

Return of Private Foundation

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

2016

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

▶ 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.

For calendar year 2016 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.-Hawthorne-Tax Dept.	Room/suite	B Telephone number (215) 585-5597
City or town, state or province, country, and ZIP or foreign postal code Philadelphia, PA 19103-7240		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name 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) ▶ \$ 54,950,165.	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	40,000.		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	1,123,185.	1,123,185.		
	5a Gross rents	57,800.	57,800.		Statement 1
	b Net rental income or (loss) 57,800.				
	6a Net gain or (loss) from sale of assets not on line 10	619,056.			
	b Gross sales price for all assets on line 6a 34,714,827.				
	7 Capital gain net income (from Part IV, line 2)		619,056.		
	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	1,019.	1,019.		Statement 2	
12 Total. Add lines 1 through 11	1,841,060.	1,801,060.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	202,740.	0.		202,740.
	14 Other employee salaries and wages	36,788.	0.		36,788.
	15 Pension plans, employee benefits	99,031.	0.		99,031.
	16a Legal fees Stmt 3	20,380.	0.		20,380.
	b Accounting fees Stmt 4	23,394.	0.		23,394.
	c Other professional fees Stmt 5	104,797.	98,997.		438.
	17 Interest				
	18 Taxes Stmt 6	35,780.	0.		0.
	19 Depreciation and depletion	53,767.	8,413.		
	20 Occupancy	35,688.	17,844.		16,139.
	21 Travel, conferences, and meetings	87,651.	0.		87,651.
	22 Printing and publications	23,225.	0.		23,225.
	23 Other expenses Stmt 7	66,059.	0.		65,406.
	24 Total operating and administrative expenses. Add lines 13 through 23	789,300.	125,254.		575,192.
	25 Contributions, gifts, grants paid	2,830,218.			2,985,218.
26 Total expenses and disbursements. Add lines 24 and 25	3,619,518.	125,254.		3,560,410.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	<1,778,458.>				
b Net investment income (if negative, enter -0-)		1,675,806.			
c Adjusted net income (if negative, enter -0-)			N/A		

The ARCA Foundation
c/o PNC Bank, N.A. - Agent

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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	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		133,478.	167,932.	167,932.		
	2	Savings and temporary cash investments						
	3	Accounts receivable	31,709.					
		Less: allowance for doubtful accounts		12,471.	31,709.	31,709.		
	4	Pledges receivable	0.					
		Less: allowance for doubtful accounts		25,000.				
	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		9,306.	5,773.	5,773.		
	10a	Investments - U.S. and state government obligations	Stmt 8	3,659,494.	963,841.	963,841.		
	b	Investments - corporate stock	Stmt 9	5,454,243.	9,986,548.	9,986,548.		
	c	Investments - corporate bonds		1,710,268.				
	11	Investments - land, buildings, and equipment: basis	2,303,274.					
	Less: accumulated depreciation	879,081.	1,471,435.	1,424,193.	3,993,520.			
12	Investments - mortgage loans							
13	Investments - other	Stmt 10	39,691,980.	39,717,479.	39,717,479.			
14	Land, buildings, and equipment: basis							
	Less: accumulated depreciation							
15	Other assets (describe)	Statement 11)	64,862.	83,363.	83,363.			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		52,232,537.	52,380,838.	54,950,165.			
Liabilities	17	Accounts payable and accrued expenses		31,203.	38,109.			
	18	Grants payable		190,000.	35,000.			
	19	Deferred revenue						
	20	Loans from officers, directors, trustees, and other disqualified persons						
	21	Mortgages and other notes payable						
	22	Other liabilities (describe)	Statement 12)	59,422.	78,722.			
23	Total liabilities (add lines 17 through 22)		280,625.	151,831.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here		<input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.							
	24	Unrestricted		51,951,912.	52,229,007.			
	25	Temporarily restricted						
	26	Permanently restricted						
	Foundations that do not follow SFAS 117, check here		<input type="checkbox"/>					
	and complete lines 27 through 31.							
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		51,951,912.	52,229,007.				
31	Total liabilities and net assets/fund balances		52,232,537.	52,380,838.				

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	51,951,912.
2	Enter amount from Part I, line 27a	2	<1,778,458.>
3	Other increases not included in line 2 (itemize) Unrealized gains	3	2,055,553.
4	Add lines 1, 2, and 3	4	52,229,007.
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	52,229,007.

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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 Publicly traded securities	P		
b Merger payout	P		
c Class action settlements	P		
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 34,701,457.		34,095,771.	605,686.
b 12,878.			12,878.
c 492.			492.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			605,686.
b			12,878.
c			492.
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	619,056.
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))
2015	3,267,939.	52,148,615.	.062666
2014	3,206,055.	53,734,880.	.059664
2013	3,009,676.	51,107,097.	.058890
2012	2,696,185.	48,489,106.	.055604
2011	2,710,251.	48,619,883.	.055744

2 Total of line 1, column (d)	2	.292568
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	.058514
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	51,191,816.
5 Multiply line 4 by line 3	5	2,995,438.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,758.
7 Add lines 5 and 6	7	3,012,196.
8 Enter qualifying distributions from Part XII, line 4	8	3,560,410.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	16,758.
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	16,758.
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	16,758.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	59,067.	
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	59,067.	
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	42,309.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 42,309. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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) <input checked="" type="checkbox"/> DC, NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2016 or the taxable year beginning in 2016 (see 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?	X	
Website address ► <u>www.arcafoundation.org</u>		
14 The books are in care of ► <u>PNC Bank, N.A. - Agent</u> Telephone no. ► <u>(215) 585-5597</u>		
Located at ► <u>1600 Market St.-Hawthorne-Tax Dept., Philadelphia</u> ZIP+4 ► <u>19103-7240</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		N/A
16 At any time during calendar year 2016, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 type="checkbox"/> Yes <input checked="" 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)?		X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<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	
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 2016 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 2016.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

5b Yes No

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

6b 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 N/A

7b Yes No N/A

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 13		202,740.	73,043.	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
NONE				

Total number of other employees paid over \$50,000 Yes No N/A 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. 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	79,293.

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	
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	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	49,460,135.
b	Average of monthly cash balances	1b	186,819.
c	Fair market value of all other assets	1c	2,324,433.
d	Total (add lines 1a, b, and c)	1d	51,971,387.
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	51,971,387.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	779,571.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	51,191,816.
6	Minimum investment return. Enter 5% of line 5	6	2,559,591.

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	2,559,591.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	16,758.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,758.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,542,833.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,542,833.
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	2,542,833.

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	3,560,410.
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	3,560,410.
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	16,758.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,543,652.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,542,833.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	354,875.			
b From 2012	312,746.			
c From 2013	580,093.			
d From 2014	602,733.			
e From 2015	701,018.			
f Total of lines 3a through e	2,551,465.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	3,560,410.			
a Applied to 2015, 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 2016 distributable amount				2,542,833.
e Remaining amount distributed out of corpus	1,017,577.			
5 Excess distributions carryover applied to 2016 (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	3,569,042.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	354,875.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,214,167.			
10 Analysis of line 9:				
a Excess from 2012	312,746.			
b Excess from 2013	580,093.			
c Excess from 2014	602,733.			
d Excess from 2015	701,018.			
e Excess from 2016	1,017,577.			

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 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

c Any submission deadlines:

See "How to Apply" Information from Foundation's Website

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
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)				
a Paid during the year				
Albert Einstein Institution P.O. Box 455 East Boston, MA 02128		PC	General Support	25,000.
Albert Einstein Institution P.O. Box 455 East Boston, MA 02128		PC	Matching grant for documented fundraising	15,000.
Albert Einstein Institution P.O. Box 455 East Boston, MA 02128		PC	Fundraising, outreach plan, and budget approval award	25,000.
Alliance for Global Justice 225 E 26th Street Tucson, AZ 85713		PC	To support Million Hoodies Movement for Justice	3,000.
Alliance for Global Justice 225 E 26th Street Tucson, AZ 85713		PC	To support United Students Against Sweatshops	3,000.
Total	See continuation sheet(s)			2,985,218.
b Approved for future payment				
Proteus Fund Inc. 15 Research Drive, #B, Amherst, MA 01002		PC	To support Security & Rights Collaborative	35,000.
Total				35,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,123,185.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	57,800.	
6 Net rental income or (loss) from personal property					
7 Other investment income			18	1,019.	
8 Gain or (loss) from sales of assets other than inventory			18	619,056.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,801,060.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	1,801,060.	

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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?

	Yes	No
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: *Nicole M Prince* **Date:** 11/13/17 **Title:** Executive Director

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

Paid Preparer Use Only

Print/Type preparer's name Nicole M. Prince, CPA	Preparer's signature <i>Nicole M Prince</i>	Date 11/13/17	Check <input type="checkbox"/> if self-employed	PTIN P01315245
Firm's name ▶ Rogers & Company PLLC			Firm's EIN ▶ 58-2676261	
Firm's address ▶ 8300 Boone Boulevard, Suite 600 Vienna, VA 22182			Phone no. (703) 893-0300	

The ARCA Foundation
c/o PNC Bank, N.A.-Agent 13-2751798
Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	No. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
Brenn Foundation 1308 19th Street NW Washington, DC 20036		16,968.	10/01/16	16,968.	
Purpose of Grant To support an educational conference at Musgrove Conference Center					
Date of Reports by Grantee		Diversions by Grantee			
12/20/2016		No			
Results of Verification					

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
Alliance for Global Justice 225 E 26th Street Tucson, AZ 85713		PC	Matching grant for documented fundraising	15,000.
American Prospect Inc. 1225 Eye Street NW, Suite 600 Washington, DC 20005		PC	General Support	30,000.
Brave New Films 10510 Culver Blvd. Culver City, CA 90232		PC	To support the Inequality Campaign	25,000.
Brenn Foundation 1308 19th Street NW Washington, DC 20036		SO III FI	To support an educational conference at Musgrove Conference Center	16,968.
Catskill Mountainkeeper Inc 47B Main Street Livingston Manor, NY 12758		PC	To support Rootskeeper	25,000.
Center for Economic and Policy Research 1611 Connecticut Ave NW Ste 400 Washington, DC 20009		PC	General Support	65,000.
Center for Economic and Policy Research 1611 Connecticut Ave NW Ste 400 Washington, DC 20009		PC	To Support the Revolving Door Project	25,000.
Center for Effective Government (return of grant) 2040 S Street NW Washington, DC 20009		PC	Grant refunded due to closing	<25,000.>
Center for International Policy Inc. 2000 M Street NW, #720 Washington, DC 20036		PC	To support Win Without War	75,000.
Center for Media and Democracy Inc. P.O. Box 259010 Madison, WI 53725		PC	To support Populist Culture Project	50,000.
Total from continuation sheets				2,914,218.

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 Popular Democracy Inc. 449 Troutman Street, Suite A Brooklyn, NY 11237		PC	To support Wall Street Accountability project	100,000.
Center for Popular Democracy Inc. 449 Troutman Street, Suite A Brooklyn, NY 11237		PC	To support Musgrove Convening on Wall Street Accountability & Racial Justice	30,000.
Citizen Engagement Lab Education Fund 1330 Broadway, #300 Oakland, CA 94612		PC	To support Financial Reform Project	75,000.
Coact Education Foundation 2469 University Avenue West, Suite W150 Saint Paul, MN 55114		PC	To support Minnesota Neighborhoods Organizing for Change	50,000.
Coact Education Foundation 2469 University Avenue West, Suite W150 Saint Paul, MN 55114		PC	Smith Bagley Award to Minnesota Neighborhoods Organizing for Change	25,000.
ColorOfChange.org Education Fund Inc. 1714 Franklin Street, Suite 100-136 Oakland, CA 94612		PC	General Support	75,000.
Confluence Philanthropy Inc. 475 Riverside Drive, Suite 900 New York, NY 10115		PC	General Support	1,000.
Courage Campaign Institute 7119 West Sunset Boulevard, No. 195 Los Angeles, CA 90046		PC	General Support	25,000.
Economic Policy Institute 1225 Eye Street NW, Suite 600 Washington, DC 20005		PC	General Support	50,000.
Friends of the Earth 1101 15th Street NW, 11th Fl Washington, DC 20005		PC	To support International Finance project	50,000.
Total from continuation sheets				

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
Fund for Constitutional Government 122 Maryland Avenue NE Washington, DC 20002		PC	To support FACT Coalition	50,000.
Fund for Constitutional Government 122 Maryland Avenue NE Washington, DC 20002		PC	To suport Peace and Security Funders Group	3,000.
Grassroots Collaborative 637 S Dearborn Street Chicago, IL 60605		PC	General Support	50,000.
IfNotNow P.O. Box 26425 Washington, DC 20001		PC	General Support	40,000.
Institute for America's Future Inc. 1825 K Street, Suite 400 Washington, DC 20006		PC	General Support	25,000.
Institute for Policy Studies 1301 Connecticut Avenue NW, Suite 600 Washington, DC 20036		PC	To support Wall Street Accountability project	40,000.
International Labor Rights Forum 1634 Eye Street NW, #1001 Washington, DC 20006		PC	General support	30,000.
J Street Education Fund Inc. P.O. Box 66073 Washington, DC 20035		PC	General Support	50,000.
Jubilee USA Network Inc. 212 East Capitol Street NE Washington, DC 20003		PC	General Support	50,000.
Just Vision Inc. 1616 P Street NW, Suite 340 Washington, DC 20036		PC	General Support	50,000.
Total from continuation sheets				

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
Leadership Conference Education Fund 1620 L Street NW, #1100 Washington, DC 20036		PC	To support Americans for Financial Reform	125,000.
Make the Road by Walking 301 Grove Street Brooklyn, NY 11237		PC	To support Committee for Better Banks Campaign	5,000.
National Committee for Responsive Philanthropy 1900 L Street NW, Suite 825 Washington, DC 20036		PC	General Support	1,500.
National Iranian American Council 1629 K Street NW, Suite 503 Washington, DC 20006		PC	General Support	50,000.
National Iranian American Council 1629 K Street NW, Suite 503 Washington, DC 20006		PC	To support Iran Policy: Recommendations for the Next President	2,500.
National People's Action 810 N Milwaukee Chicago, IL 60642		PC	To support Financialization project	50,000.
National Security Archive Fund Inc. 2130 H Street NW, Suite 701 Washington, DC 20037		PC	General Support	40,000.
Neighborhood Funders Group 436 14th Street, Suite 425 Oakland, CA 94612		PC	General Support and to support Funders for Justice	6,250.
NEO Philanthropy Inc. 45 W 36th Street, 6th Fl New York, NY 10018		PC	To support Funders Committee for Civic Participation	10,000.
NEO Philanthropy Inc. 45 W 36th Street, 6th Fl New York, NY 10018		PC	To support GetEQUAL Education Fund	5,000.
Total from continuation sheets				

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 Venture Fund 1201 Connecticut Avenue NW, #300 Washington, DC 20036		PC	To support BlackCivic Engagement Fund	50,000.
New Venture Fund 1201 Connecticut Avenue NW, #300 Washington, DC 20036		PC	To support Youth Engagement Fund	50,000.
New Venture Fund 1201 Connecticut Avenue NW, #300 Washington, DC 20036		PC	To support Demand Progress	75,000.
New Venture Fund 1201 Connecticut Avenue NW, #300 Washington, DC 20036		PC	To support Inclusive Economy Fund	100,000.
New World Foundation 666 West End Avenue New York, NY 10025		PC	To support Organization United for Respect at Walmart	75,000.
New York Communities Organizing Fund Inc. 1 MetroTech Center North, 11th Fl Brooklyn, NY 11201		PC	General Support	75,000.
Peace Development Fund Inc. 3221 22nd Street San Francisco, CA 94110		PC	To support Women Cross DMZ	35,000.
ProgressiveCongress.Org 600 Pennsylvania Avenue SE, #340 Washington, DC 20003		PC	General Support	30,000.
Progressive Maryland Education Fund Inc. 35 University Boulevard E Silver Spring, MD 20901		PC	General Support	5,000.
The Project on Government Oversight Inc. 1100 G Street NW, Suite 500 Washington, DC 20005		PC	General Support	50,000.
Total from continuation sheets				

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
Proteus Fund Inc. 15 Research Drive, #B Amherst, MA 01002		PC	To support Solidaire Fund	25,000.
Proteus Fund Inc. 15 Research Drive, #B Amherst, MA 01002		PC	To support International Human Rights Funders Group	1,000.
Public Accountability Initiative Inc. 89 Rhode Island Street Buffalo, NY 14213		PC	General Support	40,000.
Public Citizen Foundation Inc. 1600 20th Street NW Washington, DC 20009		PC	To support Wall Street Reform: Round II project	50,000.
Public Citizen Foundation Inc. 1600 20th Street NW Washington, DC 20009		PC	To support Wall Street Reform: Round II project	50,000.
The Franklin & Eleanor Roosevelt Institute 570 Lexington Avenue, 18th Fl New York, NY 10022		PC	To support Economic Reform Project	75,000.
The Franklin & Eleanor Roosevelt Institute 570 Lexington Avenue, 18th Fl New York, NY 10022		PC	To support Economic Reform Project	75,000.
Rutgers, The State University of New Jersey 3 Rutgers Plaza New Brunswick, NJ 08901		PC	To support Uniting for the Common Good project at Center for Innovation in Worker Organization	30,000.
Stanford University 450 Serra Mall Stanford, CA 94305		PC	To support the King Institute "Ways to Justice" Conference	3,000.
Sustainable Markets Foundation 45 West 36th Street, 6th Fl New York, NY 10018		PC	To support Debt Collective student debtor organizing	5,000.
Total from continuation sheets				

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
The Minnesota Citizen Education Fund Inc. 705 Raymond Avenue, #100 Saint Paul, MN 55114		PC	General Support	50,000.
Taxpayers for Common Sense 651 Pennsylvania Avenue SE Washington, DC 20003		PC	General Support	40,000.
Agenda Project Education Fund Inc. 1010 Wisconsin Avenue NW, Suite 705B Washington, DC 20007		PC	To support Patriotic Millionaires	5,000.
The Nation Institute 116 East 16th Street, 8th Fl New York, NY 10003		PC	To support student tables at the Ridenhour Prizes	4,000.
The Other 98% Lab 13324 SW 220th Street Vashon, WA 98070		PC	General Support	40,000.
Tides Foundation P.O. Box 29198 San Francisco, CA 94129		PC	To support Working Families Fund	75,000.
Tides Foundation P.O. Box 29198 San Francisco, CA 94129		PC	To support Flint People's Recovery Fund	25,000.
United We Dream Network Inc. 1900 L Street NW, Suite 900 Washington, DC 20036		PC	To support 2016 United We Dream National Congress	5,000.
Women's Action for New Directions Education Fund Inc. 810 7th Street NW Washington, DC 20002		PC	General Support	40,000.
ACCE Institute 3655 S Grand Avenue, #250 Los Angeles, CA 90007		PC	General Support	75,000.
Total from continuation sheets				

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
CEL Education Fund 1330 Broadway Third Floor Oakland, CA 94612		PC	To support Financial Reform project	75,000.
Center for Economic and Policy Research 1611 Connecticut Ave NW Ste 400 Washington, DC 20009		PC	General support	40,000.
Franklin & Eleanor Roosevelt Institute 570 Lexington Avenue 5th Floor New York, NY 10022		PC	To support Economic Reform project	75,000.
Total from continuation sheets				

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2016

Name of the organization

The ARCA Foundation
c/o PNC Bank, N.A. - Agent

Employer identification number

13-2751798

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization The ARCA Foundation c/o PNC Bank, N.A.-Agent	Employer identification number 13-2751798
--------------------------------------------------------------------------------	----------------------------------------------

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Brett D. Bagley 4629 30th Street, NW Washington, DC 20008	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization The ARCA Foundation c/o PNC Bank, N.A.-Agent	Employer identification number 13-2751798
--------------------------------------------------------------------------------	----------------------------------------------

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

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

Name of organization The ARCA Foundation c/o PNC Bank, N.A. - Agent	Employer identification number 13-2751798
----------------------------------------------------------------------------------	-----------------------------------------------------

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Form 990-PF	Rental Income	Statement	1
Kind and Location of Property		Activity Number	Gross Rental Income
Real estate - 1308 19th Street, NW, Washington DC 20036		1	57,800.
Total to Form 990-PF, Part I, line 5a			57,800.

Form 990-PF	Other Income	Statement	2
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Taxes withheld, returned	1,019.	1,019.	
Total to Form 990-PF, Part I, line 11	1,019.	1,019.	

Form 990-PF	Legal Fees	Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Legal	20,380.	0.	20,380.
To Fm 990-PF, Pg 1, ln 16a	20,380.	0.	20,380.

Form 990-PF	Accounting Fees	Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Accounting	23,394.	0.	23,394.
To Form 990-PF, Pg 1, ln 16b	23,394.	0.	23,394.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment mgmt fees	98,997.	98,997.			0.
Consultants/temporary staff	5,800.	0.			438.
To Form 990-PF, Pg 1, ln 16c	104,797.	98,997.			438.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal excise tax	35,780.	0.			0.
To Form 990-PF, Pg 1, ln 18	35,780.	0.			0.

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Repairs and maintenance	18,433.	0.			18,433.
Miscellaneous	18,885.	0.			14,741.
Dues and postage	14,375.	0.			14,375.
Furniture and equip. rental	4,693.	0.			5,105.
Office supplies	2,843.	0.			5,820.
Telephone	6,830.	0.			6,932.
To Form 990-PF, Pg 1, ln 23	66,059.	0.			65,406.

Form 990-PF	U.S. and State/City Government Obligations	Statement	8
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U.S. Treasury Bonds and Notes	X		253,686.	253,686.
U.S. Government Agencies	X		710,155.	710,155.
Total U.S. Government Obligations			963,841.	963,841.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			963,841.	963,841.

Form 990-PF	Corporate Stock	Statement	9
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Description	Book Value	Fair Market Value
Common Stock	9,986,548.	9,986,548.
Total to Form 990-PF, Part II, line 10b	9,986,548.	9,986,548.

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
Mutual funds - equity	FMV	25,775,062.	25,775,062.
Cash equivalents	FMV	2,850,069.	2,850,069.
Mutual funds - fixed	FMV	11,092,348.	11,092,348.
Total to Form 990-PF, Part II, line 13		39,717,479.	39,717,479.

Form 990-PF	Other Assets		Statement 11
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Investment receivable	60,143.	36,951.	36,951.
Federal excise tax refund receivable	66,892.	46,412.	46,412.
Adjust adjustment investments	<62,173.>	0.	0.
To Form 990-PF, Part II, line 15	64,862.	83,363.	83,363.

Form 990-PF	Other Liabilities		Statement 12
Description	BOY Amount	EOY Amount	
Tenant security deposit	4,800.	4,800.	
Deferred federal excise tax liability	53,622.	72,922.	
Deferred rental revenue	1,000.	1,000.	
Total to Form 990-PF, Part II, line 22	59,422.	78,722.	

Form 990-PF Part VIII - List of Officers, Directors Statement 13
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Nancy R. Bagley 1308 19th Street, NW Washington, DC 20036	President 30.00	12,870.	21,522.	0.
Nicole Ladmer Bagley 1308 19th Street, NW Washington, DC 20036	Vice President 30.00	12,870.	21,476.	0.
Mary E. King 1308 19th Street, NW Washington, DC 20036	Secretary 1.00	5,000.	0.	0.
Amaha Kassa 1308 19th Street, NW Washington, DC 20036	Board Member 1.00	5,000.	0.	0.
Janet Shenk 1308 19th Street, NW Washington, DC 20036	Board Member 1.00	5,000.	0.	0.
Joseph Eldridge 1308 19th Street, NW Washington, DC 20036	Board Member 1.00	5,000.	0.	0.
Margery Tabankin 1308 19th Street, NW Washington, DC 20036	Board Member 1.00	5,000.	0.	0.
Mike Lux 1308 19th Street, NW Washington, DC 20036	Board Member 1.00	5,000.	0.	0.
Anna Lefer Kuhn 1308 19th Street, NW Washington, DC 20036	Executive Director 40.00	147,000.	30,045.	0.
Totals included on 990-PF, Page 6, Part VIII		202,740.	73,043.	0.

The Arca Foundation
 EIN: 13-2751798
 Form 990-PF - Part I, Line 19 attachment, Depreciation Schedule

Construction

Date	Building <i>39 year depreciation</i>	SL	Cost	Accumulated Depreciation Beg. of Year	2016 Depreciation	Accumulated Depreciation End of Year	Net PPE
12/30/1997	2001 Bldg Improvements	39	415,156.06	148,901	10,645	159,546	255,610
2/27/1998	Starvopoulos	39	54,235.66	19,353	1,391	20,744	33,492
4/29/1998	Starvopoulos	39	132,702.45	46,786	3,403	50,189	82,514
6/14/1998	Starvopoulos	39	175,556.69	61,145	4,501	65,646	109,911
7/14/1998	Starvopoulos	39	82,001.62	28,385	2,103	30,488	51,514
7/14/1998	N gen (wiring)	39	11,408.00	3,949	293	4,241	7,167
8/14/1998	Starvopoulos	39	130,636.42	44,941	3,350	48,291	82,346
9/17/1998	Starvopoulos	39	142,527.17	48,727	3,655	52,382	90,145
9/14/1998	Kemco	39	3,963.00	1,355	102	1,457	2,506
11/14/1998	Starvopoulos	39	55,087.47	18,598	1,413	20,010	35,077
12/30/1998	Starvopoulos	39	31,506.10	10,569	808	11,377	20,129
10/14/2003	Kennedy Home Improve	39	12,750.00	2,691	327	3,018	9,732
4/3/2008	ADR Design	39	26,893.00	2,111	690	2,801	24,092
Total Construction			1,274,424	437,513	32,678	470,190	804,233

Building & Land

1/30/2001	Land	39	218,750	-	-	-	218,750
1/30/2001	Building	39	656,250	251,001	16,827	267,828	388,422
Total Land & Building			875,000	251,001	16,827	267,828	607,172

Furniture & Equipment

11/18/1992	Virginia Schofield Painting	7	1,300	1,300	-	1,300	-
12/30/1992	Office Equipment	7	515	515	-	515	-
3/26/1993	Glass Top Coffee Table	7	1,100	1,100	-	1,100	-
7/17/1993	J. Shenk (Leather Couch)	7	1,189	1,189	-	1,189	-
7/22/1994	Computer - AMEX	5	3,766	3,766	-	3,766	-
4/14/2000	Digital Recorder	5	2,125	2,125	-	2,125	-
12/30/2000	2 Dell computers (1-laptop)	5	2,287	2,287	-	2,287	-
2/14/1998	Security & Access System	5	4,000	4,000	-	4,000	-
4/14/1998	Screen, Projector	5	9,165	9,165	-	9,165	-
9/14/1998	Telephones (n gen)	7	6,227	6,227	-	6,227	-
9/14/1998	TV for Security	7	1,255	1,255	-	1,255	-
9/26/1998	Conference Table	7	11,946	11,946	-	11,946	-
10/21/1998	Waveworks Highback Organizer	5	715	715	-	715	-
10/30/1998	Escalade Table Desk	7	991	991	-	991	-
10/30/1998	Escalade Free Standing Storage Credenza	7	1,255	1,255	-	1,255	-
10/30/1998	High Back Wood Base Chair	7	519	519	-	519	-
10/30/1998	42" Round Table Autumn	7	610	610	-	610	-
10/30/1998	Escalade 36 x 72 Bookcase	7	945	945	-	945	-
10/30/1998	14 High Back Wood Base Chairs	7	13,391	13,391	-	13,391	-
10/30/1998	Escalade Single Ped Desk Left Arc Top	7	1,272	1,272	-	1,272	-
10/30/1998	Escalade 22x72 Right File/File Ped Credenza	7	921	921	-	921	-
10/30/1998	2 Escalada 36x72 Bookcase/Storage	7	1,890	1,890	-	1,890	-
10/30/1998	Left Pedestal Desk	7	1,510	1,510	-	1,510	-
10/30/1998	Escalade Right Return Reception	7	1,005	1,005	-	1,005	-
10/30/1998	High Back Wood Base Chair	7	519	519	-	519	-
11/14/1998	Jefferson Series Credenza	7	1,190	1,190	-	1,190	-
11/14/1998	Kemco (balance of Alarm system)	7	4,945	4,945	-	4,945	-
12/4/1998	Hecht Co. (Oriental Rug)	7	752	752	-	752	-
12/11/1998	Onkyo TX-SR600 Audio Video	5	560	560	-	560	-
2/14/2000	Folliographics	5	572	572	-	572	-
4/14/2001	Pictures & Rugs	7	4,083	4,083	-	4,083	-
7/14/2004	Perisan Rug for conference room	7	12,785	12,785	-	12,785	-
8/14/2004	2 iMacs & software	5	3,951	3,951	-	3,951	-
11/14/2004	Server Hardware/software and installation	5	15,192	15,192	-	15,192	-
10/14/2005	Base Grant Process Software (Npower)	3	20,000	20,000	-	20,000	-
2/27/2008	Macbook Air (Anna Lefer Kuhn)	5	2,353	2,353	-	2,353	-
Total Furniture & Equipment			136,800	136,800	-	136,800	-

Website

11/11/2011	Rebecca Freedman consulting fees to redesign website	3	4,000	-	1,000	1,000	3,000
12/21/2011	Friendly Design Company (site design/development)	3	6,525	-	1,631	1,631	4,894
4/19/2016	Friendly Design Company (site design/development)	3	6,525	-	1,631	1,631	4,894
Total Website			17,050	-	4,263	4,263	12,788

Total PPE			2,303,274	825,314	53,767	879,081	1,424,193
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Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868 .**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions. The ARCA Foundation c/o PNC Bank, N.A. - Agent	Employer identification number (EIN) or 13-2751798
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1600 Market St. - Hawthorne - Tax Dept.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Philadelphia, PA 19103-7240	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PNC Bank, N.A. - Agent - 1600 Market St. - Hawthorne -

• The books are in the care of ▶ **Tax Dept. - Philadelphia, PA 19103-7240**
Telephone No. ▶ **(215) 585-5597** Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **November 15, 2017**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year **2016** or
- ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	15,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	63,067.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.