

EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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

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

Form 990-PF

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

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

Number and street (or P.O. box number if mail is not delivered to street address)
1600 MARKET ST. - HAWTHORN - TAX DEPT.

City or town, state or province, country, and ZIP or foreign postal code
PHILADELPHIA, PA 19103-7240

A Employer identification number
13-2751798

B Telephone number
215-585-5597

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
 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)
\$ 56,033,848. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify)

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	25,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,566,188.	1,566,188.		STATEMENT 1
	5a Gross rents	57,572.	57,572.		STATEMENT 2
	b Net rental income or (loss)	57,572.			
	6a Net gain or (loss) from sale of assets not on line 10	2,692,412.			
	b Gross sales price for all assets on line 6a	18,644,135.			
	7 Capital gain net income (from Part IV, line 2)		2,692,412.		
	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	<432,429.>	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	3,908,743.	4,316,172.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	27,500.	0.		27,500.
	14 Other employee salaries and wages	295,289.	0.		295,289.
	15 Pension plans, employee benefits	10,399.	0.		10,399.
	16a Legal fees	STMT 4 20,365.	0.		20,365.
	b Accounting fees	STMT 5 18,264.	0.		18,264.
	c Other professional fees	STMT 6 136,467.	130,037.		6,430.
	17 Interest				
	18 Taxes	STMT 7 229,590.	12,066.		42,524.
	19 Depreciation and depletion	53,247.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	66,788.	0.		66,788.
	22 Printing and publications				
	23 Other expenses	STMT 8 101,688.	2,921.		98,767.
	24 Total operating and administrative expenses. Add lines 13 through 23	959,597.	145,024.		586,326.
	25 Contributions, gifts, grants paid	2,661,440.			2,661,440.
26 Total expenses and disbursements. Add lines 24 and 25	3,621,037.	145,024.		3,247,766.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	287,706.				
b Net investment income (if negative, enter -0-)		4,171,148.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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
1 Cash - non-interest-bearing	146,306.	232,923.	232,923.
2 Savings and temporary cash investments	834,716.		
3 Accounts receivable ▶ 9,596.			
Less: allowance for doubtful accounts ▶	8,781.	9,596.	9,596.
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	5,430.	9,825.	9,825.
10a Investments - U.S. and state government obligations STMT 10	3,779,579.	2,582,928.	2,582,928.
b Investments - corporate stock STMT 11	31,862,459.	9,397,654.	9,397,654.
c Investments - corporate bonds STMT 12	10,837,450.	1,215,295.	1,215,295.
11 Investments - land, buildings, and equipment: basis ▶ 2,286,223.			
Less: accumulated depreciation ▶ 775,810.	1,563,660.	1,510,413.	1,510,413.
12 Investments - mortgage loans			
13 Investments - other STMT 13	6,524,145.	40,995,244.	40,995,244.
14 Land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 14)	164,936.	79,970.	79,970.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	55,727,462.	56,033,848.	56,033,848.
17 Accounts payable and accrued expenses	41,548.	33,845.	
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 15)	306,909.	162,832.	
23 Total liabilities (add lines 17 through 22)	348,457.	196,677.	
24 Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
25 Unrestricted			
26 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	55,379,005.	55,837,171.	
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	55,379,005.	55,837,171.	
31 Total liabilities and net assets/fund balances	55,727,462.	56,033,848.	

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	55,379,005.
2 Enter amount from Part I, line 27a	2	287,706.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	170,460.
4 Add lines 1, 2, and 3	4	55,837,171.
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	55,837,171.

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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 SALES OF PUBLICLY TRADED SECURITIES	P		
b LONG-TERM CAPITAL GAIN DISTRIBUTIONS	P		
c SHORT-TERM CAPITAL GAIN DISTRIBUTIONS	P		
d AUDIT ADJUSTMENT	P		
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 18,661,171.		15,951,723.	2,709,448.
b 262,907.			262,907.
c 61,071.			61,071.
d <341,014.>			<341,014.>
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(f) 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			2,709,448.
b			262,907.
c			61,071.
d			<341,014.>
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 2,692,412.

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))
2013	3,009,676.	51,107,097.	.058890
2012	2,696,185.	48,489,106.	.055604
2011	2,710,251.	48,619,883.	.055744
2010	2,622,299.	45,639,410.	.057457
2009	2,458,446.	40,865,766.	.060159

2 Total of line 1, column (d) 2 .287854

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 .057571

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 53,734,880.

5 Multiply line 4 by line 3 5 3,093,571.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 41,711.

7 Add lines 5 and 6 7 3,135,282.

8 Enter qualifying distributions from Part XII, line 4 8 3,247,766.

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.

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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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	41,711.
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	41,711.
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	41,711.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	115,033.
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	115,033.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	73,322.
11	Enter the amount of line 10 to be credited to 2015 estimated tax	11	0.

Part VII-A Statements Regarding Activities

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

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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. 215-585-5597 Located at 1600 MARKET ST. - HAWTHORN - TAX DEPT., PHILADELPH 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 2014, 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, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country	16	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
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 2014 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 2014.) 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 2014?	4b	X

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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 fall 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 Yes No

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 16		53,240.	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	130,400.	0.	0.
REBECCA FREEDMAN, 1308 19TH ST., NW, WASHINGTON, DE 20036	GRANTS OFFICER	64,375.	0.	0.

Total number of other employees paid over \$50,000 Yes No 0

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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 MANAGEMENT.	76,680.

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.

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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	54,547,082.
b Average of monthly cash balances	1b	6,096.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	54,553,178.
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	54,553,178.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	818,298.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,734,880.
6 Minimum investment return. Enter 5% of line 5	6	2,686,744.

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	2,686,744.
2a Tax on investment income for 2014 from Part VI, line 5		
	2a	41,711.
b Income tax for 2014. (This does not include the tax from Part VI.)		
	2b	
c Add lines 2a and 2b	2c	41,711.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,645,033.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,645,033.
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	2,645,033.

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	3,247,766.
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		
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 XII, line 4	4	3,247,766.
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	41,711.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,206,055.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,645,033.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	437,098.			
b From 2010	398,233.			
c From 2011	354,875.			
d From 2012	312,746.			
e From 2013	580,093.			
f Total of lines 3a through e	2,083,045.			
4 Qualifying distributions for 2014 from Part XI, line 4: ▶ \$ 3,247,766.				
a Applied to 2013, 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 2014 distributable amount				2,645,033.
e Remaining amount distributed out of corpus	602,733.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (e).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,685,778.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	437,098.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	2,248,680.			
10 Analysis of line 9:				
a Excess from 2010	398,233.			
b Excess from 2011	354,875.			
c Excess from 2012	312,746.			
d Excess from 2013	580,093.			
e Excess from 2014	602,733.			

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THE ARCA FOUNDATION

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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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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 8 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 address 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

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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				
INSTITUTE FOR POLICY STUDIES WASHINGTON, DC		PUBLIC CHARITY	SUPPORT THE FINANCIAL TRANSACTIONS TAX PROJECT & DEFENSE TRANSITION PROJECT	50,000.
PUBLIC CITIZEN FOUNDATION WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT THE WALL STREET REFORM ROUND III PROJECT	50,000.
THE ADVANCEMENT PROJECT WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT THE VOTER EDUCATION AND COMMUNICATIONS CAMPAIGN	50,000.
ECONOMIC POLICY INSTITUTE WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
PICO NATIONAL NETWORK OAKLAND, CA		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,661,440.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEW ORGANIZING INSTITUTE EDUCATION FUND WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500.
THE NATIONAL INSTITUTE NEW YORK, NY		PUBLIC CHARITY	GRANT TO SUPPORT TRAVEL SURROUNDING THE APRIL 2014 RIDENHOUR PRIZES	5,000.
THE ADVANCEMENT PROJECT WASHINGTON, DC		PUBLIC CHARITY	GRANT TO FUND THE THIRD CONVENING OF YOUTH OF COLOR FREEDOM SUMMER PROJECT	30,000.
CENTER FOR POPULAR DEMOCRACY BROOKLYN, NY		PUBLIC CHARITY	GRANT TO SUPPORT TRAVEL	5,000.
ACCE INSTITUTE LOS ANGELES, CA		PUBLIC CHARITY	GRANT TO SUPPORT TRAVEL	5,000.
THE AMERICAN PROSPECT WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	25,000.
CENTER FOR POPULAR DEMOCRACY BROOKLYN, NY		PUBLIC CHARITY	GRANT TO SUPPORT WALL STREET ACCOUNTABILITY PROJECT	100,000.
CENTER FOR WORKING FAMILIES NEW YORK, NY		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	100,000.
COLOROFCHANGE EDUCATION FUND WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	40,000.
CONSUMER WATCHDOG SANTA MONICA, CA		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
Total from continuation sheets				2,456,440.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DC VOTE WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	25,000.
DEMOS: A NETWORK FOR IDEAS & ACTION NEW YORK, NY		PUBLIC CHARITY	SUPPORT FOR DEMOS FINANCIAL REFORM WORK	75,000.
FRIENDS OF THE EARTH WASHINGTON, DC		PUBLIC CHARITY	SUPPORT FINANCIAL REFORM PROJECT	50,000.
THE FUND FOR CONSTITUTIONAL GOVERNMENT WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT TAX JUSTICE NETWORK USA FOR ITS LEADERSHIP OF FACT COALITION	75,000.
GOVERNMENT ACCOUNTABILITY PROJECT WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT CORPORATE & FINANCIAL ACCOUNTABILITY PROJECT	50,000.
LEADERSHIP CONFERENCE EDUCATION FUND, INC. WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT AMERICANS FOR FINANCIAL REFORM	100,000.
PUBLIC ACCOUNTABILITY INITIATIVE BUFFALO, NY		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	25,000.
PUBLIC CAMPAIGN WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
PUBLIC INTEREST PROJECTS WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
THE TIDES CENTER SAN FRANCISCO, CA		PUBLIC CHARITY	GRANT TO SUPPORT THE DREAM DEFENDERS	25,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BRAVE NEW FOUNDATION CULVER CITY, CA		PUBLIC CHARITY	GRANT TO SUPPORT THE "UNMANED: AMERICA'S DRONE WARS" OUTREACH & EDUCATIONAL CAMPAIGN.	25,000.
J STREET EDUCATION FUND WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	75,000.
JUST VISION, INC. WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
NATIONAL SECURITY ARCHIVE FUND WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	60,000.
NEW ORGANIZING INSTITUTE EDUCATION FUND WASHINGTON, DC		PUBLIC CHARITY	GRANT FOR SUPPORT OF "BERIM.ORG"	25,000.
THE PROJECT ON GOVERNMENT OVERSIGHT WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
TAXPAYERS FOR COMMON SENSE WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
USACTION EDUCATION FUND WASHINGTON, DC		PUBLIC CHARITY	GRANT FOR SUPPORT THE PENTAGON CANPAIGN PROJECT	40,000.
WOMEN'S ACTION FOR NEW DIRECTIONS EDUCATION FUND, INC. ARLINGTON, MA		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
US CAMPAIGN FOR BURMA WASHINGTON, DC		PUBLIC CHARITY	MATCHING GRANT FOR THE GENERAL USE OF THE ORGANIZATION	15,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FELLOWSHIP ON RECONCILIATION WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT WAGING NONVIOLENCE	25,000.
CONFLUENCE PHILANTHROPY NEW YORK, NY		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	500.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,500.
NEIGHBORHOOD FUNDERS GROUP WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000.
FUND FOR CONSTITUTIONAL GOVERNMENT WASHINGTON, DC		PUBLIC CHARITY	GRANT FOR THE PEACE AND SECURITY FUNDERS GROUP	500.
PROTEUS GRANT AMHERST, MA		PUBLIC CHARITY	GRANT FOR THE INTERNATIONAL HUMAN RIGHTS FUNDERS GROUP	500.
PUBLIC INTEREST PROJECTS WASHINGTON, DC		PUBLIC CHARITY	GRANT FOR FUNDERS COMMITTEE FOR CIVIC PARTICIPATION	15,000.
WOMEN DONORS NETWORK SAN FRANCISCO, CA		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000.
AGENDA PROJECT EDUCATION FUND WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000.
MEDICAL EDUCATION COOPERATION WITH CUBA WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CENTER FOR EFFECTIVE GOVERNMENT WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	30,000.
MOVEMENT STRATEGY CENTER WASHINGTON, DC		PUBLIC CHARITY	GRANT FOR SUPPORT OF GAMCHANGER LABS	20,000.
AMERICAN UNIVERSITY WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,000.
THE OHIO ORGANIZING COLLABORATIVE		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,000.
THE BRENN FOUNDATION		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	13,940.
RES PUBLICA, INC.		PUBLIC CHARITY	GRANT TO SUPPORT TRAVEL	3,000.
CENTER FOR POPULAR DEMOCRACY BROOKLYN, NY		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,000.
THE FRANKLIN AND ELEANOR ROOSEVELT INSTITUTE NEW YORK, NY		PUBLIC CHARITY	GENERAL USE OF THE INSTITUTE	2,000.
ACCE INSTITUTE LOS ANGELES, CA		PUBLIC CHARITY	GENERAL USE OF THE INSTITUTE	100,000.
ALLIANCE FOR A JUST SOCIETY SEATTLE, WA		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ADVANCEMENT PROJECT WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT FREEDOM-SIDE	25,000.
THE BACKBONE CAMPAIGN WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT THE OTHER 98%	40,000.
CENTER FOR ECONOMIC AND POLICY RESEARCH WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	40,000.
THE FRANKLIN AND ELEANOR ROOSEVELT INSTITUTE NEW YORK, NY		PUBLIC CHARITY	GRANT FOR SUPPORT OF THE FINANCIAL REFORM PROJECT	75,000.
CENTER FOR ARMS CONTROL AND NON-PROLIFERATION WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT THE PENTAGON BUDGET CAMPAIGN	50,000.
CENTER FOR INTERNATIONAL POLICY WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT WIN WITHOUT WAR	75,000.
INTERNATIONAL LABOR RIGHTS FORUM WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT THE PROJECT TO DEMAND LEGAL RECOURSE	30,000.
JUBILEE USA NETWORK WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
NATIONAL IRANIAN AMERICAN COUNCIL WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT THE COMPREHENSIVE & INTEGRATED APPROACHES PROJECT	50,000.
NATIONAL SECURITY INITIATIVE WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
Total from continuation sheets				

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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)				
CENTER FOR EFFECTIVE GOVERNMENT WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT THE FISCAL POLICY BUDGET PROJECT	25,000.
COURAGE CAMPAIGN INSTITUTE LOS ANGELES, CA		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION.	40,000.
ECONOMIC OPPORTUNITY INSTITUTE SEATTLE, WA		PUBLIC CHARITY	GRANT TO SUPPORT THE PAY IT FORWARD PROJECT	25,000.
NEW YORK COMMUNITIES ORGANIZING FUND, INC. BROOKLYN, NY		PUBLIC CHARITY	GRANT TO SUPPORT THE NYCORI HOUSING JUSTICE PROJECT	50,000.
PROGRESSIVECONGRESS.ORG WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
REVOLUTIONS PER MINUTE WASHINGTON, DC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	25,000.
TAKACTION MINNESOTA		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	40,000.
ALBERT EINSTEIN INSTITUTION, INC. EAST BOSTON, MA		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
INSTITUTE FOR POLICY STUDIES WASHINGTON, DC		PUBLIC CHARITY	GRANT TO SUPPORT IPS'S FERGUSON HUMAN RIGHTS DOCUMENTATION PROJECT	5,000.
REPAIRERS OF THE BREACH, INC. CHAPEL HILL, NC		PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	50,000.
Total from continuation sheets				50,000.