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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

PHILADELPHIA, PA 19103-7240

6 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)

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 ☐

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 ☐ 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

423501
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

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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		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.	
Liabilities	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.		
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		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			(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			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 <input checked="" type="checkbox"/> 73,322. 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
1b 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?		
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 2014 or the taxable year beginning in 2014 (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

N/A

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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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.ARCAFOUNDATION.ORG	13	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		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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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	
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 2014?		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 fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

☒

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?

N/A

☐ Yes

☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes

☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ 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?

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 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	40.00 130,400.	0.	0.
REBECCA FREEDMAN, 1308 19TH ST., NW, WASHINGTON, DE 20036	GRANTS OFFICER	40.00 64,375.	0.	0.

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

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.
	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	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	3,247,766.
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.

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 XII, 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 (a))	0.			0.
6 Enter the net total of each column as indicated below:	2,685,778.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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.			

THE ARCA FOUNDATION

Form 990-PF (2014)

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

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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)			2,661,440.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	1,566,188.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			16	57,572.		
6 Net rental income or (loss) from personal property						
7 Other investment income			18	<432,429.>		
8 Gain or (loss) from sales of assets other than inventory			18	2,692,412.		
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.		3,883,743.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	3,883,743.

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

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- | | |
|-------|---|
| 1a(1) | X |
| 1a(2) | X |

b Other transactions:

- | | | |
|-------|--|---|
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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.

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

Print/Type preparer's name

Preparer's signature

Date _____

Check <input type="checkbox"/> if self-employed	PTIN
----------------------------------------------------	------

P00053054

Firm's name ► PNC BANK, N.A. / AGENT

Firm's EIN ► 22-1146430

Firm's address ▶ 1600 MARKET ST., -HAWTHORN- TAX DEPT
PHILADELPHIA, PA 19103-7240

Phone no. 215-585-5597

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

2014

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. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 does not 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) (2014)

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	\$ 25,000.	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)

Name of organization

Employer identification number

THE ARCA FOUNDATION

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

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

Employer identification number

THE ARCA FOUNDATION

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

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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.

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				

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				

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				

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				

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				

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	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 NYCOFI 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				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST OF GOVERNMENT NOTES	<4,001.>	0.	<4,001.>	<4,001.>	
ACCRUED INTEREST ON NOTES	<5,164.>	0.	<5,164.>	<5,164.>	
AUDIT ADJUSTMENT	366,797.	0.	366,797.	366,797.	
DOMESTIC DIVIDENDS	722,903.	0.	722,903.	722,903.	
DOMESTIC DIVIDENDS	250,370.	0.	250,370.	250,370.	
DOMESTIC INTEREST	100,238.	0.	100,238.	100,238.	
FOREIGN DIVIDENDS	15,661.	0.	15,661.	15,661.	
FOREIGN DIVIDENDS	1,647.	0.	1,647.	1,647.	
FOREIGN DIVIDENDS	55,296.	0.	55,296.	55,296.	
FOREIGN DIVIDENDS	9,833.	0.	9,833.	9,833.	
FOREIGN INTEREST	12,459.	0.	12,459.	12,459.	
U.S. GOVERNMENT INTEREST	40,149.	0.	40,149.	40,149.	
TO PART I, LINE 4	1,566,188.	0.	1,566,188.	1,566,188.	

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
OFFICE SPACE, 1308 19TH ST., NW, WASHINGTON, DC 20036	1	57,572.
TOTAL TO FORM 990-PF, PART I, LINE 5A		57,572.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UNREALIZED GAINS (LOSSES) ON INVESTMENTS	<441,344.>	0.	
OTHER	46.	0.	
AUDIT ADJUSTMENT	<46.>	0.	
OTHER - AUDIT ADJUSTMENT	8,915.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<432,429.>	0.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	20,365.	0.		20,365.
TO FM 990-PF, PG 1, LN 16A	20,365.	0.		20,365.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDITING AND ACCOUNTING FEES	18,264.	0.		18,264.	
TO FORM 990-PF, PG 1, LN 16B	18,264.	0.		18,264.	

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS/TEMPORARIES SALIENT CAPITAL ADVISORS, LLC - INVESTMENT MANAGEMENT FEES	6,430.	0.		6,430.
PNC BANK, N. A. - HAWTHORN - INVESTMENT ADVISORY FEES	6,659.	6,659.		0.
MANAGED ACCOUNTS INVESTMENT AND SERVICE FEES	76,680.	76,680.		0.
INVESTMENT ADVISORY FEES - AUDIT ADJUSTMENT	45,981.	45,981.		0.
	717.	717.		0.
TO FORM 990-PF, PG 1, LN 16C	136,467.	130,037.		6,430.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX FORM 990-PF FOR 12/31/2013	95,000.	0.		0.	
PROPERTY TAXES	25,063.	0.		25,063.	
PAYROLL TAXES	17,461.	0.		17,461.	
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2014	25,000.	0.		0.	
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2014	20,000.	0.		0.	
FEDERAL ESTIMATED EXCISE TAX FORM 990-PF 12/31/2014	35,000.	0.		0.	
FOREIGN TAX ON DIVIDENDS	12,066.	12,066.		0.	
TO FORM 990-PF, PG 1, LN 18	229,590.	12,066.		42,524.	

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS AND MAINTENANCE	23,748.	0.		23,748.
MISCELLANEOUS EXPENSES	13,058.	0.		13,058.
UTILITIES	10,358.	0.		10,358.
INSURANCE	14,169.	0.		14,169.
DUES AND POSTAGE	22,753.	0.		22,753.
FURNITURE AND EQUIPMENT				
RENTAL	5,627.	0.		5,627.
OFFICE SUPPLIES AND EXPENSES	1,927.	0.		1,927.
TELEPHONE	5,627.	0.		5,627.
CLASS ACTION FILING FEES	50.	50.		0.
DEPARTMENT OF LAW - NEW YORK				
FILING FEE	1,500.	0.		1,500.
PROCESSING FEES ON FOREIGN				
DIVIDENDS	2,871.	2,871.		0.
TO FORM 990-PF, PG 1, LN 23	101,688.	2,921.		98,767.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTIONAMOUNT

ADJUSTMENT TO BOOK CARRYING VALUE - AUDIT

170,460.

TOTAL TO FORM 990-PF, PART III, LINE 3

170,460.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY BONDS AND NOTES	X		1,445,795.	1,445,795.
U.S. GOVERNMENT AGENCIES	X		1,137,133.	1,137,133.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,582,928.	2,582,928.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,582,928.	2,582,928.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	9,397,654.	9,397,654.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,397,654.	9,397,654.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,215,295.	1,215,295.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,215,295.	1,215,295.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - EQUITY	FMV	28,595,951.	28,595,951.
CASH EQUIVALENTS	FMV	3,870,669.	3,870,669.
MBS, CMO, ASSET BACKED	FMV	89,366.	89,366.
MUTUAL FUNDS - FIXED	FMV	6,504,252.	6,504,252.
MUTUAL FUNDS - BALANCED	FMV	1,935,006.	1,935,006.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,995,244.	40,995,244.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS RECEIVABLE	164,936.	21,880.	21,880.
FEDERAL EXCISE TAX REFUND RECEIVABLE	0.	92,250.	92,250.
ADUIT ADJUSTMENT	0.	<34,160.>	<34,160.>
TO FORM 990-PF, PART II, LINE 15	164,936.	79,970.	79,970.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INVESTMENT PURCHASES PAYABLE	82,354.	0.
TENANT SECURITY DEPOSIT	4,800.	4,800.
DEFERRED FEDERAL EXCISE TAX LIABILITY	219,755.	158,032.
TOTAL TO FORM 990-PF, PART II, LINE 22	306,909.	162,832.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
 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 ST., NW WASHINGTON, DC 20036	PRESIDENT 30.00	12,870.	0.	0.
NICOLE LADMER 1308 19TH ST., NW WASHINGTON, DC 20036	VICE PRESIDENT 30.00	12,870.	0.	0.
MARY E. KING 1308 19TH ST., NW WASHINGTON, DC 20036	SECRETARY 1.00	5,500.	0.	0.
THE REV. JOSEPH ELDRIDGE 1308 19TH ST., NW WASHINGTON, DC 20036	BOARD MEMBER 1.00	5,500.	0.	0.
MIKE LUX 1308 19TH ST., NW WASHINGTON, DC 20036	BOARD MEMBER 1.00	5,500.	0.	0.
JANET SHENK 1308 19TH ST., NW WASHINGTON, DC 20036	BOARD MEMBER 1.00	5,500.	0.	0.
MARGERY TABANKIN 1308 19TH ST., NW WASHINGTON, DC 20036	BOARD MEMBER 1.00	5,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		53,240.	0.	0.

**THE ARCA FOUNDATION
FINANCIAL STATEMENTS
DECEMBER 31, 2014 and 2013**
(Together with Independent Auditors' Report)

**BERT SMITH
& Co.**

Certified Public Accountants and Management Consultants

THE ARCA FOUNDATION
FINANCIAL STATEMENTS
DECEMBER 31, 2014 and 2013

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INDEPENDENT AUDITORS' REPORT

Board of Directors
The Arca Foundation
Washington, D.C.

Report on the Financial Statements

We have audited the accompanying statements of The Arca Foundation (the Foundation) which comprise the statements of financial position as of December 31, 2014 and 2013, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Arca Foundation as of December 31, 2014 and 2013, and the changes in its net assets and its cash flow for the years then ended in accordance with auditing standards generally accepted in the United States of America.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The supplementary schedules of investments and schedules of grant expenses on pages 14 to 43 are presented for purposes of additional analysis and are not a required part of the financial statements. Such supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures. These additional procedures included comparing and reconciling the information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Bert Smith & Co.

Washington, D.C.
May 5, 2015

THE ARCA FOUNDATION
STATEMENTS OF FINANCIAL POSITION
AS OF DECEMBER 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets		
Cash	\$ 232,923	\$ 146,306
Interest and Dividends Receivable	7,685	8,681
Federal Excise Tax Refund Receivable	92,250	-
Other Receivable	1,911	100
Investments, at Fair Value	54,156,961	53,838,349
Investment Receivables	21,880	164,936
Prepaid Assets and Deposits	9,825	5,430
Property and Equipment, net	1,510,413	1,563,660
Total Assets	<u>\$ 56,033,848</u>	<u>\$ 55,727,462</u>
Liabilities and Net Assets		
Liabilities		
Accounts Payable	\$ 32,597	\$ 35,404
Accrued Liabilities and Other Liabilities	1,248	6,144
Investment Payables	-	82,354
Tenant Security Deposit	4,800	4,800
Federal Current and Deferred Excise Tax Liability	158,032	219,755
Total Liabilities	<u>196,677</u>	<u>348,457</u>
Net Assets - Unrestricted	<u>55,837,171</u>	<u>55,379,005</u>
Total Liabilities and Net Assets	<u>\$ 56,033,848</u>	<u>\$ 55,727,462</u>

The accompanying notes are an integral part of these financial statements

THE ARCA FOUNDATION
STATEMENTS OF ACTIVITIES
FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

	2014	2013
Revenue, (Losses) Gains, and Other		
Realized Gains (Losses) from Sale of Investments, net	\$ 2,692,412	\$ 4,847,812
Dividends	1,036,438	784,218
Interest	529,750	586,679
Rental Income	57,572	52,561
Contributions	25,000	25,000
Other	8,915	11,076
Unrealized Gains (Losses) on Investments, net	(441,344)	1,382,444
Total Revenue, Gains (Losses) and Other	3,908,743	7,689,790
Expenses		
Salaries and Benefits	305,688	320,324
Investment Advisory Fees	130,037	107,535
Travel Costs	37,776	27,237
Meetings and Conferences	29,012	15,895
Repairs and Maintenance	23,748	29,611
Depreciation	53,247	58,826
Consultants/Temporaries	6,430	3,043
Miscellaneous	13,058	9,169
Board Stipend	27,500	25,000
Utilities	10,358	10,222
Property Taxes	25,063	24,624
Auditing and Accounting	18,264	18,575
Legal	20,365	20,365
Payroll Taxes	17,461	17,352
Insurance	14,169	14,866
Dues and Postage	22,753	2,432
Furniture and Equipment Rental	5,627	5,974
Office Supplies and Expenses	1,927	1,892
Telephone	5,627	6,020
Total Expenses	768,110	718,962
Change in Unrestricted Net Assets Before Grant and Federal Excise Tax Expense	3,140,633	6,970,828
Grant Awards Expenses	(2,661,440)	(2,457,075)
Change in Unrestricted Net Assets Before Federal Excise Tax	479,193	4,513,753
Federal Excise Tax Expense	(21,027)	(148,443)
Change in Unrestricted Net Assets	458,166	4,365,310
Unrestricted Net Assets, Beginning of Year	55,379,005	51,013,695
Unrestricted Net Assets, End of Year	\$ 55,837,171	\$ 55,379,005

The accompanying notes are an integral part of these financial statements.

THE ARCA FOUNDATION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Cash Flows from Operating Activities		
Change in Unrestricted Net Assets	\$ 458,166	\$ 4,365,310
<i>Adjustments to Reconcile Change in Unrestricted Net Assets to Net Cash Used in Operating Activities:</i>		
Depreciation	53,247	58,826
Net Realized and Unrealized Gains on Investments	(2,251,068)	(6,230,256)
Decrease in Federal Excise Tax Refund	(92,250)	1,577
Decrease in Interest and Dividend Receivables	996	3,326
Decrease (Increase) in Investments Receivables	143,056	164,945
Decrease (Increase) in Other Receivables	(1,811)	25,512
Decrease in Prepaid Expenses and Deposits	(4,397)	69
(Decrease) Increase in Accounts Payable	(2,809)	(1,037)
Increase (Decrease) in Accrued Liabilities and Other	(4,897)	5,202
Increase in Deferred Tax Liability	(61,723)	79,866
(Decrease) Increase in Investment Purchases Payable	<u>(82,354)</u>	<u>(409,605)</u>
Total Adjustments	<u>(2,304,010)</u>	<u>(6,301,575)</u>
Net Cash Used in Operating Activities	<u>(1,845,844)</u>	<u>(1,936,265)</u>
Cash Flows from Investing Activities		
Purchase of Investments	(37,252,753)	(87,035,221)
Proceeds from Sale of Investments	<u>39,185,214</u>	<u>88,568,116</u>
Net Cash Provided by Investing Activities	<u>1,932,461</u>	<u>1,532,895</u>
Net Increase (Decrease) in Cash	86,617	(403,370)
Cash, Beginning of Year	<u>146,306</u>	<u>549,676</u>
Cash, End of Year	<u><u>\$ 232,923</u></u>	<u><u>\$ 146,306</u></u>

The accompanying notes are an integral part of these financial statements.

THE ARCA FOUNDATION
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2014 and 2013

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- ***Nature of Entity***

The Arca Foundation, formerly known as the Nancy Reynolds Bagley Foundation (the Foundation), is a private, not-for-profit, charitable organization based in Washington, D.C. The Foundation was established in 1952.

The purpose of the Foundation is to support not-for-profit organizations in the United States whose work encourages a more open foreign policy based on respect for international law, human rights and the sovereignty of all nations. The Foundation also supports projects concerned with domestic social change. The Foundation's main source of revenue is investment income.

- ***Basis of Presentation***

Financial presentation follows the recommendations of the Financial Accounting Standards Board. Under those standards for Not-for-profit Organizations, the Foundation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted net assets, and permanently restricted net assets. Unrestricted net assets are available for use in general operations. The Foundation has no restricted or permanently restricted net assets.

- ***Basis of Accounting***

The financial statements of the Foundation have been prepared on the accrual basis of accounting. Under this basis, revenue is recognized when accrued and expenses are recognized as incurred.

- ***Cash***

Cash represents demand deposits on hand at financial institutions.

- ***Investments***

Investments are carried at fair value. Investments receivables and payables represent unsettled trades. Unrealized gains and losses on investments resulting in market fluctuations are included in the statement of activities in the period in which the fluctuations occur. Realized gains and losses on the sale of securities are determined on the basis of cost of certificates delivered from specific lots, or the "identified cost" basis. Dividend income is recorded on the dividend date. Interest income is recorded on the accrual basis of accounting.

- ***Fair Value Measurements***

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (the exit price) in an orderly transaction between market participants at the measurement date. Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement and Disclosures*, establishes a hierarchy for inputs used in measuring fair value

that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Foundation. Unobservable inputs are inputs that reflect the Foundation's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The hierarchy is broken down into three levels based on the reliability of inputs as follows:

- *Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Foundation has the ability to access at the measurement date. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.
- *Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly, including:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets in non-active markets;
 - Inputs other than quoted prices that are observable for the asset or liability; and
 - Inputs that are derived principally from or corroborated by other observable market data.
- *Level 3* - Valuations based on inputs that are unobservable and includes situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. The Foundation held no Level 3 securities during 2014 or 2013.

The following is a description of the valuation methodologies and inputs used for assets measured at fair value, as well as the general classification pursuant to the valuation hierarchy.

- Investments in equity securities are valued at the quoted prices in an active market are classified within Level 1 of the fair value hierarchy.
- Securities with fixed maturities (debt securities) and certificates of deposits are based on observable market information rather than market quotes and are disclosed in Level 2 of the hierarchy.

- ***Concentration of Credit Risk***

Financial instruments that potentially subject the Foundation to concentrations of credit risk consist principally of cash and investments held at a creditworthy financial institution. By policy, these investments are kept within limits designed to prevent risks caused by concentration.

- ***Risks and Uncertainties***

Investment securities are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in risks and values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of financial position.

- ***Property and Equipment***

Property and equipment is recorded at cost. The Foundation capitalizes all expenditures for furniture and equipment over \$2,500. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. When assets are sold or otherwise disposed of, the asset cost and related accumulated depreciation are removed from the accounts, and any gain or loss is included in the statement of activities. Repairs and maintenance are charged to expense when incurred.

Building and Building Improvements	39 years
Furniture and Equipment	3-5 years

- ***Investment Receivables and Investment Payables***

Investment receivables or investment payables are pending settlements resulting from the sales or purchases of investment made prior to year-end but settled after year-end.

- ***Grants Payable***

Grant awards are disbursed to organizations upon approval of the Board, and subsequent notification to the trustee. The Foundation records grants payable upon approval and fulfillment of conditions, if applicable.

- ***Contributions***

The Foundation reports contributions as revenue when received or unconditionally promised. Contributions from unrelated parties are only accepted by the Foundation if they are unrestricted.

- ***Tax-exempt Status***

The Foundation is classified as a private foundation exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code (IRC) and the applicable laws of the District of Columbia. As such, the Foundation is not subject to federal or state income taxes. However, the Foundation is subject to federal excise taxes on net investment income.

The Foundation follows the policy of providing for federal excise taxes on net appreciation (both realized and unrealized) on investments. The deferred provision for federal excise tax represents taxes provided on net unrealized appreciation (depreciation) on investments.

The provision for ASC 740, *Income Taxes* requires that a tax position be recognized or derecognized based on a “more-likely-than-not” threshold. The policy prescribes the recognition threshold and measurement principles for tax positions taken or expected to be taken on a tax return that are not certain to be realized. The Foundation believes that it has appropriate support for any tax position taken, and as such, does not have any uncertain tax positions that are material to the financial statements in 2014 and 2013.

Tax years from 2010 through the current year remain open for examination by the Federal and State tax authorities.

- ***Use of Estimates***

Management uses estimates and assumptions in preparing financial statements in conformity with generally accepted accounting principles in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

NOTE 2. CONCENTRATION OF CREDIT RISK

Financial instruments which potentially subject the Foundation to concentrations of credit risk consist primarily of cash and investments.

The Foundation maintains cash balances which, at times, may exceed federally insured limits of \$250,000. The Foundation has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on its cash. As of December 31, 2014 and 2013, cash balances did not exceed the federally insured limits.

NOTE 3. INVESTMENTS

The estimated fair value and the cost of the Foundation's investments as of December 31 are as follows:

	2014		2013	
	Fair Value	Cost	Fair Value	Cost
Cash Equivalents	\$ 3,870,669	\$ 3,870,669	\$ 834,716	\$ 834,716
Fixed Income				
Corporate Bonds	1,215,295	1,171,864	2,175,535	2,165,322
US Treasury Bonds	1,445,795	1,436,093	2,300,874	2,309,530
Agency Bonds	1,137,133	1,116,428	1,478,705	1,486,221
Mutual Funds	6,504,252	6,750,000	8,457,988	8,500,000
Mortgages	14,394	11,838	203,927	151,769
Asset Backed	59,090	59,885	-	-
Total Fixed Income	10,375,959	10,546,108	14,617,029	14,612,842
Equities				
Stocks				
Industrials	824,930	588,945	1,265,519	920,099
Consumer Discretionary	788,807	601,522	1,188,705	908,970
Consumer Staples	870,015	615,844	1,283,451	930,710
Energy	768,699	823,953	1,212,815	1,013,436
Financial	2,849,636	2,224,618	2,861,137	2,379,755
Materials	390,325	338,483	401,918	346,367
Information Technology	1,239,970	699,845	1,873,605	1,100,399
Utilities	106,577	73,213	106,850	56,949
Health Care	1,008,024	710,042	1,394,671	1,028,885
Telecommunication Services	190,381	159,912	201,762	185,472
Other	342,012	243,470	331,434	185,691
Total Stocks	9,379,376	7,079,847	12,121,867	9,056,733
ETF - Equity	17,640,322	12,000,373	15,707,181	10,467,006
Mutual Funds - Equity	8,766,937	8,750,000	6,524,145	6,500,000
Total Equities	35,786,635	27,830,220	34,353,193	26,023,739
Mutual Funds – Alternative Investments	4,123,698	4,000,000	4,033,411	4,000,000
Total	\$54,156,961	46,246,997	\$53,838,349	\$45,471,297

NOTE 3 – INVESTMENTS

(CONTINUED)

Investments measured at fair value on a recurring basis as of December 31 are as follows:

	2014 Fair Value	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2
Cash Equivalents	\$ 3,870,669	\$ -	\$ 3,870,669
Fixed Income			
Corporate Bonds	1,215,295	-	1,215,295
US Treasury Bonds	1,445,795	-	1,445,795
Agency Bonds	1,137,133	-	1,137,133
Mutual Funds	6,504,252	-	6,504,252
Mortgages	14,394	-	14,394
Asset Backed	59,090	-	59,090
Equities			
Stocks			
Industrials	824,930	824,930	-
Consumer Discretionary	788,807	788,807	-
Consumer Staples	870,015	870,015	-
Energy	768,699	768,699	-
Financial	2,849,636	2,849,636	-
Materials	390,325	390,325	-
Information Technology	1,239,970	1,239,970	-
Utilities	106,577	106,577	-
Health Care	1,008,024	1,008,024	-
Telecommunication Services	190,381	190,381	-
Other	342,012	342,012	-
ETF - Equity	17,640,322	17,640,322	-
Mutual Funds - Equity	8,766,937	-	8,766,937
Mutual Funds - Alternative Investments	4,123,698	-	4,123,698
Total	\$ 54,156,961	\$ 27,019,698	27,137,263
	2013 Fair Value	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2
Cash Equivalents	\$ 834,716	\$ -	\$ 834,716
Fixed Income			
Corporate Bonds	2,175,535	-	2,175,535
US Treasury Bonds	2,300,874	-	2,300,874
Agency Bonds	1,478,705	-	1,478,705
Mutual Funds	8,457,988	-	8,457,988
Mortgages	203,927	-	203,927
Equities			
Stocks			
Industrials	1,265,519	1,265,519	-
Consumer Discretionary	1,188,705	1,188,705	-
Consumer Staples	1,283,451	1,283,451	-
Energy	1,212,815	1,212,815	-
Financial	2,861,137	2,861,137	-
Materials	401,918	401,918	-
Information Technology	1,873,605	1,873,605	-
Utilities	106,850	106,850	-
Health Care	1,394,671	1,394,671	-
Telecommunication Services	201,762	201,762	-
Other	331,434	331,434	-
ETF - Equity	15,707,181	15,707,181	-
Mutual Funds - Equity	6,524,145	-	6,524,145
Mutual Funds - Alternative Investments	4,033,411	-	4,033,411
Total	\$ 53,838,349	\$ 27,829,048	\$ 26,009,301

The Foundation did not have any significant transfers in and out of Level 1 or Level 2.

NOTE 4. PROPERTY AND EQUIPMENT

Property and equipment as of December 31, consisted of the following:

	<u>2014</u>	<u>2013</u>
Land	\$ 218,750	\$ 218,750
Building	656,250	656,250
Building Improvements	1,274,423	1,274,423
Furniture and Equipment	136,800	136,800
Total	<u>2,286,223</u>	<u>2,286,223</u>
Less: Accumulated Depreciation	775,810	722,563
Total	<u>\$ 1,510,413</u>	<u>\$ 1,563,660</u>

Depreciation expense for the years ended December 31, 2014 and 2013 was \$53,247 and \$58,826, respectively.

NOTE 5. FUNCTIONAL EXPENSES

The following is a breakdown of the Foundation's functional expenses for the years ended December 31:

	<u>2014</u>	<u>2013</u>
Program:		
Grants Program	\$ 2,837,567	\$ 2,737,677
Support:		
Management and General	611,689	586,803
Total	<u>\$ 3,449,256</u>	<u>\$ 3,324,480</u>

Grant Program: The Foundation's general purpose is to support not-for-profit organizations within the United States whose work encourages a more open foreign policy based on respect for international law, human rights and the sovereignty of all nations. The Foundation also supports projects concerned with domestic social changes.

Management and General: This supporting service category includes the functions necessary to secure proper administrative functioning of the Foundation, maintain an adequate work environment, and manage the financial responsibilities of the Foundation.

NOTE 6. FEDERAL EXCISE TAXES

The Foundation is subject to federal excise tax imposed on private foundations on net investment income. The current excise tax rate is two percent. The federal excise tax expense is based on a 2% rate for fiscal years 2014 and 2013.

The deferred tax liability arises from unrealized appreciation (depreciation) on investments. The deferred federal excise taxes on unrealized appreciation (depreciation) on investments were recorded at 2% excise tax rate in 2014 and 2013. The deferred portion of income tax expense will only be paid when the unrealized gains become realized.

NOTE 6 – FEDERAL EXCISE TAXES**(CONTINUED)**

Federal excise tax expense consists of the following at December 31:

<u>Federal Excise Tax Expense/(Benefit)</u>	<u>2014</u>	<u>2013</u>
Current	\$ 82,750	\$ 122,643
Change in Deferred	(61,723)	25,800
Total Federal Excise Tax Expense/(Benefit)	\$ 21,027	\$ 148,443

NOTE 7. EMPLOYEE BENEFITS

The Foundation maintains a defined contribution pension plan (the Plan) in accordance with Section 403(b) of the Internal Revenue Code. The Foundation contributes 5% of each eligible employee's annual compensation to the Plan. Foundation employees may also contribute to the Plan. Employees are vested after one year of employment. The amount of employer pension expense was \$10,399 and \$9,750 for the year ended December 31, 2014 and 2013, respectively. The Plan is administered by Nationwide.

NOTE 8. RELATED PARTY TRANSACTION

During the years ended December 31, 2014 and 2013, the Foundation made grant disbursements of \$433,940 and \$386,575, respectively, to organizations that have common board members with the Foundation.

	<u>2014</u>	<u>2013</u>
The Albert Einstein Institution, Inc.	\$ 50,000	\$ -
Brenn Foundation	13,940	36,075
Center for International Policy	75,000	75,000
Center for Working Families	100,000	60,000
Demos: A Network for Ideas & Action	75,000	50,000
Institute for America's Future	-	60,000
International Labor Rights Forum	30,000	-
ProgressiveCongress.org	50,000	500
USAction Education Fund	40,000	50,000
American University	-	25,000
Nonviolence International	-	30,000
Total	\$ 433,940	\$ 386,575

The Foundation also received contributions from a donor related to the President and Vice President of the Foundation in the amount of \$25,000 in 2014 and 2013, respectively.

NOTE 9. SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION

	<u>2014</u>	<u>2013</u>
Cash Paid during the Year for Income Taxes	\$ 175,000	\$ 67,000

NOTE 10. SUBSEQUENT EVENTS

The Foundation's management has evaluated subsequent events through May 5, 2015, the date that the financial statements were available for issuance. Management has determined that there are no material subsequent events which would require adjustment to the financial statements.

The Arca Foundation
Supplementary Schedule of Investments
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Principal/ Shares	Investment Security	Fair Value	Cost
Cash Equivalents			
330,175	Fidelity Money Market Institutional Class FD#059 PNC	\$ 330,175	\$ 330,175
	Total Short-Term Investments	\$ 330,175	\$ 330,175
Mutual Funds-Money Market			
<i>Financial</i>			
3,284,908	Fidelity Money Market Institutional Class FD#059	\$ 3,284,908	\$ 3,284,908
85,664	Fidelity Money Market Institutional Class FD#059	85,664	85,664
29,985	Fidelity Money Market Institutional Class FD#059	29,985	29,985
68,973	Fidelity Money Market Institutional Class FD#059	68,973	68,973
31,487	Fidelity Money Market Institutional Class FD#059	31,487	31,487
16,324	Fidelity Money Market Institutional Class FD#059	16,324	16,324
23,154	Fidelity Money Market Institutional Class FD#059	23,154	23,154
	Total Mutual Funds - Money Market	3,540,494	3,540,494
	Total Cash and Cash Equivalents	\$ 3,870,669	3,870,669
Fixed Income			
<i>Treasury Bonds and Notes</i>			
15,000	USA Treasury Note 4.500% February 15, 2036	\$ 20,007	\$ 14,863
65,000	USA Treasury Notes 3.75% August 15, 2041	78,340	67,534
50,000	USA Treasury Note 3.125% August 15, 2014	53,828	51,188
35,000	USA Treasury Note 2.375% August 15, 2014	35,648	35,584
255,000	USA Treasury Note 2.250% January 31, 2015	255,428	261,141
95,000	USA Treasury Notes 1 250% August 31, 2015	95,675	96,047
295,000	USA Treasury Notes 1.250% October 31, 2015	297,375	301,078
15,000	USA Treasury Notes 1 500% August 31, 2018	15,073	14,854
160,000	USA Treasury Notes 0 375% March 15, 2018	160,101	160,281
245,000	USA Treasury Notes 0 250% May 15, 2015	245,172	245,287
35,000	USA Treasury Notes 1.625% August 15, 2022	34,043	33,146
95,000	USA Treasury Notes 0 250% January 15, 2015	95,011	95,076
60,000	USA Treasury Notes 1 625% July 31, 2019	60,094	60,012
	Total Treasury Bonds and Notes	\$ 1,445,795	\$ 1,436,093

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Principal/ Shares	Investment Security		Fair Value	Cost
U.S. Agency Bonds				
34,076	Federal Home Loan Mortgage Corp (GP #G08451) 4.50% June 1, 2041	\$	36,987	\$ 36,863
44,715	Federal Home Loan Mortgage Corp (GP #C01725) 5.50% December 1, 2033		50,336	45,610
111,158	Federal Home Loan Mortgage Corp (GP #C04038) 5.50% December 1, 2033		115,807	116,681
54,542	Federal National Mortgage Assn (Pool #AH9719) 4.50% April 1, 2041		59,270	56,796
73,835	Federal National Mortgage Assn (Pool #AL2484) 4.00% July 1, 2042		78,963	76,627
53,317	Federal National Mortgage Assn (Pool #AL2610) 2.50% November 1, 2027		54,429	53,779
48,592	Federal NATL MTG Assn (Pool AL2935) 3 50% February 1, 2043		50,887	49,677
31,913	Federal NATL MTG Assn (Pool AL3904) 3.50% January 1, 2028		33,750	33,670
61,840	Federal NATL MTG Assn (Pool AO7627) 3.00% June 1, 2027		64,445	65,531
71,590	Federal NATL MTG Assn (Pool AQ0945) 3 00% November 1, 2042		72,562	75,136
26,962	Federal NATL MTG Assn (Pool AT2016) 3.00% April 1, 2043		27,320	27,058
49,587	Federal NATL MTG Assn (Pool AT2127) 3 00% April 1, 2043		50,243	49,740
49,921	Federal National Mortgage Assn (Pool #932639) 5.00% March 1, 2040		55,556	52,463
92,488	Federal National Mortgage Assn (Pool #AB2077) 4.00% January 1, 2041		99,662	91,310
91,465	Federal NATL MTG Assn (Pool #MA0912) 3 50% October 1, 2026		96,798	97,196
52,536	Federal NATL MTG Assn (Pool #AD6938) 4.50% June 1, 2040		57,602	54,047
54,668	Government National Mortgage Assn II (Pool #MA0463) 4 00% October 20, 2042		58,676	58,904
70,233	Government National Mortgage Assn II (Pool #MA0625) 3 50% December 20, 2042		73,841	75,339
Total U S. Agency Bonds			<u>1,137,133</u>	<u>1,116,428</u>
U.S. Corporate Bonds				
10,000	AT&T Inc. 6.300% January 15, 2038		12,099	10,797
15,000	Abbey National Treasury Service 3.050% August 23, 2018		15,530	15,185
5,000	Amazon.Com Inc. 3.300% December 5, 2021		5,068	4,981
15,000	American Campus CMTYS 4.125% July 1, 2024		15,151	14,995
15,000	American Express Credit 02.250% August 15, 2019		15,002	15,066

The Arca Foundation
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Principal/ Shares	Investment Security	Fair Value	Cost
10,000	AMGEN Inc. 3.875% November 15, 2021	10,565	10,234
15,000	Anheuser-Busch INBEV FIN 3 700% February 1, 2024	15,582	14,996
20,000	Apple Inc. 3.850% May 4, 2043	20,014	18,319
10,000	BHP Billiton FIN USA LTD 5 000% September 30, 2043	11,335	9,999
20,000	BP Capital Markets PLC 3 245% May 6, 2022	19,661	19,472
10,000	BNP Paribas 2.700% August 20, 2018	10,220	9,981
25,000	Bank of America Corp. 5.625% July 1, 2020	28,465	28,161
5,000	Bank of America Corp. 4.000% April 1, 2024	5,206	4,981
15,000	Bank of New York Mellon 3.550% February 4, 2024	15,687	14,945
25,000	Berkshire Hathaway FIN 4 250% January 15, 2021	27,486	24,987
5,000	Burlington North Santa Fe 4.550% September 15, 2044	5,367	4,972
15,000	Capital One Financial Co. 6 150% September 1, 2016	16,120	17,155
15,000	Carnival Corp. 3.950% October 15, 2020	15,717	14,961
15,000	Caterpillar Inc. 3.900% May 27, 2021	16,243	15,700
10,000	Citigroup Inc. 5 500% September 13, 2025	11,065	10,000
20,000	Comcast Corp. 4 250% January 15, 2033	21,179	19,218
5,000	Conocophillips 6 500% February 1, 2039	6,643	6,583
5,000	Conocophillips Company 4 150% November 15, 2034	5,130	4,998
20,000	Continental Resources 5 000% September 15, 2022	19,350	20,733
15,000	Deutsche Bank AG London February 13, 2017	14,969	15,031
15,000	Diageo Capital PLC 2.625% April 29, 2023	14,584	15,048
15,000	DirecTV Holdings/Fing 4.600% February 15, 2021	16,067	14,498
10,000	DirecTV Holdings/Fing 4.450% April 1, 2024	10,463	10,486
5,000	Duke Energy Carolinas 4 000% September 30, 2042	5,131	5,088
5,000	Duke Energy Progress Inc. 4.875% December 1, 2044	5,315	4,983
20,000	EQT Corp. 8.125% November 15, 2021	21,606	21,625

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Principal/ Shares	Investment Security	Fair Value	Cost
5,000	Ebay Inc. 2.875% August 1, 2021	4,949	4,989
10,000	Enterprise Products Oper 3.750% February 15, 2025	10,038	9,968
15,000	Exelon Generation Co LLC 4.000% October 1, 2020	15,651	15,250
5,000	Florida Power & Light Co 4.050% October 1, 2044	5,244	4,984
20,000	FreePort-McMorgan C & G 3.550% March 1, 2022	18,902	19,523
15,000	GTE Corp. 6.940% April 15, 2028	18,760	16,971
20,000	General Electric Co. 4.125% October 9, 2042	20,704	20,178
10,000	General Elec Cap Corp 3.150% September 7, 2022	10,185	10,048
15,000	Gilead Sciences Inc. 3.700% April 1, 2024	15,732	15,005
10,000	Goldman Sachs Group Inc 5.375% March 15, 2020	11,207	11,195
5,000	Goldman Sachs Group Inc. 3.850% July 8, 2024	5,128	4,993
15,000	Goldman Sachs Group Inc 4.000% March 3, 2024	15,572	14,955
15,000	HSBC Holdings PLC SR Unsec 5.100% April 5, 2021	16,956	14,967
20,000	Hasbro Inc 6.300% September 15, 2017	22,137	21,922
10,000	Hewlett Packard Co 4.375% September 15, 2021	10,485	10,134
10,000	JPMorgan Chase & Co 4.625% May 10, 2021	11,006	9,986
20,000	JPMorgan Chase & Co. 3.375% May 1, 2023	19,786	19,260
15,000	Johnson & Johnson 5.950% August 15, 2037	20,348	18,314
20,000	KLA-Tencor Corp 4.125% November 1, 2021	20,487	20,163
15,000	Kinder Morgan Ener Part 6.950% January 15, 1938	17,312	16,726
5,000	Kinder Morgan Inc /Delawa 3.050% December 1, 2019	4,960	4,990
10,000	Kroger Co 3.400% April 15, 2022	10,180	10,159
15,000	Met Life Inc Var % December 15, 2066	16,725	14,250
10,000	MidAmerican Energy HLDGS 6.125% April 1, 2036	12,563	10,179
10,000	Mondelez International 2.250% February 1, 2019	9,959	10,065
10,000	Morgan Stanley 4.750% March 22, 2017	10,652	9,982

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Principal/ Shares	Investment Security	Fair Value	Cost
10,000	Morgan Stanley 4.875% November 1, 2022	10,621	9,965
10,000	News America Inc. 6.650% November 15, 2037	13,353	12,612
15,000	Novartis Capital Corp. 3.700% September 21, 2042	15,076	14,119
10,000	Oneok Partners LP 6.125% February 1, 2041	10,757	9,768
10,000	Oracle Corp. 4.300% July 8, 2034	10,707	10,079
15,000	Pepsico Inc. 02.750% March 1, 2023	14,758	14,507
5,000	Petrobras Intl Fin Co. 5.375% January 27, 2019	4,633	4,994
10,000	Petroleos Mexicanos 06.000% March 5, 2020	11,225	11,088
10,000	Phillips 66 4.650% November 15, 2034	10,250	9,874
5,000	Procter & Gamble Co. March 5, 2037	6,466	6,022
10,000	Prudential Financial Inc. 4.500% November 16, 2021	10,902	11,031
15,000	Realty Income Corp. 3.250% October 15, 2022	14,787	14,623
15,000	Rowan Companies Inc. 4.750% January 15, 2024	14,158	14,993
40,000	Royal Bank of Canada September 19, 2017	39,772	39,996
10,000	Shell International Fin 4.550% August 12, 2043	10,940	10,389
10,000	Sysco Corporation 4.350% October 2, 2034	10,766	10,055
10,000	Telefonica Emisiones SAU 5.134% April 27, 2020	11,070	10,756
10,000	Thomson Reuters Corp. 3.850% September 29, 2024	10,110	9,957
6,000	Toledo Edison Company 7.250% May 1, 2020	7,143	7,097
25,000	Toronto-Dominion Bank 2.125% July 2, 2019	24,883	24,985
20,000	Toyota Motor Credit Corp. 4.500% June 17, 2020	22,052	22,337
10,000	Tyson Foods Inc. 3.950% August 15, 2024	10,337	10,062
10,000	United Technologies Corp. June 1, 2042	10,888	10,491
10,000	Viacom Inc. 3.250% March 15, 2023	9,657	9,263
5,000	Walmart Stores 5.250% September 1, 2035	6,014	5,822
20,000	Wal-Mart Stores Inc. 5.625% April 1, 2040	25,449	19,896

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Principal/ Shares	Investment Security	Fair Value	Cost
15,000	Wells Fargo & Company 3 300% September 9, 2024	15,094	14,960
10,000	Wells Fargo & Company VAR% December 31, 2099	10,075	10,000
25,000	Westpac Banking Corp 2.250% July 30, 2018	25,366	24,903
15,000	Williams Partners LP November 15, 2020	15,368	14,999
15,000	XILINX Inc. 3.000% March 15, 2021	14,971	14,892
Total U.S. Corporate Bonds		\$ 1,215,295	\$ 1,171,864
Mutual Funds - Fixed Income			
180,943	Blackrock FDS (BHYIX)	\$ 1,425,831	\$ 1,500,000
98,912	Blackrock Strategic Income (BSIIX)	1,000,000	1,000,000
136,315	Eaton Vance Floating Rate (EIBLX)	1,214,564	1,250,000
151,838	Fidelity Advisor Floating High (FFRIX)	1,459,165	1,500,000
113,190	Templeton Global Bond Fund AD (TGBAX)	1,404,692	1,500,000
Total Mutual Funds		\$ 6,504,252	\$ 6,750,000
Mortgages			
4,304	Morgan Stanley Capital I 2007-HQ11 Class A31 5.439% February 12, 2044	\$ 4,330	\$ 4,300
10,070	Wachovia Bank Commercial Mtg Tr Ser 2007-C31 Class A2 5.421% April 15, 2047	10,064	7,538
Total Mortgages		\$ 14,394	\$ 11,838
Asset backed			
75,000	Nissan Auto Lease Series 2013 A Class A3 00 60% due 4/15/2016 Rating AAA {65476VAC3} PCA Taxable Income	\$ 74,972	\$ 75,000
	Pending Trades - Sales	\$ (15,882)	(15,114)
Total Asset backed		\$ 59,090	\$ 59,885
Total Fixed Income		\$ 10,375,959	\$ 10,546,108

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Principal/ Shares	Investment Security	Fair Value	Cost
Equities			
<i>Consumer Discretionary</i>			
1,874	BMW (BAMXY)	\$ 66,752	\$ 61,644
617	Borg Warner Inc (BWA)	33,904	32,113
820	Comcast Corporation CLA (CMCSA)	47,568	24,630
680	Disney Walt Co. (DIS)	64,049	36,858
530	Foot Locker Inc. (FL)	29,775	25,422
320	Hanebrands Inc. - W/I (HBI)	35,718	23,917
325	Home Depot Inc. (HD)	34,115	14,040
340	L Brands Inc (LB)	29,427	23,082
565	Magna International (MGA)	61,410	46,930
258	McGraw Hill Financial Inc. (MHFI)	22,957	13,351
2,352	Newell Rubbermaid Inc (NWL)	89,588	69,556
158	O'Reilly Automotive Inc (ORLY)	30,434	19,635
210	Polaris Inds Inc. (PII)	31,760	16,626
245	Ross Stores Inc. (ROST)	23,094	17,480
773	Sands China LTD (SCHYY)	38,066	60,058
483	TJX Companies Inc. New (TJX)	33,124	22,887
909	TJX Companies Inc New (TJX)	62,339	50,608
430	Wyndham Worldwide Corp (WYN)	36,877	26,723
245	YUM! Brands Inc (YUM)	17,848	15,962
Total Consumer Discretionary		\$ 788,807	\$ 601,522
<i>Consumer Staples</i>			
663	Bungee Limited (BG)	\$ 60,273	\$ 41,528
583	Altria Group Inc (MO)	28,724	20,531
605	Anheuser Busch Inbev (BUD)	67,954	45,082
347	Brookdale Senior Living Inc (BKD)	12,724	9,658
470	CVS Health Corporation (CVS)	45,266	24,185
175	Campbell Soup Co (CPB)	7,700	7,728
359	Colgate-Palmolive Co. (CL)	24,839	22,222
266	Costco Wholesale Corp (COST)	37,705	31,151
480	Dr. Pepper Snapple Group Inc. (DPS)	34,406	30,436
720	Hain Celestial Group Inc. (HAIN)	41,969	35,224
280	Kimberly-Clark Corp. (KMB)	32,351	29,622
790	Kroger Co. (KR)	50,726	36,542
2,378	Loreal Co (LRLCY)	79,259	39,084
1,027	LVMH Moet Hennessy Louis (LVMUY)	35,365	16,298
1,657	Nestle S A (NSRGY)	120,878	67,428
212	Philip Morris Internat- W/I (PM)	17,267	19,473
475	Procter & Gamble Co (PG)	43,268	22,653
401	JM Smucker Co/the -New Com WI (SJM)	40,493	41,710
862	Unilever PLC W/I (UL)	34,894	21,148
1,382	Unilever NV New York Shares New (UN)	53,953	54,140
Total Consumer Staples		\$ 870,015	\$ 615,844

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Principal/ Shares	Investment Security	Fair Value	Cost
<i>Energy</i>			
340	Apache Corporation (APA)	\$ 21,308	\$ 24,508
741	Atwood Oceanics Inc (ATW)	21,022	\$ 30,043
4,692	BG Group PLC (BRGYY)	62,685	78,314
166	Cimarex Energy Co. (XEC)	17,596	17,036
408	Conocophillips (COP)	28,176	29,102
510	Conocophillips (COP)	35,221	35,778
612	Continental Resources Inc./OK (CLR)	23,476	24,350
240	EOG Res Inc. (EOG)	22,097	17,615
207	Exxon Mobil Corp. (XOM)	19,137	17,966
505	Exxon Mobil Corp (XOM)	46,687	40,389
1,453	Imperial Oil Ltd New (IMO)	62,523	56,921
311	Marathon Petroleum Corp. (MPC)	28,071	24,381
771	Noble Energy Inc. (NBL)	36,569	56,573
1,826	Now Inc (DNOW)	46,983	54,549
710	Oasis Petroleum Inc (OAS)	11,743	27,078
545	Oil States International Inc (OIS)	26,651	29,029
307	SM Energy Company (SM)	11,844	25,016
523	SASOL LTD (SSL)	19,858	18,664
687	Schlumberger LTD (SLB)	58,677	59,884
756	Schlumberger LTD (SLB)	64,570	43,803
480	Schlumberger LTD (SLB)	40,997	39,876
4,205	Schneider Elect SA - UNSP ADR (SBGSY)	60,594	46,728
414	Valero Energy Corp (VLO)	20,493	19,585
	Pending Trades - Sales	\$ (18,279)	6,766
Total Energy		\$ 768,699	\$ 823,953
<i>Financial</i>			
970	Invesco LTD (IVZ)	\$ 38,334	\$ 34,051
300	Ace Limited (ACE)	34,464	30,633
424	AFLAC Inc (AFL)	25,902	20,954
4,839	AIA Group LTD (AAGIY)	107,184	71,962
132	Alliance Data Systems Corp. (ADS)	37,759	30,927
5,921	Allianze SE Spon ADR (AZSEY)	98,111	64,543
490	Allstate Corp (ALL)	34,423	30,302
850	American Express Co (AXP)	79,084	69,742
344	American Express Co (AXP)	32,006	14,263
644	Apartment INVT & MGMT Co (AIV)	23,925	20,003
567	Avalonbay Communities Inc (AVB)	92,642	60,050
4,731	Banco Bilbo Vizcaya (BBVA)	44,424	45,993
469	Boston PPTYS Inc (BXP)	60,356	44,096
734	Brixmor Property Group Inc (BRX)	18,233	15,868
26,707	CBOE Holdings (CBOE)	32,154	18,602
2,220	Cousins Properties Inc (CUZ)	25,352	25,140
548	Crown Castle Intl Corp (CCI)	43,128	39,332
996	Cubsmart (CUBE)	21,982	15,280
905	DBS Group HLDGS LTD (DBSDY)	56,318	36,813
2,920	DDR Corp (DDR)	53,611	42,392
425	Discover Financial W/I (DFS)	27,833	18,356
550	Discover Financial W/I (DFS)	36,020	22,365
176	Eastgroup PPTYS Inc (EGP)	11,144	10,335

The Arca Foundation
Supplementary Schedule of Investments
December 31, 2014

Principal/ Shares	Investment Security	Fair Value	Cost
470	Eaton Vance Corp (EV)	19,237	17,999
866	Empire State Realty Trust IN (ESRT)	15,224	12,614
206	Essex PPTY TR Inc (ESS)	42,560	17,616
305	Federal Realty INVT Trust (FRT)	40,705	33,828
1,622	General Growth Properties W/I (GGP)	45,627	29,021
942	Healthcare Realty Trust (HR)	25,735	20,181
613	Health Care Reit Inc	46,386	31,228
1,910	Hong Kong Exchanges (HKXCY)	42,459	30,121
1,263	Host Hotels & Resorts Inc (HST)	30,022	12,828
795	Hudson Pacific Properties IN (HPP)	23,898	15,041
7,600	Icici Bank LTD (IBN)	87,780	60,579
229	Intercontinental Exchange-W/I (ICE)	50,217	44,093
4,243	Itau Unibanco Banco Holding (ITUB)	55,201	55,995
910	JPMorgan Chase & Co (JMP)	56,948	52,171
121	Kilroy Rlty Corp (KRC)	8,357	8,269
881	LaSalle Hotel PPTYS (LHO)	35,654	27,502
760	Lincoln National Corp (LNC)	43,829	38,323
300	Mastercard Inc CL A (MA)	25,848	22,073
436	Mid Amer Apt CMNTYS Inc (MAA)	32,560	29,084
1,617	Mitsubishi Estate (MITEY)	34,103	48,376
225	Moody's Corp (MCO)	21,557	19,899
236	National Health INVS Inc (NHI)	16,511	14,408
705	National Retail PPTYS Inc (NNN)	27,756	25,783
597	Nationstar Mortgage Holdings (NSM)	16,829	19,901
514	Paramount Group Inc. (PGRE)	9,555	9,407
920	Piedmont Office Realty TRU A (PDM)	17,333	16,596
770	Principal Financial Group (PFG)	39,994	38,482
2,668	Progressive Corp Ohio (PGR)	72,009	68,770
1,731	Prologis Inc (PLD)	74,485	54,312
289	Public Storage (PSA)	53,422	43,981
1,050	RLJ Lodging Trust (RLJ)	35,207	26,569
519	Realty Income Corp. (O)	24,761	21,269
1,970	Regions Financial Corp (RF)	20,803	19,142
1,090	Retail Opportunity Investmen (ROIC)	18,301	13,299
335	SL Green Realty Corp (SLG)	39,872	18,668
719	Simon Property Group Inc (SPG)	131,008	57,136
1,453	Svenska Handelsb A (SVNLY)	34,000	24,264
330	The Travelers COS Inc (TRV)	34,931	29,947
12,667	Turkiye Garanti Bankas (TKGBY)	50,288	67,205
982	UDR Inc (UDR)	30,265	23,918
1,353	US Bankcorp Del (USB)	60,817	54,819
269	Ventas Inc (VTR)	19,287	17,050
110	Visa Inc (V)	28,842	17,300
403	Waddell & Reed Finl Inc (WDR)	20,077	15,979
364	Washington Prime Group-W/I (WU)	6,263	3,689
1,050	Wells Fargo & Company (WFC)	57,561	49,878
1,231	Western Union Co - W/I (WU)	22,047	19,920
1,880	Weyerhaeuser Co (WY)	67,473	43,630
9	Simon Property Group Inc (SPG) Invesco Institutional	\$ 1,568	\$ 428
4	Washington Prime Group - W/I (WPG) Invesco Institutional	\$ 74	\$ 27
		\$ 2,849,636	\$ 2,224,618

The Arca Foundation
Supplementary Schedule of Investments
December 31, 2014

Principal/ Shares	Investment Security	Fair Value	Cost
<i>Health Care</i>			
904	Abbott Laboratories Inc (ABT)	\$ 40,698	\$ 33,438
480	Aetna Inc New (AET)	42,638	29,564
340	Amgen (AMGN)	54,159	40,123
406	Becton Dickinson & Co. (BDX)	56,499	42,691
200	Becton Dickinson & Co. (BDX)	27,832	18,144
420	Cigna Corp (CI)	43,222	39,342
1,780	CSL LTD-Sponsored ADR (CSLLY)	62,923	24,846
1,242	Fresenius Medical Care AG & Co (FMS)	46,128	27,431
188	Gilead Sciences Inc (GILD)	17,721	15,471
460	Gilead Sciences Inc. (GILD)	43,360	37,695
540	HCA Holdings Inc. (HCA)	39,631	34,112
470	Johnson & Johnson (JNJ)	49,148	24,793
205	McKesson Corporation (MCK)	42,554	31,395
497	Mylan Inc (MYL)	28,016	16,124
1,582	Novo Nordisk A S (NVO)	66,950	59,648
1,248	Roche Holding LTD Sponsored ADR (RHHBY)	42,420	43,356
2,793	Roche Holding LTD Sponsored ADR (RHHBY)	94,934	49,325
340	St Jude Medical Inc. (STJ)	22,110	23,022
524	Sanofi Sponsored ADR (SNY)	23,900	27,322
156	Shire PLC (SHPG)	33,156	27,790
1,335	Sonova HLDG AG (SONVY)	39,196	23,659
4,064	Sysmex Corp (SSMXY)	90,830	40,752
Total Health Care		\$ 1,008,024	\$ 710,042
<i>Industrials</i>			
52	Copa Holdings SA (CPA)	\$ 5,389	\$ 7,608
1,852	Atlas Copco AB (ATLKY)	51,806	17,557
250	Boeing Co (BA)	32,495	17,465
1,134	Canadian NATL Railway Co (CNI)	78,144	40,081
212	Caterpillar Inc (CAT)	19,404	21,663
903	Danaher Corp (DHR)	77,396	65,458
590	Delta Air Lines Inc. (DAL)	29,022	11,695
2,090	General Electric Co (GE)	52,814	34,685
198	Grainger W W Inc. (GWW)	50,468	50,519
175	Lockheed Martin Corp (LMT)	33,700	16,948
160	Lockheed Martin Corp (LMT)	30,811	22,603
871	Miller Herman Inc (MLHR)	25,634	26,162
648	Monotaro Co LTD - UNSP ADR (MONOY)	12,999	14,735
1,074	Robert Half International Inc. (RHI)	62,700	45,466
232	Rockwell Collins Inc (COL)	19,599	17,190
524	Ryanair HLDGS PLC (RYAAY)	37,345	24,815
260	Snap On Inc (SNA)	35,552	33,191
810	Southwest Airlines Co. (LUV)	34,279	22,201
322	3M Company (MMM)	52,911	40,440
260	Union Pacific Corp (UNP)	30,974	9,581

The Arca Foundation
Supplementary Schedule of Investments
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Principal/ Shares	Investment Security	Fair Value	Cost
188	United Parcel Service CL B (UPS)	20,900	15,691
200	United Rentals Inc. (URI)	20,402	23,210
159	Verisk Analytics Inc. (VRSK)	10,184	9,983
Total Industrials		\$ 824,930	\$ 588,945
<i>Information Technology</i>			
565	TE Connectivity LTD (TEL)	\$ 35,736	\$ 32,802
330	Check Point Software Teck (CHKP)	25,928	23,227
505	NXP Semiconductors (NXPI)	38,582	21,419
336	Apple Inc (AAPL)	37,088	19,364
1,085	Apple Inc (AAPL)	119,762	16,741
1,461	Arm Holdings PLC (ARMH)	67,644	17,227
168	Baidu Inc (BIDU)	38,299	15,841
1,665	Cisco Systems Inc (CSCO)	46,312	35,816
1,686	Dassault Systems SA (DASTY)	102,846	37,428
1,116	Ebay Inc. (EBAY)	62,630	57,714
3,274	Fanuc Corp ADR (FANUY)	90,133	50,641
45	Google Inc-CL A (GOOG)	23,880	7,929
591	Intuit Software (INTU)	54,484	42,162
561	Microsoft Corp (MSFT)	26,058	16,927
627	Microsoft Corp (MSFT)	29,124	12,026
670	Micron Technology Inc (MU)	23,457	23,066
400	Qualcomm (QCOM)	29,732	20,798
1,221	SAP SE Sponsored ADR (SAP)	85,043	56,775
700	Skyworks Solutions Inc. (SWKS)	50,897	26,896
6,067	Taiwan Semiconductor MTG Co (TSM)	135,779	84,146
1,592	Texas Instruments Inc (TXN)	85,116	66,737
284	Western Digital Corp (WDC)	31,439	14,163
Total Information Technology		\$ 1,239,970	\$ 699,845
<i>Materials</i>			
324	Lyondellbasell Industries N V. (LYB)	\$ 25,722	\$ 22,826
360	Lyondellbasell Industries N.V. (LYB)	28,580	37,860
3,736	Air Liquide (AIQUY)	92,092	53,845
77	CF Industries Holdings Inc. (CF)	20,986	13,725
3,467	Fuchs Petrolub SE-PREF ADR (CF)	35,006	40,845
1,784	Linde AG (LNEGY)	32,924	33,443
56	New Market Corporation (NEU)	22,598	14,477
353	Novozymes A/S (NVZMY)	14,875	13,982
620	Packing Corp PKG (PKG)	48,391	43,592
249	Praxair Inc. (PX)	32,260	31,190
2,439	Symrise AG (SYIEY)	36,890	32,697
Total Materials		\$ 390,325	\$ 338,483

The Arca Foundation
Supplementary Schedule of Investments
December 31, 2014

Principal/ Shares	Investment Security	Fair Value	Cost
<i>Telecommunication Services</i>			
800	American Tower CORP (AMT)	\$ 79,080	\$ 49,323
423	Level 3 Communications Inc (LVLT)	20,888	19,113
2,766	MTN Group LTD (MTNOY)	52,194	49,634
207	Verizon Communications Inc. (VZ)	9,683	9,657
610	Verizon Communications Inc. (VZ)	28,536	32,186
	Total Telecommunication Services	<u>\$ 190,381</u>	<u>\$ 159,912</u>
<i>Utilities</i>			
636	AES Corp (AES)	\$ 8,758	\$ 9,371
1,064	Northeast Utilities (NU)	56,945	48,378
775	Wisconsin Energy Corp (WEC)	40,874	15,464
	Total Utilities	<u>\$ 106,577</u>	<u>\$ 73,213</u>
<i>Unclassified</i>			
887	Healthcare Trust of AME-CLA (HTA)	\$ 23,896	\$ 19,564
914	Hilton Worldwide Holdings IN (HLT)	23,846	21,724
1,091	JGC Corp Unsponsored ADR (JGCCY)	45,026	63,451
541	Premier Inc -Class A (PINC)	18,140	16,492
1,397	Swatch Group LTD (SWGAY)	30,909	25,586
18,630	Uni Charm Corp (UNCHY)	90,821	50,249
957	WPP PLC (WPPGY)	99,624	35,781
979	Xinyi Glass HLDGE LTD (XYIGY)	9,751	10,622
	Total Unclassified	<u>\$ 342,012</u>	<u>\$ 243,470</u>
<i>ETF - Equity</i>			
26,475	Ishares Core S&P 500 (IVV)	\$ 5,476,883	\$ 2,451,360
13,450	Ishares MSCI USA ESG Select (KLD)	1,158,180	999,782
43,271	UBS E-Tracs Alerian MLP (MLPI)	1,756,803	1,991,509
47,542	Vanguard FTSE All World EX-US (VEU)	2,227,818	2,270,197
28,393	Vanguard Mid Cap (VO)	3,508,239	2,069,072
30,108	Vanguard Small Cap (VB)	3,512,399	2,218,454
	Total ETF - Equity	<u>\$ 17,640,322</u>	<u>\$ 12,000,373</u>
<i>Mutual Funds - Equity</i>			
61,350	GW&K Small Cap Equity Fund (GWESX)	\$ 1,443,558	\$ 1,500,000
167,504	Blackrock Global Dividend (BIBDX)	1,971,524	2,000,000
26,123	Calvert Social INVT FS (CSIEX)	1,264,631	1,250,000
51,733	Mainstay Epoch Global Equity (EPSYX)	1,008,277	1,000,000
46,882	T Rowe Price Real Estate Fund (TRREX)	1,259,259	1,000,000
183,993	Virtus Emerging Markets (HIEMX)	1,819,687	2,000,000
		<u>\$ 8,766,937</u>	<u>\$ 8,750,000</u>
	Total Equities	<u>\$ 35,786,634</u>	<u>\$ 27,830,218</u>

The Arca Foundation
Supplementary Schedule of Investments
December 31, 2014

Principal/ Shares	Investment Security	Fair Value	Cost
<i>Mutual Funds - Alternative Investments</i>			
90,255	Diamond Hill Long-Short Fund (DIAYX)	\$ 2,188,692	\$ 2,000,000
185,701	Drehaus Active Income Fund (LCMAX)	1,935,006	2,000,000
		<hr/>	<hr/>
		\$ 4,123,698	\$ 4,000,000
		<hr/>	<hr/>
Total Investments		<hr/>	<hr/>
		\$ 54,156,961	\$ 46,246,997

**The Area Foundation
Supplementary Schedule of Grant Expenses
Year Ended December 31, 2014**

Name of Grantee	Amount
ACCE Institute (1)	5,000
ACCE Institute (2)	100,000
Advancement Project	50,000
Advancement Project	30,000
Advancement Project	25,000
Agenda Project Education Fund	2,000
Albert Einstein Institution, Inc	50,000
Alliance for a Just Society	50,000
American University	3,000
Brave New Films	25,000
Center for Arms Control and Non-Proliferation	50,000
Center for Economic and Policy Research	40,000
Center for Effective Government (1)	30,000
Center for Effective Government (2)	25,000
Center for International Policy, Inc	75,000
Center for Popular Democracy (1)	5,000
Center for Popular Democracy (2)	100,000
Center for Popular Democracy (3)	3,000
Center for Working Families	100,000
ColorOfChange Education Fund	40,000
Confluence Philanthropy	500
Consumer Watchdog	50,000
Courage Campaign Institute	40,000
DC Vote	25,000
Demos A Network for Ideas & Action	75,000
Economic Opportunity Institute	25,000
Economic Policy Institute	50,000
Fellowship on Reconciliation	25,000
Friends of the Earth	50,000
Government Accountability Project	50,000
Institute for Policy Studies (1)	50,000
Institute for Policy Studies (2)	5,000
International Labor Rights Forum	30,000
J Street Education Fund	75,000
Jubille USA Network	50,000
Just Vision, Inc	50,000
Leadership Conference Education Fund	100,000
Medical Education Cooperation in Cuba	5,000
Movement Strategy Center	20,000
National Committee for Responsive Philanthropy	1,500
National Iranian American Council	50,000
National Security Archive Fund	60,000
National Security Initiative	50,000
Neighborhood Funders Group	1,000
New Organizing Institute Education Fund (1)	2,500
New Organizing Institute Education Fund (2)	25,000
New York Communities Organizing Fund, Inc	50,000
PICO National Network	5,000
ProgressiveCongress.org	50,000
Project on Government Oversight	50,000
Proteus Fund	500
Public Accountability Initiative	25,000
Public Campaign	50,000

The Arca Foundation
Supplementary Schedule of Grant Expenses
Year Ended December 31, 2014

Name of Grantee	Amount
Public Citizen Foundation	50,000
Public Interest Projects (1)	50,000
Public Interest Projects (2)	15,000
Repairers of the Break, Inc	50,000
Res Publica, Inc	3,000
Revolutions Per Minute	25,000
TakeAction Minnesota Education Fund, Inc	40,000
Taxpayers for Common Sense	50,000
The American Prospect	25,000
The Backbone Campaign	40,000
The Brenn Foundation	13,940
The Franklin and Eleanor Roosevelt Institute (1)	2,000
The Franklin and Eleanor Roosevelt Institute (2)	75,000
The Fund for Constitutional Government (1)	500
The Fund for Constitutional Government (2)	75,000
The Nation Institute	5,000
The Ohio Organizing Collaborative	3,000
The Tides Center	25,000
US Campaign for Burma	15,000
USAction Education Fund	40,000
Women Donors Network	5,000
Women's Action for New Directions	50,000
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	\$ 2,661,440
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The Arca Foundation
Supplementary Schedule of Investments
December 31, 2013

Principal/ Shares	Investment Security	Fair Value	Cost
Cash Equivalents			
232,625	Fidelity Money Market Institutional Class FD#059	\$ 232,625	\$ 232,625
	Total Short-Term Investments	\$ 232,625	\$ 232,625
Mutual Funds-Money Market			
Financial			
23,599	Fidelity Money Market Institutional Class FD#059	\$ 23,599	\$ 23,599
54,657	Fidelity Money Market Institutional Class FD#059	54,657	54,657
66,886	Fidelity Money Market Institutional Class FD#059	66,886	66,886
163,861	Fidelity Money Market Institutional Class FD#059	163,861	163,861
232,619	Fidelity Money Market Institutional Class FD#059	232,619	232,619
21,222	Fidelity Money Market Institutional Class FD#059	21,221	21,221
39,248	Fidelity Money Market Institutional Class FD#059	39,248	39,248
	Total Mutual Funds - Money Market	602,091	602,091
	Total Cash and Cash Equivalents	\$ 834,716	\$ 834,716
Fixed Income			
Treasury Bonds and Notes			
170,000	USA Treasury Note 4 50% February 15, 2036	\$ 189,152	\$ 177,861
130,000	USA Treasury Notes 3 75% August 15, 2041	126,729	137,666
150,000	USA Treasury Note 2 375% August 31, 2014	152,210	154,008
40,000	USA Treasury Note 3 000% September 30, 2016	42,512	42,808
635,000	USA Treasury Notes 2 250% January 31, 2015	649,141	653,205
295,000	USA Treasury Notes 1 250% October 31, 2015	299,885	301,078
25,000	USA Treasury Notes 2 625% January 31, 2018	26,289	27,338
135,000	USA Treasury Notes 1 500% August 31, 2018	134,314	134,253
240,000	USA Treasury Notes 0 250% September 15, 2014	240,207	240,178
235,000	USA Treasury Notes 0 875% December 31, 2016	235,515	236,175
205,000	USA Treasury Notes 0 375% January 15, 2016	204,920	204,960
	Total Treasury Bonds and Notes	\$ 2,300,874	\$ 2,309,530

The Arca Foundation
Supplementary Schedule of Investments
December 31, 2013

Principal/ Shares	Investment Security	Fair Value	Cost
U.S. Agency Bonds			
56,695	Federal Home Loan Mortgage Corp (GP #C01725) 5 50% December 1, 2033	\$ 62,387	\$ 57,829
121,428	Federal Home Loan Mortgage Corp (GP #C04038) 3 50% June 1, 2042	120,620	127,461
65,439	Federal National Mortgage Assn (Pool #AH9719) 4 50% April 1, 2041	69,347	68,144
84,569	Federal National Mortgage Assn (Pool #AL2484) 4 00% July 1, 2042	87,128	87,767
68,435	Federal NATL MTG Assn (Pool AO7627) 3 00% June 1, 2027	69,920	72,519
74,964	Federal NATL MTG Assn (Pool AQ0945) 3 00% November 1, 2042	71,251	78,677
101,313	Federal National Mortgage Assn (Pool #932639) 5 00% March 1, 2040	110,617	106,474
87,958	Federal National Mortgage Assn (Pool #AB1845) 4 00% November 1, 2040	90,599	91,833
103,934	Federal National Mortgage Assn (Pool #AB2077) 4 00% January 1, 2041	107,256	102,610
163,842	Federal National Mortgage Assn (Pool #AB7859) 3 50% February 1, 2043	163,028	164,328
30,914	Federal National Mortgage Assn (Pool #AC5118) 5 00% November 1, 2039	33,846	32,639
107,722	Federal NATL MTG Assn (Pool #MA0912) 3 50% October 1, 2026	112,701	114,472
159,180	Federal NATL MTG Assn (Pool #AD6938) 4 50% June 1, 2040	169,489	163,757
65,166	Government National Mortgage Assn II (Pool #MA0463) 4 00% October 20, 2042	67,854	70,217
80,571	Government National Mortgage Assn II (Pool #MA0625) 3 50% December 20, 2042	81,409	86,437
70,198	Government National Mortgage Assn (Pool #724216) 4 50% August 15, 2039	74,995	74,273
	Pending Trades - Various purchases	(13,742)	(13,216)
Total U S Agency Bonds		<u>1,478,705</u>	<u>1,486,221</u>
U.S. Corporate Bonds			
10,000	AT&T Inc 6 300% January 15, 2038	11,052	10,797
20,000	Abbey National Treasury Service 4 00% April 27, 2016	21,236	19,992
10,000	Abbey National Treasury Service 3 050% August 23, 2018	10,275	9,978
20,000	American Express 7 000% March 19, 2018	23,897	22,617
25,000	AMGEN Inc 3 875% November 15, 2021	25,680	25,586
25,000	Amphenol Corp 4 000% February 1, 2022	24,069	25,006
30,000	Apple Inc 2 400% May 3, 2023	26,976	29,960

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Principal/ Shares	Investment Security	Fair Value	Cost
15,000	Arcelomittal 7 500% October 15, 2039	14,737	15,121
10,000	Arrow Electronics Inc 4 500% March 1, 2023	9,617	9,920
10,000	BHP Billiton FIN USA LTD 5 000% September 30, 2043	10,167	9,999
20,000	BP Capital Markets PLC 3 245% May 6, 2022	19,385	19,472
20,000	BNP Paribas 2 700% August 20, 2018	20,375	19,963
35,000	Bank of America Corp 5 625% July 1, 2020	39,995	39,425
15,000	Bank of America Corp 3 300% January 11, 2023	14,194	14,907
35,000	Bank of New York Mellon 3 550% September 23, 2021	35,810	35,915
15,000	Bank of Nova Scotia 1 375% December 18, 2017	14,720	14,983
40,000	Berkshire Hathaway FIN 4 250% January 15, 2021	42,508	39,979
15,000	Borgwarner Inc 4 625% September 15, 2020	15,856	14,718
30,000	Capital One Financial Co 6 150% September 1, 2016	33,554	34,310
15,000	Carnival Corp 3 950% October 15, 2020	15,012	14,961
30,000	Caterpillar Inc 3 900% May 27, 2021	31,161	31,409
145,000	CenterPoint Energy Transition 2 1606% October 15, 2021	144,213	146,919
25,000	Citigroup Inc 5 300% January 7, 2016	27,023	27,185
10,000	Citigroup Inc 5 500% September 13, 2025	10,532	10,000
20,000	Comcast Corp 4 250% January 15, 2033	18,578	19,218
20,000	Continental Resources 5 000% September 15, 2022	20,775	20,875
25,000	Rabobank Nederland UTREC 3 375% January 19, 2017	26,322	25,606
15,000	Credit Suisse Sub Notes 5 400% January 14, 2020	16,670	15,204
30,000	Deere John Capital Corp 2 800% January 27, 2023	28,034	30,525
30,000	Diageo Capital PLC 2 625% April 29, 2023	27,352	30,096
25,000	Digital Realty Trust 5 875% February 1, 2020	26,596	29,258
30,000	DirecTV Holdings/Fing 4 600% February 15, 2021	30,981	29,160
25,000	Discovery Communications 4 375% June 15, 2021	25,833	27,851
25,000	Duke Energy Carolinas 4 000%	22,565	25,440

The Arca Foundation
Supplementary Schedule of Investments
December 31, 2013

Principal/ Shares	Investment Security	Fair Value	Cost
	September 30, 2042		
15,000	EQT Corp 8 125% June 1, 2019	18,198	17,679
30,000	Exelon Generation Co LLC 4 000% October 1, 2020	29,988	30,832
25,000	FreePort-McMorgan C & G 3 550% March 1, 2022	23,760	24,657
35,000	GTE Corp 6 940% April 15, 2028	39,730	39,599
20,000	General Electric Co 4 125% October 9, 2042	18,477	20,178
30,000	General Elec Cap Corp 5 300% February 11, 2021	33,559	34,794
30,000	GlaxoSmithKline Capital 2 850% May 8, 2022	28,294	29,858
20,000	GoldCorp Inc 2 125% March 15, 2018	19,602	20,056
30,000	HSBC Holdings PLC SR Unsec 5 100% April 5, 2021	33,344	29,935
20,000	Hasbro Inc 6 300% September 15, 2017	22,544	21,922
20,000	Health Care REIT Inc 5 250% January 15, 2022	21,313	19,810
35,000	Hewlett Packard Co 4 375% September 15, 2021	35,638	35,468
20,000	Intel Corp 2 700% December 15, 2022	18,436	20,087
15,000	INTL Paper Co 7 5% August 15, 2021	18,388	18,033
15,000	JPMorgan Chase & Co 6 125% June 27, 2017	17,037	14,766
35,000	JPMorgan Chase & Co 4 625% May 10, 2021	37,730	34,957
20,000	JPMorgan Chase & Co 3 375% May 1, 2023	18,640	19,892
15,000	Johnson & Johnson 5 950% August 15, 2037	17,741	18,314
20,000	Johnson Controls Inc 5 000% March 30, 2020	21,849	21,169
15,000	KLA Instruments Corp 6 900% May 1, 2018	17,552	17,108
20,000	Kinder Morgan Ener Part 6 950% January 15, 1938	22,976	21,325
20,000	Kroger Co 6 400% August 15, 2017	22,915	23,142
15,000	Life Technologies Corp 5 000% January 15, 2021	16,240	16,800
15,000	Met Life Inc Var % December 15, 2066	15,413	14,250
20,000	MidAmerican Energy HLDGS 6 125% April 1, 2036	22,721	20,358
20,000	Morgan Stanley 4 750% March 22, 2017	21,826	19,964

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Principal/ Shares	Investment Security	Fair Value	Cost
20,000	Morgan Stanley 4 875% November 1, 2022	20,473	20,090
20,000	Newmont Mining Corp 3 500% March 15, 2022	17,024	19,814
20,000	News America Holdings 8 450% August 1, 2034	25,930	19,089
10,000	Nexen Inc 5 875% March 10, 2035	10,680	9,382
20,000	Nextera Energy Capital 4 500% June 1, 2021	20,628	22,448
75,000	Nissan Auto Lease Trust 0 610% April 15, 2016	74,982	75,000
10,000	Oneok Partners LP 6 125% February 1, 2041	10,590	9,768
20,000	Oracle Corp 3 625% July 15, 2023	19,839	19,820
20,000	PPL Capital Funding Inc 3 500% December 1, 2022	18,888	20,064
15,000	Petrobras Global Finance 3 000% January 15, 2019	14,037	14,171
30,000	Prologis Inc 6 875% March 15, 2020	35,334	36,756
15,000	Puget Sound Energy Inc 5 757% October 1, 2039	16,999	15,342
15,000	Realty Income Corp 5 750% January 15, 2021	16,588	14,911
15,000	Rio Tinto FIN USA PLC 2 250% December 14, 2018	14,926	14,863
40,000	Royal Bank Of Canada 1 200% September 19, 2017	39,633	39,996
15,000	Safeway Inc 4 750% December 1, 2021	15,063	14,595
10,000	Telefonica Emisiones SAU 3 992% February 16, 2016	10,504	9,897
10,000	Thermo Fisher Scientific 2 400% February 1, 2019	9,907	9,980
10,000	Thomson Reuters Corp 4 300% November 23, 2023	10,043	9,938
20,000	Time Warner Inc 6 625% May 15, 2029	22,955	21,727
6,000	Toledo Edison Company 7 250% May 1, 2020	7,152	7,097
30,000	Viacom Inc 3 250% March 15, 2023	27,787	28,482
20,000	Wachovia Capital Trust I 5 800% March 15, 2049	18,300	19,438
30,000	Wal-Mart Stores Inc 5 625% April 1, 2040	33,888	29,844
25,000	Weatherford Intl LTD 5 125% September 15, 2020	26,857	25,046
25,000	Westpac Banking Corp 2 250% July 30, 2018	25,091	24,903
15,000	Williams Partners LP 4 125%	15,378	14,999

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Principal/ Shares	Investment Security	Fair Value	Cost
	November 15, 2020		
35,000	Xerox Corporation 6 400%	38,685	38,841
	March 15, 2016		
	Pending Trades - Purchases	57,713	57,713
Total U S Corporate Bonds		<u>\$ 2,175,535</u>	<u>\$ 2,165,322</u>
Mutual Funds - Fixed Income			
180,943	Blackrock FDS (BHYIX)	\$ 1,485,542	\$ 1,500,000
98,912	Blackrock Strategic Income (BSIIX)	1,004,946	1,000,000
108,932	Eaton Vance Floating Rate (EIBLX)	1,001,089	1,000,000
151,838	Fidelity Advisor Floating High (FFRIX)	1,512,308	1,500,000
177,858	Pimco Unconstrained Bond Fund (PFIUX)	1,972,442	2,000,000
113,190	Templeton Global Bond Fund AD (TGBAX)	1,481,661	1,500,000
Total Mutual Funds		<u>\$ 8,457,988</u>	<u>\$ 8,500,000</u>
Mortgages			
13,187	Morgan Stanley Capital I 2007-HQ11 Class A31 5 439%	\$ 13,324	\$ 13,172
	February 12, 2044		
140,000	Wachovia Bank Comm'l Mtg Tr Series 2006-C28 Class A3 5 679%	140,799	98,903
	October 15, 2048		
49,746	Wachovia Bank Commercial Mtg Tr Ser 2007-C31 Class A2 5 421%	49,804	39,694
	April 15, 2047		
Total Mortgages		<u>\$ 203,927</u>	<u>\$ 151,769</u>
Total Fixed Income		<u>\$ 14,617,029</u>	<u>\$ 14,612,842</u>
Equities			
Consumer Discretionary			
1,874	BMW (BAMXY)	\$ 73,892	\$ 61,644
1,450	Best Buy Co Inc (BBY)	57,826	56,577
574	Borg Warner Inc (BWA)	32,092	29,248
1,200	CBS Corp Class B WI (CBS)	76,488	60,275
308	Coach Inc (COH)	17,288	15,945
1,900	Comcast Corporation CLA (CMCSA)	98,734	44,859
1,000	Disney Walt Co (DIS)	76,400	44,589
5,760	Ford Motor Company (F)	88,877	93,513
950	Home Depot Inc (HD)	78,223	42,500
800	Las Vegas Sands Corp (LVS)	63,096	57,896
260	McGraw Hill Financial Inc (MHFI)	20,332	13,455
2,527	Newell Rubbermaid Inc (NWL)	81,900	74,774
880	Nike Inc (NKE)	69,203	48,088
1,987	Nokian Tyres OYJ (NKRKY)	47,648	40,560
186	O'Reilly Automotive Inc (ORLY)	23,940	23,114
560	PVH Corp (PVH)	76,171	54,472
600	Polaris Inds Inc (PII)	87,384	48,074
112	Ross Stores Inc (ROST)	8,392	8,529
286	Scripps Networks Interac (SNI)	24,713	22,845
509	TJX Companies Inc New (TJX)	32,439	30,911
477	TJX Companies Inc New (TJX)	30,399	22,510

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Principal/ Shares	Investment Security	Fair Value	Cost
1,000	Wyndham Worldwide Corp (WYN)	73,690	62,199
244	YUM! Brands Inc (YUM)	18,449	15,889
	Pending Trades - Purchases	24,642	24,642
	Pending Trades - Sales	(93,513)	(88,138)
	Total Consumer Discretionary	\$ 1,188,705	\$ 908,970
Consumer Staples			
806	Bungee Limited (BG)	\$ 66,181	\$ 52,074
132	Herbalife LTD (HLF)	10,388	9,461
571	Altria Group Inc (MO)	21,921	20,087
2,160	Altria Group Inc (MO)	82,922	79,863
605	Anheuser Busch Inbev (BUD)	64,408	45,082
441	Brookdale Senior Living Inc (BKD)	11,986	11,815
1,440	CVS Caremark Corporation (CVS)	103,061	74,282
381	Campbell Soup Co (CPB)	16,490	17,766
2,110	Coca Cola Corp (KO)	87,164	58,903
212	Colgate-Palmolive Co (CL)	13,825	12,709
249	Costco Wholesale Corp (COST)	29,636	29,773
1,100	The Hershey Company (HSY)	106,953	51,651
286	Kellogg Co (K)	17,466	17,525
2,378	Loreal Co (LRLCY)	83,587	39,084
1,027	LVMH Moet Hennessy Louis (LVMUY)	37,587	16,298
221	Mccormick & Co INC (MKC)	15,231	15,167
1,657	Nestle S A (NSRGY)	121,939	67,428
430	NU Skin Enterprises Inc (NUS)	59,435	57,357
211	Philip Morris Internat- W/I (PM)	18,384	19,390
506	Procter & Gamble Co (PG)	41,194	41,082
1,979	Procter & Gamble Co (PG)	161,110	95,442
234	JM Smucker Co/the -New Com WI (SJM)	24,247	25,897
862	Unilever PLC W/I (UL)	35,514	21,148
1,313	Unilever NV New York Shares New (UN)	52,822	51,426
	Total Consumer Staples	\$ 1,283,451	\$ 930,710
Energy			
221	Apache Corporation (APA)	\$ 18,993	\$ 15,262
2,745	BG Group PLC (BRGY)	59,539	47,223
2,437	BG Group PLC (BRGY)	52,858	49,471
131	Chevron Corporation (CVX)	16,363	15,230
690	Chevron Corporation (CVX)	86,188	49,509
143	Cimarex Energy Co (XEC)	15,002	14,623
1,040	Conocophillips (COP)	73,476	68,896
178	Continental Resources Inc /OK (CLR)	20,029	16,870
420	EOG Res Inc (EOG)	70,493	61,651
754	Exxon Mobil Corp (XOM)	76,305	51,583
208	Exxon Mobil Corp (XOM)	21,050	18,052
3,283	Gazprom OAO (OGZPY)	28,398	33,344
1,320	Halliburton Co (HAL)	66,990	55,560
920	Helmerich & Payne Inc (HP)	77,354	58,919
413	Hollyfrontier Corp (HFC)	20,522	20,795
1,009	Imperial Oil Ltd New (IMO)	44,628	36,667
308	Marathon Petroleum Corp (MPC)	28,253	24,113

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281	Murphy Oil Corp (MUR)	18,231	17,193
588	Noble Energy Inc (NBL)	40,049	44,165
200	Oasis Petroleum Inc (OAS)	9,394	9,132
879	Paterson-UTI Energy Inc (PTEN)	22,256	19,619
1,410	Petroleo Brasileiro S A (PBR)	19,430	32,417
1,268	RPC Inc (RES)	22,634	17,891
104	SM Energy Company (SM)	8,643	9,226
636	SASOL LTD (SSL)	31,450	22,869
756	Schlumberger LTD (SLB)	68,123	43,803
1,100	Schlumberger LTD (SLB)	99,121	91,894
4,555	Schneider Elect SA - UNSP ADR (SBGSY)	79,940	51,778
790	Ultra Pete Corp (UPL)	17,103	15,681
Total Energy		\$ 1,212,815	\$ 1,013,436

Financial			
1,880	Invesco LTD	\$ 68,432	\$ 61,909
886	Lazard LTD CL A (LAZ)	40,154	34,554
423	AFLAC Inc (AFL)	28,256	20,889
4,252	AIA Group LTD (AAGIY)	85,678	59,328
280	Acadia Realty Trust (AKR)	6,952	3,892
5,921	Allianze SE Spon ADR (AZSEY)	107,348	64,543
561	American Capital Agency Corp (AGNC)	10,822	17,682
857	American Express Co (AXP)	77,756	70,316
989	American Express Co (AXP)	89,732	41,006
649	Apartment INVT & MGMT Co (AIV)	16,816	20,158
567	Avalonbay Communities Inc (AVB)	67,036	60,050
4,731	Banco Bilbo Vizcaya (BBVA)	58,617	45,993
513	Boston PPTYs Inc (BXP)	51,490	48,927
440	Brixmor Property Group Inc (BRX)	8,945	9,130
514	CBOE Holdings (CBOE)	26,707	18,859
990	Chubb Corp (CB)	95,664	40,926
564	Cousins Properties Inc (CUZ)	5,809	5,747
807	Cubesmart (CUBE)	12,864	10,627
905	DBS Group HLDGS LTD (DBSDY)	49,114	36,813
3,260	DDR Corp (DDR)	50,106	48,435
1,280	Discover Financial W/I (DFS)	71,616	45,278
428	Discover Financial W/I (DFS)	23,947	18,485
157	Eastgroup PPTYs Inc (EGP)	9,095	9,103
465	Eaton Vance Corp (EV)	19,897	17,795
608	Empire State Realty Trust IN (ESRT)	9,302	8,318
239	Essex PPTY TR Inc (ESS)	34,299	22,320
168	Federal Realty INVT Trust (FRT)	17,037	17,602
4,130	Fifth Third Bancorp (FITB)	86,854	58,372
1,340	Franklin Resources Inc (BEN)	77,358	68,004
1,564	General Growth Properties W/I (GGP)	31,390	27,649
440	Goldman Sachs Group Inc (GS)	77,994	64,211
707	Healthcare Realty Trust (HR)	15,066	14,250
1,095	Health Care Reit Inc	58,659	62,322
1,835	Healthcare Trust of America (HTA)	18,056	20,536
1,910	Hong Kong Exchanges (HKXCY)	31,878	30,121
2,444	Host Hotels & Resorts Inc (HST)	47,511	30,508
724	Hudson Pacific Properties IN (HPP)	15,834	13,517

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Principal/ Shares	Investment Security	Fair Value	Cost
1,520	Icici Bank LTD (IBN)	56,498	60,579
272	Intercontinental Exchange-W/I (ICE)	61,178	53,035
5,715	Itau Unibanco Banco Holding (ITUB)	77,553	87,108
608	LaSalle Hotel PPTYS (LHO)	18,763	18,202
287	Liberty PPTY TR (LYR)	9,721	9,786
1,460	Lincoln National Corp (LNC)	75,365	71,510
384	The Macerich Company (MAC)	22,590	5,459
30	Mastercard Inc CL A (MA)	25,064	22,073
477	Mid Amer Apt CMNTYS Inc (MAA)	28,973	31,953
1,617	Mitsubishi Estate (MITEY)	48,736	48,376
144	National Health INVS Inc (NHI)	8,078	8,604
581	National Retail PPTYS Inc (NNN)	17,622	21,170
199	Pebblebrook Hotel Trust (PEB)	6,121	3,621
1,490	Piedmont Office Realty TRU A (PDM)	24,615	27,748
1,793	Progressive Corp Ohio (PGR)	48,895	46,546
1,731	Prologis Inc (PLD)	63,960	54,312
289	Public Storage (PSA)	43,500	43,981
606	RLJ Lodging Trust (RLJ)	14,738	13,852
5,320	Regions Financial Corp (RF)	52,615	51,777
844	Retail Opportunity Investmen (ROIC)	12,424	9,459
573	SL Green Realty Corp (SLG)	52,934	39,191
390	SLM Corp (SLM)	10,249	8,228
327	Senior Housing PPTY Trust (SNH)	7,269	7,307
749	Simon Property Group Inc (SPG)	114,027	65,917
1,453	Svenska Handelsb A (SVNLY)	35,860	24,265
2,132	Tesco PLC (TSCDY)	35,903	38,244
12,667	Türkiye Garanti Bankası (TKGBY)	40,661	67,205
1,194	UDR Inc (UDR)	27,880	29,382
779	US Bankcorp Del (USB)	31,472	31,102
150	Ventas Inc (VTR)	8,592	4,062
300	Visa Inc (V)	66,804	47,205
405	Waddell & Reed Finl Inc (WDR)	26,374	16,058
1,323	Western Union Co - W/I (WU)	22,822	22,327
1,786	Weyerhaeuser Co (WY)	56,384	41,034
25	The Macerich Company (MAC)	1,496	447
9	Simon Property Group Inc (SPG)	1,310	455

\$	2,861,137	\$	2,379,755
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Health Care

652	Covidien PLC (COV)	\$	44,401	\$	41,728
650	Jazz Pharmaceuticals PLC (JAZZ)		82,264		59,218
805	Abbott Laboratories Inc (ABT)		30,856		29,728
1,520	Aetna Inc New (AET)		104,257		93,670
639	Allergan Inc (AGN)		70,980		30,571
920	Baxter International Inc (BAX)		63,986		66,722
110	Baxter International Inc (BAX)		7,650		7,658
409	Becton Dickinson & Co (BDX)		45,190		43,006
600	Becton Dickinson & Co (BDX)		66,294		55,508
1,780	CSL LTD (CMXHY)		54,771		24,846
360	Celgene Corp (CELG)		60,828		51,262
1,064	Cochlear LTD (CHEOY)		28,047		34,030
97	Endo Health Solutions Inc (ENDP)		6,544		3,506

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Principal/ Shares	Investment Security	Fair Value	Cost
1,734	Fresenius Medical Care AG & Co (FMS)	61,696	41,453
1,390	Johnson & Johnson (JNJ)	127,310	73,324
290	McKesson Corporation (MCK)	95,226	91,040
503	Mylan Inc (MYL)	21,830	16,347
208	Novo Nordisk A S (NVO)	38,430	34,470
1,050	Omnicare Inc (OCR)	63,378	62,010
1,477	Roche Holding LTD Sponsored ADR (RHHBY)	103,685	52,485
624	Roche Holding LTD Sponsored ADR (RHHBY)	43,805	43,355
830	Shire PLC (SHPG)	117,271	55,363
1,335	Sonova HLDG AG (SONVY)	35,911	23,659
2,032	Sysmex Corp (SSMXY)	60,322	40,752
234	United Therapeutics Corp Del (UTHR)	26,461	16,756
	Pending Trades - Sales	(66,722)	(63,582)
Total Health Care		\$ 1,394,671	\$ 1,028,885
Industrials			
1,852	Atlas Copco AB (ATLKY)	\$ 51,560	\$ 17,557
900	B/E Aerospace Inc (BEAV)	78,327	58,025
680	Boeing Co (BA)	92,813	47,504
1,134	Canadian NATL Railway Co (CNT)	64,661	40,081
400	Canadian Pacific Railway LTD (CP)	60,528	58,318
25	Caterpillar Inc (CAT)	2,270	2,025
903	Danaher Corp (DHR)	69,712	65,458
3,160	Delta Air Lines Inc (DAL)	86,805	65,587
6,284	General Electric Co (GE)	176,140	104,287
88	Grainger W W Inc (GWW)	22,477	23,737
372	Hunt J B Transport Services Inc (JBHT)	28,756	27,863
416	Joy Global Inc (JOY)	24,332	21,723
311	Landstar SYS Inc (LSTR)	17,867	17,060
172	Lockheed Martin Corp (LMT)	25,569	16,494
440	Lockheed Martin Corp (LMT)	65,410	62,215
850	Manpower Group Inc (MAN)	72,981	68,287
755	Miller Herman Inc (MLHR)	22,288	22,789
648	Monotaro Co LTD - UNSP ADR (MONOY)	13,362	14,735
271	Pall Corp (PLL)	23,130	22,114
114	Rockwell Collins Inc (COL)	8,427	8,333
524	Ryanair HLDGS PLC (RYAAY)	24,591	24,815
415	3M Company (MMM)	58,204	52,197
380	Union Pacific Corp (UNP)	63,840	28,007
189	United Parcel Service CL B (UPS)	19,860	15,774
805	United Technologies Corp (UTX)	91,609	35,114
Total Industrials		\$ 1,265,519	\$ 920,099
Information Technology			
1,370	NXP Semiconductors (NXPI)	\$ 62,924	\$ 58,222
699	Altera Corp (ALTR)	22,725	23,158
49	Apple Inc (AAPL)	27,490	19,777
437	Apple Inc (AAPL)	245,166	68,547
1,461	Arm Holdings PLC (ARMH)	79,962	17,227
453	Baidu Inc (BIDU)	80,580	44,484
2,930	Cisco Systems Inc (CSCO)	65,720	55,233

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894	Dassault Systems SA (DASTY)	111,124	40,308
1,220	Ebay Inc (EBAY)	66,935	41,373
431	Ebay Inc (EBAY)	23,647	22,760
3,274	Fanuc Corp ADR (FANUY)	100,545	50,641
22	Google Inc-CL A (GOOG)	24,656	22,587
134	Google Inc-CL A (GOOG)	150,175	53,994
121	International Business Macks (IBM)	22,696	22,973
707	Intuit Software (INTU)	53,958	50,437
554	Microsoft Corp (MSFT)	20,725	16,677
1,425	Microsoft Corp (MSFT)	53,309	27,332
704	Microchip Technology Inc (MCHP)	31,504	30,002
835	National Instruments Corp (NATI)	26,737	26,787
2,982	Oracle Corp (ORCL)	114,091	68,704
1,180	Qualcomm (QCOM)	87,615	61,355
1,540	SAP AG Sponsored ADR (SAP)	134,196	71,079
4,630	Taiwan Semiconductor MTG Co (TSM)	80,747	59,621
1,859	Texas Instruments Inc (TXN)	81,629	77,929
405	Western Digital Corp (WDC)	33,979	20,197
1,750	Yahoo Inc (YHOO)	70,770	48,995
Total Information Technology		<u>\$ 1,873,605</u>	<u>\$ 1,100,399</u>

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Principal/ Shares	Investment Security	Fair Value	Cost
Materials			
134	Lyondellbasell Industries N V (LYB)	\$ 10,757	\$ 8,294
3,397	Air Liquide (AIQUY)	96,373	53,854
77	CF Industries Holdings Inc (CF)	17,944	13,725
146	Ecolab Inc (ECL)	15,223	15,450
950	Methanex Corp (MEOH)	56,278	61,042
56	New Market Corporation (NEU)	18,712	14,477
353	Novozymes A/S (NVZMY)	14,918	13,982
595	Nucor Corp (NUE)	31,761	31,558
530	PPG Industries Inc (PPG)	100,520	96,293
195	Praxair Inc (PX)	25,356	24,217
245	Rayonier Inc (RYN)	10,315	9,311
131	Southern Copper Corp (SCCO)	3,761	4,164
Total Materials		\$ 401,918	\$ 346,367
Telecommunication Services			
875	American Tower CORP (AMT)	\$ 69,843	\$ 53,848
1,467	MTN Group LTD (MTNOY)	30,807	23,293
480	TW Telecom Inc (TWTG)	14,626	15,082
1,760	Verizon Communications Inc (VZ)	86,486	93,249
Total Telecommunication Services		\$ 201,762	\$ 185,472
Utilities			
623	AES Corp (AES)	\$ 9,040	\$ 9,183
2,366	Wisconsin Energy Corp (WEC)	97,810	47,766
Total Utilities		\$ 106,850	\$ 56,949
Unclassified			
1,091	JGC Corp Unsponsored ADR (JGCCY)	\$ 85,207	\$ 63,451
1,397	Swatch Group LTD (SWGAY)	46,380	25,586
6,210	Uni Charm Corp (UNCHY)	70,297	50,249
957	WPP PLC (WPPGY)	109,921	35,781
979	Xinyi Glass HLDGE LTD (XYIGY)	19,629	10,624
Total Unclassified		\$ 331,434	\$ 185,691
ETF - Equity			
31,399	Ishares Core S&P 500 (IVV)	\$ 5,829,224	\$ 2,909,501
13,450	Ishares MSCI USA ESG Select (KLD)	1,031,978	999,782
47,542	Vanguard FTSE All World EX-US (VEU)	2,411,806	2,270,197
28,393	Vanguard Mid Cap (VO)	3,123,798	2,069,072
30,108	Vanguard Small Cap (VB)	3,310,375	2,218,454
Total ETF - Equity		\$ 15,707,181	\$ 10,467,006

The Arca Foundation
Supplementary Schedule of Investments
December 31, 2013

Principal/ Shares	Investment Security	Fair Value	Cost
<i>Mutual Funds - Equity</i>			
167,504	Blackrock Global Dividend (BIBDX)	\$ 2,020,101	\$ 2,000,000
20,886	Calvert Social INVT FS (CSIEX)	1,002,715	1,000,000
51,733	Mainstay Epoch Global Equity (EPSYX)	1,008,795	1,000,000
61,350	GW&K Small Cap Equity Fund (GWESX)	1,498,160	1,500,000
46,882	T Rowe Price Real Estate Fund (TRREX)	994,374	1,000,000
		<hr/>	<hr/>
		\$ 6,524,145	\$ 6,500,000
		<hr/>	<hr/>
	Total Equities	\$ 34,353,193	\$ 26,023,739
		<hr/>	<hr/>
<i>Mutual Funds - Alternative Investments</i>			
90,293	Diamond Hill Long-Short Fund (DHLSX)	\$ 2,033,409	\$ 2,000,000
185,701	Driehaus Active Income Fund (LCMAX)	2,000,002	2,000,000
		<hr/>	<hr/>
		\$ 4,033,411	\$ 4,000,000
		<hr/>	<hr/>
	Total Investments	\$ 53,838,349	\$ 45,471,297
		<hr/>	<hr/>

The Arca Foundation
Supplementary Schedule of Grant Expenses
Year Ended December 31, 2013

Name of Grantee	Amount
Alliance for a Just Society	\$ 50,000
Alliance for a Just Society (2)	5,000
Alliance of Californians for Community Empowerment Institute	100,000
American University	25,000
Brave New Foundation 501C 3	25,000
Brenn Foundation (1)	10,725
Brenn Foundation (2)	11,050
Brenn Foundation (3)	14,300
Center for American Progress (1)	50,000
Center for American Progress (2)	40,000
Center for American Progress (3)	30,000
Center for Arms Control and Non-Proliferation	50,000
Center for Economic and Policy Research (CEPR)	50,000
Center for Effective Government	20,000
Center for International Policy	75,000
Center for Working Families	55,000
Center for Working Families	5,000
Citizen Engagement Laboratory Education Fund (1)	30,000
Citizen Engagement Laboratory Education Fund (2)	3,000
Confluence Philanthropy	500
Courage Campaign Institute	40,000
Courage Campaign Institute	40,000
DC Vote	25,000
Demos A Network for Ideas & Action	50,000
Digital Democracy	3,000
Dream Defenders, Inc	5,000
Economic Opportunity Institute	5,000
Economic Opportunity Institute	15,000
Franklin and Eleanor Roosevelt Institute	25,000
Franklin and Eleanor Roosevelt Institute	30,000
Friends of the Earth	20,000
Fund for Constitutional Government	500
Gamechanger Labs at Movement Strategy Center	5,000
Government Accountability Project	50,000
Institute for America's Future	60,000
J Street Education Fund	110,000
Just Vision Inc	40,000
Justice for Families	1,000
Leadership Center for the Common Good (1)	100,000
Leadership Center for the Common Good (2)	5,000
Leadership Center for the Common Good (3)	5,000
Medical Education Cooperation with Cuba	15,000
National Committee for Responsive Philanthropy	1,500
National Iranian American Council (NIAC)	50,000
National People's Action	50,000
National Security Archive (1)	15,000
National Security Archive (2)	75,000
National Security Initiative	50,000
Neighborhood Funders Group	1,000
New Organizing Institute Education Fund	50,000
New Venture Fund	50,000
New York Communities Organizing Fund, Inc	50,000
Nonviolence International	30,000

The Arca Foundation
Supplementary Schedule of Grant Expenses
Year Ended December 31, 2013

Name of Grantee	Amount
Progressive Congress	500
Project On Government Oversight	50,000
Proteus Fund	500
Proteus Fund, Inc	75,000
Public Accountability Initiative	25,000
Public Campaign	50,000
Public Citizen Foundation Inc	50,000
Public Interest Projects	13,500
Res Publica (1)	2,000
Res Publica (2)	3,000
TakeAction Minnesota Education Fund	25,000
Taxpayers for Common Sense	50,000
The Albert Einstein Institution	25,000
The Leadership Conference Education Fund	110,000
The Nation Institute (1)	2,500
The Nation Institute (2)	50,000
The Tides Foundation (1)	50,000
The Tides Foundation (2)	25,000
U S Campaign for Burma	25,000
USAction Education Fund	50,000
WAND Education Fund	50,000
Women Donors Network	3,500
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	\$ 2,457,075
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