40.00	55,000.	3,970.	0.

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

THE ARCA FOUNDATION

Form 990-PF (2012)

C/O PNC BANK, N.A. - AGENT

13-2751798

Page 7

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PNC BANK, N.A. - AGENT ONE EAST PRATT STREET, BALTIMORE, MD 21202	INVESTMENT MGMT.	97,654.

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 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	48,813,540.
b	Average of monthly cash balances	1b	413,979.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	49,227,519.
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	49,227,519.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	738,413.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,489,106.
6	Minimum investment return. Enter 5% of line 5	6	2,424,455.

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	2,424,455.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	41,016.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	41,016.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,383,439.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,383,439.
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 XII, line 1	7	2,383,439.

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	2,696,185.
b	Program-related investments - total from Part IX-B	1b	0.
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	2,696,185.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,696,185.

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.

THE ARCA FOUNDATION

Form 990-PF (2012)

C/O PNC BANK, N.A. - AGENT

13-2751798

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,383,439.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,228,924.			
b From 2008	946,037.			
c From 2009	437,098.			
d From 2010	398,233.			
e From 2011	354,875.			
f Total of lines 3a through e	3,365,167.			
4 Qualifying distributions for 2012 from Part XI, line 4: ▶ \$	2,696,185.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,383,439.
e Remaining amount distributed out of corpus	312,746.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,677,913.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,228,924.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,448,989.			
10 Analysis of line 9:				
a Excess from 2008	946,037.			
b Excess from 2009	437,098.			
c Excess from 2010	398,233.			
d Excess from 2011	354,875.			
e Excess from 2012	312,746.			

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Form 990-PF (2012)

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling _____
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
**EXECUTIVE DIRECTOR, 202.822.9193
 1308 19TH STREET NW, WASHINGTON, DC 20036**

b The form in which applications should be submitted and information and materials they should include:
SEE "HOW TO APPLY" INFORMATION FROM FOUNDATION'S WEBSITE ATTACHED

c Any submission deadlines:
SEE "HOW TO APPLY" INFORMATION FROM FOUNDATION'S WEBSITE ATTACHED

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE "HOW TO APPLY" INFORMATION FROM FOUNDATION'S WEBSITE ATTACHED

THE ARCA FOUNDATION

Form 990-PF (2012)

C/O PNC BANK, N.A. - AGENT

13-2751798 Page 11

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PER LIST OF GRANTEEES ATTACHED	NONE	NONE	SEE ATTACHED	2,158,250.
INSTITUTE FOR POLICY STUDIES 1112 16TH STREET NW, SUITE 600 WASHINGTON, DC 20036	NONE	NONE	GENERAL SUPPORT	2,000.
NONVIOLENCE INTERNATIONAL 4000 ALBEMARLE STREET NW, SUITE 401 WASHINGTON, DC 20016	NONE	NONE	GENERAL SUPPORT	2,200.
ALLIANCE FOR A JUST SOCIETY 3518 S. EDMUNDS STREET SEATTLE, WA 98118	NONE	NONE	GENERAL SUPPORT	3,000.
BEND THE ARC: A JEWISH PARTNERSHIP FOR JUSTICE 330 7TH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE	NONE	GENERAL SUPPORT	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,183,650.
b Approved for future payment				
NONE				
Total ▶ 3b				
				0.

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

- | | Yes | No |
|--|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | | X |
| (2) Other assets | | X |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

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

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

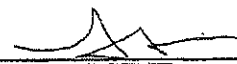
b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee: _____ Date: _____ Title: _____

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ARTHUR S. AU, EA VP		11/3/2013		P00751564
	Firm's name ▶ PNC BANK, N.A. - AGENT	Firm's EIN ▶ 22-1146430			
Firm's address ▶ 1600 MARKET ST., -HAWTHORN, 29TH FL. PHILADELPHIA, PA 19103-7240				Phone no. 215.585.4419	

THE ARCA FOUNDATION
 C/O PNC BANK, N.A. - AGENT

13-2751798

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
LEADERSHIP CENTER FOR THE COMMON GOOD 11 DUPONT CIRCLE, SUITE 240 WASHINGTON, DC 20036	NONE	NONE	GENERAL SUPPORT	2,000.
THE BRENN FOUNDATION 4629 30TH STREET NW WASHINGTON, DC 20008	NONE	NONE	GENERAL SUPPORT	10,200.
MOVEMENT STRATEGY CENTER 436 14TH STREET, 5TH FLOOR OAKLAND, CA 94612	NONE	NONE	GENERAL SUPPORT	5,000.
Total from continuation sheets				17,200.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	684,820.	0.	684,820.
INTEREST	517,275.	0.	517,275.
TOTAL TO FM 990-PF, PART I, LN 4	1,202,095.	0.	1,202,095.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
OFFICE SPACE, 1308 19TH ST., NW, WASHINGTON, DC 20036	1	57,600.
TOTAL TO FORM 990-PF, PART I, LINE 5A		57,600.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
UNREALIZED GAINS (LOSSES) ON INVESTMENTS	3,211,263.	0.	
OTHER	188.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,211,451.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	15,365.	0.		15,365.
TO FM 990-PF, PG 1, LN 16A	15,365.	0.		15,365.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING AND ACCOUNTING FEES	17,661.	0.		17,661.
TO FORM 990-PF, PG 1, LN 16B	17,661.	0.		17,661.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES - SEE PART VIII	97,654.	97,654.		0.
CONSULTANTS/TEMPORARIES	2,925.	0.		2,925.
TO FORM 990-PF, PG 1, LN 16C	100,579.	97,654.		2,925.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	105,256.	0.		0.
PROPERTY TAXES	23,175.	0.		23,175.
PAYROLL TAXES	15,622.	0.		15,622.
TO FORM 990-PF, PG 1, LN 18	144,053.	0.		38,797.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS AND MAINTENANCE	23,173.	0.		23,173.
MISCELLANEOUS EXPENSES	15,002.	0.		15,002.
UTILITIES	9,540.	0.		9,540.
INSURANCE	14,243.	0.		14,243.
DUES AND POSTAGE	2,082.	0.		2,082.
FURNITURE AND EQUIPMENT RENTAL	7,616.	0.		7,616.
OFFICE SUPPLIES AND EXPENSES	1,871.	0.		1,871.
TELEPHONE	7,457.	0.		7,457.
TO FORM 990-PF, PG 1, LN 23	80,984.	0.		80,984.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY BONDS AND NOTES	X		6,345,240.	6,345,240.
U.S. AGENCY BONDS	X		3,256,290.	3,256,290.
FEDERALLY TAXABLE MUNICIPAL BONDS		X	42,200.	42,200.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,601,530.	9,601,530.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			42,200.	42,200.
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,643,730.	9,643,730.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	16,594,117.	16,594,117.
ETF - EQUITY	14,784,771.	14,784,771.
MUTUAL FUNDS - EQUITY	984,998.	984,998.
TOTAL TO FORM 990-PF, PART II, LINE 10B	32,363,886.	32,363,886.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		5,406,837.	5,406,837.
TOTAL TO FORM 990-PF, PART II, LINE 10C		5,406,837.	5,406,837.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS RECEIVABLE	90,301.	329,881.	329,881.
TO FORM 990-PF, PART II, LINE 15	90,301.	329,881.	329,881.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
INVESTMENT PURCHASES PAYABLE	13,896.	491,959.	
TENANT SECURITY DEPOSIT	4,800.	4,800.	
DEFERRED FEDERAL EXCISE TAX LIABILITY	75,653.	139,889.	
TOTAL TO FORM 990-PF, PART II, LINE 22	94,349.	636,648.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS,
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NANCY R. BAGLEY 1308 19TH ST., NW WASHINGTON, DC 20036	PRESIDENT 30.00	12,870.	0.	0.
NICOLE LADMER 1308 19TH ST., NW WASHINGTON, DC 20036	VICE PRESIDENT 30.00	12,870.	0.	0.
MARY E. KING 1308 19TH ST., NW WASHINGTON, DC 20036	SECRETARY 1.00	5,000.	0.	0.
THE REV. JOSEPH ELDRIDGE 1308 19TH ST., NW WASHINGTON, DC 20036	BOARD MEMBER 1.00	5,000.	0.	0.
MIKE LUX 1308 19TH ST., NW WASHINGTON, DC 20036	BOARD MEMBER 1.00	5,000.	0.	0.
JANET SHENK 1308 19TH ST., NW WASHINGTON, DC 20036	BOARD MEMBER 1.00	5,000.	0.	0.
MARGERY TABANKIN 1308 19TH ST., NW WASHINGTON, DC 20036	BOARD MEMBER 1.00	5,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		50,740.	0.	0.