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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**

Name of foundation: **THE ARCADIA FOUNDATION**

A Employer identification number: **23-6399772**

Number and street (or P O box number if mail is not delivered to street address): **105 EAST LOGAN STREET**

Room/suite: _____

B Telephone number: **(610) 275-8460**

City or town, state, and ZIP code: **NORRISTOWN, PA 19401**

C If exemption application is pending, check here

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

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

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

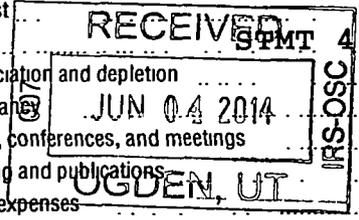
E If private foundation status was terminated under section 507(b)(1)(A), check here ..

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 27,663,561.**

J Accounting method: Cash Accrual
 Other (specify) _____

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

Part II Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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			N/A	
	2 Check <input checked="" 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	1,089,013.	1,089,013.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	667,773.			
	b Gross sales price for all assets on line 6a	8,254,056.			
	7 Capital gain net income (from Part IV, line 2)		667,773.		
	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					
12 Total. Add lines 1 through 11	1,756,786.	1,756,786.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	20,000.	20,000.		0.
	c Other professional fees	116,817.	116,817.		0.
	17 Interest				
	18 Taxes	32,399.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	169,216.	136,817.		0.
	25 Contributions, gifts, grants paid	796,500.			796,500.
26 Total expenses and disbursements. Add lines 24 and 25	965,716.	136,817.		796,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	791,070.				
b Net investment income (if negative, enter -0-)		1,619,969.			
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	(c) Fair Market Value	
Assets				
1 Cash - non-interest-bearing	70,152.	8,433.	8,433.	
2 Savings and temporary cash investments	441,083.	1,384,597.	1,384,597.	
3 Accounts receivable				
Less: allowance for doubtful accounts				
4 Pledges receivable				
Less: allowance for doubtful accounts				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable				
Less: allowance for doubtful accounts				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments - U.S. and state government obligations				
b Investments - corporate stock STMT 6	25,004,138.	26,270,531.	26,270,531.	
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis				
Less accumulated depreciation				
15 Other assets (describe PREPAID EXCISE TAX)	2,227.	0.	0.	
16 Total assets (to be completed by all filers)	25,517,600.	27,663,561.	27,663,561.	
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe EXCISE TAX PAYABLE)	0.	10,159.		
23 Total liabilities (add lines 17 through 22)	0.	10,159.		
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	25,517,600.	27,653,402.		
30 Total net assets or fund balances	25,517,600.	27,653,402.		
31 Total liabilities and net assets/fund balances	25,517,600.	27,663,561.		

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	25,517,600.
2 Enter amount from Part I, line 27a	2	791,070.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	1,344,732.
4 Add lines 1, 2, and 3	4	27,653,402.
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	27,653,402.

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	04/16/99	09/30/13
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,254,056.		7,586,283.	667,773.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			667,773.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	667,773.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8.	3	N/A

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

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

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

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

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	453,000.	23,256,696.	.019478
2010	306,000.	20,754,088.	.014744
2009	430,000.	18,363,016.	.023417
2008	1,235,000.	15,203,434.	.081232
2007	1,280,000.	19,186,354.	.066714

2 Total of line 1, column (d)	2	.205585
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	.041117
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,290,471.
5 Multiply line 4 by line 3	5	1,080,985.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,200.
7 Add lines 5 and 6	7	1,097,185.
8 Enter qualifying distributions from Part XII, line 4	8	796,500.

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount credited to 2013 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text and Yes/No checkboxes. Questions cover political campaign influence, political expenditures, unrelated business income, liquidation, and state reporting.

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