

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ARCUS FOUNDATION		A Employer identification number 38-3332791
Number and street (or P.O. box number if mail is not delivered to street address) 44 WEST 28TH STREET, 17TH FLOOR		B Telephone number 212-488-3000
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10001		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 169,472,585. (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	16,943,465.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	353.	353.		STATEMENT 1
	4 Dividends and interest from securities	1,034,483.	1,034,483.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,115,545.			
	b Gross sales price for all assets on line 6a	166,872,799.			
	7 Capital gain net income (from Part IV, line 2)		1,115,545.		
	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	235,150.	23,066.		STATEMENT 3	
12 Total. Add lines 1 through 11	19,328,996.	2,173,447.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	349,831.	17,497.		332,434.
	14 Other employee salaries and wages	3,343,939.	167,192.		3,367,080.
	15 Pension plans, employee benefits	940,735.	47,037.		906,151.
	16a Legal fees STMT 4	168,823.	0.		179,276.
	b Accounting fees STMT 5	62,820.	0.		66,970.
	c Other professional fees STMT 6	1,532,376.	337,370.		1,124,748.
	17 Interest				
	18 Taxes STMT 7	15,000.	0.		0.
	19 Depreciation and depletion	371,679.	0.		
	20 Occupancy	450,607.	22,530.		379,402.
	21 Travel, conferences, and meetings	843,252.	42,162.		986,912.
	22 Printing and publications	454,457.	0.		441,618.
	23 Other expenses STMT 8	462,367.	15,087.		517,860.
	24 Total operating and administrative expenses. Add lines 13 through 23	8,995,886.	648,875.		8,302,451.
	25 Contributions, gifts, grants paid	30,780,281.			30,035,825.
26 Total expenses and disbursements. Add lines 24 and 25	39,776,167.	648,875.		38,338,276.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<20,447,171.>				
b Net investment income (if negative, enter -0-)		1,524,572.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	643.	591.	591.
	2 Savings and temporary cash investments	2,393,008.	17,696,110.	17,696,110.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	217,970.	154,403.	154,403.
	10a Investments - U.S. and state government obligations STMT 11	4,525,492.	6,484,657.	6,484,657.
	b Investments - corporate stock STMT 12	22,693,068.	39,293,496.	39,293,496.
	c Investments - corporate bonds STMT 13	23,057,095.	4,224,626.	4,224,626.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 14		113,025,408.	96,932,176.	96,932,176.
14 Land, buildings, and equipment: basis ▶ 2,908,842.				
Less: accumulated depreciation ▶ 1,243,644.		3,873,027.	1,665,198.	1,665,198.
15 Other assets (describe ▶ STATEMENT 15)		1,410,747.	3,021,328.	3,021,328.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		171,196,458.	169,472,585.	169,472,585.
17 Accounts payable and accrued expenses		895,400.	721,575.	
18 Grants payable		21,900,543.	22,645,051.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 16)	1,230,376.	1,579,517.	
	23 Total liabilities (add lines 17 through 22)	24,026,319.	24,946,143.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	147,170,139.	144,526,442.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	147,170,139.	144,526,442.		
31 Total liabilities and net assets/fund balances	171,196,458.	169,472,585.		

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	147,170,139.
2 Enter amount from Part I, line 27a	2	<20,447,171.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	18,210,063.
4 Add lines 1, 2, and 3	4	144,933,031.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	406,589.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	144,526,442.

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 153,662,282.		152,546,737.	1,115,545.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,115,545.

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 1,115,545.

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))
2012	35,796,949.	171,722,675.	.208458
2011	37,222,549.	177,767,363.	.209389
2010	36,162,254.	173,808,945.	.208057
2009	30,532,858.	149,874,663.	.203723
2008	24,027,275.	140,866,338.	.170568

2 Total of line 1, column (d) 2 1.0001953 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 .2000394 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 159,591,600.5 Multiply line 4 by line 3 5 31,924,544.6 Enter 1% of net investment income (1% of Part I, line 27b) 6 15,246.7 Add lines 5 and 6 7 31,939,790.8 Enter qualifying distributions from Part XII, line 4 8 38,817,986.If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	15,246.
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	15,246.
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	15,246.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	290,022.	
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	290,022.	
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	274,776.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 274,776. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MI, 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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?	13	X	
Website address ► WWW.ARCUSFOUNDATION.ORG				
14	The books are in care of ► THE FOUNDATION	Telephone no. ►	212-488-3000	
	Located at ► 44 WEST 28TH STREET, 17TH FLOOR, NEW YORK, NY	ZIP+4 ►	10001	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	► <input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, 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?	16	X	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► UNITED KINGDOM			

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	►	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013.)	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 2013?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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? **Attachment F** ☒ 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 ☒ Nob 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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **N/A**

5b

X

6b

X

7b

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 ATTACHMENT G		349,831.	36,432.	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
SEE ATTACHMENT I		852,691.	152,954.	0.

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

20

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
EMERSON WAJDOWICZ STUDIOS, INC. 1123 BROADWAY, NEW YORK, NY 10010	PUBLICATION DESIGN & MANAGEMENT	361,689.
SUMMIT ROCK ADVISORS - 9 WEST 57TH STREET, 12TH FLOOR, NEW YORK, NY 10019	INVESTMENTS ADVISORS	239,062.
VENTUCOM LLC - 110 WALL STREET, 11TH FLOOR, NEW YORK, NY 10005	INFORMATION TECHNOLOGY STAFFING	207,775.
PATTERSON, BELKNAP, WEBB & TYLER, LLP 1133 AVE. OF THE AMERICAS, NEW YORK, NY 10036	LEGAL SERVICES	158,168.
WEISSMAN CONSULTING SERVICES - 23 DELAWARE AVENUE, JERICO TURNPIKE, NY 11753	FINANCIAL AND ACCOUNTING SERVICES	133,582.
Total number of others receiving over \$50,000 for professional services		12

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	146,547,336.
b	Average of monthly cash balances	1b	13,369,895.
c	Fair market value of all other assets	1c	2,104,698.
d	Total (add lines 1a, b, and c)	1d	162,021,929.
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	162,021,929.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,430,329.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	159,591,600.
6	Minimum investment return. Enter 5% of line 5	6	7,979,580.

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	7,979,580.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,246.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,246.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,964,334.
4	Recoveries of amounts treated as qualifying distributions	4	277,064.
5	Add lines 3 and 4	5	8,241,398.
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	8,241,398.

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	38,338,276.
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	479,710.
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	38,817,986.
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	15,246.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	38,802,740.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				8,241,398.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				23,775,361.
e From 2012				27,339,709.
f Total of lines 3a through e	51,115,070.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$				38,817,986.
a Applied to 2012, 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 2013 distributable amount				8,241,398.
e Remaining amount distributed out of corpus	30,576,588.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	81,691,658.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	16,938,389.	Attachment J		
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	64,753,269.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				6,836,972.
d Excess from 2012				27,339,709.
e Excess from 2013				30,576,588.

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

JON L. STRYKER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE ATTACHMENT H

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHMENT H

c Any submission deadlines:

SEE ATTACHMENT H

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHMENT E AND H

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 <i>Paid during the year</i>				
ATTACHMENT C	N/A			30,035,825.
Total			▶ 3a	30,035,825.
b <i>Approved for future payment</i>				
ATTACHMENT D	N/A			22,645,051.
Total			▶ 3b	22,645,051.

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 PROGRAM RELATED					
b INVESTMENT INCOME					3,566.
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	353.	
4 Dividends and interest from securities			14	1,034,483.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			16	19,500.	
8 Gain or (loss) from sales of assets other than inventory			18	1,115,545.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a GRANT REFUNDS			01	212,084.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,381,965.	3,566.
13 Total. Add line 12, columns (b), (d), and (e)					2,385,531.

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

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

[illegible]

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	ISHARES BARCLAYS 1-3 YEAR TREASURY BD FD	P	VARIOUS	VARIOUS
b	ISHARES TR MSCI ACWI INDEX FD	P	VARIOUS	VARIOUS
c	ISHARES TR IBOXX \$ HIGH YIELD FD	P	VARIOUS	VARIOUS
d	ISHARES BARCLAYS 1-3 YR CD BD FD	P	VARIOUS	VARIOUS
e	PIMCO COMMODITY REAL RETURN INST	P	VARIOUS	VARIOUS
f	STATE STREET - MIN VOL	P	VARIOUS	VARIOUS
g	GOLDMAN SACHS - CORPORATE FIXED INCOME	P	VARIOUS	VARIOUS
h	STATE STREET - FIXED INCOME	P	VARIOUS	VARIOUS
i	SRA - NATURAL RESOURCES	P	VARIOUS	VARIOUS
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

(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 2,457,246.		2,452,519.	4,727.
b 817,319.		669,266.	148,053.
c 631,635.		574,850.	56,785.
d 2,458,922.		2,442,985.	15,937.
e 189,534.		208,078.	<18,544.>
f 6,801,935.		5,919,064.	882,871.
g 7,736,663.		7,575,354.	161,309.
h 123,774,919.		123,704,621.	70,298.
i 8,789,651.		9,000,000.	<210,349.>
j 4,458.			4,458.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,727.
b			148,053.
c			56,785.
d			15,937.
e			<18,544.>
f			882,871.
g			161,309.
h			70,298.
i			<210,349.>
j			4,458.
k			
l			
m			
n			
o			

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	1,115,545.
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

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

2013

Name of the organization

Employer identification number

ARCUS FOUNDATION

38-3332791

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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 of \$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) (2013)

Name of organization	Employer identification number
ARCUS FOUNDATION	38-3332791

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	MR. JON STRYKER STREAM LINE CIRCLE LLC, 450 WEST 14TH STREET, 9TH FLOOR NEW YORK, NY 10014	\$ 16,938,389.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	UNITED NATIONS FOUNDATION 1750 PENNSYLVANIA AVENUE, NW, SUITE 300 WASHINGTON, DC 20006	\$ 5,000.	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

ARCUS FOUNDATION

38-3332791

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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 information 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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET/CHECKING INTEREST	353.	353.	
TOTAL TO PART I, LINE 3	353.	353.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CD ON COLLATERAL	9,908.	0.	9,908.	9,908.	
FIDELITY	67,427.	0.	67,427.	67,427.	
GS BROKERAGE ACCOUNT	238.	0.	238.	238.	
GS EQUITY ACCOUNT	48.	0.	48.	48.	
GS FIXED INCOME	73,651.	0.	73,651.	73,651.	
OTHER INVESTMENTS	4,458.	4,458.	0.	0.	
SS FIXED INCOME	382,619.	0.	382,619.	382,619.	
SS MIN VOL	153,353.	0.	153,353.	153,353.	
STRYKER STOCK DIVIDENDS	347,239.	0.	347,239.	347,239.	
TO PART I, LINE 4	1,038,941.	4,458.	1,034,483.	1,034,483.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RENTAL INCOME	19,500.	19,500.	
PROGRAM RELATED INVESTMENT INCOME	3,566.	3,566.	
GRANT REFUNDS	212,084.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	235,150.	23,066.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PATTERSON, BELKNAP, WEBB & TYLER, LLP	147,715.	0.		158,168.	
LAKE, WALDORF & SCHAU PLC	20,451.	0.		20,451.	
BATES WELLS & BRAITHWAITE LONDON, LLP	275.	0.		275.	
FRAGOMEN, DEL REY, BERNSEN & LOEWRY, LLP	382.	0.		382.	
TO FM 990-PF, PG 1, LN 16A	168,823.	0.		179,276.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
O'CONNOR DAVIES, LLP	62,094.	0.		66,244.	
HAY MACINTYRE	726.	0.		726.	
TO FORM 990-PF, PG 1, LN 16B	62,820.	0.		66,970.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT CONSULTING	337,370.	337,370.		0.	
HUMAN RESOURCE CONSULTING	138,317.	0.		206,620.	
TECHNOLOGY CONSULTANT	161,674.	0.		154,335.	
PROGRAMMATIC CONSULTING	292,888.	0.		249,403.	
COMMUNICATION STRATEGY CONSULTING	335,439.	0.		266,015.	
EVALUATION & DEVELOPMENT CONSULTING	261,939.	0.		243,626.	
OTHER PROFESSIONAL SERVICES	4,749.	0.		4,749.	
TO FORM 990-PF, PG 1, LN 16C	1,532,376.	337,370.		1,124,748.	

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	15,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,000.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	166,260.	8,355.		210,177.
REPAIRS AND MAINTENANCE	127,058.	0.		123,215.
INSURANCE EXPENSE	84,068.	4,203.		94,475.
MEMBERSHIP DUES	33,556.	0.		39,656.
MISCELLANEOUS	51,425.	2,529.		50,337.
TO FORM 990-PF, PG 1, LN 23	462,367.	15,087.		517,860.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	13,478,639.
GAIN ON PROPERTY GRANT MADE	105,729.
GAINS ON DISTRIBUTION OF STRYKER STOCK AS GRANTS	4,625,695.
TOTAL TO FORM 990-PF, PART III, LINE 3	18,210,063.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
PROVISION FOR DEFERRED FEDERAL EXCISE TAX	285,000.
LOSS ON DISPOSAL OF EQUIPMENT, FURNITURE AND FIXTURES	121,589.
TOTAL TO FORM 990-PF, PART III, LINE 5	406,589.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	X		5,255,230.	5,255,230.
SEE ATTACHMENT A	X		1,229,427.	1,229,427.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,484,657.	6,484,657.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,484,657.	6,484,657.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
348,496 SHRS. STRYKER CORP	26,185,990.	26,185,990.
SEE ATTACHMENT A	13,107,506.	13,107,506.
TOTAL TO FORM 990-PF, PART II, LINE 10B	39,293,496.	39,293,496.

FORM 990-PF	CORPORATE BONDS	STATEMENT	13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	4,224,626.	4,224,626.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,224,626.	4,224,626.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SRA - SELECT EQUITY	FMV	16,988,491.	16,988,491.
SRA - PRIVATE EQUITY	FMV	14,107,079.	14,107,079.
SRA - STRATEGIC FIXED INCOME	FMV	17,097,404.	17,097,404.
SRA - DIVERSIFIED STRATEGIES	FMV	26,023,699.	26,023,699.
SRA - HEDGE EQUITY	FMV	18,704,566.	18,704,566.
ISHARES MSCI ACWI INDEX	FMV	1,719,266.	1,719,266.
SEE ATTACHMENT A	FMV	580,653.	580,653.
SEE ATTACHMENT A	FMV	1,711,018.	1,711,018.
TOTAL TO FORM 990-PF, PART II, LINE 13		96,932,176.	96,932,176.

FORM 990-PF	OTHER ASSETS	STATEMENT 15
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART WORK	22,750.	22,750.	22,750.
DEPOSITS	8,863.	11,426.	11,426.
ACCRUED INTEREST AND DIVIDENDS	360,439.	181,676.	181,676.
PREPAID FEDERAL EXCISE TAX	290,000.	275,000.	275,000.
DUE FROM ARCUS OPERATING FOUNDATION	146,368.	420,529.	420,529.
PROGRAM RELATED INVESTMENT	258,303.	193,323.	193,323.
CD ON COLLATERAL	312,768.	312,768.	312,768.
OTHER RECEIVABLES	11,256.	5,048.	5,048.
DUE FROM INVESTMENT MANAGERS	0.	1,598,808.	1,598,808.
TO FORM 990-PF, PART II, LINE 15	1,410,747.	3,021,328.	3,021,328.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 16
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX	625,000.	910,000.
DEFERRED RENT	605,376.	669,517.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,230,376.	1,579,517.

AUG 12 2014 Page 2

Form 8868 (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	ARCUS FOUNDATION	38-3332791
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	44 WEST 28TH STREET, 17TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10001	

Enter the Return code for the return that this application is for (file a separate application for each return)

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE FOUNDATION

- The books are in the care of ☒ 44 WEST 28TH STREET, 17TH FLOOR - NEW YORK, NY 10001
Telephone No. ☒ 212-488-3000 Fax No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.
- 5 For calendar year 2013, or other tax year beginning , and ending .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	290,022.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	290,022.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ Diana Macare Title ☒ CPADate ☒ 8/13/14

Form 8868 (Rev. 1-2014)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. ARCUS FOUNDATION	Employer identification number (EIN) or 38-3332791
	Number, street, and room or suite no. If a P.O. box, see instructions. 44 WEST 28TH STREET, 17TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10001	

Enter the Return code for the return that this application is for (file a separate application for each return)

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

THE FOUNDATION

• The books are in the care of ► **44 WEST 28TH STREET, 17TH FLOOR - NEW YORK, NY 10001**
Telephone No. ► **212-488-3000** Fax No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► tax year beginning , and ending .

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	290,022.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	290,022.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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



STATE STREET

ARCUS FOUNDATION

Detailed Holdings List by Sector

As of December 31, 2013

Reporting Currency: USD

Fixed Income

OIL & GAS

ENTERPRISE PRODUCTS OPER 3.2% 2/1/16 CUSIP: 29379VAS2, MOODY'S Baa1	110,000.000	105.54	116,088.50	104.31	114,744.30	Ⓒ	0.5	(1,344.20)	1,466.67	3.1
KINDER MORGAN ENER PART 2.65% 02/01/2019 CUSIP: 494550BR6, MOODY'S Baa2	80,000.000	99.86	79,886.40	98.89	79,112.80	Ⓔ	0.4	(773.60)	859.78	2.7
TOTAL CAPITAL INTL SA VAR 08/10/2018 CUSIP: 89153VAH2, MOODY'S Aa1	130,000.000	100.00	130,000.00	100.55	130,709.80	Ⓒ	0.6	709.80	0.00	0.0
TOTAL OIL & GAS			325,974.90		324,566.90		1.5	(1,408.00)	2,326.45	1.7

ABS

AMCAR 2012 2 A3 1.05% 10/11/2016 CUSIP: 03063WAC1, MOODY'S Aaa	100,000.000	100.35	100,351.56	100.36	100,359.38		0.5	7.82	67.08	1.1
BMWOT 2013 A A2 0.41% 02/25/2016 CUSIP: 05578XAB4, MOODY'S Aaa	105,000.000	100.00	104,996.23	100.00	105,000.00		0.5	3.77	7.18	0.4
CARMX 2013 3 A2 0.59% 04/15/2015 CUSIP: 14313NAB8	145,000.000	99.99	144,986.85	100.17	145,249.22		0.7	262.37	38.02	0.6
FORDO 2013 C A2 0.55% 04/15/2016 CUSIP: 34530DAB5	95,000.000	100.11	95,100.20	100.06	95,059.38		0.4	(40.82)	23.22	0.6
FORDO 2013 D A3 0.67% 04/15/2018 CUSIP: 34530GAD4, MOODY'S Aaa	115,000.000	100.00	114,994.72	99.88	114,856.25		0.5	(138.47)	34.24	0.7
HAROT 2013 3 A2 0.54% 01/15/2016 CUSIP: 43812XAB1, MOODY'S Aaa	145,000.000	100.00	144,997.84	100.13	145,181.25		0.7	183.41	34.80	0.5



STATE STREET

ARCUS FOUNDATION

Detailed Holdings List by Sector

As of December 31, 2013

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
MBALT 2012 A A3 0.88% 11/17/2014 CUSIP: 58768TAC0	78,116.120	100.20	78,274.80	100.09	78,189.36	0.4	(85.44)	30.55	0.9
NALT 2013 A A2A 0.45% 09/15/2015 CUSIP: 65476VAB5, MOODY'S Aaa	110,000.000	100.01	110,008.59	100.02	110,017.19	0.5	8.60	22.00	0.5
SDART 2012 2 A2 0.91% 05/15/2015 CUSIP: 80282VAB8, MOODY'S Aaa	343.210	100.12	343.61	100.06	343.43	0.0	(0.18)	0.14	0.9
WFNMT 2010 A A 3.96% 04/15/2019 CUSIP: 981464CJ7	130,000.000	105.72	137,439.45	104.66	136,053.13	0.6	(1,386.32)	228.80	3.8
TOTAL ABS			1,031,493.85		1,030,308.59	(E) 4.7	(1,185.26)	486.03	1.0
BASIC MATERIALS									
BHP BILLITON FIN USA LTD VAR 09/30/2016 CUSIP: 055451AS7, MOODY'S A1	90,000.000	100.00	90,000.00	100.08	90,074.70	(E) 0.4	74.70	2.49	0.5
LYB INTL FINANCE BV 4.00% 07/15/2023 CUSIP: 50247VAA7, MOODY'S Baa1	110,000.000	98.68	108,545.80	98.71	108,576.60	(E) 0.5	30.80	2,016.67	4.1
RIO TINTO FIN USA LTD 3.5% 11/02/20 CUSIP: 767201AK2, MOODY'S A3	55,000.000	101.31	55,722.15	102.10	56,153.35	(E) 0.3	431.20	315.49	3.4
TOTAL BASIC MATERIALS			254,267.95		254,804.65	1.2	536.70	2,334.65	2.7
INDUSTRIALS									
ENERGY TRANSFER PARTNERS 4.15% 10/01/2020 CUSIP: 29273RAX7, MOODY'S Baa3	120,000.000	99.83	119,794.80	101.46	121,749.60	(E) 0.6	1,954.80	1,411.00	4.1
PRECISION CASTPARTS CORP 1.25% 01/15/2018 CUSIP: 740189AK1, MOODY'S A2	90,000.000	98.93	89,039.70	97.35	87,615.00	(C) 0.4	(1,424.70)	518.75	1.3
RIO TINTO FIN USA PLC 2.25% 12/14/2018 CUSIP: 76720AAM8, MOODY'S A3	88,000.000	99.09	87,195.68	99.51	87,566.16	(C) 0.4	370.48	93.50	2.3
TOTAL INDUSTRIALS			296,030.18		296,930.76	1.3	900.58	2,023.25	2.7
CONSUMER GOODS									
ANHEUSER BUSCH INBEV WOR 4.125% 01/15/2015 CUSIP: 03523TAM0, MOODY'S A3	90,000.000	101.16	91,039.94	103.76	93,383.10	(C) 0.4	2,343.16	1,711.88	4.0



STATE STREET

ARCUS FOUNDATION

Detailed Holdings List by Sector

As of December 31, 2013

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
PHILIP MORRIS INTL INC 2.5% 05/16/2016 CUSIP: 718172AJ8, MOODY'S A2	80,000.000	104.75	83,796.00	103.78	83,023.20 (C)	0.4	(772.80)	250.00	2.4
TOTAL CONSUMER GOODS			174,835.94		176,406.30	0.8	1,570.36	1,961.88	3.2
FED AGENCY MTG/MKT NOTES/BONDS									
FANNIE MAE 0.875% 05/21/2018 CUSIP: 3135G0WJ8, MOODY'S Aaa	120,000.000	98.03	117,637.20	96.73	116,077.20 (B)	0.5	(1,560.00)	116.67	0.9
FEDERAL HOME LOAN BANK 5.375% 05/18/2016 CUSIP: 3133XFJF4, MOODY'S Aaa	1,000,000.000	113.11	1,131,060.04	111.34	1,113,350.00 (B)	5.0	(17,710.04)	6,420.14	4.8
US TREASURY BOND 3.75% 11/15/2043 CUSIP: 912810RD2, MOODY'S Aaa	110,000.000	98.08	107,890.67	96.66	106,321.60 (A)	0.5	(1,569.07)	535.57	3.9
US TREASURY NOTE 0.25% 05/15/2016 CUSIP: 912828VC1, MOODY'S Aaa	570,000.000	99.14	565,125.74	99.38	566,483.10 (A)	2.6	1,357.36	185.01	0.3
US TREASURY NOTE 0.25% 07/31/2015 CUSIP: 912828VN7, MOODY'S Aaa	1,935,000.000	99.81	1,931,227.18	100.00	1,934,922.60 (A)	8.7	3,695.42	2,024.39	0.3
US TREASURY NOTE 0.250% 05/31/2015 CUSIP: 912828VD9, MOODY'S Aaa	540,000.000	99.70	538,398.68	100.05	540,253.80 (A)	2.4	1,855.12	118.68	0.3
US TREASURY NOTE 0.250% 11/30/2015 CUSIP: 912828A26, MOODY'S Aaa	865,000.000	99.89	864,056.80	99.80	863,278.65 (A)	3.9	(778.15)	190.11	0.3
US TREASURY NOTE 0.375% 08/31/2015 CUSIP: 912828VU1, MOODY'S Aaa	160,000.000	99.88	159,813.04	100.15	160,243.20 (A)	0.7	430.16	203.87	0.4
US TREASURY NOTE 0.625% 11/15/2016 CUSIP: 912828WF3, MOODY'S Aaa	225,000.000	100.18	225,405.05	99.70	224,313.75 (A)	1.0	(1,091.30)	182.58	0.6
US TREASURY NOTE 1.125% 05/31/19 CUSIP: 912828SX9, MOODY'S Aaa	175,000.000	100.62	176,090.09	96.00	168,000.00 (A)	0.8	(8,090.09)	173.08	1.2
US TREASURY NOTE 1.25% 11/30/2018 CUSIP: 912828A34, MOODY'S Aaa	145,000.000	98.67	143,069.04	97.86	141,895.55 (A)	0.6	(1,173.49)	159.34	1.3
US TREASURY NOTE 1.75% 10/31/2020 CUSIP: 912828WC0, MOODY'S Aaa	165,000.000	98.33	162,248.51	95.94	158,297.70 (A)	0.7	(3,950.81)	494.54	1.8
US TREASURY NOTE 2.00% 09/30/2020 CUSIP: 912828VZ0, MOODY'S Aaa	120,000.000	99.82	119,782.51	97.75	117,300.00 (A)	0.5	(2,482.51)	613.19	2.1
US TREASURY NOTE 2.750% 11/15/2023 CUSIP: 912828WE6, MOODY'S Aaa	280,000.000	98.93	277,004.24	97.83	273,918.40 (A)	1.2	(3,085.84)	999.72	2.8
TOTAL FED AGENCY MTG/MKT NOTES/BONDS			6,518,808.79		6,484,655.55	29.3	(34,153.24)	12,416.89	1.3



STATE STREET

ARCUS FOUNDATION

Detailed Holdings List by Sector

As of December 31, 2013

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
CMO									
GCCFC 2007 GG9 A4 5.444% 03/10/2039 CUSIP: 20173QAE1, MOODY'S Aa3	100,000.000	110.76	110,757.81	110.30	110,296.88	(E) 0.5	(460.93)	453.67	4.9
TOTAL CMO			110,757.81		110,296.88	0.5	(460.93)	453.67	4.9
NON US GOVERNMENT BOND									
MANITOBA (PROVINCE OF) 1.125% 06/01/2018 CUSIP: 563469TZ8, MOODY'S Aa1	240,000.000	99.90	239,760.00	97.60	234,237.60	(D) 1.1	(5,522.40)	225.00	1.2
TOTAL NON US GOVERNMENT BOND			239,760.00		234,237.60	1.1	(5,522.40)	225.00	1.2
HEALTH CARE									
ABBVIE INC 1.75% 11/06/2017 CUSIP: 00287YAJ8, MOODY'S Baa1	135,000.000	98.63	133,143.75	99.83	134,769.15	(C) 0.6	1,625.40	360.94	1.8
BOSTON SCIENTIFIC CORP 2.65% 10/01/2018 CUSIP: 101137AM9, MOODY'S Baa3	75,000.000	99.95	74,965.50	100.68	75,510.00	(C) 0.3	544.50	761.88	2.6
COVIDIEN INTL FINANCE SA 1.35% 05/29/2015 CUSIP: 22303QAM2, MOODY'S Baa1	70,000.000	101.17	70,819.70	100.73	70,513.80	(C) 0.3	(305.90)	84.00	1.3
MYLAN INC 4.20% 11/29/2023 CUSIP: 628530BD8, MOODY'S Baa3	110,000.000	99.61	109,573.20	98.36	108,194.90	(C) 0.5	(1,378.30)	410.67	4.3
THERMO FISHER SCIENTIFIC 4.15% 02/01/2024 CUSIP: 883556BF8	90,000.000	99.88	89,890.20	99.05	89,145.00	(C) 0.4	(745.20)	207.50	4.2
WELLPOINT INC 1.875% 01/15/18 CUSIP: 94973VBC0, MOODY'S Baa2	85,000.000	100.83	85,707.61	98.88	84,048.85	(C) 0.4	(1,658.76)	734.90	1.9
TOTAL HEALTH CARE			564,099.96		562,181.70	2.5	(1,918.26)	2,559.89	2.7
CONSUMER SERVICE									
CVS CAREMARK CORP 2.25% 12/05/2018 CUSIP: 126650CB4, MOODY'S Baa1	75,000.000	99.89	74,915.25	99.97	74,978.25	(C) 0.3	63.00	121.88	2.3



STATE STREET.

Detailed Holdings List by Sector

As of December 31, 2013

Reporting Currency: USD

ARCUS FOUNDATION

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
DIRECTV HOLDINGS/FING 3.50% 03/01/2016 CUSIP: 25459HAY1, MOODY'S Baa2	100,000.000	105.98	105,975.00	104.97	104,969.00	Ⓒ 0.5	(1,006.00)	1,166.67	3.3
HOME DEPOT INC 2.25% 09/10/2018 CUSIP: 437076BB7, MOODY'S A2	85,000.000	99.86	84,880.15	101.38	86,168.75	Ⓒ 0.4	1,288.60	589.69	2.2
LORILLARD TOBACCO CO 3.75% 05/20/2023 CUSIP: 544152AG6, MOODY'S Baa2	75,000.000	96.43	72,320.25	91.04	68,277.75	Ⓒ 0.3	(4,042.50)	320.31	4.1
NBCUNIVERSAL MEDIA LLC 2.875% 04/01/2016 CUSIP: 63946BAC4, MOODY'S A3	115,000.000	105.48	121,306.60	104.10	119,709.25	Ⓒ 0.5	(1,597.35)	826.56	2.8
OMNICOM GROUP INC 5.9% 04/15/2016 CUSIP: 681919AS5, MOODY'S Baa1	75,000.000	107.08	80,311.49	110.54	82,906.50	Ⓒ 0.4	2,595.01	934.17	5.3
WAL MART STORES INC 1.125% 04/11/2018 CUSIP: 931142DF7, MOODY'S Aa2	70,000.000	98.99	69,294.40	97.05	67,935.00	Ⓒ 0.3	(1,359.40)	175.00	1.2
TOTAL CONSUMER SERVICE			609,003.14		604,944.50	2.7	(4,058.64)	4,134.28	3.0
TELECOMMUNICATION									
AMERICA MOVIL SAB DE CV 5.50% 03/01/2014 CUSIP: 02364WAF2, MOODY'S A2	115,000.000	103.39	118,897.35	100.75	115,862.50	Ⓒ 0.5	(3,034.85)	2,108.33	5.5
APPLE INC 1.00% 05/03/2018 CUSIP: 037833AJ9, MOODY'S Aa1	70,000.000	97.77	68,438.30	96.70	67,686.50	Ⓒ 0.3	(751.80)	112.78	1.0
VERIZON COMMUNICATIONS 2.45% 11/01/22 CUSIP: 92343VBJ2, MOODY'S Baa1	70,000.000	87.40	61,177.20	88.53	61,967.50	Ⓒ 0.3	790.30	285.83	2.8
VERIZON COMMUNICATIONS 2.50% 09/15/2016 CUSIP: 92343VBN3, MOODY'S Baa1	135,000.000	99.92	134,896.05	103.40	139,595.40	Ⓒ 0.6	4,699.35	965.63	2.4
TOTAL TELECOMMUNICATION			383,408.90		385,111.90	1.7	1,703.00	3,472.57	3.1
UTILITIES									



STATE STREET

ARCUS FOUNDATION

Detailed Holdings List by Sector

As of December 31, 2013

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)	
DUKE ENERGY CORP 2.15 11/15/2016 CUSIP: 26441CAG0, MOODY'S Baa1	150,000.000	103.46	155,196.00	102.49	153,727.50	C	0.7	(1,468.50)	412.08	2.1
TOTAL UTILITIES			155,196.00		153,727.50	0.7	(1,468.50)	412.08	2.1	
FINANCIALS										
AMERICAN EXPRESS CREDIT 1.75% 06/12/15 CUSIP: 0258M0DE6, MOODY'S A2	120,000.000	101.96	122,354.40	101.61	121,936.80	C	0.6	(417.60)	110.83	1.7
AMERICAN HONDA FINANCE 2.125% 10/10/2018 CUSIP: 02665WAC5, MOODY'S A1	115,000.000	99.61	114,556.10	99.59	114,526.20	C	0.5	(29.90)	549.84	2.1
ASIAN DEVELOPMENT BANK 1.875% 10/23/2018 CUSIP: 045167CB7, MOODY'S Aaa	345,000.000	103.46	356,924.10	100.41	346,414.50	D	1.6	(10,509.60)	1,221.88	1.9
BANK OF AMERICA CORP 2.60% 01/15/2019 CUSIP: 06051GEX3, MOODY'S Baa2	110,000.000	99.98	109,981.30	100.44	110,485.10	C	0.5	503.80	548.17	2.6
BANK OF AMERICA CORP 5.7% 01/24/2022 CUSIP: 06051GEM7, MOODY'S Baa2	65,000.000	111.08	72,198.75	113.19	73,570.90	C	0.3	1,372.15	1,615.79	5.0
BANK OF AMERICA CORP 7.375% 05/15/2014 CUSIP: 06051GDY2, MOODY'S Baa2	80,000.000	104.76	83,811.43	102.49	81,991.20	C	0.4	(1,820.23)	753.89	7.2
BANK OF AMERICA CORP VAR 03/22/2018 CUSIP: 06051GEW5, MOODY'S Baa2	120,000.000	99.91	119,892.36	101.33	121,593.60	C	0.5	1,701.24	39.61	1.3
BERKSHIRE HATHAWAY INC 2.2% 08/15/2016 CUSIP: 084670BB3, MOODY'S Aa2	75,000.000	104.19	78,145.50	103.29	77,467.50	C	0.4	(678.00)	623.33	2.1
BNP PARIBAS 2.40% 12/12/2018 CUSIP: 05574LTX6, MOODY'S A2	145,000.000	99.77	144,660.70	100.06	145,092.80	C	0.7	432.10	183.67	2.4
CITIGROUP INC 3.875% 10/25/2023 CUSIP: 172967HD6, MOODY'S Baa2	90,000.000	99.77	89,793.00	98.31	88,475.40	C	0.4	(1,317.60)	639.38	3.9
GENERAL ELEC CAP CORP VAR 04/02/2018 CUSIP: 36962G6X7, MOODY'S A1	115,000.000	100.96	116,106.53	100.79	115,911.95	C	0.5	(194.58)	278.73	1.0



STATE STREET

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ARCUS FOUNDATION

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)	
GOLDMAN SACHS GROUP INC 2.375% 01/22/2018 CUSIP: 38141GRC0, MOODY'S Baa1	80,000.000	99.94	79,950.40	100.38	80,304.00	Ⓒ	0.4	353.60	839.17	2.4
GOLDMAN SACHS GROUP INC VAR 04/30/2018 CUSIP: 38141GVK7, MOODY'S Baa1	95,000.000	100.52	95,495.62	101.18	96,121.95	Ⓒ	0.4	626.33	243.56	1.5
JP MORGAN CHASE & CO VAR 01/25/2018 CUSIP: 46625HJF8, MOODY'S A3	115,000.000	100.97	116,114.70	101.00	116,148.85	Ⓒ	0.5	34.15	252.66	1.2
LOEWS CORP 2.625% 05/15/2023 CUSIP: 540424AQ1, MOODY'S A2	85,000.000	94.46	80,292.70	89.59	76,154.05	Ⓒ	0.3	(4,138.65)	285.10	2.9
MORGAN STANLEY 3.50% 02/25/2023 CUSIP: 61746BDJ2, MOODY'S Baa2	75,000.000	96.53	72,398.25	97.31	72,980.25	Ⓒ	0.3	582.00	984.38	3.9
PRUDENTIAL FINANCIAL INC 2.30% 08/15/2018 CUSIP: 74432QBW4, MOODY'S Baa1	95,000.000	99.88	94,888.85	99.41	94,437.60	Ⓒ	0.4	(451.25)	825.44	2.3
VENTAS REALTY LP/ CAP CAP 2.70% 04/01/2020 CUSIP: 92276MBB0, MOODY'S Baa1	120,000.000	98.95	118,736.40	95.62	114,744.00	Ⓔ	0.5	(3,992.40)	810.00	2.8
WELLS FARGO & CO 5.625% 12/11/17 CUSIP: 949746NX5, MOODY'S A2	95,000.000	113.63	107,948.28	114.62	108,889.00	Ⓒ	0.5	940.72	296.88	4.9
WELLS FARGO & COMPANY 3.50% 03/08/2022 CUSIP: 94974BFC9, MOODY'S A2	75,000.000	100.78	75,587.25	100.03	75,019.50	Ⓒ	0.3	(567.75)	823.96	3.5
TOTAL FINANCIALS			2,249,836.62		2,232,265.15		10.1	(17,571.47)	11,926.27	2.6
BANKS										
JPMORGAN CHASE & CO 3.7% 01/20/15 CUSIP: 46625HHP8, MOODY'S A3	65,000.000	100.27	65,174.28	103.12	67,028.00	Ⓒ	0.3	1,853.72	1,075.57	3.6
TOTAL BANKS			65,174.28		67,028.00		0.3	1,853.72	1,075.57	3.6
TECHNOLOGY										



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FISERV INC 3.125% 06/15/2016 CUSIP: 337738AK4, MOODY'S Baa2	80,000.000	99.67	79,736.00	104.35	83,480.80	Ⓒ 0.4	3,744.80	111.11	3.0
TOTAL TECHNOLOGY			79,736.00		83,480.80	0.4	3,744.80	111.11	3.0

$\Sigma \textcircled{\text{A}}$ = \$5,255,230 (Government Notes and Bonds)

$\Sigma \textcircled{\text{B}}$ = \$1,229,427 (Government Agency Notes)

$\Sigma \textcircled{\text{C}}$ = \$4,224,626 (Corporate Bonds)

$\Sigma \textcircled{\text{D}}$ = \$580,653 (Foreign Government Bonds)

$\Sigma \textcircled{\text{E}}$ = \$1,711,018 (Other Fixed Income)



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Equity

OIL & GAS PRODUCERS

CHINA PETROLEUM & CHEM ADR TICKER: SNP, CUSIP: 16941R108	897.000	79.42	71,241.45	82.17	73,706.49	0.6	2,465.04	0.00	4.0
ECOPETROL SA ADR TICKER: EC, CUSIP: 279158109	1,030.000	44.37	45,703.04	38.45	39,603.50	0.3	(6,099.54)	0.00	7.2
EXXON MOBIL CORP TICKER: XOM, CUSIP: 30231G102	1,006.000	89.37	89,904.55	101.20	101,807.20	0.8	11,902.65	0.00	2.5
PETROCHINA CO LTD SPONSORED ADR TICKER: PTR, CUSIP: 71646E100	285.000	117.38	33,453.30	109.74	31,275.90	0.2	(2,177.40)	0.00	3.8
ROYAL DUTCH SHELL CL A ADR TICKER: RDS A, CUSIP: 780259206	2,118.000	65.93	139,640.78	71.27	150,949.86	1.1	11,309.08	0.00	4.3
TOTAL OIL & GAS PRODUCERS			379,943.12		397,342.95	3.0	17,399.83	0.00	4.0

OIL EQUIPMENT, SERVICES & DISTRIBUTION

ENBRIDGE INC TICKER: ENB, CUSIP: 29250N105	1,416.000	43.21	61,185.36	43.68	61,850.88	0.5	665.52	0.00	3.2
KINDER MORGAN INC TICKER: KMI, CUSIP: 49456B101	2,645.000	35.72	94,486.34	36.00	95,220.00	0.7	733.66	0.00	4.6
TRANSCANADA CORP TICKER: TRP, CUSIP: 89353D107	2,254.000	45.81	103,246.92	45.66	102,917.64	0.8	(329.28)	1,036.84	4.0
TOTAL OIL EQUIPMENT, SERVICES & DISTRIBUTION			258,918.62		259,988.52	2.0	1,069.90	1,036.84	4.0

ALTERNATIVE ENERGY

RENESOLA LTD ADR TICKER: SOL, CUSIP: 75971T103	39,587.000	2.41	95,598.42	3.45	136,575.15	1.0	40,976.73	0.00	0.0
TOTAL ALTERNATIVE ENERGY			95,598.42		136,575.15	1.0	40,976.73	0.00	0.0



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ARCUS FOUNDATION

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Accrued Income	Annual Yield(%)
BASIC MATERIALS									
GIVAUDAN-UNSPON ADR TICKER: GVDNY, CUSIP: 37636P108	600.000	28.39	17,034.00	28.65	17,190.00	0.1	156.00	0.00	2.5
TOTAL BASIC MATERIALS			17,034.00		17,190.00	0.1	156.00	0.00	2.5
CHEMICALS									
ASAHI KASEI CORP ADR TICKER: AHKSY, CUSIP: 043400100	1,794.000	13.93	24,990.24	15.68	28,129.92	0.2	3,139.68	0.00	1.4
ECOLAB INC TICKER: ECL, CUSIP: 278865100	110.000	97.77	10,754.70	104.27	11,469.70	0.1	715.00	30.25	1.1
SHIN ETSU CHEM CO LTD ADR TICKER: SHECY, CUSIP: 824551105	2,340.000	15.68	36,684.64	14.60	34,173.36	0.3	(2,511.28)	0.00	1.4
SYNGENTA AG ADR TICKER: SYT, CUSIP: 87160A100	235.000	80.10	18,822.51	79.94	18,785.90	0.1	(36.61)	0.00	2.1
TOTAL CHEMICALS			91,252.09		92,558.88	0.7	1,306.79	30.25	1.5
MINING									
ANLOGOLD ASHANTI SPON ADR TICKER: AU, CUSIP: 035128206	348.000	17.92	6,236.16	11.72	4,078.56	0.0	(2,157.60)	0.00	2.1
CIA DE MINAS BUENAVENTUR ADR TICKER: BVN, CUSIP: 204448104	1,415.000	14.46	20,459.75	11.22	15,876.30	0.1	(4,583.45)	0.00	2.7
GOLDCORP INC TICKER: GG, CUSIP: 380956409	509.000	29.39	14,959.51	21.67	11,030.03	0.1	(3,929.48)	0.00	2.8
RANDGOLD RESOURCES LTD ADR TICKER: GOLD, CUSIP: 752344309	197.000	78.38	15,440.86	62.81	12,373.57	0.1	(3,067.29)	0.00	0.8
TOTAL MINING			57,096.28		43,358.46	0.3	(13,737.82)	0.00	2.1
CONSTRUCTION & MATERIALS									
DAITO TRUST CONSTRUCTION CO LTD SPN ADR TICKER: DIFTY, CUSIP: 23405X209	440.000	23.73	10,441.20	23.38	10,287.64	0.1	(153.56)	0.00	3.0
TOTAL CONSTRUCTION & MATERIALS			10,441.20		10,287.64	0.1	(153.56)	0.00	3.0
AEROSPACE & DEFENSE									



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LOCKHEED MARTIN CORP TICKER: LMT, CUSIP: 539830109	208.000	105.08	21,856.64	148.66	30,921.28	0.2	9,064.64	0.00	3.6
TOTAL AEROSPACE & DEFENSE			21,856.64		30,921.28	0.2	9,064.64	0.00	3.6
GENERAL INDUSTRIALS									
JARDINE MATHESON HLDGS LTD ADR TICKER: JMHLY, CUSIP: 471115402	1,156.000	56.03	64,768.39	52.31	60,470.36	0.5	(4,298.03)	0.00	2.5
JARDINE STRATEGIC UNSPON ADR TICKER: JSHLY, CUSIP: 471122200	1,198.000	16.70	20,006.60	16.00	19,168.00	0.1	(838.60)	0.00	0.7
TOTAL GENERAL INDUSTRIALS			84,774.99		79,638.36	0.6	(5,136.63)	0.00	2.0
ELECTRONIC & ELECTRICAL EQUIPMENT									
KYOCERA CORP ADR TICKER: KYO, CUSIP: 501556203	416.000	50.13	20,852.00	50.14	20,858.24	0.2	6.24	0.00	2.0
MURATA MANUFACTUR UNSPON ADR TICKER: MRAAY, CUSIP: 626425102	328.000	21.30	6,986.40	22.22	7,286.85	0.1	300.45	0.00	0.9
NIDEC CORPORATION - ADR TICKER: NJ, CUSIP: 654090109	400.000	16.40	6,560.00	24.71	9,884.00	0.1	3,324.00	0.00	0.8
TOTAL ELECTRONIC & ELECTRICAL EQUIPMENT			34,398.40		38,029.09	0.3	3,630.69	0.00	1.5
INDUSTRIAL ENGINEERING									
FANUC LTD-UNSP ADR TICKER: FANUY, CUSIP: 307305102	216.000	27.03	5,838.48	30.53	6,593.40	0.0	754.92	0.00	0.7
TOTAL INDUSTRIAL ENGINEERING			5,838.48		6,593.40	0.0	754.92	0.00	0.7
INDUSTRIAL TRANSPORTATION									
CANADIAN NATIONAL RAILWAY CO US\$ TICKER: CNI, CUSIP: 136375102	1,372.000	51.11	70,116.70	57.02	78,231.44	0.6	8,114.74	0.00	1.5
GUANGSHEN RAILWAY ADR TICKER: GSH, CUSIP: 40065W107	578.000	26.47	15,298.39	23.10	13,351.80	0.1	(1,946.59)	0.00	2.4
HEARTLAND EXPRESS INC TICKER: HTLD, CUSIP: 422347104	2,647.000	14.02	37,110.94	19.62	51,934.14	0.4	14,823.20	0.00	0.4



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UNITED PARCEL SERVICE INC CL B TICKER: UPS, CUSIP: 911312106	759.000	94.48	71,710.95	105.08	79,755.72	0.6	8,044.77	0.00	2.4
TOTAL INDUSTRIAL TRANSPORTATION SUPPORT SERVICES			194,236.98		223,273.10	1.7	29,036.12	0.00	1.6
ADVISORY BOARD CO/THE CUSIP: 00762W107	130.000	52.13	6,776.90	63.67	8,277.10	0.1	1,500.20	0.00	0.0
AUTOMATIC DATA PROCESSING INC TICKER: ADP, CUSIP: 053015103	677.000	71.11	48,141.47	80.80	54,700.92	0.4	6,559.45	324.96	2.4
EXLSERVICE HOLDINGS INC TICKER: EXLS, CUSIP: 302081104	226.000	29.99	6,777.74	27.62	6,242.12	0.0	(535.62)	0.00	0.0
ITOCHU CORP UNSPONSORED ADR TICKER: ITOCY, CUSIP: 465717106	254.000	25.24	6,410.96	24.72	6,278.37	0.0	(132.59)	0.00	2.7
MITSUBISHI CORP SPONSORED ADR TICKER: MSBHY, CUSIP: 606769305	422.000	36.14	15,251.08	38.38	16,196.78	0.1	945.70	0.00	2.8
NETSCOUT SYSTEMS INC TICKER: NETS, CUSIP: 606827202	120.000	269.82	32,378.70	278.77	33,452.28	0.3	1,073.58	0.00	3.0
PAYCHEX INC TICKER: PAYX, CUSIP: 704326107	1,263.000	38.00	48,000.07	45.53	57,504.39	0.4	9,504.32	0.00	3.1
SECOM LTD UNSPONSORED ADR TICKER: SOMLY, CUSIP: 813113206	1,896.000	15.41	29,224.32	15.08	28,591.68	0.2	(632.64)	0.00	1.3
SGS SA UNSPON ADR TICKER: SGSOY, CUSIP: 818800104	400.000	23.50	9,400.00	23.07	9,229.20	0.1	(170.80)	0.00	0.7
STERICYCLE INC TICKER: SRCL, CUSIP: 858912108	422.000	112.32	47,399.06	116.17	49,023.74	0.4	1,624.68	0.00	0.0
TOWERS WATSON & CO-CL A TICKER: TW, CUSIP: 891894107	85.000	76.48	6,500.80	127.61	10,846.85	0.1	4,346.05	11.90	0.4
VERISK ANALYTICS INC-CLASS A TICKER: VRSK, CUSIP: 92345Y106	1,105.000	61.20	67,627.19	65.72	72,620.60	0.5	4,993.41	0.00	0.0
WASTE MANAGEMENT INC TICKER: WM, CUSIP: 94106L109	282.000	40.63	11,457.66	44.87	12,653.34	0.1	1,195.68	0.00	3.3
TOTAL SUPPORT SERVICES			335,345.95		365,617.37	2.8	30,271.42	336.86	1.5
CONSUMER GOODS									



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UNICHARM CORP ADR TICKER: UNICY, CUSIP: 90460M204	4,570.000	11.56	52,846.70	11.42	52,175.69	0.4	(671.01)	0.00	0.5
TOTAL CONSUMER GOODS			52,846.70		52,175.69	0.4	(671.01)	0.00	0.5
AUTOMOBILES & PARTS									
TOYOTA MOTOR CORP -SPON ADR TICKER: TM, CUSIP: 892331307	207.000	118.27	24,481.89	121.92	25,237.44	0.2	755.55	0.00	1.9
TOTAL AUTOMOBILES & PARTS			24,481.89		25,237.44	0.2	755.55	0.00	1.9
BEVERAGES									
COCA-COLA CO TICKER: KO, CUSIP: 191216100	1,820.000	39.78	72,403.46	41.31	75,184.20	0.6	2,780.74	0.00	2.7
KIRIN BREWERY CO SPON ADR TICKER: KNBWY, CUSIP: 497350306	1,133.000	14.54	16,473.82	14.40	16,309.54	0.1	(164.28)	0.00	1.9
PEPSICO INC TICKER: PEP, CUSIP: 713448108	2,265.000	82.72	187,366.89	82.94	187,859.10	1.4	492.21	1,285.39	2.7
TOTAL BEVERAGES			276,244.17		279,352.84	2.1	3,108.67	1,285.39	2.7
FOOD PRODUCERS									
CONAGRA FOODS INC TICKER: CAG, CUSIP: 205887102	442.000	33.54	14,824.68	33.70	14,895.40	0.1	70.72	0.00	3.0
GENERAL MILLS INC TICKER: GIS, CUSIP: 370334104	2,990.000	47.78	142,853.76	49.91	149,230.90	1.1	6,377.14	0.00	3.1
HERSHEY CO/THE TICKER: HSY, CUSIP: 427866108	472.000	88.91	41,965.52	97.23	45,892.56	0.3	3,927.04	0.00	2.0
KELLOGG CO TICKER: K, CUSIP: 487836108	103.000	63.06	6,495.18	61.07	6,290.21	0.0	(204.97)	0.00	3.0
MCCORMICK & CO-NON VTG SHRS TICKER: MKC, CUSIP: 579780206	386.000	68.22	26,333.28	68.92	26,603.12	0.2	269.84	142.82	2.2
MONDELEZ INTERNATIONAL INC TICKER: MDLZ, CUSIP: 609207105	428.000	29.58	12,660.24	35.30	15,108.40	0.1	2,448.16	59.92	1.6
NESTLE NAM SPON ADR TICKER: NSRGY, CUSIP: 641069406	2,546.000	68.10	173,375.41	73.42	186,937.50	1.4	13,562.09	0.00	2.5
PINNACLE FOODS INC TICKER: PF, CUSIP: 72348P104	2,984.000	26.03	77,686.65	27.46	81,940.64	0.6	4,253.99	626.64	3.1



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SMUCKER J M CO/THE-NEW COMMON COM TICKER: SJM, CUSIP: 832696405	210.000	104.98	22,045.80	103.62	21,760.20	0.2	(285.60)	0.00	2.2
TOTAL FOOD PRODUCERS			518,240.52		548,658.93	4.1	30,418.41	829.38	2.6
HOUSEHOLD GOODS & HOME CONSTRUCTION									
CHURCH & DWIGHT CO INC TICKER: CHD, CUSIP: 171340102	828.000	60.24	49,879.48	66.28	54,879.84	0.4	5,000.36	0.00	1.7
CLOROX CO TICKER: CLX, CUSIP: 189054109	630.000	82.93	52,246.35	92.76	58,438.80	0.4	6,192.45	0.00	3.1
PROCTER & GAMBLE CO TICKER: PG, CUSIP: 742718109	1,126.000	77.63	87,415.67	81.41	91,667.66	0.7	4,251.99	0.00	3.0
RECKITT BENCKISER GROUP PLC SPON ADR TICKER: RBGLY, CUSIP: 756255204	1,665.000	14.40	23,970.15	15.88	26,435.21	0.2	2,465.06	0.00	2.6
SEKISUI HOUSE LTD- SPONS ADR TICKER: SKHSY, CUSIP: 816078307	907.000	13.07	11,854.49	13.99	12,685.30	0.1	830.81	0.00	2.1
TOTAL HOUSEHOLD GOODS & HOME CONSTRUCTION			225,366.14		244,106.81	1.8	18,740.67	0.00	2.6
LEISURE GOODS									
NIKON CORP PLC UNSPON ADR TICKER: NINOY, CUSIP: 654111202	249.000	26.21	6,526.29	19.11	4,759.39	0.0	(1,766.90)	0.00	0.8
NINTENDO CO LTD ADR UNSPON TICKER: NTDOY, CUSIP: 654445303	1,400.000	12.92	18,086.96	16.66	23,326.80	0.2	5,239.84	0.00	0.6
TOTAL LEISURE GOODS			24,613.25		28,086.19	0.2	3,472.94	0.00	0.7
PERSONAL GOODS									
COLGATE-PALMOLIVE CO TICKER: CL, CUSIP: 194162103	554.000	58.88	32,619.52	65.21	36,126.34	0.3	3,506.82	0.00	2.1
KAO CORP-SPONSORED ADR TICKER: KCRPY, CUSIP: 485537302	3,005.000	31.06	93,328.92	31.49	94,633.46	0.7	1,304.54	0.00	1.7
KIMBERLY-CLARK CORP TICKER: KMB, CUSIP: 494368103	1,298.000	95.83	124,389.04	104.46	135,589.08	1.0	11,200.04	1,051.38	3.1
SHISEIDO LTD-SPONSORED ADR TICKER: SSDOY, CUSIP: 824841407	2,068.000	16.42	33,947.12	16.09	33,272.05	0.3	(675.07)	0.00	1.8



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YUE YUEN INDUSTRIAL HOLDINGS LTD UNSPONSORED ADR TICKER: YUEIY, CUSIP: 988415105	809.000	14.35	11,609.15	16.70	13,511.92	0.1	1,902.77	0.00	4.4
TOTAL PERSONAL GOODS			295,893.75		313,132.85	2.4	17,239.10	1,051.38	2.5
TOBACCO									
ALTRIA GROUP INC TICKER: MO, CUSIP: 02209S103	984.000	36.22	35,640.48	38.39	37,775.76	0.3	2,135.28	472.32	5.0
BRITISH AMERICAN TOBACCO PLC SPON ADR TICKER: BTI, CUSIP: 110448107	290.000	111.19	32,245.10	107.42	31,151.80	0.2	(1,093.30)	0.00	4.0
IMPERIAL TOBACCO GROUP PLC SPONS ADR TICKER: ITYBY, CUSIP: 453142101	498.000	73.25	36,480.76	77.45	38,568.61	0.3	2,087.85	0.00	4.8
REYNOLDS AMERICAN INC TICKER: RAI, CUSIP: 761713106	974.000	48.90	47,628.60	49.99	48,690.26	0.4	1,061.66	613.62	5.0
VECTOR GROUP LTD TICKER: VGR, CUSIP: 92240M108	568.000	15.57	8,844.57	16.37	9,298.16	0.1	453.59	0.00	9.8
TOTAL TOBACCO			160,839.51		165,484.59	1.3	4,645.08	1,085.94	5.0
HEALTH CARE									
ACADIA HEALTHCARE CO INC TICKER: ACHC, CUSIP: 00404A109	210.000	40.02	8,404.20	47.33	9,939.30	0.1	1,535.10	0.00	0.0
TOTAL HEALTH CARE			8,404.20		9,939.30	0.1	1,535.10	0.00	0.0
HEALTH CARE EQUIPMENT & SERVICES									
BARD C R INC TICKER: BCR, CUSIP: 067383109	261.000	104.16	27,185.76	133.94	34,958.34	0.3	7,772.58	0.00	0.6
BECTON DICKINSON & CO TICKER: BDX, CUSIP: 075887109	65.000	98.38	6,394.70	110.49	7,181.85	0.1	787.15	0.00	2.0
FRESENIUS MEDICAL CARE ADR TICKER: FMS, CUSIP: 358029106	394.000	32.41	12,769.54	35.58	14,018.52	0.1	1,248.98	0.00	0.9
LABORATORY CRP OF AMER HOLDGS TICKER: LH, CUSIP: 50540R409	259.000	99.82	25,852.71	91.37	23,664.83	0.2	(2,187.88)	0.00	0.0



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MAGELLAN HEALTH SERVICES INC TICKER: MGLN, CUSIP: 559079207	240.000	59.56	14,294.40	59.91	14,378.40	0.1	84.00	0.00	0.0
MEDTRONIC INC TICKER: MDT, CUSIP: 585055106	200.000	53.05	10,610.00	57.39	11,478.00	0.1	868.00	56.00	2.0
NORDION INC TICKER: NDZ, CUSIP: 65563C105	732.000	8.65	6,331.80	8.49	6,214.68	0.0	(117.12)	0.00	0.0
SYSMEX CORP ADR TICKER: SSMXY, CUSIP: 87184P109	1,236.000	32.48	40,144.74	29.54	36,513.91	0.3	(3,630.83)	0.00	0.6
TOTAL HEALTH CARE EQUIPMENT & SERVICES			143,583.65		148,408.53	1.1	4,824.88	56.00	0.6
PHARMACEUTICALS & BIOTECHNOLOGY									
ABBOTT LABORATORIES TICKER: ABT, CUSIP: 002824100	3,231.000	35.93	116,077.05	38.33	123,844.23	0.9	7,767.18	0.00	2.3
ACTAVIS PLC TICKER: ACT, CUSIP: G0083B108	52.000	144.01	7,488.52	168.00	8,736.00	0.1	1,247.48	0.00	0.0
ALLERGAN INC TICKER: AGN, CUSIP: 018490102	111.000	98.48	10,931.28	111.08	12,329.88	0.1	1,398.60	0.00	0.2
ASTELLAS PHARMA INC UNSPONSORED ADR TICKER: ALPMY, CUSIP: 04623U102	7,128.000	12.98	92,500.92	14.82	105,629.83	0.8	13,128.91	0.00	1.8
ASTRAZENECA PLC ADR TICKER: AZN, CUSIP: 046353108	1,443.000	51.46	74,257.93	59.37	85,670.91	0.6	11,412.98	0.00	4.7
BRISTOL-MYERS SQUIBB CO TICKER: BMY, CUSIP: 110122108	2,042.000	46.84	95,647.28	53.15	108,532.30	0.8	12,885.02	735.12	2.7
CSL LTD UNSPONS ADR TICKER: CMXHY, CUSIP: 12637N105	320.000	30.40	9,728.00	30.85	9,871.04	0.1	143.04	0.00	1.5
DAIICHI SANKYO CO SPON ADR TICKER: DSNKY, CUSIP: 23381D102	4,779.000	17.39	83,127.60	18.30	87,436.58	0.7	4,308.98	0.00	2.8
FOREST LABS INC TICKER: FRX, CUSIP: 345838106	702.000	42.91	30,122.82	60.03	42,141.06	0.3	12,018.24	0.00	0.0
GLAXOSMITHKLINE PLC ADR TICKER: GSK, CUSIP: 37733W105	2,487.000	51.38	127,788.45	53.39	132,780.93	1.0	4,992.48	1,532.23	4.5
JOHNSON & JOHNSON TICKER: JNJ, CUSIP: 478160104	1,789.000	85.04	152,141.83	91.59	163,854.51	1.2	11,712.68	0.00	2.9



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LILLY ELI & CO TICKER: LLY, CUSIP: 532457108	1,410.000	52.51	74,039.10	52.00	71,910.00	0.5	(2,129.10)	0.00	3.8
MERCK & CO INC TICKER: MRK, CUSIP: 58933Y105	2,770.000	47.52	131,634.18	50.05	138,638.50	1.0	7,004.32	1,218.80	3.5
NOVARTIS AG NAMEN SPON ADR TICKER: NVS, CUSIP: 66987V109	2,312.000	73.47	169,860.00	80.38	185,838.56	1.4	15,978.56	0.00	2.6
NOVO NORDISK A/S CL B ADR TICKER: NVO, CUSIP: 670100205	405.000	167.27	67,744.35	184.76	74,827.80	0.6	7,083.45	0.00	1.2
NOVOZYMES A/S-UNSPONS ADR TICKER: NVZMY, CUSIP: 670108109	440.000	38.64	17,001.60	42.28	18,602.76	0.1	1,601.16	0.00	0.6
PERRIGO CO LTD CUSIP: G97822103	88.000	152.21	13,394.04	153.46	13,504.48	0.1	110.44	0.00	0.0
PFIZER INC TICKER: PFE, CUSIP: 717081103	5,330.000	28.47	151,771.25	30.63	163,257.90	1.2	11,486.65	0.00	3.4
ROCHE HLDG LTD-SPONSORED ADR TICKER: RHHBY, CUSIP: 771195104	1,120.000	62.52	70,026.84	70.05	78,457.12	0.6	8,430.28	0.00	2.3
SHIRE PLC ADR TICKER: SHPG, CUSIP: 82481R106	106.000	98.73	10,465.38	141.29	14,976.74	0.1	4,511.36	0.00	0.4
TAKEDA PHARMACEUTICAL CO LTD SPONS ADR TICKER: TKPYY, CUSIP: 874060205	4,830.000	23.34	112,717.76	22.95	110,862.99	0.8	(1,854.77)	0.00	3.4
TECHNE CORP TICKER: TECH, CUSIP: 878377100	143.000	65.82	9,412.26	94.67	13,537.81	0.1	4,125.55	0.00	1.3
TEVA PHARMACEUTICAL INDS LTD-SP ADR TICKER: TEVA, CUSIP: 881624209	1,081.000	38.10	41,190.78	40.08	43,326.48	0.3	2,135.70	0.00	2.7
TOTAL PHARMACEUTICALS & BIOTECHNOLOGY			1,669,069.22		1,808,568.41	13.7	139,499.19	3,486.15	2.8
FOOD & DRUG RETAILERS									
AMERISOURCEBERGEN CORP TICKER: ABC, CUSIP: 03073E105	233.000	53.27	12,411.91	70.31	16,382.23	0.1	3,970.32	0.00	1.3
MCKESSON CORP TICKER: MCK, CUSIP: 58155Q103	265.000	112.32	29,764.80	161.40	42,771.00	0.3	13,006.20	63.60	0.6



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WM MORRISON-UNSPON ADR TICKER: MRWSY, CUSIP: 92933J107	1,453.000	20.89	30,353.17	21.61	31,405.14	0.2	1,051.97	0.00	4.1
TOTAL FOOD & DRUG RETAILERS			72,529.88		90,558.37	0.7	18,028.49	63.60	1.9
GENERAL RETAILERS									
AEON COMPANY LTD UNSPON ADR TICKER: AONNY, CUSIP: 007627102	2,432.000	11.62	28,259.84	13.56	32,973.06	0.2	4,713.22	0.00	1.5
AUTOZONE INC TICKER: AZO, CUSIP: 053332102	263.000	414.21	108,938.09	477.94	125,698.22	1.0	16,760.13	0.00	0.0
BED BATH & BEYOND INC TICKER: BBBY, CUSIP: 075896100	216.000	77.41	16,720.56	80.30	17,344.80	0.1	624.24	0.00	0.0
COSTCO WHOLESALE CORP TICKER: COST, CUSIP: 22160K105	108.000	110.67	11,952.36	119.02	12,854.16	0.1	901.80	0.00	1.0
DOLLAR GENERAL CORP TICKER: DG, CUSIP: 256677105	721.000	51.59	37,194.46	60.32	43,490.72	0.3	6,296.26	0.00	0.0
DOLLAR TREE INC TICKER: DLTR, CUSIP: 256746108	648.000	58.78	38,089.44	56.42	36,560.16	0.3	(1,529.28)	0.00	0.0
FAMILY DOLLAR STORES INC TICKER: FDO, CUSIP: 307000109	764.000	69.99	53,474.24	64.97	49,637.08	0.4	(3,837.16)	198.64	1.6
FAST RETAILING CO UNSPONSORED ADR TICKER: FRCOY, CUSIP: 31188H101	490.000	35.20	17,247.30	41.29	20,233.08	0.2	2,985.78	0.00	0.6
HOME DEPOT INC TICKER: HD, CUSIP: 437076102	240.000	75.89	18,213.60	82.34	19,761.60	0.1	1,548.00	0.00	1.9
KOHL'S CORP TICKER: KSS, CUSIP: 500255104	147.000	52.35	7,695.45	56.75	8,342.25	0.1	646.80	0.00	2.5
LIXIL GROUP CORP UNSPN ADR TICKER: JSGRY, CUSIP: 53931R103	430.000	48.64	20,915.20	54.86	23,589.37	0.2	2,674.17	0.00	1.4
O REILLY AUTOMOTIVE INC TICKER: ORLY, CUSIP: 67103H107	353.000	120.52	42,542.90	128.71	45,434.63	0.3	2,891.73	0.00	0.0
PETSMART INC TICKER: PETM, CUSIP: 716768106	369.000	76.16	28,103.04	72.75	26,844.75	0.2	(1,258.29)	0.00	1.1
ROSS STORES INC TICKER: ROST, CUSIP: 778296103	433.000	73.17	31,682.61	74.93	32,444.69	0.2	762.08	0.00	0.9



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SEVEN & I HOLDINGS-UNSPN ADR TICKER: SVNDY, CUSIP: 81783H105	1,524.000	71.62	109,156.14	79.54	121,218.96	0.9	12,062.82	0.00	1.4
TARGET CORP TICKER: TGT, CUSIP: 87612E106	2,027.000	67.27	136,351.80	63.27	128,248.29	1.0	(8,103.51)	0.00	2.7
TJX COMPANIES INC NEW TICKER: TJX, CUSIP: 872540109	1,401.000	50.52	70,778.52	63.73	89,285.73	0.7	18,507.21	0.00	0.9
WAL-MART STORES INC TICKER: WMT, CUSIP: 931142103	2,385.000	74.67	178,079.97	78.69	187,675.65	1.4	9,595.68	1,120.95	2.4
TOTAL GENERAL RETAILERS			955,395.52		1,021,637.20	7.7	66,241.68	1,319.59	1.3
MEDIA									
BRITISH SKY BROADCASTING GROUP INC SPON ADR TICKER: BSYBY, CUSIP: 111013108	1,448.000	54.37	78,721.15	55.92	80,964.92	0.6	2,243.77	0.00	3.4
DAI NIPPON PRINTING CO LTD SPONS ADR TICKER: DNPLY, CUSIP: 233806306	2,910.000	9.19	26,737.85	10.62	30,898.38	0.2	4,160.53	0.00	2.4
MADISON SQUARE GARDEN COMPANY A TICKER: MSG, CUSIP: 55826P100	489.000	58.41	28,562.49	57.58	28,156.62	0.2	(405.87)	0.00	0.0
MORNINGSTAR INC TICKER: MORN, CUSIP: 617700109	519.000	80.34	41,698.43	78.09	40,528.71	0.3	(1,169.72)	0.00	0.9
PEARSON PLC SPONSORED ADR TICKER: PSO, CUSIP: 705015105	1,686.000	18.63	31,410.18	22.40	37,766.40	0.3	6,356.22	0.00	3.2
SHAW COMMUNICATIONS INC B TICKER: SJR, CUSIP: 82028K200	1,709.000	23.16	39,574.76	24.34	41,597.06	0.3	2,022.30	0.00	4.2
THOMSON REUTERS CORP TICKER: TRI, CUSIP: 884903105	900.000	34.52	31,068.00	37.82	34,038.00	0.3	2,970.00	0.00	3.4
TOTAL MEDIA			277,772.86		293,950.09	2.2	16,177.23	0.00	2.7
TRAVEL & LEISURE									
ALLEGiant TRAVEL CO TICKER: ALGT, CUSIP: 01748X102	466.000	96.39	44,917.74	105.44	49,135.04	0.4	4,217.30	1,048.50	0.0
COMPASS GROUP PLC ADR TICKER: CMPGY, CUSIP: 20449X203	496.000	13.31	6,601.76	16.03	7,952.37	0.1	1,350.61	0.00	2.2



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EAST JAPAN RAILWAY UNSP ADR TICKER: EJPRY, CUSIP: 273202101	4,176.000	13.10	54,701.82	13.29	55,490.69	0.4	788.87	0.00	1.2
MARRIOTT VACATIONS WORLD TICKER: VAC, CUSIP: 57164Y107	960.000	46.76	44,886.54	52.76	50,649.60	0.4	5,763.06	0.00	0.0
MCDONALDS CORP TICKER: MCD, CUSIP: 580135101	2,008.000	96.77	194,311.75	97.03	194,836.24	1.5	524.49	0.00	3.3
RYANAIR HOLDINGS PLC-SP ADR TICKER: RYAAAY, CUSIP: 783513104	1,028.000	50.18	51,586.05	46.93	48,244.04	0.4	(3,342.01)	0.00	0.0
SINGAPORE AIRLINES LTD UNSPONSORED ADR TICKER: SINGY, CUSIP: 82930C106	1,199.000	17.01	20,394.99	16.49	19,771.51	0.1	(623.48)	0.00	2.4
SOUTHWEST AIRLINES CO TICKER: LUV, CUSIP: 844741108	939.000	14.73	13,831.47	18.84	17,690.76	0.1	3,859.29	37.56	0.9
STARBUCKS CORP TICKER: SBUX, CUSIP: 855244109	159.000	81.21	12,911.98	78.39	12,464.01	0.1	(447.97)	0.00	1.3
TIM HORTONS INC TICKER: THI, CUSIP: 88706M103	2,346.000	55.28	129,682.94	58.38	136,959.48	1.0	7,276.54	0.00	1.8
YUM BRANDS INC TICKER: YUM, CUSIP: 988498101	200.000	70.45	14,090.00	75.61	15,122.00	0.1	1,032.00	0.00	2.0
TOTAL TRAVEL & LEISURE			587,917.04		608,315.74	4.6	20,398.70	1,086.06	1.8
FIXED LINE TELECOMMUNICATIONS									
AT&T, INC. TICKER: T, CUSIP: 00206R102	1,540.000	34.75	53,507.93	35.16	54,146.40	0.4	638.47	0.00	5.2
BCE INC TICKER: BCE, CUSIP: 05534B760	2,256.000	44.00	99,263.79	43.29	97,662.24	0.7	(1,601.55)	1,314.12	5.4
CHINA TELECOM CORP LTD ADR TICKER: CHA, CUSIP: 169426103	960.000	51.44	49,384.32	50.57	48,547.20	0.4	(837.12)	0.00	2.0
CHUNGHWA TELECOM CO LTD ADR TICKER: CHT, CUSIP: 17133Q502	6,228.000	31.55	196,520.59	30.96	192,818.88	1.5	(3,701.71)	0.00	3.9
NIPPON TELEG & TEL CORP SPONSORED ADR TICKER: NTT, CUSIP: 654624105	5,264.000	25.63	134,906.33	27.04	142,338.56	1.1	7,432.23	0.00	2.7
SINGAPORE TELECOMMUNICAT- ADR TICKER: SGAPY, CUSIP: 82929R304	1,533.000	30.57	46,858.83	28.99	44,438.60	0.3	(2,420.23)	0.00	4.4



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SWISSCOM AG SPON ADR TICKER: SCM, CUSIP: 871013108	1,180.000	44.13	52,078.60	52.95	62,479.82	0.5	10,401.22	0.00	3.7
TELEKOMUNIK INDONESIA-SP ADR TICKER: TLK, CUSIP: 715684106	531.000	45.66	24,245.46	35.85	19,036.35	0.1	(5,209.11)	0.00	3.4
TELUS CORPORATION TICKER: TU, CUSIP: 87971M103	691.000	34.65	23,943.15	34.44	23,798.04	0.2	(145.11)	233.80	4.2
VERIZON COMMUNICATIONS TICKER: VZ, CUSIP: 92343V104	125.000	47.02	5,877.50	49.14	6,142.50	0.0	265.00	0.00	4.3
TOTAL FIXED LINE TELECOMMUNICATIONS			686,586.50		691,408.59	5.2	4,822.09	1,547.92	3.8
MOBILE TELECOMMUNICATIONS									
AMDOCS LIMITED TICKER: DOX, CUSIP: G02602103	4,292.000	36.47	156,521.92	41.24	177,002.08	1.3	20,480.16	557.96	1.3
CHINA MOBILE GAMES ADR TICKER: CMGE, CUSIP: 16952T100	616.000	13.01	8,014.16	25.23	15,541.68	0.1	7,527.52	0.00	0.0
CHINA MOBILE LTD ADR TICKER: CHL, CUSIP: 16941M109	3,771.000	53.19	200,568.55	52.29	197,185.59	1.5	(3,382.96)	0.00	3.9
CHINA UNICOM HONG KONG-ADR TICKER: CHU, CUSIP: 16945R104	3,139.000	17.00	53,363.00	15.06	47,273.34	0.4	(6,089.66)	0.00	1.2
KDDI CORP UNSPONSORED ADR TICKER: KDDIY, CUSIP: 48667L106	4,608.000	11.53	53,136.64	15.39	70,912.51	0.5	17,775.87	0.00	2.1
NTT DOCOMO INC SPONSORED ADR TICKER: DCM, CUSIP: 62942M201	11,063.000	15.25	168,753.09	16.51	182,650.13	1.4	13,897.04	0.00	3.4
PHILIPPINE LONG DIST -SP ADR TICKER: PHI, CUSIP: 718252604	529.000	67.48	35,695.18	60.08	31,782.32	0.2	(3,912.86)	0.00	3.6
TOTAL MOBILE TELECOMMUNICATIONS			676,052.54		722,347.65	5.5	46,295.11	557.96	2.7
ELECTRICITY									
CONSOLIDATED EDISON INC TICKER: ED, CUSIP: 209115104	2,287.000	56.02	128,118.10	55.28	126,425.36	1.0	(1,692.74)	0.00	4.5
DOMINION RESOURCES INC VA TICKER: D, CUSIP: 25746U109	1,231.000	56.15	69,121.97	64.69	79,633.39	0.6	10,511.42	0.00	3.5
HUANENG POWER INTL INC H ADR TICKER: HNP, CUSIP: 443304100	306.000	42.47	12,995.94	36.25	11,092.50	0.1	(1,903.44)	0.00	3.3



STATE STREET

ARCUS FOUNDATION

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NEXTERA ENERGY INC TICKER: NEE, CUSIP: 65339F101	419.000	83.17	34,847.28	85.62	35,874.78	0.3	1,027.50	0.00	3.1
PG&E CORP TICKER: PCG, CUSIP: 69331C108	983.000	43.08	42,345.96	40.28	39,595.24	0.3	(2,750.72)	447.27	4.5
POWER ASSETS HLDGS LTD SPON ADR TICKER: HGKGY, CUSIP: 739197200	1,965.000	8.91	17,508.15	7.95	15,623.72	0.1	(1,884.43)	0.00	3.6
PPL CORP TICKER: PPL, CUSIP: 69351T106	1,046.000	30.25	31,641.50	30.09	31,474.14	0.2	(167.36)	384.41	4.9
SOUTHERN CO TICKER: SO, CUSIP: 842587107	4,058.000	42.45	172,250.81	41.11	166,824.38	1.3	(5,426.43)	0.00	4.9
SSE PLC TICKER: SSEZY, CUSIP: 78467K107	3,416.000	23.73	81,059.90	22.69	77,512.46	0.6	(3,547.44)	0.00	5.9
XCEL ENERGY INC COM TICKER: XEL, CUSIP: 98389B100	1,749.000	28.27	49,438.89	27.94	48,867.06	0.4	(571.83)	489.72	4.0
TOTAL ELECTRICITY			639,328.50		632,923.03	4.8	(6,405.47)	1,321.40	4.5
GAS, WATER, & MULTIUTILITIES									
AMERICAN WATER WORKS TICKER: AWK, CUSIP: 030420103	301.000	40.76	12,268.76	42.26	12,720.26	0.1	451.50	0.00	2.7
CENTRICA PLC SP ADR TICKER: CPYYY, CUSIP: 15639K300	512.000	23.89	12,231.68	23.04	11,793.92	0.1	(437.76)	0.00	4.5
DUKE ENERGY CORP CUSIP: 26441C204	2,052.000	67.13	137,745.02	69.01	141,608.52	1.1	3,863.50	0.00	4.5
HONG KONG & CHINA GAS CO LTD SPONS ADR TICKER: HOKCY, CUSIP: 438550303	5,353.000	2.41	12,900.73	2.29	12,274.43	0.1	(626.30)	0.00	1.5
NATIONAL GRID PLC - SP ADR TICKER: NGG, CUSIP: 636274300	1,795.000	59.80	107,339.42	65.32	117,249.40	0.9	9,909.98	2,099.07	4.8
SPECTRA ENERGY CORP TICKER: SE, CUSIP: 847560109	567.000	34.93	19,805.31	35.62	20,196.54	0.2	391.23	0.00	3.4
TOKYO GAS CO LTD UNSPONSORED ADR TICKER: TKGSY, CUSIP: 889115101	1,200.000	20.85	25,020.00	19.71	23,656.80	0.2	(1,363.20)	0.00	1.8



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WISCONSIN ENERGY CORP TICKER: WEC, CUSIP: 976657106	1,126.000	40.57	45,683.76	41.34	46,548.84	0.4	865.08	0.00	3.7
TOTAL GAS, WATER, & MULTIUTILITIES			372,994.68		386,048.71	2.9	13,054.03	2,099.07	4.1
FINANCIALS									
BANCO DE CHILE ADR TICKER: BCH, CUSIP: 059520106	276.000	87.71	24,207.96	87.80	24,232.80	0.2	24.84	0.00	3.9
TOTAL FINANCIALS			24,207.96		24,232.80	0.2	24.84	0.00	3.9
BANKS									
BANK OF MONTREAL TICKER: BMO, CUSIP: 063671101	1,617.000	61.40	99,284.64	66.66	107,789.22	0.8	8,504.58	0.00	4.6
BANK OF NOVA SCOTIA TICKER: BNS, CUSIP: 064149107	3,009.000	57.01	171,550.22	62.55	188,212.95	1.4	16,662.73	0.00	4.0
BOK FINANCIAL CORPORATION TICKER: BOKF, CUSIP: 05561Q201	833.000	63.57	52,950.88	66.32	55,244.56	0.4	2,293.68	0.00	2.4
CAN IMPERIAL BK OF COMMERCE TICKER: CM, CUSIP: 136069101	1,678.000	77.58	130,183.92	85.41	143,317.98	1.1	13,134.06	1,610.88	4.5
CAPITOL FEDERAL FINANCIAL IN TICKER: CFFN, CUSIP: 14057J101	5,244.000	11.87	62,246.28	12.11	63,504.84	0.5	1,258.56	0.00	2.5
CHINA CONSTRUCTION BANK CORP ADR TICKER: CICHY, CUSIP: 168919108	5,841.000	15.76	92,050.64	15.09	88,140.69	0.7	(3,909.95)	0.00	4.8
DBS GROUP HLDGS SPON ADR TICKER: DBSDY, CUSIP: 23304Y100	541.000	53.71	29,057.11	54.17	29,308.13	0.2	251.02	0.00	3.2
FIRST FINANCIAL NORTHWEST INC TICKER: FFW, CUSIP: 32022K102	636.000	10.09	6,417.24	10.37	6,595.32	0.0	178.08	0.00	1.5
HOMETRUST BANCSHARES INC TICKER: HTBI, CUSIP: 437872104	1,721.000	16.26	27,986.39	15.99	27,518.79	0.2	(467.60)	0.00	0.0
MIZUHO FINANCIAL GROUP ADR TICKER: MFG, CUSIP: 60687Y109	11,345.000	4.16	47,152.38	4.36	49,464.20	0.4	2,311.82	0.00	2.5
PT BANK MANDIRI TBK (PERSERO) ADR TICKER: PPERY, CUSIP: 69367U105	4,710.000	9.96	46,911.60	6.45	30,379.50	0.2	(16,532.10)	0.00	2.3
ROCKVILLE FINANCIAL INC TICKER: RCKB, CUSIP: 774188106	5,075.000	12.83	65,112.25	14.21	72,115.75	0.5	7,003.50	0.00	2.8



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ROYAL BANK OF CANADA TICKER: RY, CUSIP: 780087102	294.000	62.17	18,278.22	67.23	19,765.62	0.1	1,487.40	0.00	4.0
SUMITOMO MITSUI FINANCIAL GROUP INC SPONSORED ADR TICKER: SMFG, CUSIP: 86562M209	1,290.000	9.57	12,345.30	10.49	13,532.10	0.1	1,186.80	0.00	2.2
TERRITORIAL BANCORP INC TICKER: TBNK, CUSIP: 88145X108	3,530.000	22.09	77,976.64	23.20	81,896.00	0.6	3,919.36	0.00	2.4
TORONTO-DOMINION BANK TICKER: TD, CUSIP: 891160509	944.000	84.21	79,493.64	94.24	88,962.56	0.7	9,468.92	0.00	3.7
U S BANCORP NEW TICKER: USB, CUSIP: 902973304	808.000	36.36	29,378.88	40.40	32,643.20	0.2	3,264.32	185.84	2.3
UNITED OVERSEAS BK LTD ADR TICKER: UOVEY, CUSIP: 911271302	807.000	33.55	27,074.85	33.65	27,151.52	0.2	76.67	0.00	2.8
TOTAL BANKS			1,075,451.08		1,125,542.93	8.5	50,091.85	1,796.72	3.4
NONLIFE INSURANCE									
AIA GROUP LTD ADR TICKER: AAGIY, CUSIP: 001317205	6,612.000	18.31	121,070.13	20.07	132,689.62	1.0	11,619.49	0.00	0.9
ARCH CAPITAL GROUP LTD TICKER: ACGL, CUSIP: G0450A105	1,968.000	53.97	106,206.05	59.69	117,469.92	0.9	11,263.87	0.00	0.0
CHUBB CORP TICKER: CB, CUSIP: 171232101	684.000	86.52	59,177.82	96.63	66,094.92	0.5	6,917.10	300.96	1.8
EASTERN INSURANCE HOLDINGS TICKER: EIHI, CUSIP: 276534104	850.000	24.44	20,774.00	24.49	20,816.50	0.2	42.50	0.00	1.8
EVEREST RE GROUP LTD TICKER: RE, CUSIP: G3223R108	226.000	128.23	28,979.98	155.87	35,226.62	0.3	6,246.64	0.00	1.9
MARKEL CORP TICKER: MKL, CUSIP: 570535104	75.000	530.43	39,782.39	580.35	43,526.25	0.3	3,743.86	0.00	0.0
PARTNERRE LTD TICKER: PRE, CUSIP: G6852T105	273.000	90.86	24,804.78	105.43	28,782.39	0.2	3,977.61	0.00	2.4
PROASSURANCE CORP TICKER: PRA, CUSIP: 74267C106	1,519.000	50.33	76,451.27	48.48	73,641.12	0.6	(2,810.15)	455.70	2.5
RENAISSANCE HLDGS LTD TICKER: RNR, CUSIP: G7496G103	1,286.000	88.98	114,428.03	97.34	125,179.24	0.9	10,751.21	0.00	1.2



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VALIDUS HOLDINGS LTD TICKER: VR, CUSIP: G9319H102	1,064.000	36.67	39,017.70	40.29	42,868.56	0.3	3,850.86	0.00	3.0
WHITE MOUNTAINS INSURANCE GROUP LTD TICKER: WTM, CUSIP: G9618E107	132.000	582.53	76,893.64	603.08	79,606.56	0.6	2,712.92	0.00	0.2
WR BERKLEY CORP TICKER: WRB, CUSIP: 084423102	263.000	40.50	10,651.50	43.39	11,411.57	0.1	760.07	0.00	0.9
TOTAL NONLIFE INSURANCE			718,237.29		777,313.27	5.9	59,075.98	756.66	1.1
REAL ESTATE INVESTMENT TRUSTS									
AG MORTGAGE INVESTMENT TRUST INC TICKER: MITT, CUSIP: 001228105	1,389.000	22.42	31,141.38	15.64	21,723.96	0.2	(9,417.42)	833.40	15.4
AMERICAN CAMPUS COMMUNITIES TICKER: ACC, CUSIP: 024835100	730.000	40.38	29,477.40	32.21	23,513.30	0.2	(5,964.10)	0.00	4.5
AMERICAN CAPITAL AGENCY CORP TICKER: AGNC, CUSIP: 02503X105	3,410.000	25.86	88,182.60	19.29	65,778.90	0.5	(22,403.70)	2,216.50	13.5
ANNALY CAPITAL MANAGEMENT IN TICKER: NLY, CUSIP: 035710409	5,403.000	13.62	73,588.86	9.97	53,867.91	0.4	(19,720.95)	1,620.90	12.0
ANWORTH MORTGAGE ASSET CORP TICKER: ANH, CUSIP: 037347101	2,856.000	5.72	16,336.32	4.21	12,023.76	0.1	(4,312.56)	228.48	7.6
APOLLO COMMERCIAL REAL ESTAT TICKER: ARI, CUSIP: 03762U105	389.000	16.66	6,480.74	16.25	6,321.25	0.0	(159.49)	155.60	9.9
CAPSTEAD MORTGAGE CORP REIT TICKER: CMO, CUSIP: 14067E506	526.000	12.51	6,580.26	12.08	6,354.08	0.0	(226.18)	163.06	10.3
HATTERAS FINANCIAL CORP TICKER: HTS, CUSIP: 41902R103	2,686.000	25.67	68,949.62	16.34	43,889.24	0.3	(25,060.38)	1,343.00	12.2
HEALTHCARE TRUST OF AMERICA INC TICKER: HTA, CUSIP: 42225P105	5,394.000	11.55	62,300.70	9.84	53,076.96	0.4	(9,223.74)	775.39	5.8
PUBLIC STORAGE TICKER: PSA, CUSIP: 74460D109	126.000	152.77	19,249.20	150.52	18,965.52	0.1	(283.68)	0.00	3.7
TOTAL REAL ESTATE INVESTMENT TRUSTS			402,287.08		305,514.88	2.3	(96,772.20)	7,336.33	10.2
FINANCIAL SERVICES									
A.F.P. PROVIDA SA SPONS ADR TICKER: PVD, CUSIP: 00709P108	506.000	82.51	41,749.71	86.73	43,885.38	0.3	2,135.67	0.00	9.0



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ARMOUR RESIDENTIAL REIT INC REIT TICKER: ARR, CUSIP: 042315101	8,554.000	5.02	42,941.08	4.01	34,301.54	0.3	(8,639.54)	0.00	15.0
CYS INVESTMENTS INC REIT TICKER: CYS, CUSIP: 12673A108	2,300.000	10.54	24,242.00	7.41	17,043.00	0.1	(7,199.00)	0.00	17.3
GUOCO GROUP LTD UNSPON ADR TICKER: GULRY, CUSIP: 403227101	397.000	23.08	9,162.76	24.57	9,753.89	0.1	591.13	0.00	1.4
RETAIL OPPORTUNITY INVESTMENTS CORP REIT TICKER: ROIC, CUSIP: 76131N101	5,403.000	14.15	76,452.45	14.72	79,532.16	0.6	3,079.71	0.00	4.1
VANTIV INC CL A TICKER: VNTV, CUSIP: 92210H105	597.000	26.52	15,832.44	32.61	19,468.17	0.1	3,635.73	0.00	0.0
VISA INC CL A TICKER: V, CUSIP: 92826C839	235.000	188.75	44,356.60	222.68	52,329.80	0.4	7,973.20	0.00	0.7
TOTAL FINANCIAL SERVICES			254,737.04		256,313.94	1.9	1,576.90	0.00	6.1
SOFTWARE & COMPUTER SERVICES									
CHECK POINT SOFTWARE TECHNOLOGIES LTD TICKER: CHKP, CUSIP: M22465104	130.000	49.00	6,370.00	64.50	8,384.87	0.1	2,014.87	0.00	0.0
GOOGLE INC CL A TICKER: GOOG, CUSIP: 38259P508	83.000	876.10	72,716.30	1,120.71	93,018.93	0.7	20,302.63	0.00	0.0
IAC/INTERACTIVECORP TICKER: IACI, CUSIP: 44919P508	105.000	54.79	5,752.95	68.65	7,208.36	0.1	1,455.41	0.00	1.4
INTERNATIONAL BUSINESS MACHINES CORP TICKER: IBM, CUSIP: 459200101	211.000	183.87	38,796.57	187.57	39,577.27	0.3	780.70	0.00	2.0
INTUIT INC TICKER: INTU, CUSIP: 461202103	171.000	65.84	11,258.64	76.32	13,050.72	0.1	1,792.08	0.00	1.0
KONAMI CORP-SPONSORED ADR TICKER: KNM, CUSIP: 50046R101	862.000	24.32	20,963.84	22.95	19,782.90	0.1	(1,180.94)	0.00	1.5
MODEL N INC TICKER: MODN, CUSIP: 607525102	1,352.000	24.53	33,167.94	11.79	15,940.08	0.1	(17,227.86)	0.00	0.0
SYNOPSYS INC TICKER: SNPS, CUSIP: 871607107	988.000	36.86	36,419.91	40.57	40,083.16	0.3	3,663.25	0.00	0.0



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TENCENT HOLDINGS LIMITED ADR TICKER: TCEHY, CUSIP: 88032Q109	1,008.000	44.14	44,491.58	63.79	64,299.31	0.5	19,807.73	0.00	0.2
TREND MICRO INC ADR TICKER: TMICY, CUSIP: 89486M206	712.000	31.98	22,769.76	35.01	24,929.26	0.2	2,159.50	712.00	1.8
YY INC ADR TICKER: YY, CUSIP: 98426T106	116.000	48.41	5,615.56	50.28	5,832.48	0.0	216.92	0.00	0.0
TOTAL SOFTWARE & COMPUTER SERVICES			298,323.05		332,107.34	2.5	33,784.29	712.00	0.6
TECHNOLOGY HARDWARE & EQUIPMENT									
ADVANCED SEMICONDUCTOR E ADR TICKER: ASX, CUSIP: 00756M404	22,512.000	4.68	105,366.31	4.80	108,057.60	0.8	2,691.29	0.00	2.5
CANON INC ADR TICKER: CAJ, CUSIP: 138006309	2,225.000	33.24	73,950.07	32.00	71,200.00	0.5	(2,750.07)	0.00	3.8
FUJIFILM HOLDINGS CORP ADR TICKER: FUJIY, CUSIP: 35958N107	586.000	20.88	12,235.68	28.36	16,620.13	0.1	4,384.45	0.00	1.0
LENOVO GROUP LTD ADR TICKER: LNVGY, CUSIP: 526250105	2,323.000	21.55	50,067.68	24.32	56,504.65	0.4	6,436.97	0.00	2.0
LORAL SPACE & COMMUNICATIONS INC TICKER: LORL, CUSIP: 543881106	263.000	71.63	18,839.53	80.98	21,297.74	0.2	2,458.21	0.00	0.0
NICE SYSTEMS LTD SPONS ADR TICKER: NICE, CUSIP: 653656108	253.000	40.52	10,251.56	40.96	10,362.88	0.1	111.32	0.00	1.0
QUALCOMM INC TICKER: QCOM, CUSIP: 747525103	654.000	67.12	43,896.48	74.25	48,559.50	0.4	4,663.02	0.00	1.9
SILICONWARE PRECISION INDS LTD ADR TICKER: SPIL, CUSIP: 827084864	3,255.000	5.95	19,355.26	5.98	19,464.90	0.1	109.64	0.00	2.7
TAIWAN SEMICONDUCTOR SPONS ADR TICKER: TSM, CUSIP: 874039100	7,654.000	18.53	141,818.96	17.44	133,485.76	1.0	(8,333.20)	0.00	2.3
UNITED MICROELECTRONICS SPON ADR TICKER: UMC, CUSIP: 910873405	14,324.000	2.26	32,372.24	2.04	29,220.96	0.2	(3,151.28)	0.00	2.3
TOTAL TECHNOLOGY HARDWARE & EQUIPMENT			508,153.77		514,774.12	3.9	6,620.35	0.00	2.3
Total Equity			12,536,292.96		13,107,514.44	(F) 99.1	571,221.48	27,795.50	2.8

(G) -\$8 - Rounding Difference

$$(F) + (G) = \$13,107,506 \text{ (Common Stock)}$$

Arcus Foundation
 EIN #: 38-3332791
 Depreciation Schedules
 December 31, 2013
 Part I Line 19

Asset property description	Current Depreciation	Accumulated Depreciation
Building and Building Improvements	\$ 55,573	\$ -
Appliances	866	-
Audio Equipment	28	-
Computers	5,728	137,660
Furniture	12,398	68,403
Total Kalamazoo	\$ 74,593	\$ 206,063
Computers	\$ 63,788	\$ 269,501
Equipment	66,427	152,750
Furniture	49,366	165,490
Build-Out	112,408	322,793
Total New York	\$ 291,989	\$ 910,534
Computers	\$ 3,314	\$ 8,412
Furniture	408	1,020
Total United Kingdom	\$ 3,722	\$ 9,432
Gift Software	\$ 1,375	\$ 117,615
Total	\$ 371,679	\$ 1,243,644

Arcus Foundation
 EIN #38-3332791
 Grants Paid
 As of December 31, 2013
 Part XV - Line 3a - Grants paid during the year

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Project Title</u>	<u>Project Description</u>	<u>Amount</u>
Abingdon Theatre Company	312 West 26th Street, 6th Floor New York, NY 10018	PC	General Operations	Donation for operating support	\$ 100
ACLU Foundation	125 Broad Street, 18th Floor New York, NY 10004	PC	General Operations	Donation for operating support	\$ 50
Advertising Council, Inc.	815 Second Avenue, 9th Floor New York, NY 10017	PC	Bullying Prevention	To support the Bullying Prevention campaign, which will feature the effects of bullying on young people with LGBT parents.	\$ 50,000
Advocates for Informed Choice	P.O. Box 676 Cotati, CA 94931	PC	Project Integrity	To support Project Integrity that works to protect the constitutional rights of intersex children, clarifies sterilization policy, ensures that parents are fully informed, and advocates to end medical abuses routinely perpetrated on intersex children.	\$ 25,000
Affirmations Lesbian Gay Community Center Inc.	290 West Nine Mile Road Ferndale, MI 48220	PC	Michigan Project for Informed Public Policy	Regranted to continue support for the Michigan Project for Informed Public Policy to inform public policy and opinion through educational programs that provide the latest scientific-based psychological information on sexual orientation and gender identity.	\$ 59,213
African Men for Sexual Health and Rights (AMSHer)	27 Clieveden Avenue, Auckland Park Johannesburg 2092 South Africa	NC	Regional and International Advocacy Project	For SOGI-related human rights documentation and advocacy at the African Commission and National Human Rights Institutions and in select African countries.	\$ 100,000
African Wildlife Foundation	1400 Sixteenth Street, NW, Suite 120 Washington, DC 20036	PC	Support for Bonobo Conservation & Management of the Lomako Reserve	For bonobo conservation and management of the Lomako Reserve.	\$ 111,525
African Wildlife Foundation	1400 Sixteenth Street, NW, Suite 120 Washington, DC 20036	PC	African Apes Initiative: Stakeholder Collaboration	To support the African Apes Initiative: Stakeholder Collaboration Workshop that will strengthen partnerships across a number of African great ape conservation sites.	\$ 45,000
AID Atlanta	1605 Peachtree street NE Atlanta, GA 30309	PC	General Operations	Donation for operating support	\$ 50
Akahatá - Equipo de Trabajo en Sexualidades y Géneros	Parana 157 Dto. F Buenos Aires Argentina	NC	LAC International Advocacy	To support the engagement of LGBTI activists from Latin America and the Caribbean on SOGI human rights advocacy at the Organization of American States and the United Nations, as well as the related follow up at the national level.	\$ 30,000
Ali Forney Center	224 West 35th Street, 15th Floor New York, NY 10001	PC	General Operating Support	For general operating support	\$ 10,000
Ali Forney Center	224 West 35th Street, 15th Floor New York, NY 10001	PC	General Operations	Donation for operating support	\$ 1,550
Alliance for Justice	11 Dupont Circle, NW Second Floor Washington, DC 20036	PC	LGBT Advocacy Project	For the LGBT Advocacy Project to provide training and technical assistance to LGBT organizations working at the state and national levels on the legal requirements of pursuing advocacy and public education activities.	\$ 75,000
Allied Rainbow Communities International	132 Prince Albert Road Dartmouth, Nova Scotia B2Y 1M6 Canada	NC	ARC International	To support ARC International to strengthen both the participation of LGBT groups in UN processes and the engagement of mainstream human rights organizations in support of LGBT rights.	\$ 200,000
Alzheimer's Association	225 N. Michigan Avenue, 17th Floor Chicago, IL 60601	PC	General Operations	Donation for operating support	\$ 60
American Cancer Society	2 Lyon Place, White Plains, NY 10601	PC	General Operations	Donation for operating support	\$ 100
American Civil Liberties Union Foundation Inc.	125 Broad Street, 18th Floor New York, NY 10004-2400	PC	Campaign to End the Use of Religion to Discriminate	For a multi-pronged campaign to end the use of religion to discriminate by combating the growing trend of institutions and individuals claiming exemptions from anti-discrimination laws because of religious objections	\$ 297,734
American Civil Liberties Union Foundation Inc.	125 Broad Street, 18th Floor New York, NY 10004-2400	PC	LGBT & AIDS Project: Sparking Culture Change for LGBTQ Youth	For support to create lasting culture change, especially in conservative southern states, that promotes protection, acceptance, and empowerment of LGBTQ youth, in particular those of color or economic disadvantage by leveraging litigation, policy work, and media.	\$ 300,223

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American Civil Liberties Union Fund of Michigan	2966 Woodward Avenue Detroit, MI 48201	PC	Unity Michigan	For support of a collaborative civic engagement strategy undertaken by members of Unity Michigan, a coalition of advocacy groups seeking equality for LGBT people in Michigan.	\$ 275,747
American Foundation for Suicide Prevention	120 Wall Street, 29th Floor New York, NY 10005	PC	General Operations	Donation for operating support	\$ 75
American Heart Association	122 E. 42nd Street, 18th Floor New York, NY 10168	PC	General Operations	Donation for operating support	\$ 750
American Jewish World Service Inc.	45 West 36th Street, 11th Floor New York, NY 10018	PC	Sexual Orientation and Gender Identity Grantmaking in Kenya, Liberia, Nicaragua, and Thailand	To support policy and cultural change, primarily via regranting, in Kenya, Liberia, Nicaragua, and Thailand.	\$ 249,279
Animal Haven Inc.	251 Centre Street New York, NY 10013	PC	General Operations	Donation for operating support	\$ 30
Appalachian Community Fund	507 South Gay Street, #1120 Knoxville, TN 37902	PC	General Operations	Donation for operating support	\$ 1,100
Applied Research Center	32 Broadway Suite 1801 New York, NY 10004	PC	Better Together	For project support for the Better Together Initiative.	\$ 202,150
Association of Black Foundation Executives, Inc.	333 Seventh Avenue, 14th Floor New York, NY 10001	PC	Membership Dues - 2013	Membership Dues - 2013	\$ 9,500
Astraea Foundation, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	LGBT Racial Justice Collaborative Fund	For the LBGT Racial Justice Collaborative Fund, a new funder collaborative to support the leadership and engagement of LGBT people of color to advance rights for LGBT people in the United States.	\$ 297,953
Astraea Foundation, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	Pipeline Project's 21st Century Fellows Program	For the Pipeline Project's 21st Century Fellows Program, a leadership development initiative for people of color managers at LGBT organizations.	\$ 201,478
Astraea Foundation, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	GATE - Global Action for Trans* Equality	To strengthen the organizational capacity of Global Action for Trans* Equality (GATE) and to increase access to funding for local/regional Trans* activists.	\$ 98,102
Astraea Foundation, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	LGBTQI Human Rights in Central America and the Caribbean	To support policy and cultural change in Central America and the Caribbean, primarily via regranting and advocacy at the local level in seven countries and at the international and regional levels with the United Nations Human Rights Council and the Inter-American Commission on Human Rights.	\$ 123,826
Athlete Ally	105 W 86th St New York, NY 10024	PC	General operating support	For general operating support to formalize infrastructure and programming to advance the mission of ending homophobia and transphobia in sports through education and empowerment of straight and LGBT members of the professional and collegiate athletic communities.	\$ 100,000
Auburn Theological Seminary	3041 Broadway New York, NY 10027	PC	Religion Dispatches	For continued support for Religion Dispatches, an online magazine dedicated to informed discussion at the intersection of religion, politics and culture.	\$ 50,000
Auburn Theological Seminary	3041 Broadway New York, NY 10027	PC	Project Illinois	For support to launch an intersectional organizing academy in Illinois to bridge the divide between activists who are working for racial justice and those who are working for marriage equality.	\$ 150,735
Basic Rights Education Fund	310 SW 4th Avenue, Suite #300 Portland, OR 97240	PC	Portland LGBT/HIV Executive Directors Support Group	For convening support for the Portland LGBT/HIV Executive Directors Support Group as part of the Arcus LGBT Leadership Initiative (ALLI).	\$ 8,400
Broadway Cares / Equity Fights Aids, Inc.	165 West 46th Street, Suite 1300 New York, NY 10036	PC	General Operations	Donation for operating support	\$ 985
Bubble Foundation Limited	142 Greene Street, #4N New York, NY 10012	PC	General Operations	Donation for operating support	\$ 500
Career Gear, Inc.	120 Broadway New York, NY 10271	PC	General Operations	Donation for operating support	\$ 600

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Center for American Progress	1333 H Street NW, 10th Floor Washington, DC 20005	PC	FIRE (Fighting Injustices to Reach Equality)	Project support for Fighting Injustice to Reach Equality (FIRE), a three-year initiative to provide an integrated approach to addressing LGBT equality and racial justice issues through policy analysis, research, and communications.	\$ 140,846
Center for American Progress	1333 H Street NW, 10th Floor Washington, DC 20005	PC	Faith and Progressive Policy Initiative: Religious Liberty Project	For the Faith and Progressive Policy Initiative to work with a diverse group of faith leaders, partners, and allies to articulate and disseminate a socially progressive framework of religious liberty.	\$ 201,209
Center for American Progress	1333 H Street NW, 10th Floor Washington, DC 20005	PC	FIRE (Fighting Injustices to Reach Equality)	To support the FIRE Initiative (Fighting Injustices to Reach Equality).	\$ 2,500
Center for Great Apes	P.O. Box 488 Wauchula, FL 33873	PC	General Operations	Donation for operating support	\$ 600
Center for Orangutan and Chimpanzee Conservation	PO Box 488 5843 Vansimmons Rd. Wauchula, FL 33873	PC	Strategic Fundraising and Development Program	For the design and implementation of a strategic fundraising and development program.	\$ 332,710
CenterLink, Inc.	PO Box 24490 Fort Lauderdale, FL 33307	PC	YouthLink	For support for the YouthLink program to build capacity for LGBT youth centers around the country, develop an online resource portal to provide technical assistance to LGBT youth programs, and raise awareness about issues facing LGBT youth.	\$ 149,133
CenterLink, Inc.	PO Box 24490 Fort Lauderdale, FL 33307	PC	Broward County, Florida LGBT/HIV Executive Directors Group	For convening support for the Broward County, Florida LGBT/HIV Executive Directors Group as part of the Arcus LGBT Leadership Initiative (ALLI).	\$ 8,400
Champion Fund Childrens Hospital Adolescent Medicine Programs	5000 Sunset Blvd. 4th Floor Los Angeles, CA 90027	PC	Angels of Change	For Angels of Change to raise funds to provide health care services and promote positive images of trans youth.	\$ 2,500
Children's Cancer Research Fund	7301 Ohms Lane, Suite 460 Minneapolis, MN 55439	PC	General Operations	Donation for operating support	\$ 250
Chinese for Affirmative Action	17 Walter U. Lum Place San Francisco, CA 94108	PC	API Equality - LA/No CA	For the joint efforts of Asian Pacific Islanders Equality of Los Angeles and of Northern California to expand support among youth, faith based communities, and key leaders/influencers and ensure that API culture and media actively uphold LGBT equality.	\$ 125,175
Chinese for Affirmative Action	17 Walter U. Lum Place San Francisco, CA 94108	PC	API Equality - No CA, Arcus LGBT Leadership Initiative (ALLI) participation	To support the Executive Director of API Equality - Northern California in their participation in the Arcus LGBT Leadership Initiative (ALLI) program.	\$ 8,100
Citizens Campaign Fund for the Environment	225 Main Street, Ste 2 Farmingdale, NY 11735	PC	General Operations	Donation for operating support	\$ 200
College of Saint Benedict	37 South College Avenue St Joseph, MN 56374	PC	General Operations	Donation for operating support	\$ 250
Comité IDAHO	32 Rue de la Mare Paris 75011 France	NC	International Day against Homophobia and Transphobia	To support the increased recognition and global activities of the International Day Against Homophobia campaign, particularly in the Global South and East.	\$ 100,000
Community Foundation of Southeastern Massachusetts	63 Union Street New Bedford, MA 02740	PC	General Operations	Donation for operating support	\$ 125
Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	PC	Council for Global Equality	Support for the Council for Global Equality to advance U.S. foreign policy that is inclusive of sexual orientation and gender identity.	\$ 199,745
Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	PC	NAPSA	For support to further professionalize the primate sanctuary sector through infrastructure development and capacity building of this membership organization.	\$ 60,000
Community Partners	1000 N. Alameda Street, Suite 240 Los Angeles, CA 90012	PC	Equalize Youth's Alpha Platform Development	To support Equalize Youth's Alpha Platform Development portion of the project's website, a two-fold phase that incorporates stakeholder research and initial web development.	\$ 15,000

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Conservation International Foundation	2011 Crystal Drive Suite 500 Arlington, VA 22202	PC	Northern yellow-cheeked gibbon protection in the Veun Sai-Siem Pan Conservation Area (VSSPCA)	To support the conservation of habitat for northern yellow cheeked gibbons and other high biodiversity value areas in the Veun Sai-Siem Pan Conservation Area (VSSPCA) in northeast Cambodia.	\$ 100,046
Council On Foundations, Inc.	2121 Crystal Drive Suite 700 Arlington, VA 22202	PC	Membership Dues - 2013	Membership dues for 2013	\$ 18,470
Covenant House	461 Eight Avenue New York, NY 10001	PC	General Operations	Donation for operating support	\$ 250
Crohn's & Colitis Foundation of America, Inc.	386 Park Avenue South New York, NY 10016	PC	General Operations	Donation for operating support	\$ 1,000
Dignity Inc.	PO Box 376 Medford, MA 02155	PC	Equally Blessed: A Positive Catholic Voice for Justice and Equality for LGBT People	To support Equally Blessed, a coalition of four national, progressive Catholic organizations to foster the inclusion of LGBT people within the Catholic community and the broader society.	\$ 169,579
Down Syndrome Association of Minnesota	656 Transfer Road St Paul, MN 55114	PC	General Operations	Donation for operating support	\$ 100
Empire State Pride Agenda Foundation, Inc.	16 West 22nd Street, 2nd Floor New York, NY 10010	PC	Public Education on Gender Expression Non-Discrimination	To support Public Education on Gender Expression Non-Discrimination to increase understanding around transgender issues across the state, create a strong group of non-traditional allies to speak out about the barriers to equality transgender and gender non-conforming people face.	\$ 25,000
Episcopal Charities of the Diocese of NY Inc.	1047 Amsterdam Avenue New York, NY 10025	PC	General Operations	Donation for operating support	\$ 250
Episcopal Divinity School	99 Brattle Street Cambridge, MA 02138	PC	Queer Theology Academy Asia project	To support the first Queer Academy for LGBTIQ Christian leaders in China, Hong Kong and Taiwan, which will equip the participants to counter fundamentalism in their respective countries, as well as other Chinese-speaking countries.	\$ 20,000
Equality Federation Institute	567 Sutter Street, 3rd Floor San Francisco, CA 94102	PC	Nondiscrimination Project	To support the Nondiscrimination Project, focused on building a national momentum to spur progress toward nondiscrimination policies in the 29 states that lack basic protections for LGBT people.	\$ 119,902
Equality North Carolina Foundation	PO Box 28768 Raleigh, NC 27611	PC	Arcus LGBT Leadership Initiative (ALLI) participation	To support the Executive Director's participation in the Arcus LGBT Leadership Initiative (ALLI) program which includes coaching/ mentoring sessions. ALLI is part of the Foundation's commitment to advance the strength, diversity, and effectiveness of U.S.	\$ 8,100
Equality North Carolina Foundation	PO Box 28768 Raleigh, NC 27611	PC	General Operations	Donation for operating support	\$ 80
Equality Ohio Education Fund	61 Jefferson Avenue Columbus, OH 43215	PC	General Operations	Donation for operating support	\$ 40
European Region of the International Lesbian, Gay, Bisexual, Trans and Intersex Association	Rue Belliard Straat 12 Brussels B-1040 Belgium	NC	Campaign for Russia	To support the Campaign for Russia to widen the current focus to include all human rights violations in the country not only the LGBTI community -- advocating for change at the G20 convening and working to build alliances globally between human rights groups and defenders.	\$ 10,000
Euroregional Center for Public Initiatives	Bl. Nicolae Balcescu 33 UNIC, sc.A, ap. 90 Bucharest 010045 Romania	NC	Challenging religion-based intolerance in Eastern Europe	To increase the capacity of activists in Romania, Moldova, Russia, Ukraine, Poland, Turkey and Serbia to monitor and combat homophobia and similar forms of intolerance within religious and other institutions where the religious right exerts a negative influence on the rights of LGBT communities.	\$ 50,000
Family Equality Council	PO Box 766 Summerville, SC 29484	PC	General Operations	Donation for operating support	\$ 350
Fashion Institute of Technology	227 West 27th Street, Suite C204 New York, NY 10001	PC	General Operations	Donation for operating support	\$ 250

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Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge CB12JD United Kingdom	PC	Gibbons - Yunnan and Lao PDR	To strengthen the protection of globally significant gibbon populations in Yunnan, China and Laos PDR through a collaborative program that affects three sub-species Nomascus siki, N. eucogenys and N. concolor.	\$ 122,323
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge CB12JD United Kingdom	PC	Strengthening West African Chimpanzee Conservation through Rebuilding Capacity in Post-conflict Liberia	For support to strengthen West African Chimpanzee conservation through rebuilding capacity in post-conflict Liberia.	\$ 144,845
Fauna & Flora International, Inc.	1720 N Street, NW Washington, DC 20036	PC	Mountain Gorilla Conservation	For mountain gorilla conservation through increased capacity, strategic design and functioning of the Greater Virunga Transboundary Core Secretariat.	\$ 147,568
Federal City Performing Arts Association	2000 P Street NW, #730 Washington, DC 20036	PC	People of Color Outreach	For People of Color Outreach to diversify membership and audience.	\$ 5,000
FIERCE	147 West 24th Street 6th Floor New York, NY 10011	PC	General Operating Support	For general operating support.	\$ 2,500
FIERCE	147 West 24th Street, 6th Floor New York, NY 10011	PC	General Operations	Donation for operating support	\$ 330
Fiji Theater Company, Inc.	dba Ping Chong & Co. 47 Great Jones St. New York, NY 10012	PC	LGBT Youth Oral History Theater Project through 'Undesirable Elements'	To support the LGBT Youth Oral History Theater Project through 'Undesirable Elements,' an ongoing series of community specific interview-based theater works. The Project will be a collaboration between Ping Chong & Co. and BreakOUT!, based in New Orleans.	\$ 38,000
Film Forum, Inc.	209 W Houston Street New York, NY 10014-4837	PC	'Road to Home' film project	For support for the 'Road to Home' documentary film exploring the crisis of LGBT youth homelessness.	\$ 100,792
Food and Friends, Inc.	219 Riggs Road, NE Washington, DC 20011	PC	General Operating Support	For general operating support to support Food & Friends mission to foster a community caring for men, women and children living with HIV/AIDS, cancer and other life-challenging illnesses by preparing and delivering specialized meals and groceries in conjunction with nutrition counseling.	\$ 10,000
Fractured Atlas Productions, Inc.	248 W. 35th Street, 10th Fl. New York, NY 10001	PC	Born This Way	To support 'Born This Way,' a feature-length, hybrid documentary film directed and produced by Shaun Kadlec and Deb Tullmann that investigates innovative health care practices (particularly HIV/AIDS prevention and treatment) in the developing world, particularly Cameroon.	\$ 50,000
Freedom to Marry, Inc.	155 West 19th Street, 2nd Floor New York, NY 10011	PC	Familia es Familia	For the Familia es Familia project, a new public education program to increase dialogue, support and allies within Latino communities for LGBT issues, including family unity, anti-bullying, non-discrimination, and marriage equality.	\$ 100,000
Freedom to Marry, Inc.	155 West 19th Street, 2nd Floor New York, NY 10011	PC	General Operations	Donation for operating support	\$ 1,000
Friends of Bonobos	P.O. Box 80254 Minneapolis, MN 55408	PC	Sustaining Bonobo Conservation in the DRC	For support in building the management and organizational capacity of les Amis des Bonobos du Congo, a key actor in bonobo conservation as the only sanctuary in the Democratic Republic of Congo focused on rescue, rehabilitation and reintroduction of bonobos in addition to conservation education.	\$ 66,475
Fund for Global Human Rights	1666 Connecticut Ave NW Suite 410 Washington, DC 20009	PC	Small Grants to Advance SOGI Rights in Thailand and the Philippines	To support policy change, primarily via regranting, in the Philippines and Thailand, and to support the leadership of these two countries on SOGI human rights at the UN and at the Association of South East Asian Nations (ASEAN).	\$ 125,938
Funders for Lesbian and Gay Issues, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	General Operations	Donation for operating support	\$ 275

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Funders for Lesbian and Gay Issues, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	LGBTQ Southern Equality Funding Project	To support the LGBTQ Southern Equality Funding Project, an initiative which stems from a LGBT Southern Equality round table at the OutGiving conference in April 2013. The Project will convene a large group of funders for a summit in Charlotte, NC with a focus on assessing the situation facing LGBTQ people in Southern states.	\$ 25,000
Garden State Equality Education	67 Church Street Montclair, NJ 07042	PC	General Operations	Donation for operating support	\$ 50
Gay & Lesbian Leadership Institute Inc.	1133 15th Street NW, Suite 350 Washington, DC 20005	PC	Victory Congressional Internship Program	For the Victory Congressional Internship Program which enables a diverse cohort of LGBT college students to spend a semester in Washington, D.C., to build their leadership skills and network with other young LGBT advocates.	\$ 98,619
Gay Men's Health Crisis Inc.	446 West 33rd Street New York, NY 10001	PC	General Operations	Donation for operating support	\$ 1,000
Gays In Faith Together	207 East Fulton Street Grand Rapids, MI 49503	PC	'Gay Christian? Yes!' Campaign	For planning and implementation of the 'Gay Christian? Yes!' campaign.	\$ 30,000
Global Federation of Animal Sanctuaries	PO Box 32294 Washington, DC 20007	PC	Great Apes Sanctuaries: Accreditation and International Expansion	To support international expansion and outreach for its great ape sanctuary accreditation program.	\$ 50,000
Global Fund For Women Inc.	222 Sutter Street Suite 500 San Francisco, CA 94109	PC	Upholding the Rights of LGBTIQ Persons in Policy and Practice	To support LGBT groups in Turkey to advance policy and culture change.	\$ 60,000
Global Witness Limited	6th Floor, Buchanan House 30 Holborn London, UK EC1N 2HS United Kingdom	PC	Protecting Forests and Biodiversity	To support the development of an appropriate Reduced Emissions from Deforestation and forest Degradation (REDD+) component within the UN Framework Convention on Climate Change (UNFCCC) with a view to enhancing protection of habitat of threatened great apes.	\$ 100,000
Globalgiving Foundation, Inc.	1023 15th Street NW Washington, DC 20005	PC	General Operations	Donation for operating support	\$ 25
GLSEN Inc.	90 Broad Street, 2nd Floor New York, NY 10004	PC	General Operations	Donation for operating support	\$ 550
Grantmakers for Effective Organizations	1725 DeSales Street, NW, Suite 404 Washington, DC 20036	PC	Membership Dues - 2013	Membership dues for 2013.	\$ 3,770
Greenpeace Fund, Inc.	702 H Street NW Suite 300 Washington, DC 20001	PC	Greenpeace Paradise Forests Campaign	For a campaign to achieve 'zero' deforestation in Indonesia by 2015, which will result in habitat protection for the orangutan.	\$ 150,034
Greenpeace Fund, Inc.	702 H Street NW, Suite 300 Washington, DC 20001	PC	General Operations	Donation for operating support	\$ 300
Gunung Palung Orangutan Conservation Program Inc.	PO Box 15680 Boston, MA 02215	PC	General Operating Support	Support to protect the orangutans in Gunung Palung National Park, Indonesian Borneo, through environmental education, conservation awareness, sustainable livelihood development, and enhanced orangutan and habitat protection by public officials.	\$ 60,000
Hartley Film Foundation, Inc.	49 Richmondville Suite 204 Westport, CT 06880	PC	The New Black	To support 'The New Black,' a documentary by African American lesbian filmmaker Yoruba Richen that uncovers the complicated and often combative histories of the African American and LGBT civil rights movements. Specifically, the film examines homophobia in the black community's institutional pillar - the black church, and reveals the Christian right wing's strategy of exploiting this phenomenon in order to pursue an anti-gay political agenda.	\$ 50,000
Health In Harmony Inc.	107 SE Washington Street, #480 Portland, OR 97214	PC	Alam Sehat Lestari: Using Healthcare Incentives to Protect Orangutans	For the Alam Schat Lestari Program in West Kalimantan, Indonesia to provide conservation-based incentives to local communities that protect key habitat from illegal logging.	\$ 99,501

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Heartland Alliance For Human Needs & Human Rights	208 South LaSalle Street Suite 1818 Chicago, IL 60604	PC	Global Initiative for Sexuality and Human Rights	For technical assistance and re-granting to support LGBT movement building in several countries in the Global South; as well as assisting local groups' human rights documentation, advocacy, and integration into the human rights movements at the local, regional and international levels.	\$ 300,250
Hetrick-Martin Institute, Inc.	2 Astor Place New York, NY 10003	PC	Scholarship Program	To support the HMI Scholarship Program which awards educational support to LGBTQ at-risk youth to attend college, community college or receive training in a trade program.	\$ 5,000
Hetrick-Martin Institute, Inc.	2 Astor Place New York, NY 10003	PC	T-Lounge for Trans Youth	T-Lounge for Trans Youth	\$ 2,500
Human Dignity Trust	14 Hatton Gardens, 3rd Floor London EC1N 8AT United Kingdom	NC	Global South Litigation Strategy	To provide legal advice related to litigation in national and international courts that seeks to protect the human rights of LGBTI people.	\$ 150,000
Human Rights Campaign Foundation	1640 Rhode Island Avenue, NW Washington, DC 20036	PC	Prague Pride Delegation	To support the Prague Pride Delegation to enable openly-gay and/or openly-bisexual member of Congress and a few congressional staffers to attend Prague Pride in the Czech Republic in August 2013. The convening will include a deeper dive on LGBT history in Prague and the work of LGBT NGOs, as well as discussions around serving as openly-gay elected officials in Europe and the U.S.	\$ 3,500
Human Rights Watch, Inc.	350 Fifth Avenue, 34th Floor New York, NY 10118-3299	PC	LGBT Rights, UN Advocacy and Ukraine Research	For the LGBT Program to continue advocating for non-discrimination based on sexual orientation and gender identity through the United Nations and to produce a report on Ukraine's draft anti-LGBT propaganda laws.	\$ 98,942
Humane Society of the United States	2100 L Street NW Washington, DC 20037	PC	General Operations	Donation for operating support	\$ 300
Immigration Equality	40 Exchange Place, 17th Floor New York, NY 10005	PC	Comprehensive Immigration Reform Advocacy	For support to engage in a large-scale education and mobilization to ensure a pathway to citizenship for immigrants, both preserving and expanding a family-based system that includes and protects LGBT families.	\$ 99,278
Immigration Equality	40 Exchange Place, 17th Floor New York, NY 10005	PC	General Operations	Donation for operating support	\$ 1,100
In Defense of Animals	310 SW 4th Avenue Portland, OR 97204	PC	Capacity Building	To support capacity building efforts for Sanaga Yong Chimpanzee Rescue Center in Cameroon, a project of IDA-Africa.	\$ 40,000
Inclusive & Affirming Ministries	6 Silwerkruijn Van Breda Street Durbanville Capetown 7551 South Africa	NC	Regional Partnerships Africa	For support for the Regional Partnerships Africa project to hold six meetings with faith leaders in Kenya and Botswana, in order to reduce violence, persecution and criminalization of LGBTI persons.	\$ 50,000
Inclusive & Affirming Ministries	6 Silwerkruijn Van Breda Street Durbanville Capetown 7551 South Africa	NC	Global Interfaith Network's LGBTI Conference	For support for the Global Interfaith Network's 2013 Global Interfaith LGBTI Conference.	\$ 25,000
Institute for Student Health	1837 Newton Street, NW Washington, DC 20010	PC	Dig & Dine Program	To support the establishment of a garden and cooking program and to provide LGBT students with educative tools and resources that facilitate and encourage healthy eating and an active lifestyle.	\$ 7,500
Interfaith Alliance Foundation	1250 24th Street, NW, Suite 300 Washington, DC 20037	PC	Building A Faith Network Opposing Discriminatory Religious Exemptions	To increase the number and effectiveness of pro-LGBT faith messengers who are engaged in opposing harmful, expanded religious exemptions being proposed by anti-LGBT leaders and to realign the credibility of religious organizations that support social justice.	\$ 50,000
Interfaith Working Group	3700 Chestnut Street Philadelphia, PA 19104	PC	Arcus LGBT Leadership Initiative (ALLI) participation	To support the Executive Director's participation in the Arcus LGBT Leadership Initiative (ALLI) program, which includes coaching/ mentoring sessions. ALLI is part of the Foundation's commitment to advance the strength, diversity, and effectiveness of U.S. social justice leadership.	\$ 8,100

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International Gay and Lesbian Human Rights Commission	80 Maiden Lane, Suite 1505 New York, NY 10038	PC	Global South Movement Building and UN Work	To support increased and effective LGBT advocacy and coordination at the United Nations through providing training and facilitating advocacy of activists from the Global South, and to organize the first-ever LGBT Rights Advocacy Week at the UN.	\$ 198,129
International Gay and Lesbian Human Rights Commission	80 Maiden Lane, Suite 1505 New York, NY 10038	PC	Recommended support for security operations of Alternatives Cameroon	The Foundation recommends that funds be used to support security operations of Alternatives Cameroon and to promote the safety of LGBT community members who are in danger.	\$ 10,000
International Gay and Lesbian Human Rights Commission	80 Maiden Lane, Suite 1505 New York, NY 10038	PC	General Operations	Donation for operating support	\$ 200
International Institute For Environment And Development	80-86 Gray's Inn Road London WC1X 8NH United Kingdom	PC	Poverty and Conservation Learning Group	For support for the Poverty and Conservation Learning Group (PCLG) to strengthen the capacity of conservation organizations to address poverty issues.	\$ 116,162
International Justice Mission	PO Box 96961 Washington, DC 20090	PC	General Operations	Donation for operating support	\$ 24
International Lesbian and Gay Association	17 Rue de la Charite Brussels 1210 Belgium	NC	ILGA-World interactive LGBT map	To provide project support for three part-time communications officers in Africa, Asia and Latin America to build and sustain a one-stop web portal on global LGBT rights to meet the information, communications and networking needs of regional activists.	\$ 50,000
International Primate Protection League	PO Box 766 Summerville, SC 29484	PC	General Operating Support	For general operating support to promote the well-being of and provide care for orphaned apes in their native countries.	\$ 150,534
International Primate Protection League	PO Box 766 Summerville, SC 29484	PC	General Operations	Donation for operating support	\$ 250
International Union for Conservation of Nature and Natural Resources	Rue Mauverney 28 Gland 1196 Switzerland	PC	Central and Western Africa	To strengthen IUCN's global policy work and inform conservation policy and practice in West and Central Africa.	\$ 74,759
International Union for Conservation of Nature and Natural Resources	Rue Mauverney 28 Gland 1196 Switzerland	PC	Development of the Species Survival Commission (SSC)/Primate Specialist Group (PSG) Section on Small Apes	For core support of IUCN's Species Survival Commission (SSC)/Primate Specialist Group (PSG) Section on Small Apes (SSA).	\$ 84,349
Iola Foundation	It Gets Better Project 110 S. Fairfax Avenue, Suite A11-71 Los Angeles, CA 90036	PC	Arcus LGBT Leadership Initiative (ALLI) participation	To support the Executive Director's participation in the Arcus LGBT Leadership Initiative (ALLI) program which includes coaching/ mentoring sessions. ALLI is part of the Foundation's commitment to advance the strength, diversity, and effectiveness of U.S. social justice leadership.	\$ 8,100
Iran Human Rights Documentation Center, Inc.	129 Church Street New Haven, CT 06510	PC	General Operations	Donation for operating support	\$ 124
Jane Goodall Institute For Wildlife Research Education & Conservation	1595 Spring Hill Rd, Suite 550 Vienna, VA 22182	PC	Implementation of Great Apes CAP	For support of a collaborative program to strengthen Great Ape Conservation through the implementation of priority actions identified in the Eastern Democratic Republic of Congo Conservation Action Plan (CAP).	\$ 248,496
Justice Now	1322 Webster Street Suite 210 Oakland, CA 94612	PC	TGI Justice's Sistahs Doing It 4 Ourselves Retreat	To support TGI Justice's Sistahs Doing It 4 Ourselves Retreat.	\$ 5,000
Kalamazoo College	Office for College Advancement 1200 Academy Street Kalamazoo, MI 49006	PC	Posse Partnership	For support of Kalamazoo College's collaboration with the Posse Foundation, to provide scholarships and support for 10 Posse Scholars.	\$ 987,565
Kalamazoo College	Office for College Advancement 1200 Academy Street Kalamazoo, MI 49006	PC	Endowment for the Arcus Center for Social Justice Leadership at Kalamazoo College	For the ongoing operations and long-term sustainability of the Arcus Center for Social Justice Leadership, an emerging model for higher education and a center for education in and practice of social justice leadership globally.	\$ 4,599,299

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Kalamazoo College	Office for College Advancement 1200 Academy Street Kalamazoo, MI 49006	PC	Global transgender movement research	To strengthen the transgender movement in the Global South through building a network of trans activists with an increased capacity to document and create evidence-based reports that can guide policy changes, resulting in increased protection of transgender people globally.	\$ 200,877
Kalamazoo Community Foundation	151 S. Rose Street Suite 332 Kalamazoo, MI 49007-4775	PC	Arcus Depot	To donate property that will be used solely as headquarters for KCF and offices for its operations.	\$ 2,300,000
Kalamazoo Community Foundation	151 S. Rose Street Suite 332 Kalamazoo, MI 49007-4775	PC	Depot Facility Conversion to KCF Headquarters	To provide support for the conversion of the Arcus Depot, which was gifted to KCF, so that the facility could serve as the new KCF Headquarters.	\$ 666,398
Kalamazoo County Humane Society	4239 South Westnedge Avenue Kalamazoo, MI 49008	PC	General Operations	Donation for operating support	\$ 300
Kalamazoo Gay-Lesbian Resource Center	629 Pioneer Street, Suite 102 Kalamazoo, MI 49008-1801	PC	Anti-Racism Anti-Oppression Project	To support the Anti-Racism Anti-Oppression Project to work with Eliminating Racism and Claiming/Celebrating Equality (ERAC/CE) in building a team of internal organizers that will create a structural intervention plan focused on breaking down barriers and fostering anti-racism and anti-oppression policies and procedures.	\$ 50,000
Kalamazoo Gay-Lesbian Resource Center	629 Pioneer Street, Suite 102 Kalamazoo, MI 49008-1801	PC	Arcus LGBT Leadership Initiative (ALLI) participation	To support the Executive Director's participation in the Arcus LGBT Leadership Initiative (ALLI) program, which includes coaching/ mentoring sessions. ALLI is part of the Foundation's commitment to advance the strength, diversity, and effectiveness of U.S. social justice leadership.	\$ 8,100
Kalamazoo Institute of Arts	314 S. Park Kalamazoo, MI 49007	PC	General Operations	Donation for operating support	\$ 125
Lambda Legal Defense and Education Fund, Inc.	120 Wall Street, 19th Floor New York, NY 10005-3919	PC	Youth in Out-of-Home Care Project	For the Youth in Out-of-Home Care Project to raise awareness and advance reform on behalf of LGBT and questioning youth in child welfare, juvenile justice and homeless systems of care with a goal to increase the will and capacity of youth-serving organizations to prepare and support LGBTQ youth as they transition from adolescence to independence.	\$ 124,977
Land Empowerment Animals People	3378 Revere Avenue Oakland, CA 94605	PC	General Operating Support	For general operating support to achieve long-term forest and ecosystem protection on a landscape level in Sabah, Malaysia.	\$ 102,840
Land Empowerment Animals People	3378 Revere Avenue Oakland, CA 94605	PC	Borneo Futures, Consolidation Phase	For support of the Borneo Futures' Consolidation Phase, to bring about positive change in Borneo with regard to forest and wildlife management through appropriate land use that is based on sound science.	\$ 229,482
Latinas Leading Tomorrow	P.O. Box 40061 Arlington, VA 22204	PC	General Operating Support	General operating support to further the mission to develop programs and provide experiences that produce strong, successful young women who are empowered with the freedom and aspirations to be the Latina Leaders of Tomorrow.	\$ 2,500
Latino-As En Accion	2822 Georgia Avenue, NW Washington, DC 20001	PC	General Operating Support	For general operating support to further the organization's mission of providing services and support for the trans population in the DC Metropolitan area.	\$ 2,500
Lesbian and Gay Community Services Center, Inc.	208 West 13th Street New York, NY 10011	PC	General Operating Support	General operating support to further The Center's mission to provide a home for the birth, nurture and celebration of LGBT organizations, institutions and culture; to care for our individuals and groups in need; to educate the public and community; and to empower individuals and groups to achieve their fullest potential.	\$ 2,500
LGBTs Christian Church, Inc.	4 Auditing Street, GSIS Village, Project 8 Quezon City 1106 Philippines	NC	Philippine LGBT Christian Conference	For support for the first LGBT Christian Conference in the Philippines to educate and promote healthy spiritual living and to promote human rights for LGBT communities across the archipelagic Philippines.	\$ 6,000

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Lincoln Park Zoological Society	2001 N. Clark Street Chicago, IL 60614	PC	Goualougo Triangle Ape Project	For support of the Goualougo Triangle Ape Project, Republic of Congo, to safeguard the integrity of ape habitats and enhance the survival prospects of coexisting gorillas and chimpanzees in timber production forests.	\$ 89,315
Lincoln Park Zoological Society	2001 N. Clark Street Chicago, IL 60614	PC	Chimp Haven - Fisher Center Collaborative Research and Education Program	To explore a behavioral research program for captive chimpanzees in the United States.	\$ 15,804
Lukuru Wildlife Research Foundation Inc.	PO Box 1635 Marion, OH 43301	PC	Community Integration into Protection of the TL2 Landscape	For community integration into the protection of the Tshuapa-Lomani-Lualaba (TL2) Landscape, a bonobo habitat in the Democratic Republic of Congo, to involve villages in pilot areas in the regulation and zoning of their own forests.	\$ 200,254
Lutherans Concerned North America	PO Box 4707 100 N. Oxford St. St. Paul, MN 55104	PC	General support for Evangelical Lutheran Church of America policy change	For general operating support to advocate and organize for the acceptance and full participation of people of all sexual orientations and gender identities within the Lutheran communion and its ecumenical and global partners.	\$ 151,254
Many Voices	4610 49th Street, NW Washington, DC 20016	PC	General Operating Support	For general operating support to equip, prepare, and create visibility for Black people of faith to publicly affirm and support LGBT justice.	\$ 98,721
Marjorie's Fund	1161 York Avenue, #7G New York, NY 10065	PC	General Operations	Donation for operating support	\$ 1,000
Mazzoni Center	21 South 12th St, 12th Floor Philadelphia, PA 19107	PC	World Health Organization policy work	Support for transgender youth, people of color, and international programming at the Philadelphia Trans Health Conference.	\$ 75,000
Methodist Federation for Social Action	212 East Capitol Street, NE Washington, DC 20003	PC	Common Witness Coalition Coordination	To advance the full inclusion of LGBT people of faith within the United Methodist Church (UMC) through a coalition of progressive justice organizations working within the UMC.	\$ 98,812
MGVP, Inc.	PO Box 356 Davis, CA 95617	PC	Health Strategies for Mountain and Eastern Lowland Gorillas	To provide delivery of health care to mountain gorillas and to build capacity for the development of long-term sustainable health care for gorillas.	\$ 126,069
Ministry with Community	440 N. Church Street Kalamazoo, MI 49007	PC	General Operations	Donation for operating support	\$ 200
Moneythink	1401 East 55th Street Chicago, IL 60615	PC	General Operations	Donation for operating support	\$ 125
Movement Strategy Center	436 14th St., 5th floor Oakland, CA 94612	PC	Brown Boi Project, Arcus LGBT Leadership Initiative (ALLI) participation	To support the Executive Director of the Brown Boi Project in their participation in the Arcus LGBT Leadership Initiative (ALLI) program which includes coaching/ mentoring sessions. ALLI is part of the Foundation's commitment to advance the strength, dive	\$ 8,100
Muslims for Progressive Values	P.O. Box 434 Los Angeles, CA 90078-0434	PC	Board Strategic Planning	To support board strategic planning, which will set strategic direction and strengthen their organizational capacity to positively influence the larger Muslim community. The meeting is scheduled for July 6 -7, 2013 in Los Angeles, CA.	\$ 10,000
NAACP Special Contribution Fund	4805 Mount Hope Drive Baltimore, MD 21215-3206	PC	NAACP Racial Profiling Initiative in New York City	For support for the NAACP Racial Profiling Initiative in New York City, a model for addressing police accountability and its impact on African American, youth and LGBTQ communities.	\$ 99,872
National Black Justice Coalition, Inc.	P.O. Box 71395 Washington, DC 20024	PC	Emerging Leaders Initiative	For support the Emerging Leaders Initiative, a leadership development program that provides a platform and forum for Black LGBT young adults to elevate and advocate for Black LGBT issues	\$ 199,151
National Brain Tumor Society	PO Box 95066 Newton, MA 02495	PC	General Operations	Donation for operating support	\$ 250
National Center for Lesbian Rights	870 Market St., Suite 370 San Francisco, CA 94102	PC	'ALL IN' PSA Project	To support the 'ALL IN' PSA Project, which will feature several professional and collegiate athletes and coaches who wish to create greater visibility around LGBT inclusion in women's sports as well as introduce the upcoming 'Tour of Champions' initiative	\$ 15,000

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National Center for Transgender Equality	1325 Massachusetts Ave NW, Ste 700 Washington, DC 20005	PC	General operating support	For general operating support to advance NCTE's mission of ending discrimination and violence against transgender people through education and advocacy on national issues.	\$ 100,000
National Center For Transgender Equality	1325 Massachusetts Ave NW, Ste 700 Washington, DC 20005	PC	General Operations	Donation for operating support	\$ 200
National Committee for Responsive Philanthropy	1331 H Street NW, Suite 200 Washington, DC 20005	PC	Membership Dues - 2013	Membership dues for 2013	\$ 9,500
National Council Of La Raza	1126 16th St NW, Suite 600 Washington, DC 20036-4845	PC	Latino LGBT Integration Strategy	For support for the Latino LGBT Integration Strategy project to integrate LGBT youth issues into the organization's civil rights agenda.	\$ 99,021
National Foundation for the Centers for Disease Control and Prevention, Inc.	55 Park Place, Suite 400 Atlanta, GA 30303	PC	CDC's DASH research on protective factors and interventions to improve health outcomes among LGBT Youth	To support research by the CDC's Division of Adolescent and School Health (DASH) on research and dissemination of evidence-based information about the resilient characteristics of LGBT adolescents who do well despite stigma, discrimination, harassment and other health risks.	\$ 157,410
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Avenue, NW Suite 600 Washington, DC 20005	PC	Leadership Development Program to advance LGBT people of color, trans, faith and youth leaders	To support the Leadership Development Program to train diverse LGBT movement leaders and allies, with a particular focus on young leaders, people of color, transgender people, and people of faith.	\$ 249,519
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Avenue, NW Suite 600 Washington, DC 20005	PC	50th Anniversary of the March on Washington	To support the 50th Anniversary of the March on Washington, which includes a rally and march on August 24, 2013 in Washington, DC and will honor Bayard Rustin, an openly gay man who was a leader in the civil rights movement, chief organizer of the March on Washington 50 years ago, and LGBT activist.	\$ 10,000
National Gay and Lesbian Task Force Foundation	1325 Massachusetts Avenue, NW Suite 600 Washington, DC 20005	PC	Washington, DC LGBT/HIV Executive Directors Group	For convening support for the Washington, DC LGBT/HIV Executive Directors Group as part of the Arcus LGBT Leadership Initiative (ALLI).	\$ 8,400
National Immigration Law Center	3435 Wilshire Blvd., Suite 2850 Los Angeles, CA 90010	PC	United We Dream Network	To support United We Dream Network, an immigrant youth-led, nonpartisan organization made up of 52 affiliate organizations in 25 states that organizes and advocates for the dignity and fair treatment of immigrant youth and families, regardless of immigration status.	\$ 10,000
National Latina Institute for Reproductive Health	50 Broad Street Suite 1937 New York, NY 10004	PC	LGBTQ Latin@ Health Project	For support to expand cross-movement alliance building as well as internal and external capacities to combat policies with religious exemptions that directly impact the health and well-being of people in communities living at the intersection of race, ethnicity, gender, sexual orientation, class and immigration status.	\$ 98,707
National Queer Asian Pacific Islander Alliance	233 Fifth Avenue, Ste. 4A New York, NY 100016	PC	National Queer Asian Pacific Islander Alliance (NQAPIA)	For the National Queer Asian Pacific Islander Alliance (NQAPIA) to strengthen LGBT Asian American, South Asian, Southeast Asian, and Pacific Islander (AAPI) organizations so they can better support their members, build community, and engage in strategic organizing opportunities resulting in an expansion of power and influence among LGBT people of color organizations and leaders.	\$ 200,182
National Youth Recovery Foundation	2223 University Avenue West, Suite 357 St Paul, MN 55114	PC	General Operations	Donation for operating support	\$ 750
Nature Conservancy	4245 North Fairfax Drive, Suite 100 Arlington, VA 22203-1606	PC	Protecting orangutans in Indonesia	For support to conserve the orangutans of east Kalimantan by building community support and incorporating conservation measures in REDD and debt-swap funding mechanisms.	\$ 110,734
Nature Conservancy	4245 North Fairfax Drive, Suite 100 Arlington, VA 22203-1606	PC	Greater Mahale Ecosystem	For support to strengthen conservation of priority chimpanzee populations in Western Tanzania's Greater Mahale Ecosystem.	\$ 99,654
New Israel Fund	1101 14th Street NW, 6th Floor Washington, DC 20005	PC	General Operations	Donation for operating support	\$ 250

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New Organizing Institute Education Fund	1133 19th St NW, Suite 850 Washington, DC 20036	PC	GetEQUAL Education Fund, Arcus LGBT Leadership Initiative (ALLI) participation	To support the Co-Director of GetEQUAL Education Fund in their participation in the Arcus LGBT Leadership Initiative (ALLI), which will provide resources to help identify key partnerships, build effective alliances, and develop professional expertise.	\$ 8,100
New Organizing Institute Education Fund	1133 19th St NW, Suite 850 Washington, DC 20036	PC	RUSA LGBT	To support RUSA LGBT in its work to assist the Russian-speaking LGBTQ community in the US and to develop the capacity of the organization.	\$ 10,000
New Ways Ministry Inc.	4012 29th Street Mount Rainier, MD 20712	PC	Anti-Homophobia Legal Clinic - El Salvador's LGBT Human Rights conference in El Salvador	To support Anti-Homophobia Legal Clinic - El Salvador's LGBT Human Rights conference in El Salvador, the first convening of its kind in that country.	\$ 5,000
New York City AIDS Memorial, Inc.	C/O 350 Seventh Avenue, Suite 1603 New York, NY 10001	PC	New York City AIDS Memorial	To support the building of a memorial to honor New York City's 100,000+ men, women and children who have died from AIDS; to commemorate and celebrate the efforts of the caregivers and activists who responded to fight the disease, and to recognize the ongoing crisis.	\$ 250,000
New York City Gay And Lesbian Anti-Violence Project Inc.	240 West 35th Street, Suite 200 New York, NY 10001	PC	General Operations	Donation for operating support	\$ 125
New York City Gay And Lesbian Anti-Violence Project Inc.	240 West 35th Street, Suite 200 New York, NY 10001	PC	NCAVP Report Data Enhancement/National Public Education Campaign Project	For support for the National Coalition of Anti-Violence Projects to conduct public education, training and research aimed at reducing violence against LGBTQ and HIV-affected communities.	\$ 99,525
Nonprofit Enterprise And Self-Sustainability Team Inc.	995 Market Street, Suite 1115 San Francisco, CA 94103	PC	Galeforce Capital	To support the development and promotion of social enterprise efforts by nonprofit LGBT organizations around the world and to further develop a global philanthropic investment fund, Galeforce Capital, to foster LGBT social enterprise investment.	\$ 25,000
North Carolina Zoological Society	4403 Zoo Parkway Asheboro, NC 27205	PC	Apes Across Africa Workshop	To support the Apes Across Africa Workshop, designed to strengthen the capacity of early professionals from ape range states.	\$ 40,000
NY Live Arts	219 West 19th Street New York, NY 10011	PC	General Operations	Donation for operating support	\$ 125
OI Pejeta Conservancy Limited	Private Bag Nanyuki, 10400 Kenya	NC	Development of a Land Use Plan for OI Pejeta Conservancy	To develop a land use plan in order to optimally allocate the limited resources and services that are available to the conservancy.	\$ 49,665
OI Pejeta Conservancy Limited	Private Bag Nanyuki, 10400 Kenya	NC	Enhancing Law Enforcement for Chimpanzee Conservation	To identify chimpanzees in need of refuge and assist in moving them to appropriate sanctuaries where space is available; and to conduct an investigation into the illegal smuggling of great apes, map the trade routes, expose traders and report on the numbers of apes involved and their survival rate.	\$ 96,871
ORAM - Organization for Refuge Asylum & Migration	39 Drumm Street, 4th Floor San Francisco, CA 94111	PC	Trainings for UNHCR and Partners to Protect LGBTI Refugees	For training in five key refugee hubs for LGBTI refugees to build the capacity of the Office of the United Nations High Commissioner for Refugees (UNHCR), its implementing service providers, transit country governments, and resettlement government agencies to protect LGBTI refugees.	\$ 149,109
Orangutan Appeal UK	Charbury, Oreston Lane Effingham, Surrey KT24 5SN United Kingdom	PC	Sabah, Borneo	To partner with Sepilok Orangutan Rehabilitation Center in Sabah, Borneo, Malaysia for a post release monitoring project.	\$ 46,000
Outserve-SLDN Inc.	1612 K Street NW, Suite 308 Washington, DC 20006	PC	General Operations	Donation for operating support	\$ 125
Pacific School of Religion	Center for Lesbian and Gay Studies 1798 Scenic Avenue Berkeley, CA 94709	PC	Trans*Formation: A Retreat for Transgender Students Training for Religious Leadership	To support Trans*Formation: A Retreat for Transgender Students Training for Religious Leadership, a 4-day gathering that will create a cohort of transgender religious leaders that can support on another as they finish seminary and go on to serve.	\$ 10,000
Pan African Sanctuaries Alliance	5705 N. Wilbur Avenue Portland, OR 97217	PC	PASA Financial development project	For support of a financial development project.	\$ 68,500

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Pan African Sanctuaries Alliance	5705 N. Wilbur Avenue Portland, OR 97217	PC	PASA 2013 Great Ape Reintroduction Workshop	For the 2013 Great Ape Reintroduction Workshop to bring together practitioners from Africa and Southeast Asia to debate and discuss the appropriate role for great ape reintroduction in the context of circumstances, knowledge and government expectations in range states.	\$ 60,000
Parents, Families and Friends of Lesbians and Gays, Inc.	P.O. Box 94493 Lubbock, TX 79493	PC	Creating Change Scholarship Program	To support the Creating Change Scholarship Program.	\$ 7,500
Park Square Advocates Inc. DBA Gay & Lesbian Advocates & Defenders	30 Winter Street, Suite 800 Boston, MA 02108-4720	PC	General Operating Support	For general operating support to end federal marriage discrimination based on sexual orientation, work to increase access to legal assistance for LGBT youth, and secure legal rights for transgender people in the six New England States.	\$ 100,000
Park Square Advocates Inc. DBA Gay & Lesbian Advocates & Defenders	30 Winter Street, Suite 800 Boston, MA 02108	PC	General Operations	Donation for operating support	\$ 3,185
Parliamentarians for Global Action	211 East 43rd Street, Suite 1604 New York, NY 10017	PC	Parliamentary Project on Human Rights, Sexual Orientation and Gender Identity	To educate and sensitize Members of Parliament (MPs) to SOGI rights through the lens of the existing international human rights legal framework, emphasizing human rights principles such as universality, equality, non-discrimination and the precedence of the rule of law.	\$ 50,000
People For The Ethical Treatment Of Animals Inc.	501 Front Street Norfolk, VA 23510	PC	98% Human Advertisement	To support the 98% Human Advertisement, an online, social media campaign to address the use of Great Apes in entertainment projects. Specifically, the project will reference the featuring of a chimpanzee in the trailer for the new "The Wolf of Wall Street" film by Martin Scorsese and includes Leonardo DiCaprio. Chance is a young ape owned by the Rosaire family, which operates a traveling circus and is notorious for their shocking show that features chimpanzees riding horses and doing other unnatural tricks.	\$ 50,000
People For The Ethical Treatment Of Animals Inc.	501 Front Street Norfolk, VA 23510	PC	General Operations	Donation for operating support	\$ 250
People Resources and Conservation Foundation	255 Ivyhurst Circle Amherst, NY 14226-3414	PC	Conservation of Hoolock Gibbons	For support to enhance the long-term survival of Hoolock Gibbons in Lake Indawgyi Wildlife Sanctuary and build capacity in Myanmar for conservation of globally important primates.	\$ 45,193
Philanthropy New York, Inc.	79 Fifth Avenue, Fourth Floor New York, NY 10003-3076	PC	Membership Dues - 2013	Membership dues for 2013	\$ 17,350
Planned Parenthood Federation Of America	434 West 33rd St 12th floor New York, NY 10001-2601	PC	Global Rights Watch and the Religious Refusal Policy projects	For support the Global Rights Watch and the Religious Refusal Policy projects to expand monitoring and analysis of organized opposition to rights, information, and services related to sexual orientation, gender identity, and reproductive health, as well as working to prevent expanded use of religious exemptions in policy.	\$ 250,523
Political Research Associates	1310 Broadway, Suite 201 Somerville, MA 02144-1837	PC	2013 International LGBT Program	To enable faith and social justice networks to develop counter-strategies to curtail the anti-LGBTQ work in Africa of conservative religious opponents through dissemination of user-friendly research materials and organizing in-person forums.	\$ 100,931
Primate Rescue Center Inc.	2515 Bethel Road Nicholasville, KY 40356	PC	General Operating Support	For general operating support to provide high quality care for primates formerly used as pets and laboratory experiment subjects.	\$ 25,000
Project for the Application of Law for Fauna	Rue Campel 227, Quartier Ravin du Tchad Plateau Ville Brazzaville Republic of Congo	NC	Wildlife Law Enforcement Action plan	To support the Wildlife Law Enforcement Action plan, which will use sniffer dogs and control post surveillance as a rapid-response solution in a few key crisis areas of the Republic of Congo that need wildlife law reinforcement.	\$ 50,000
Project Primate, Inc.	c/o Patricia Gillett 2032 Belmont Rd., NW, #520 Washington, DC 20009	PC	Building Sustainability of the Chimpanzee Conservation Center	For support of release and welfare programs at the Center for Chimpanzee Conservation, Guinea, West Africa by building sustainability of the Center through increased staff training and support, as well as the implementation of a new development plan.	\$ 35,000

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Protestant Episcopal Cathedral Foundation of the D of C	3101 Wisconsin Ave. NW Washington, DC 20016-5098	PC	Washington National Cathedral's LGBT Outreach for the Matthew Shepard Weekend	To support the Washington National Cathedral with LGBT Outreach / Matthew Shepard Weekend.	\$ 2,500
Public Interest Projects, Inc.	45 West 36th Street, 6th Floor New York, NY 10018	PC	Four Freedoms Fund	For the Four Freedoms Fund donor collaborative to advance immigrant rights and broaden the inclusion of LGBT rights issues.	\$ 50,000
Public School 107 Parent Teacher Association	1301 8th Avenue Brooklyn, NY 11215	PC	General Operations	Donation for operating support	\$ 1,885
QCC-The Center for Lesbian Gay Bisexual Transgender Art & Culture	762 Fulton Street San Francisco, CA 94102	PC	Black Girl Dangerous Press	To support Black Girl Dangerous Press to increase the visibility of LGBTQ people of color in online media through blackgirldangerous.org	\$ 20,000
Quebec Fauna Foundation	PO Box 33 Chambly, Quebec J3L 4B1 Canada	NC	Caregiver salaries	For support for caregiver salaries.	\$ 30,000
Rainforest Action Network	425 Bush Street, Ste 300 San Francisco, CA 94108	PC	Indonesian palm oil campaign	To support the Indonesian palm oil campaign to build the capacity of local organizations in Aceh, Indonesia and in Borneo to undertake a comprehensive supply chain/chain of custody investigation of the palm oil sector.	\$ 50,000
Reconciling Ministries Network	123 West Madison Street, Suite 2150 Chicago, IL 60602-4511	PC	Building Inclusive Church	To secure the full participation of people of all sexual orientations and gender identities in the United Methodist Church, both in policy and practice.	\$ 200,000
Rockwood Leadership Institute	426 17th Street, 4th Floor Oakland, CA 94612	PC	Rockwood Leadership LGBT Program	For continued support of the National LGBT Advocacy Leaders Fellowship, a leadership development program for LGBT advocates and leaders, with a primary focus on people of color and transgender communities.	\$ 99,802
Royal Zoological Society of Scotland	Edinburgh Zoo 134 Corstorphine Road Edinburgh EH12 6TS Scotland	PC	Veterinary care and monitoring of chimpanzees in Uganda	To enhance veterinary care and monitoring of chimpanzee health as well as strengthen linkages between conservation and public health in Uganda.	\$ 61,074
Ruth Ellis Center, Inc.	77 Victor Street Highland Park, MI 48203	PC	General Operating Support	For general operating support.	\$ 10,000
Sanctuary for Families Inc.	PO Box 1406, Wall Street Station New York, NY 10268	PC	General Operations	Donation for operating support	\$ 100
Save the Chimps	P.O. Box 12220 Fort Pierce, FL 34979	PC	Fund Development and Capacity Building	To support continued revenue diversification goals.	\$ 2,441,192
Save the Chimps	P.O. BOX 12220 Fort Pierce, FL 34979	PC	General Operations	Donation for operating support	\$ 2,500
Scouts for Equality	1215 Santa Fe Dr. Iowa City, IA 52246-8637	NC	Education campaign support	To support education efforts to end the discrimination against gay, lesbian, bisexual and transgender persons within the Boy Scouts of America community.	\$ 42,500
Services & Advocacy for Gay, Lesbian, Bisexual & Transgender Elders, Inc.	305 7th Avenue New York, NY 10001	PC	General Operations	Donation for operating support	\$ 575
Services & Advocacy for Gay, Lesbian, Bisexual & Transgender Elders, Inc.	305 Seventh Ave, 15th Floor New York, NY 10001	PC	Diverse Elders Coalition	For the Diverse Elders Coalition which advocates for programs and policies that improve aging in all communities, inclusive of race, ethnicity, gender identity and sexual orientation.	\$ 99,199
Services & Advocacy for Gay, Lesbian, Bisexual & Transgender Elders, Inc.	305 Seventh Ave, 15th Floor New York, NY 10001	PC	General Operating Support	For general operating support	\$ 2,500
Skowhegan School of Painting and Sculpting, Inc.	200 Park Avenue South, Suite 1116 New York, NY 10003-1503	PC	To support LGBT artist scholarship	To support an LGBT an LGBT artist scholarship as part of the summer residency program for emerging visual artists.	\$ 10,000
Social & Environmental Entrepreneurs SEE, Inc.	23532 Calabasas Rd., Suite A Calabasas, CA 91302	PC	BreakOUT!'s LGBT Youth Oral History Project	To support BreakOUT!'s LGBT Youth Oral History Project through "Undesirable Elements," an ongoing series of community specific interview-based theater works by Ping Chong & Co. The Project will be a collaboration between Ping Chong & Co. and BreakOUT!, based in New Orleans, that will explore issues facing the LGBT youth community in the South.	\$ 32,000

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Somaly Mam Foundation	PO Box 4569 New York, NY 10163	PC	General Operations	Donation for operating support	\$ 50
Southerners On New Ground	250 Georgia Avenue, Suite 315 Atlanta, GA 30312	PC	General Operating Support	For general operating support to organize LGBT people of color in the South to advance LGBT rights via state-wide and regional alliances using organizing, creation of resources and culture change strategies.	\$ 124,036
Spark Reproductive Justice Now, Inc.	2048 Hosea L Williams Drive, Suite B Atlanta, GA 30317	PC	Arcus LGBT Leadership Initiative (ALLI) participation	To support the Executive Director's participation in the Arcus LGBT Leadership Initiative (ALLI) program, which includes coaching/ mentoring sessions. ALLI is part of the Foundation's commitment to advance the strength, diversity, and effectiveness of U.S. social justice leadership.	\$ 8,100
Spelman College	350 Spelman Lane SW Box 1551 Atlanta, GA 30314-4399	PC	Faculty Development Workshop on LGBT Studies/ Sexuality Studies	To support a Faculty Development Workshop on LGBT Studies/Sexuality Studies in the Spring of 2014.	\$ 5,000
Stichting Hivos (Humanist Institute for Cooperation with Developing Countries)	Raamweg 16 The Hague, HL 2596 The Netherlands	PC	Advancing SOGI Human Rights in the Global South	Support for policy and culture change regarding SOGI human rights, primarily via regranting, in Indonesia, Kenya and South Africa.	\$ 121,148
Storycorps Inc.	80 Hanson Place, 2nd Floor Brooklyn, NY 11217	PC	OutLoud	For OutLoud, a new initiative that provides members of the LGBT community an opportunity to record interviews about their lives, pass wisdom from one generation to the next, and leave a legacy for future generations through an archive at the Library of Congress.	\$ 100,520
Streetwise and Safe, Inc.	147 West 24th Street, 4th Floor New York, NY 10011	PC	Arcus LGBT Leadership Initiative (ALLI) participation	To support the Co-Coordinator's participation in the Arcus LGBT Leadership Initiative (ALLI) program, which includes coaching/mentoring sessions. ALLI is part of the Foundation's commitment to advance the strength, diversity, and effectiveness of U.S. social justice leadership.	\$ 8,100
Sylvia Rivera Law Project Inc.	147 West 24th Street, 5th Floor New York, NY 10011	PC	General operating support	For general operating support to provide advocacy, litigation, education, leadership development, and coalition efforts to combat harassment, discrimination and violence based on gender identity and expression.	\$ 75,000
Sylvia Rivera Law Project Inc.	147 West 24th Street, 5th Floor New York, NY 10011	PC	Medicaid Campaign Project	For the Medicaid Campaign Project to support advocacy to improve access to identity documents and healthcare, including eliminating New York's Medicaid regulation barring coverage of gender affirming healthcare, for the most marginalized transgender communities.	\$ 2,500
Tectonic Theater Project, Inc.	520 8th Avenue, Suite 313 New York, NY 10018	PC	General Operations	Donation for operating support	\$ 2,500
Temple Beth Torah	243 Cantigue Road Westbury, NY 11590	PC	General Operations	Donation for operating support	\$ 10,216
The Association of Welcoming & Affirming Baptists	P.O. Box 34 Milford, NH 03055	PC	'God Loves Uganda' Film Screening	To support public engagements connected to the film "God Loves Uganda" at the organization's annual convention to help motivate core constituencies as well as those on the edges to become more deeply engaged in the work of LGBT acceptance within US and in Africa.	\$ 10,000
The Black Church Center for Justice & Equality	1640 Rhode Island Avenue, NW, 6th Floor Washington, DC 20036	NC	Network Formalization and Educational Tools	To formalize and expand a network of clergy partners, who will undertake public policy education initiatives, recruit policy experts to support the network with policy analysis, launch and populate a website, and host its first annual convening.	\$ 75,000
The British Documentary Film Foundation	50 Frith Street London W1D 4SQ United Kingdom	NC	'Virunga' documentary	To support the documentary 'Virunga,' a Congolese expose that follows a group of individuals risking their lives to save the last of world's mountain gorillas in the midst of renewed civil war and pillagers of the regions natural resources.	\$ 125,000
The Cat House on the Kings Inc.	7120 S Kings River Road Parlier, CA 93648	PC	General Operations	Donation for operating support	\$ 60

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The Foundation For AIDS Research	120 Wall Street, 13th Floor New York, NY 10005-1601	PC	Trans Health and Rights Project	To support advocacy for policy change in the Dominican Republic, South Africa and Thailand, primarily via re-granting to groups working to increase transgender people's access to health care services, including HIV care.	\$ 124,797
The Freedom Center for Social Justice	P.O. Box 9039 Charlotte, NC 28299	PC	General Operating Support	For general operating support to build the Transgender Faith and Action Network and provide support for the trans* community in North Carolina around employment rights and legal issues.	\$ 100,000
The Humane Society of the United States	2100 L Street, NW Washington, DC 20037	PC	Chimps Deserve Better Campaign	For support of the Chimps Deserve Better Campaign to end invasive research on chimpanzees in the United States.	\$ 149,169
The Leukemia & Lymphoma Society Inc.	1311 Mamoroneck Avenue White Plains, NY 10605	PC	General Operations	Donation for operating support	\$ 100
The New Nature Foundation	1632 Humboldt Street Denver, CO 80218	PC	Kibale Eco-Char Initiative	For the Kibale Eco-Char Initiative and its sustainable innovations with ape-neighboring communities in Uganda.	\$ 31,000
The New York Women's Foundation Inc.	39 Broadway, 23rd Floor New York, NY 10006	PC	General Operations	Donation for operating support	\$ 100
The Nonhuman Rights Project, Inc.	5195 NW 112th Terrace Coral Springs, FL 33076	PC	General Operating Support	For general operating support to ultimately establish legal personhood and right to bodily liberty of at least one sentient animal in the United States.	\$ 35,000
The Orangutan Tropical Peatland Project	The Recanati-Kaplan Centre, Tubney House, Abingdon Road, Tubney Oxon OX13 5QL United Kingdom	NC	Borneo's peat-swamp forest and its resident orangutan population	To study and protect Borneo's peat-swamp forest and its resident orangutan population.	\$ 101,090
The Regents of the University of California	10920 Wilshire Boulevard, Suite 1200 Los Angeles, CA 90024-1406	PC	Williams Institute Research Center and Archive	Support for the Williams Institute to complete the pilot public opinion research center and archive, which would provide a clearinghouse for public opinion research that would be available to the LGBT movement at large to advance pro-LGBT policy at both the state and federal levels.	\$ 100,837
The Regents of the University of California	UCLA Office of Contract & Grant Administration 11000 Kinross Suite 211 Los Angeles, CA 90095	PC	IN THE LIFE Media Collection	To support the intake and dissemination of IN THE LIFE Media Collection within the UCLA Film & Television Archive. The project, which will move all of IN THE LIFE MEDIA's footage to the UCLA Archive, will help to preserve the legacy of the organization and be a vital resource for LGBT media and research.	\$ 97,936
The Schott Foundation For Public Education	675 Massachusetts Avenue, 8th Floor Cambridge, MA 02139-3309	PC	MA Out of School Suspensions Moratorium Partnership	For support of the Massachusetts Out of School Suspension Moratorium Partnership program to better engage and integrate LGBT advocacy and inclusion on this issue.	\$ 75,000
The Trevor Project	9056 Santa Monica Blvd, Suite 208 West Hollywood, CA 90069	PC	General Operations	Donation for operating support	\$ 100
Theater Offensive, Inc.	565 Boylston Street Boston, MA 02116	PC	True Colors: Out Youth Theater Project	To support the True Colors: Out Youth Theater Project.	\$ 5,000
Tides Center	The Presidio - P.O. Box 29907 San Francisco, CA 94129	PC	National Queer Asian Pacific Islander Alliance (NQAPIA)	For the National Queer Asian and Pacific Islander Alliance to build the capacity of a national federation of LGBT AAPI organizations and leaders.	\$ 99,379
TRAFFIC International	219A Huntingdon Road Cambridge CB3 0DL United Kingdom	PC	Advance the goal of ending illegal Southeast Asian ape trade	To support the implementation of more effective enforcement responses to the black market ape trade in Malaysia and Thailand in order to advance the goal of ending illegal trade in apes.	\$ 91,095
Transgender Europe	Wartheistr. 58 Berlin 12051 Germany	NC	Transrespect versus Transphobia Worldwide	Project support for Transrespect versus Transphobia Worldwide (TvT), a global research project that documents the human rights circumstances of gender-variant and trans people worldwide.	\$ 130,000
Transgender Law Center	1629 Telegraph Avenue, Suite 400 Oakland, CA 94612	PC	Trans People of Color Mentoring Program	For the Trans People of Color Mentoring Program.	\$ 2,500
Treatment Action Group	261 5th Avenue, Suite 2110 New York, NY 10016	PC	General Operations	Donation for operating support	\$ 400
Triangle Foundation Inc.	19641 West Seven Mile Road Detroit, MI 48219-2721	PC	Community Organizing/Sustainability/ Communications	To enhance the effectiveness of communications, community organizing and fund development efforts.	\$ 99,114

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Trikone	60 29th Street, #614 San Francisco, CA 94110	PC	DesiQ 2013	To support DesiQ 2013, a conference on South Asian LGBT issues that aims to encourage and empower individuals to get involved and act in ways that unify the community towards greater political and social strength.	\$ 10,000
Trustees of Columbia University in the City Of New York	Sponsored Projects Administration 615 West 131st Street Room 254, Mail Code 8725 New York, NY 10027	PC	Engaging Tradition Project	For support of the Law School's Center for Gender and Sexuality Law's Engaging Tradition Project, which, through convenings, curriculum development, pilot projects and the publication of a book-length analysis, examines and addresses the ways in which the concept of tradition has been used to oppose and advance gender and sexuality-based justice projects.	\$ 496,527
Trustees of Columbia University in the City Of New York	Sponsored Projects Administration 615 West 131st Street Room 254, Mail Code 8725 New York, NY 10027	PC	Center on Black Churches, Sexual Politics and Social Justice	For project support to establish the Center on Black Churches, Sexual Politics and Social Justice, an initiative to build and support a Black church movement for the recognition of the moral and civil equality of LGBT people.	\$ 249,579
Trustees of Columbia University in the City Of New York	Sponsored Projects Administration 615 West 131st Street Room 254, Mail Code 8725 New York, NY 10027	PC	2013 Human Rights Advocates Program	To support the participation of one LGBT advocate from Africa in the 2013 Human Rights Advocates Program, run by the Center for the Study of Human Rights at Columbia University.	\$ 31,000
Trustees of Columbia University in the City Of New York	Sponsored Projects Administration 615 West 131st Street Room 254, Mail Code 8725 New York, NY 10027	PC	Public Rights/Private Conscience Project	To support the Public Rights/Private Conscience Project to mobilize scholars, attorneys and advocates in order to develop and distribute new methods of framing perceived conflicts between sexual rights and religious liberty.	\$ 125,033
Tyler Clementi Foundation, Inc.	PO Box 54 Ridgewood, NJ 07451-0054	PC	General Operating Support	For general operating support to support the Tyler Clementi Foundation's mission to promotes safe, inclusive and respectful social environments in homes, schools, campuses, churches and the digital world for vulnerable youth, LGBT youth and their allies.	\$ 10,000
UHA! - The East African Sexual Health and Rights Initiative	Suite 5, Rosami Court, Muringa Road, Kilimani P.O. Box 7144-00300 Nairobi 00300 Kenya	PC	Grantmaking and Capacity Support	To support policy and culture change activities, primarily via regranting in East African countries of Burundi, Kenya, Rwanda, Tanzania and Uganda and building the capacity of constituency groups.	\$ 125,000
United & Strong, Inc.	P.O. Box 772 Castries Saint Lucia	NC	Caribbean Women & Sexual Diversity Conference	To support the first Caribbean Women & Sexual Diversity Conference to create a forum for discussion on challenges faced by LBT women in the Caribbean, empowering groups to become leading voices and advocates on human rights issues.	\$ 15,000
United Cerebral Palsy Inc.	1825 K Street NW, No 600 Washington, DC 20006	PC	General Operations	Donation for operating support	\$ 120
United States Department of State	Bureau of Democracy, Human Rights and Labor 2201 C Street, NW Washington, DC 20520	PC	Global Equality Fund	For the United States Department of State's Global Equality Fund, to expand the efforts of local, national and regional human rights organizations to advance public awareness and dialogue in support of the human rights of lesbian, gay, bisexual and transgender (LGBT) individuals around the globe.	\$ 100,000
United Way of King County	720 2nd Avenue Seattle, WA 98104	PC	Youth Count! National Cross-site evaluation	To support Youth Count! National Cross-site evaluation work to count the number of homeless youth within nine communities across the U.S. to enable funders and the government to better track and address homelessness among youth.	\$ 10,000
University of Chicago	5733 South University Avenue Chicago, IL 60637	PC	BYP 100	To support BYP 100, a program of the Center for the Study of Race, Politics and Culture comprised of a new generation of Black LGBT leaders who are intersectional in their identities as well as their analysis and political agenda.	\$ 99,869

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Project Title</u>	<u>Project Description</u>	<u>Amount</u>
University of Oxford	Department of International Development University of Oxford 3 Mansfield Road Oxford OX1 3TB United Kingdom	PC	Forced Migration Review 42: SOGI and protection of forced migrants	To support the 'Forced Migration Review 42: SOGI and protection of forced migrants' project of the Refugee Studies Centre, housed within the Department of International Development at the University of Oxford.	\$ 26,500
University of Rochester	Alumni & Advancement Center, Suite G23 300 East River Road, Rochester, NY 14627	PC	General Operations	Donation for operating support	\$ 1,500
University of Southern California	Office of Contracts and Grants 3720 South Flower Street, CUB 3rd Floor Los Angeles, CA 90089-0701	PC	Religion Dispatches	To support Religion Dispatches, an online magazine dedicated to inform discussion at the intersection of religion, politics and culture, including LGBT justice.	\$ 44,919
Urban Justice Center	123 William Street, 16th Floor New York, NY 10038	PC	Streetwise and Safe	For support of the Streetwise and Safe program to increase the leadership of LGBTQ youth of color and in local, state and national policy debates around issues relating to policing and criminalization of LGBTQ youth of color and their communities, and responses to youth involvement in the sex trades.	\$ 150,342
Urban Justice Center	123 William Street, 16th Floor New York, NY 10038	PC	Sex Workers Project	To support the Sex Workers Project which focuses on legal services, legal training, documentation, and policy advocacy for sex workers by providing critical information to policymakers, activists, and the media on the human rights abuses faced by sex work.	\$ 2,500
Urban Justice Center	123 William Street, 16th Floor New York, NY 10038	PC	General Operations	Donation for operating support	\$ 50
Urgent Action Fund for Women's Human Rights	333 Valencia Street, Suite 250 San Francisco, CA 94103	PC	General Operations	Donation for operating support	\$ 30
Vanderbilt University	1400 18th Avenue South Nashville, TN 37212	PC	Justice through Engagement	For support for the Justice through Engagement project to support five (5) divinity students in their internships within ministry contexts focused on the intersection of religion and LGBTQ issues.	\$ 21,062
Virunga Fund, Inc.	378 Clinton Street No 1 Brooklyn, NY 11231-3603	PC	Ranger Operations & Support	For emergency support to enable Virunga National Park's rangers to continue to monitor critical ape habitat during the recent outbreak of civil war.	\$ 201,867
Virunga Fund, Inc.	378 Clinton Street No 1 Brooklyn, NY 11231-3603	PC	Campaign to halt oil exploration in Virunga National Park	To support efforts around investigating the state of oil explorations taking place in the UNESCO World Heritage Site, Virunga National Park.	\$ 54,000
Westchester Consumer Empowerment Center	20 East First Street, No. 304 Mount Vernon, NY 10550	PC	General Operations	Donation for operating support	\$ 50
Western States Center	P.O. Box 40305 Portland, OR 97240	PC	Indigenous Ways of Knowing (IWOK) and the Tribal Equity Toolkit expansion	For a collaboration between Western States Center, Indigenous Ways of Knowing (IWOK) and the Native American Program of Legal Aid Services of Oregon (NAPOLS) to expand the launch of the Tribal Equity Toolkit on LGBTQ and Two Spirit Native Equality.	\$ 55,600
Western States Center	P.O. Box 40305 Portland, OR 97240	PC	Uniting Communities	For project support for a collaboration between Western States Center and Basic Rights Education Fund to advance alliance building, public education, advocacy and leadership development within and between the racial justice and LGBTQ movements in Oregon.	\$ 200,630
WGVU Public Television	301 W. Fulton Street Grand Rapids, MI 49504	PC	General Operations	Donation for operating support	\$ 100
Whitman-Walker Clinic, Inc.	1701 14th St., NW Washington, DC 20009	PC	Transgender Services	To support the transgender community in the greater Washington D.C. area by providing healthcare and legal services.	\$ 5,000

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Wild Chimpanzee Foundation	European Representation c/o Max-Planck-Institute for Evolutionary Anthropology Deutscher Platz 6 Leipzig 04103 Germany	PC	Conservation of West African Chimpanzees	For the conservation of West African Chimpanzees across the Tai-Sapo Forest Complex in Cote d'Ivoire, Liberia.	\$ 156,485
Wildlife Conservation Society	2300 Southern Blvd Bronx, NY 10460	PC	Cross River Gorillas	For support to enhance transboundary collaboration between Nigeria and Cameroon for the conservation of the Cross River Gorilla and the Nigeria-Cameroon chimpanzee.	\$ 102,628
Wildlife Conservation Society	2300 Southern Blvd Bronx, NY 10460	PC	Conservation of Hoolock Gibbon - Myanmar	To support the conservation of the Hoolock gibbons in the Hukaung Valley Wildlife Sanctuary, Myanmar.	\$ 154,469
Wildlife Conservation Society	2300 Southern Blvd Bronx, NY 10460	PC	Ground Enforcement and Patrols in Three Provinces of Lao PDR	For ground enforcement and patrols in three provinces of Lao People's Democratic Republic (PDR) in support of the National Gibbon Action Plan.	\$ 59,445
Wildlife Conservation Society	2300 Southern Blvd Bronx, NY 10460	PC	Cross-River Gorilla and Nigeria-Cameroon chimpanzee conservation	For support for strengthening transboundary collaboration between Nigeria and Cameroon for the conservation of the Cross River gorilla and Nigeria-Cameroon chimpanzee.	\$ 100,074
William Way Lgbt Community Center	1315 Spruce Street Philadelphia, PA 19107	PC	Philadelphia LGBT/HIV Executive Directors Group	For convening support for the Philadelphia LGBT/HIV Executive Directors Group as part of the Arcus LGBT Leadership Initiative (ALLI).	\$ 8,400
Womens Alliance For Theology Ethics	8121 Georgia Avenue #310 Silver Spring, MD 20910	PC	Amplifying the Voices of Lesbian Feminist Catholics	To identify, network, train and amplify the voices of lesbian feminist Catholics and in so doing create a counter-voice to the Catholic hierarchy that respects, values and affirms people of all sexual orientations and gender identities.	\$ 80,000
Yayasan IAR Indonesia	Jl. Curug Nangka Bl. Pasir Loji Kel. Sukajadi, Kec. Tamansari Ciapus, BOGOR 16610 Indonesia	NC	Borneo Orangutans	To support capacity building for an orangutan rehabilitation and release program in West Kalimantan, Borneo, Indonesia.	\$ 125,000
You Can Play, Inc.	PO Box 7460 Denver, CO 80238-2491	PC	General Operating Support	For general operating support to further the organization's mission to ensuring equality, respect and safety for all athletes, without regard to sexual orientation, as well as building You Can Play's capacity to expand efforts around changing the culture.	\$ 100,000
You Can Play, Inc.	PO Box 7460 Denver, CO 80238-2491	PC	Arcus LGBT Leadership Initiative (ALLI) participation	To support the Executive Director's participation in the Arcus LGBT Leadership Initiative (ALLI) program which includes coaching/ mentoring sessions. ALLI is part of the Foundation's commitment to advance the strength, diversity, and effectiveness of U.S. social justice leadership.	\$ 8,100
YWCA of Kalamazoo	353 E. Michigan Avenue Kalamazoo, MI 49007	PC	General Operations	Donation for operating support	\$ 100
Zoological Society of London	Regent's Park London NW1 4RY United Kingdom	PC	Wildlife Wood Project	To ensure responsible wildlife management in areas identified as priority for great ape conservation in Cameroon through improved logging practices and strengthening sustainable natural resource management.	\$ 91,501
Zoological Society of London	Regent's Park London NW1 4RY United Kingdom	PC	Long-term recovery program for the Hainan gibbon	For support the development of an Action Plan for the long-term recovery around the future conservation of the Hainan gibbon in China.	\$ 119,000
Zoological Society of London	Regent's Park London NW1 4RY United Kingdom	PC	Sustainable Palm Oil and Great Ape Conservation	For support of engagement with the palm oil sector, including the Round Table on Sustainable Palm Oil, to help ensure development in Africa is compatible with ape conservation.	\$ 100,000
Zoological Society Of San Diego	PO Box 120551 San Diego, CA 92112-0551	PC	Ebo Forest of Northern Cameroon	To strengthen conservation management of the Ebo Forest through the development of a national park and showcase research site.	\$ 70,411
Total Grants Paid in 2013					\$ 30,035,825

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<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Project Title</u>	<u>Project Description</u>	<u>Amount</u>
NOTE: The Arcus Foundation makes some large grants in the form of a transfer of shares of stock rather than cash. The Foundation makes such transfers of stock in the amount of 98% of the payment due a grantee. If certain conditions are met, the Foundation pays the grantee the difference between the grant payment due and the proceeds the grantee receives from the sale of the stock. Depending on the timing and proceeds of the grantee's sale of the stock, the grant amount reported on the Grants Paid Report (which is the grant amount shown on the Foundation's books) and the grant amount shown on the Expenditure Responsibility Grants Report (which is the total amount actually received by the grantee) may differ.					

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Grantee Legal Name	Grantee Address	Tax Status	Project Title	Project Description	Amount
A. H. Schultz Foundation (Stiftung)	Anthropological Institute & Museum University of Zurich Winterthurerstrasse 190 Zurich 8057 Switzerland	NC	Orangutan Reintroduction: Measuring and Predicting Success	For support for Orangutan Reintroduction: Measuring and Predicting Success.	\$ 40,000
Allied Rainbow Communities International	132 Prince Albert Road Dartmouth, Nova Scotia B2Y 1M6 Canada	NC	ARC International	To support ARC International to strengthen both the participation of LGBT groups in UN processes and the engagement of mainstream human rights organizations in support of LGBT rights.	\$ 200,000
American Civil Liberties Union Foundation Inc	125 Broad Street, 18th Floor New York, NY 10004-2400	PC	Campaign to End the Use of Religion to Discriminate	For a multi-pronged campaign to end the use of religion to discriminate by combating the growing trend of institutions and individuals claiming exemptions from anti-discrimination laws because of religious objections.	\$ 300,000
American Civil Liberties Union Fund of Michigan	2966 Woodward Avenue Detroit, MI 48201	PC	Unity Michigan	For support of a collaborative civic engagement strategy undertaken by members of Unity Michigan, a coalition of advocacy groups seeking equality for LGBT people in Michigan.	\$ 210,000
American Jewish World Service Inc.	45 West 36th Street, 11th Floor New York, NY 10018	PC	Sexual Orientation and Gender Identity Grantmaking in Kenya, Liberia, Nicaragua, and Thailand	To support policy and cultural change, primarily via regranting, in Kenya, Liberia, Nicaragua, and Thailand.	\$ 250,000
American Psychological Association, Inc.	750 1st Street, NE Washington, DC 20002	PC	International Psychology Network for LGBT Issues	To increase the capacity of psychological organizations and the SOGI movement to use psychological knowledge in public education, media relations, and policy change, specifically in the Global South.	\$ 300,000
Animal Protection of New Mexico	PO Box 11395 Albuquerque, NM 87192	PC	Chimpanzees to Sanctuary Campaign	For the Chimpanzees to Sanctuary Campaign, with a specific focus on sanctuary retirement for the federally owned chimpanzees who remain at the Alamogordo Primate Facility in New Mexico.	\$ 120,000
Astraea Foundation, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	LGBT Racial Justice Collaborative Fund	For the LGBT Racial Justice Collaborative Fund, a new funder collaborative to support the leadership and engagement of LGBT people of color to advance rights for LGBT people in the United States.	\$ 2,047
Astraea Foundation, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	LGBTQI Human Rights in Central America and the Caribbean	To support policy and cultural change in Central America and the Caribbean, primarily via regranting and advocacy at the local level in seven countries and at the international and regional levels with the United Nations Human Rights Council and the Inter-American Commission on Human Rights.	\$ 126,174
Astraea Foundation, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	GATE - Global Action for Trans* Equality	To strengthen the organizational capacity of Global Action for Trans* Equality (GATE) and to increase access to funding for local/regional Trans* activists.	\$ 1,898
Astraea Foundation, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	Global Philanthropy Project	For the Global Philanthropy Project, a collaboration of funders working to expand funding and knowledge in support of the human rights of lesbian, gay, bisexual, transgender and intersex people globally.	\$ 50,000
Astraea Foundation, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	Arcus Donor Advised Fund	To create the Arcus Donor Advised Fund to provide a streamlined and timely source of funds to organizations in the Global South and East.	\$ 200,000
Baptist Peace Fellowship Of North America Inc	300 Hawthorne Lane Charlotte, NC 28204	PC	General Operations	Donation for operating support	\$ 1,500
Center for American Progress	1333 H Street NW, 10th Floor Washington, DC 20005	PC	Faith and Progressive Policy Initiative: Religious Liberty Project	For the Faith and Progressive Policy Initiative to work with a diverse group of faith leaders, partners, and allies to articulate and disseminate a socially progressive framework of religious liberty as it relates to a range of issues.	\$ 200,000
Chimpanzee Sanctuary & Wildlife Conservation Trust	Plot 1 Bank Close Entebbe Town P.O. Box 884 Entebbe Uganda	NC	Development of a Plan for Economic Sustainability of CSWCT	To establish a plan that explores the economic opportunities of ecotourism services at Ngamba Island, equity investments on CSWCT's assets and the creation of an endowment fund.	\$ 50,000
Choice USA	1317 F St., NW, Suite 501 Washington, DC 20004	PC	Building Southern Cross-Movement Leadership for Reproductive and Sexual Health and Gender Justice	To develop a network of young reproductive and sexual health/rights and gender justice advocates in the US South.	\$ 100,000
Church World Service	475 Riverside Drive, Suite 700 New York, NY 10115	PC	Expanding Faith-Based Support and Advocacy for the Protection of LGBT Immigrants and Refugees	To increase faith voices in support of LGBT refugee and migrant protection in Kenya and South Africa, and, through advocacy for US policy change, improve the quality of life for LGBT immigrants and asylum seekers.	\$ 125,000
Coalition of African Lesbians	Historical Building, Braampark 33 Hoofd Street Braamfontein, Johannesburg South Africa	NC	Research and Documentation for More Effective Advocacy	To support CAL members in Southern and Eastern Africa to develop annual reports on human rights and sexual orientation and gender identity, and use them in advocacy at national, regional, and international levels.	\$ 100,000
Columbia University	525 West 120th Street, PO Box 306, New York, NY 10016	PC	General Operations	Donation for operating support	\$ 100
Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	PC	NAPSA	For support to further professionalize the primate sanctuary sector through infrastructure development and capacity building of this membership organization.	\$ 60,000

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Grantee Legal Name	Grantee Address	Tax Status	Project Title	Project Description	Amount
Conservation International Foundation	2011 Crystal Drive Suite 500 Arlington, VA 22202	PC	Northern yellow-cheeked gibbon protection in the Veun Sai-Siem Pan Conservation Area (VSSPCA)	To support the conservation of habitat for northern yellow cheeked gibbons and other high biodiversity value areas in the Veun Sai-Siem Pan Conservation Area (VSSPCA) in northeast Cambodia.	\$ 199,954
Equality Ohio Education Fund	61 Jefferson Avenue Columbus, OH 43215	PC	Strategic Opportunity Initiative Program	To conduct educational activities focused on communities of color, faith communities and youth to create greater understanding of anti-LGBT discrimination in support of expanded statewide non-discrimination protections.	\$ 140,000
European Forum of Lesbian and Gay Christian Groups	Ungerplein 16-b NL-3033 BV Rotterdam Netherlands	NC	LGBT Christian Leadership Training	To support leadership training for LGBT Christian leaders in Eastern Europe and Central Asia.	\$ 117,000
Faith Hope and Love Global Ministries	1660 S Highway 100, Suite 126 St Louis Park, MN 55416	PC	General Operations	Donation for operating support	\$ 1,000
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge CB12JD United Kingdom	PC	Strengthening West African Chimpanzee Conservation through Rebuilding Capacity in Post-conflict Liberia	For support to strengthen West African Chimpanzee conservation through rebuilding capacity in post-conflict Liberia.	\$ 253,208
Fauna & Flora International	4th Floor Jupiter House Station Road Cambridge CB12JD United Kingdom	PC	Scoping Study to Restore Corridors between Chimpanzee Forests in Uganda's Albertine Rift	To maintain and restore forest corridors for chimpanzees in the Albertine Rift of Western Uganda through a scoping study to identify effective and implementable landscape designs and a strategy for engaging the corporate and private sectors	\$ 34,960
Fauna & Flora International, Inc.	1720 N Street, NW Washington, DC 20036	PC	Mountain Gorilla Conservation	For mountain gorilla conservation through increased capacity, strategic design and functioning of the Greater Virunga Transboundary Core Secretariat.	\$ 90,735
Fauna & Flora International, Inc.	1720 N Street, NW Washington, DC 20036	PC	Mountain gorilla conservation in the Virunga-Bwindi landscape	To strengthen ranger and community-based monitoring and safeguarding habitat in an effort to support Mountain Gorillas in the Virunga Bwindi landscape as part of the International Gorilla Conservation Program, a collaborative project of FFI, Inc. and WWF.	\$ 300,000
Fidelity Investment Charitable Gift Fund	P.O Box 770001 Cincinnati, OH 45277	PC	General Operations	Donation for operating support	\$ 36,200
Forward Together	1440 Broadway, Suite 301 Oakland, CA 94612	PC	Strong Families Program	To develop a network of LGBT and allied youth of color organizing for policy and culture change, with a particular focus on increasing a base in New Mexico with the capacity to advocate on health equity and transgender youth protections.	\$ 100,000
Friends of Bonobos	P.O. Box 80254 Minneapolis, MN 55408	PC	Lola ya Bonobo Enclosure	To increase the physical capacity of Lola ya Bonobo sanctuary by expanding bonobo enclosures, including a quarantine and behavioral training enclosure for bonobos being prepared for the reintroduction to the wild.	\$ 50,995
Fund for Global Human Rights	1666 Connecticut Ave NW Suite 410 Washington, DC 20009	PC	Small Grants to Advance SOGI Rights in Thailand and the Philippines	To support policy change, primarily via regranteeing, in the Philippines and Thailand, and to support the leadership of these two countries on SOGI human rights at the UN and at the Association of South East Asian Nations (ASEAN).	\$ 125,000
Funders for Lesbian and Gay Issues, Inc.	116 East 16th Street, 7th Floor New York, NY 10003	PC	LGBT Southern Funding and LGBT POC Projects	To support the LGBT Southern Project to increase funding for LGBT communities in Southern U.S. and to increase the impact of philanthropy in LGBT communities of color nationally through the LGBT POC Project.	\$ 100,000
Gender DynamiX	PO Box 347 Athlone Capetown 7760 South Africa	NC	Transitioning Africa	For project support to strengthen trans and intersex organizations in Africa by organizing a strategic advocacy summit and identifying a regional advocacy focus.	\$ 100,000
Global Federation of Animal Sanctuaries	PO Box 32294 Washington, DC 20007	PC	Great Apes Sanctuaries: Accreditation and International Expansion	To support international expansion and outreach for its great ape sanctuary accreditation program.	\$ 50,000
Global Fund For Women Inc	222 Sutter Street Suite 500 San Francisco, CA 94109	PC	Upholding the Rights of LGBTIQ Persons in Policy and Practice	To support LGBT groups in Turkey to advance policy and culture change.	\$ 60,000
Global Greengrants Fund, Inc	2840 Wilderness Place Suite A Boulder, CO 80301	PC	Arcus Great Ape and Gibbon Conservation Fund and GGF general program grantmaking	To establish the Arcus Great Ape and Gibbon Conservation Fund to protect great ape species and their habitats through a grassroots conservation approach. 75% Donor Advised Fund; 25% grassroots groups in Africa and Asia. (\$150,000 for a donor advised fund and \$50,000 for restricted environmental grantmaking through GGF's general program.)	\$ 200,000
GLSEN, Inc.	90 Broad Street 2nd Floor New York, NY 10004	PC	Global Network to Combat Anti-LGBT Bias and Violence in Schools	To support a global network of NGOs, UN bodies, universities, unions and government departments to reduce violence and discrimination in Global South schools and to improve international standards regarding sexual orientation and gender identity in education.	\$ 500,000

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Grantee Legal Name	Grantee Address	Tax Status	Project Title	Project Description	Amount
Greenpeace Fund, Inc.	702 H Street NW Suite 300 Washington, DC 20001	PC	Green Heart of Africa	To support the Green Heart of Africa, a campaign to prevent large scale deforestation in the Congo basin, while respecting the rights and livelihoods of local people.	\$ 300,000
Gunung Palung Orangutan Conservation Program Inc	PO Box 15680 Boston, MA 02215	PC	General Operating Support	Support to protect the orangutans in Gunung Palung National Park, Indonesian Borneo, through environmental education, conservation awareness, sustainable livelihood development, and enhanced orangutan and habitat protection by public officials.	\$ 45,000
Health In Harmony Inc.	107 SE Washington Street, #480 Portland, OR 97214	PC	Alam Sehat Lestari: Using Healthcare Incentives to Protect Orangutans	For the Alam Schat Lestari Program in West Kalimantan, Indonesia to provide conservation-based incentives to local communities that protect key habitat from illegal logging.	\$ 100,216
Heartland Alliance For Human Needs & Human Rights	208 South LaSalle Street Suite 1818 Chicago, IL 60604	PC	Global Initiative for Sexuality and Human Rights	For technical assistance and re-granting to support LGBT movement building in several countries in the Global South; as well as assisting local groups' human rights documentation, advocacy, and integration into the human rights movements at the local, regional and international levels.	\$ 300,000
Inclusive & Affirming Ministries	6 Silwerkruijn Van Breda Street Durbanville Capetown 7551 South Africa	NC	Regional Partnerships Africa	For support for the Regional Partnerships Africa project to hold six meetings with faith leaders in Kenya and Botswana, in order to reduce violence, persecution and criminalization of LGBTI persons.	\$ 50,000
Inter-American Commission on Human Rights	Organization of American States 1889 F Street NW Washington, DC 20009	PC	LGBTI Unit Fellowship	For a one-year fellowship in the LGBTI Unit within the Inter-American Commission for Human Rights contributing to the implementation of its Plan of Action regarding the rights of LGBTI people.	\$ 45,000
International Animal Rescue - Indonesia	Jl. Curug Nangka Bl. Pasir Loji Kel. Sukajadi, Kec. Tamansari Ciapus, BOGOR 16610 Indonesia	NC	Borneo Orangutans	To support capacity building for an orangutan rehabilitation and release program in West Kalimantan, Borneo, Indonesia.	\$ 125,000
International Institute For Environment And Development	80-86 Gray's Inn Road London WC1X 8NH United Kingdom	PC	Poverty and Conservation Learning Group	For support for the Poverty and Conservation Learning Group (PCLG) to strengthen the capacity of conservation organizations to address poverty issues.	\$ 92,332
International Lesbian and Gay Association	17 Rue de la Charite Brussels 1210 Belgium	NC	Pan African ILGA Conference 2014	For the regional conference of Pan Africa ILGA in 2014 at which members and allies will adopt a strategy for the African region of ILGA.	\$ 30,000
International Primate Protection League	PO Box 766 Summerville, SC 29484	PC	General Operating Support	For general operating support to promote the well-being of and provide care for orphaned apes in their native countries.	\$ 150,000
International Union for Conservation of Nature and Natural Resources	Rue Mauverney 28 Gland 1196 Switzerland	PC	Development of the Species Survival Commission (SSC)/Primate Specialist Group (PSG) Section on Small Apes	For core support of IUCN's Species Survival Commission (SSC)/Primate Specialist Group (PSG) Section on Small Apes (SSA).	\$ 239,124
International Union for Conservation of Nature and Natural Resources	Rue Mauverney 28 Gland 1196 Switzerland	PC	Great Apes Section of the IUCN/SSC Primate Specialist Group	To provide support for the Great Ape Section of the IUCN/SSC Primate Specialist Group, which is responsible for coordinating primate conservation activities globally.	\$ 349,888
Irant-Org	281 Jan Smuts Avenue 1st Floor Dunkeld West Centre Johannesburg 2196 South Africa	NC	Documentary in Action: Building an African LGBTIGNC Media Network for Social Justice	To support documentation of African governments' commitments to nondiscrimination based on SOGI at the United Nations Human Rights Council in 2014 and to publicize these commitments via an African media network.	\$ 30,000
Jane Goodall Institute For Wildlife Research Education & Conservation	1595 Spring Hill Rd, Suite 550 Vienna, VA 22182	PC	Implementation of Great Apes CAP	For support of a collaborative program to strengthen Great Ape Conservation through the implementation of priority actions identified in the Eastern Democratic Republic of Congo Conservation Action Plan (CAP).	\$ 250,000
Kalamazoo College	Office for College Advancement 1200 Academy Street Kalamazoo, MI 49006	PC	Endowment for the Arcus Center for Social Justice Leadership at Kalamazoo College	For the ongoing operations and long-term sustainability of the Arcus Center for Social Justice Leadership, an emerging model for higher education and a center for education in and practice of social justice leadership globally.	\$ 8,600,000
Kalamazoo College	Office for College Advancement 1200 Academy Street Kalamazoo, MI 49006	PC	Global transgender movement research	To strengthen the transgender movement in the Global South through building a network of trans activists with an increased capacity to document and create evidence-based reports that can guide policy changes, resulting in increased protection of transgender people globally.	\$ 100,000
Kalamazoo Community Foundation	151 S. Rose Street Suite 332 Kalamazoo, MI 49007-4775	PC	Depot Facility Conversion to KCF Headquarters	To provide support for the conversion of the Arcus Depot, which was gifted to KCF, so that the facility could serve as the new KCF Headquarters.	\$ 333,000
Kalamazoo Community Foundation	151 S. Rose Street, Suite 332 Kalamazoo, MI 49007	PC	General Operations	Donation for operating support	\$ 300

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Grantee Legal Name	Grantee Address	Tax Status	Project Title	Project Description	Amount
Land Empowerment Animals People	3378 Revere Avenue Oakland, CA 94605	PC	General Operating Support	For general operating support to achieve long-term forest and ecosystem protection on a landscape level in Sabah, Malaysia.	\$ 200,000
Lincoln Park Zoological Society	2001 N. Clark Street Chicago, IL 60614	PC	Goualougo Triangle Ape Project	For support of the Goualougo Triangle Ape Project, Republic of Congo, to safeguard the integrity of ape habitats and enhance the survival prospects of coexisting gorillas and chimpanzees in timber production forests.	\$ 76,942
Lukuru Wildlife Research Foundation Inc	PO Box 1635 Marion, OH 43301	PC	Community Integration into Protection of the TL2 Landscape	For community integration into the protection of the Tshuapa-Lomani-Lualaba (TL2) Landscape, a bonobo habitat in the Democratic Republic of Congo, to involve villages in pilot areas in the regulation and zoning of their own forests.	\$ 200,000
Lutherans Concerned North America	PO Box 4707 100 N. Oxford St. St. Paul, MN 55104	PC	General support for Evangelical Lutheran Church of America policy change	For general operating support to advocate and organize for the acceptance and full participation of people of all sexual orientations and gender identities within the Lutheran communion and its ecumenical and global partners.	\$ 150,000
Madison Avenue Baptist Church	30 East 31st Street New York, NY 10016	PC	General Operations	Donation for operating support	\$ 5,120
Max Planck Society for the Advancement of Science	Deutscher Platz 6 Leipzig, DE 04103 Germany	PC	Viability Assessment for Bonobo Ecotourism	For support of a viability assessment for Bonobo Eco-tourism in the Salonga National Park region, DRC.	\$ 46,563
Ministry with Community	440 N. Church Street Kalamazoo, MI 49007	PC	General Operations	Donation for operating support	\$ 500
National Foundation for the Centers for Disease Control and Prevention, Inc.	55 Park Place, Suite 400 Atlanta, GA 30303	PC	CDC's DASH research on protective factors and interventions to improve health outcomes among LGBT Youth	To support research by the CDC's Division of Adolescent and School Health (DASH) on research and dissemination of evidence-based information about the resilient characteristics of LGBT adolescents who do well despite stigma, discrimination, harassment and other health risks.	\$ 161,696
Nature Conservancy	4245 North Fairfax Drive, Suite 100 Arlington, VA 22203-1606	PC	Greater Mahale Ecosystem	For support to strengthen conservation of priority chimpanzee populations in Western Tanzania's Greater Mahale Ecosystem.	\$ 201,095
Nature Conservancy	4245 North Fairfax Drive, Suite 100 Arlington, VA 22203-1606	PC	Protecting orangutans in Indonesia	For support to conserve the orangutans of east Kalimantan by building community support and incorporating conservation measures in REDD and debt-swap funding mechanisms.	\$ 190,000
New Horizons, LLC	Ligovsky pr. 87, office 603 St. Petersburg 191040 Russia	NC	Legal empowerment for the LGBT Community in St. Petersburg, Russia	To provide legal empowerment for the LGBT Community in St. Petersburg, Russia.	\$ 50,000
New Mexico Community Foundation	502 W. Cordova Rd., Suite 1 Santa Fe, NM 87505	PC	Chimpanzee Sanctuary Fund	For the Chimpanzee Sanctuary Fund, a field of interest fund at the New Mexico Community Foundation to support U.S. chimpanzee sanctuaries.	\$ 500,000
Oi Pejeta Conservancy Limited	Private Bag Nanyuki, 10400 Kenya	NC	Enhancing Law Enforcement for Chimpanzee Conservation	To identify chimpanzees in need of refuge and assist in moving them to appropriate sanctuaries where space is available; and to conduct an investigation into the illegal smuggling of great apes, map the trade routes, expose traders and report on the numbers of apes involved and their survival rate.	\$ 205,812
Other Sheep Africa	P.O. Box 20424-00100 Nairobi Kenya	NC	Dialogue with Muslim Leaders in Kenya on LGBTI Issues	To engage Muslim leaders in dialogue to determine ways to reduce violence and aggression toward LGBTI persons in Kenya and create greater tolerance and acceptance for LGBTI persons in east Africa.	\$ 40,000
Pan African Sanctuaries Alliance	5705 N. Wilbur Avenue Portland, OR 97217	PC	PASA Financial development project	For support of a financial development project.	\$ 32,500
People Resources and Conservation Foundation	255 Ivyhurst Circle Amherst, NY 14226-3414	PC	Conservation of the Endangered Western Hoolock Gibbon in the Rakhine Yoma Range	To strengthen conservation of the Western Hoolock in the Rakhine Yoma sub-range of Myanmar.	\$ 245,588
Planned Parenthood Federation Of America	434 West 33rd St 12th floor New York, NY 10001-2601	PC	Global Rights Watch and the Religious Refusal Policy projects	For support the Global Rights Watch and the Religious Refusal Policy projects to expand monitoring and analysis of organized opposition to rights, information, and services related to sexual orientation, gender identity, and reproductive health, as well as working to prevent expanded use of religious exemptions in policy.	\$ 250,000
Project Primate, Inc.	c/o Patricia Gillett 2032 Belmont Rd., NW, #520 Washington, DC 20009	PC	Building Sustainability of the Chimpanzee Conservation Center	For support of release and welfare programs at the Center for Chimpanzee Conservation, Guinea, West Africa by building sustainability of the Center through increased staff training and support, as well as the implementation of a new development plan.	\$ 65,000
Public Interest Projects, Inc.	45 West 36th Street, 6th Floor New York, NY 10018	PC	Just and Fair Schools Fund	To support the Just and Fair Schools Fund, a donor collaborative that supports grassroots organizing initiatives working to eliminate harsh school discipline policies and practices and to uphold the right to education for all youth.	\$ 200,000
Quebec Fauna Foundation	PO Box 33 Chambly, Quebec J3L 4B1 Canada	NC	Caregiver salaries	For support for caregiver salaries.	\$ 30,000
Reconciling Ministries Network	123 West Madison Street, Suite 2150 Chicago, IL 60602-4511	PC	Building Inclusive Church	To secure the full participation of people of all sexual orientations and gender identities in the United Methodist Church, both in policy and practice.	\$ 200,000

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Grantee Legal Name	Grantee Address	Tax Status	Project Title	Project Description	Amount
ROKADA, LLC	143A, Moskovsky Ave. Saint Petersburg 196105 Russia	NC	Russian Open Games Project	To support the Russian Open Games Project.	\$ 12,000
Royal Zoological Society of Scotland	Edinburgh Zoo 134 Corstorphine Road Edinburgh EH12 6TS Scotland	PC	Chimpanzee Disease and Health Monitoring Programme in the Albertine Rift Region	To support strengthening chimpanzee health and disease monitoring in the Albertine Rift Region of Western Uganda and targeted conservation relevant enterprise development around Budongo Forest Reserve.	\$ 309,961
Search for Common Ground	1601 Connecticut Ave. NW, Suite 200 Washington, DC 20009	PC	Nexus Africa	To explore the feasibility of addressing LGBT issues in Africa through the Nexus conference in Johannesburg in February 2014, bringing together young wealth holders and social change leaders.	\$ 10,000
Side by Side Film Festival, Ltd.	625-3, Lit A, 87 Ligovsky Prospect Saint Petersburg 191040 Russia	NC	Side by Side LGBT Film Festival: Saint Petersburg and Regions	To support Side by Side LGBT Film Festival: Saint Petersburg and Regions.	\$ 28,000
Silvery Gibbon Project	PO Box 335 Como Perth, WA 6952 Australia	NC	Silvery Gibbon Project Conservation Fund	To support the Silvery Gibbon Project Conservation Fund to raise awareness and funds to support gibbon conservation, with a particular focus on the Javan (Silvery) Gibbon and its habitat.	\$ 35,000
Stichting Hivos (Humanist Institute for Cooperation with Developing Countries)	Raamweg 16 The Hague, HL 2596 The Netherlands	PC	Advancing SOGI Human Rights in the Global South	Support for policy and culture change regarding SOGI human rights, primarily via regranting, in Indonesia, Kenya and South Africa.	\$ 128,852
Sundance Institute	PO Box 684429 Park City, UT 84068	PC	Arcus Foundation (LGBT Documentary Film) Fund and #ArtistServices Program	To support targeted financial and tactical mechanisms that assist nonfiction filmmakers explore LGBT issues through the following activities: the creation of the Arcus Foundation Fund to provide direct grants for LGBT-issue documentary film projects; and the #ArtistServices Program, which provides creative, tactical and financial support to LGBT-issue filmmakers who wish to self-distribute their films, retain the rights to their work, and devise their own audience building strategies.	\$ 150,000
Sylvia Rivera Law Project Inc	147 West 24th Street, 5th Floor New York, NY 10011	PC	General Operating Support	For general operating support to improve access to identity documents and healthcare and increase safety and security for the most marginalized transgender communities.	\$ 100,000
Sylvia Rivera Law Project Inc	147 West 24th Street, 5th Floor New York, NY 10011	PC	General Operations	Donation for operating support	\$ 100
The Foundation For Aids Research	120 Wall Street, 13th Floor New York, NY 10005-1601	PC	Trans Health and Rights Project	To support advocacy for policy change in the Dominican Republic, South Africa and Thailand, primarily via re-granting to groups working to increase transgender people's access to health care services, including HIV care.	\$ 125,000
The Inner Circle	P.O. 18107 Wynberg 7824 Cape Town, Western Cape South Africa	NC	Inclusivity for Queer Muslims	To support inclusivity for queer Muslims through training, retreats and conferences for activists and religious leaders to encourage social change for Muslim LGBT persons.	\$ 100,000
The New Nature Foundation	1632 Humboldt Street Denver, CO 80218	PC	Kibale Eco-Char Initiative	For the Kibale Eco-Char Initiative and its sustainable innovations with ape-neighboring communities in Uganda.	\$ 50,000
The North Star Center Inc	704 Brookstown Avenue Winston-Salem, NC 27101	PC	General Operations	Donation for operating support	\$ 500
The Orangutan Tropical Peatland Project	The Recanati-Kaplan Centre, Tubney House, Abingdon Road, Tubney Oxon OX13 5QL United Kingdom	NC	Borneo's peat-swamp forest and its resident orangutan population	To study and protect Borneo's peat-swamp forest and its resident orangutan population.	\$ 98,911
TRAFFIC International	219A Huntingdon Road Cambridge CB3 0DL United Kingdom	PC	Advance the goal of ending illegal Southeast Asian ape trade	To support the implementation of more effective enforcement responses to the black market ape trade in Malaysia and Thailand in order to advance the goal of ending illegal trade in apes.	\$ 108,608
Transgender Europe	Wartheistr. 58 Berlin 12051 Germany	NC	Transrespect versus Transphobia Worldwide	Project support for Transrespect versus Transphobia Worldwide (Tvt), a global research project that documents the human rights circumstances of gender-variant and trans people worldwide.	\$ 130,000
Treatment Action Group	261 5th Avenue, Suite 2110 New York, NY 10016	PC	General Operations	Donation for operating support	\$ 200
Trustees of Columbia University in the City Of New York	Sponsored Projects Administration 615 West 131st Street Room 254, Mail Code 8725 New York, NY 10027	PC	Center on Black Churches, Sexual Politics and Social Justice	For project support to establish the Center on Black Churches, Sexual Politics and Social Justice, an initiative to build and support a Black church movement for the recognition of the moral and civil equality of LGBT people.	\$ 250,000

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Grantee Legal Name	Grantee Address	Tax Status	Project Title	Project Description	Amount
Trustees of Columbia University in the City Of New York	Sponsored Projects Administration 615 West 131st Street Room 254, Mail Code 8725 New York, NY 10027	PC	Public Rights/Private Conscience Project	To support the Public Rights/Private Conscience Project to mobilize scholars, attorneys and advocates in order to develop and distribute new methods of framing perceived conflicts between sexual rights and religious liberty.	\$ 125,000
UHA! - The East African Sexual Health and Rights Initiative	Suite 5, Rosami Court, Muringa Road, Kilimani P.O. Box 7144-00300 Nairobi 00300 Kenya	PC	Grantmaking and Capacity Support	To support policy and culture change activities, primarily via regranting in East African countries of Burundi, Kenya, Rwanda, Tanzania and Uganda and building the capacity of constituency groups.	\$ 125,000
United States Department of State	Bureau of Democracy, Human Rights and Labor 2201 C Street, NW Washington, DC 20520	PC	Global Equality Fund	For the United States Department of State's Global Equality Fund, to expand the efforts of local, national and regional human rights organizations to advance public awareness and dialogue in support of the human rights of lesbian, gay, bisexual and transgender (LGBT) individuals around the globe.	\$ 900,000
University of Southern California	Office of Contracts and Grants 3720 South Flower Street, CUB 3rd Floor Los Angeles, CA 90089-0701	PC	Religion Dispatches	To support Religion Dispatches, an online magazine dedicated to inform discussion at the intersection of religion, politics and culture, including LGBT justice.	\$ 45,239
Vanderbilt University	1400 18th Avenue South Nashville, TN 37212	PC	Justice through Engagement	For support for the Justice through Engagement project to support five (5) divinity students in their internships within ministry contexts focused on the intersection of religion and LGBTQ issues.	\$ 63,938
Western Cape Provincial Council of Churches	No. 2 Lente Road Sybrand Park, Athlone Cape Town 8000 South Africa	NC	Gender Justice LGBTI Project	To educate clergy and youth on their roles in protecting the rights of sexual minorities and to advocate for punitive justice against perpetrators of hate crimes, as well as provide safe havens for LGBTI organizations in the province.	\$ 21,650
Western States Center	P.O. Box 40305 Portland, OR 97240	PC	Uniting Communities	For project support for a collaboration between Western States Center and Basic Rights Education Fund to advance alliance building, public education, advocacy and leadership development within and between the racial justice and LGBTQ movements in Oregon.	\$ 200,000
WGVU Public Television	301 W. Fulton Street Grand Rapids, MI 49504	PC	General Operations	Donation for operating support	\$ 100
Wild Chimpanzee Foundation	European Representation c/o Max-Planck-Institute for Evolutionary Anthropology Deutscher Platz 6 Leipzig 04103 Germany	PC	Conservation of West African Chimpanzees	For the conservation of West African Chimpanzees across the Tai-Sapo Forest Complex in Cote d'Ivoire, Liberia.	\$ 195,160
Wildlife Conservation Society	2300 Southern Blvd Bronx, NY 10460	PC	Ground Enforcement and Patrols in Three Provinces of Lao PDR	For ground enforcement and patrols in three provinces of Lao People's Democratic Republic (PDR) in support of the National Gibbon Action Plan.	\$ 43,867
Wildlife Conservation Society	2300 Southern Blvd Bronx, NY 10460	PC	Cross-River Gorilla and Nigeria-Cameroon chimpanzee conservation	For support for strengthening transboundary collaboration between Nigeria and Cameroon for the conservation of the Cross River gorilla and Nigeria-Cameroon chimpanzee.	\$ 219,234
World Student Christian Federation	Inter-regional Office, Ecumenical Centre 5 Route des Morillons, P.O. Box 2100 Geneva CH-1211 Switzerland	NC	Identity, Diversity and Dialogue (IDD)	To support a global Christian student federation in its deliberations and recommendations regarding the affirmation of LGBT persons and the need to affirm LGBT dignity and rights across the globe.	\$ 120,000
YWCA of Kalamazoo	353 E. Michigan Avenue Kalamazoo, MI 49007	PC	General Operations	Donation for operating support	\$ 100
Zoological Society of London	Regent's Park London NW1 4RY United Kingdom	PC	Wildlife Wood Project	To ensure responsible wildlife management in areas identified as priority for great ape conservation in Cameroon through improved logging practices and strengthening sustainable natural resource management.	\$ 92,533
				Grand Total	22,875,400
				Less: Present Value Discount	(230,349)
				Total Grants Payable 2013	22,645,051

NOTE: The Arcus Foundation makes some large grants in the form of a transfer of shares of stock rather than cash. The Foundation makes such transfers of stock in the amount of 98% of the payment due a grantee. If certain conditions are met, the Foundation pays the grantee the difference between the grant payment due and the proceeds the grantee receives from the sale of the stock. Depending on the timing and proceeds of the grantee's sale of the stock, the grant amount reported on the Grants Paid Report (which is the grant amount shown on the Foundation's books) and the grant amount shown on the Expenditure Responsibility Grants Report (which is the total amount actually received by the grantee) may differ.

ATTACHMENT E

**Arcus Foundation
EIN #38-3332791
Form 990-PF
December 31, 2013**

The interest and mission of the Arcus Foundation is to achieve social justice that is inclusive of sexual orientation, gender identity and race, and to ensure conservation and respect of the great apes.

The Arcus Foundation is a private grantmaking foundation that supports nonprofit organizations around the world working in two areas: lesbian, gay, bisexual, and transgender (LGBT) human rights; and conservation of the world's great apes. In the former area, the Foundation supports organizations that are working to achieve social justice that is inclusive of sexual orientation, gender identity and race through the Arcus Social Justices Program. In the latter area, the Foundation supports organizations seeking to ensure respect and survival of great apes and their natural habitats through the Arcus Great Apes Program. Within each area, the Foundation supports organizations that advance its mission on a local, national and global scope.

To be eligible for funding consideration, applicant organizations must have in place a board-approved Equal Employment Opportunity (EEO) Policy that specifically includes and lists sexual orientation and gender identity as protected categories, and is in compliance with all other applicable federal and local EEO laws.

Arcus Foundation
ETN #38-3332791
2013 Expenditure Responsibility Grants

Docket Number	Organization Legal Name Organization Address	Approval Date	Grant Amount	Grant Description	Payments Made to Grantee	Payment Date	Amount Expended by Grantee	Balance of Funds	Diversion of Grant Funds	Type	Schedule Date	Received Date
1303-18	African Men for Sexual Health and Rights 27 Cleveden Avenue Auckland Park, Johannesburg South Africa 2092	9/19/2013	\$100,000	For SOGI-related human rights documentation and advocacy at the African Commission and National Human Rights Institutions and in select African countries.	\$100,000	10/24/2013				Narrative & Financial Report	5/31/2014	Not Due
										Narrative & Financial Report	1/31/2015	Not Due
1303-17	Akahata - Equipo de Trabajo en Sexualidades y Generos Parana 157 Dto. F Buenos Aires, Argentina	10/1/2013	\$30,000	To support the engagement of LGBTI activists from Latin America and the Caribbean on SOGI human rights advocacy at the Organization of American States and the United Nations, as well as the related follow up at the national level.	\$30,000	10/29/2013	\$4,228	\$25,772	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	1/18/2014
										Narrative & Financial Report	10/31/2014	Not Due
1301-08	Allied Rainbow Communities International (aka ARC International) 132 Prince Albert Road Dartmouth, Nova Scotia Canada B2Y 1M6	3/13/2013	\$400,000	To support ARC International to strengthen both the participation of LGBT groups in UN processes and the engagement of mainstream human rights organizations in support of LGBT rights.	\$200,000	7/30/2013	\$94,875	\$105,125	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2013	4/25/2014
										Narrative & Financial Report	7/31/2014	Not Due
										Narrative & Financial Report	7/31/2015	Not Due
1201-21	American Jewish World Service Inc. 45 West 36th Street, 11th Floor New York, NY 10018	3/16/2012	\$108,000	To support ARC International's work to advance the recognition of human rights based on sexual orientation and gender identity at the international level through strategic planning, coalition and movement building, and advocacy.	\$108,000	5/1/2012	\$23,800	\$84,200	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2012	8/27/2012
							\$84,200	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	5/31/2013	6/21/2013
1104-28	Astraea Foundation Inc 116 East 16th Street, 7th Floor New York, NY 10003	12/9/2011	\$225,000	For the LGBT Pipeline Project's 21st Century Fellows Program, a leadership development program for people of color managers at LGBT organizations.	\$225,000	2/15/2012	\$17,116	\$207,884	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2012	8/6/2012
							\$37,691	\$170,193	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	3/31/2013	5/22/2013

Arcus Foundation
EIN #38-3332791
2013 Expenditure Responsibility Grants

Docket Number	Organization Legal Name Organization Address	Approval Date	Grant Amount	Grant Description	Payments Made to Grantee	Payment Date	Amount Expended by Grantee	Balance of Funds	Diversion of Grant Funds	Type	Schedule Date	Received Date
							\$170,193	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2013	10/23/2013
1103-09	Astraea Foundation Inc 116 East 16th Street, 7th Floor New York, NY 10003	9/16/2011	\$200,000	To support for Global Action for Trans* Equality (GATE) to strengthen the trans* movement globally and to advocate for trans* rights at the international level, particularly at the World Health Organization.	\$100,000	11/9/2011	\$40,963	\$59,037	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2012	9/28/2012
					\$100,000	10/16/2012	\$122,623	\$36,414	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2013	7/29/2013
							\$36,414	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2013	12/5/2013
1304-38	The Black Church Center for Justice and Equality 1640 Rhode Island Ave, NW, 6th Floor Washington, DC 20036	12/13/2013	\$75,000	To formalize and expand a network of clergy partners, who will undertake public policy education initiatives, recruit policy experts to support the network with policy analysis, launch and populate a website, and host its first annual convening.	\$75,000	12/30/2013				Narrative & Financial Report	12/31/2014	Not Due
130C-24	The British Documentary Film Foundation 50 Firth Street London, UK W1D 4SQ	10/10/2013	\$125,000	To support the documentary "Virunga," a Congolese expose that follows a group of individuals risking their lives to save the last of world's mountain gorillas in the midst of renewed civil war and pillagers of the regions natural resources.	\$125,000	10/29/2013				Narrative & Financial Report	4/30/2014	Not Due
1102-27	Chinese For Affirmative Action 17 Walter U. Lum Place San Francisco, CA 94108	6/28/2011	\$250,000	To strengthen the capacity of two API LGBT organizations to jointly advocate for LGBT equality in California, and to develop API-specific public education resources to be utilized by API groups across the country.	\$150,000	8/25/2011	\$150,000	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2012	7/31/2012
					\$100,000	9/18/2012	\$100,000	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2013	8/1/2013
1304-03	Chimpanzee Sanctuary & Wildlife Conservation Trust Plot 1 Bank Close Entebbe Town P.O. Box 884 Entebbe, Uganda	12/13/2013	\$50,000	To establish a plan that explores the economic opportunities of ecotourism services at Ngamba Island, equity investments on CSWCT's assets and the creation of an endowment fund.	\$0	2/12/2014				Narrative & Financial Report	1/31/2015	Not Due

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1002-32	The Christian Community Inc 6404 S. Calhoun Street Fort Wayne, IN 46807	6/25/2010	\$201,334	For the Public Religion Research Institute to conduct research to develop a methodology to measure the concept of LGBT moral equality.	\$201,334	7/15/2010	\$148,766	\$52,568	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2011	1/7/2014
							\$52,568	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	11/30/2011	1/13/2014
1201-19	Coalition of African Lesbians Historical Building, Braampark 33 Hoofd Street Braamfontein, Johannesburg, South Africa	3/16/2012	\$127,000	Promote and protect the sexual and reproductive health and rights of lesbian, bisexual and trans-diverse people in Africa.	\$127,000	4/10/2012	\$50,483	\$76,517	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	12/16/2013
					\$12,756	(Conversion gain)						
							\$89,273	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	8/31/2013	6/13/2014
1304-21	Coalition of African Lesbians Historical Building, Braampark 33 Hoofd Street Braamfontein, Johannesburg, South Africa	12/13/2013	\$100,000	To support CAL members in Southern and Eastern Africa to develop annual reports on human rights and sexual orientation and gender identity, and use them in advocacy at national, regional, and international levels.	\$0	2/12/2014				Narrative & Financial Report	1/31/2015	Not Due
1301-13	Comité IDAHO 26 rue de la Mare Paris 75011 France	3/15/2013	\$100,000	To support the increased recognition and global activities of the International Day Against Homophobia campaign, particularly in the Global South and East.	\$100,000	12/5/2013	\$0	\$100,000	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	1/28/2014
									To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2014	Not Due
1104-15	Comité IDAHO 26 rue de Lappe Paris 75011 France	12/9/2011	\$100,000	To contribute to building a global SOGI movement by supporting a global campaign to increase the recognition and global activities of the International Day Against Homophobia and Transphobia campaign, particularly in the global South and East.	\$100,000	4/18/2012	\$26,277	\$73,723	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	1/17/2013
							\$73,723	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2013	11/22/2013
1201-25	The Equal Rights Trust	3/16/2012	\$100,000	To strengthen the working partnership of ERT with the Kenyan Human Rights Commission (KHRC) and the Gay and Lesbian Coalition of Kenya (GALCK) in order to improve the legal protection of LGBTI people in Kenya and to promote equality inclusive of sexual orientation and gender identity.	\$100,000	5/14/2012	\$9,285	\$90,715	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2012	10/31/2012

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							\$90,715	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	4/30/2013	6/5/2013
1304-24	European Forum of Lesbian & Gay Christian Groups	12/13/2013	\$75,000	To support leadership training for LGBT Christian leaders in Eastern Europe and Central Asia	\$75,000	2/1/2014			To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2015	Not Due
										Narrative & Financial Report	3/31/2015	Not Due
13OC-28	European Region of the International Lesbian, Gay, Bisexual, Trans and Intersex Association Rue Belliard Straat 12 B-1040 Brussels, Belgium	8/27/2013	\$10,000	To support the Campaign for Russia to widen the current focus to include all human rights violations in the country not only the LGBTI community -- advocating for change at the G20 convening and working to build alliances globally between human rights groups and defenders.	\$10,000	9/18/2013	\$10,000	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2013	11/28/2013
1301-14	Euroregional Center for Public Initiatives Binicolae Balcescu 33 UNIC, sc.A, AP. 90 Bucharest, Romania 010045	3/15/2013	\$50,000	To increase the capacity of activists in Romania, Moldova, Russia, Ukraine, Poland, Turkey and Serbia to monitor and combat homophobia and similar forms of intolerance within religious and other institutions where the religious right exerts a negative influence on the rights of LGBT communities.	\$50,000	4/29/2013	\$38,382	\$11,618	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	2/3/2014
										Narrative & Financial Report	4/30/2014	Not Due
1103-10	Fahamu Block C, Floor2 Pepponi Plaza, Westlands Nairobi Kenya	9/16/2011	\$75,000	For an in-depth research and mapping exercise in select African countries to explore ways in which the African LGBT movement might be strengthened and expanded to include multiple stakeholders and build effective partnerships, particularly with African governments and private multi-national and other corporations.	\$75,000	11/15/2011	\$18,000	\$57,000	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2012	8/24/2012
							\$51,000	\$6,000	\$6,000 Returned to Arcus Foundation on 8/19/2013 To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2012	2/19/2013
								\$0				

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1104-39	Friends of Bonobos (formerly Les Amis Des Bonobos Du Congo-Usa) P.O. Box 80254 Minneapolis, MN 55408	12/9/2011	\$200,000	For support in building the management and organizational capacity of les Amis des Bonobos du Congo, a key actor in bonobo conservation as the only sanctuary in the Democratic Republic of Congo focused on rescue, rehabilitation and reintroduction of bonobos in addition to conservation education.	\$66,750	5/22/2012	\$48,301	\$18,449	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	2/5/2013
					\$66,775	12/14/2012	\$77,897	\$7,327	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	4/14/2014
					\$66,475	12/10/2013	\$0	\$73,802	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2015	Not Due
1104-16	Gender DynamiX PO Box 347 Athlone Capetown 7760 South Africa	12/9/2011	\$100,000	To support the development of a global trans movement by strengthening nascent trans and intersex organizations in Africa.	\$100,000	2/1/2012	\$11,272	\$88,728	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	4/30/2012	6/3/2013
							\$83,730	\$4,998	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	6/3/2013
							\$4,998	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	4/30/2013	7/12/2013
1304-27	Gender DynamiX PO Box 347 Athlone Capetown 7760 South Africa	12/13/2013	\$100,000	For project support to strengthen trans and intersex organizations in Africa by organizing a strategic advocacy summit and identifying a regional advocacy focus.	\$100,000	1/24/2014				Narrative & Financial Report	4/30/2014	Not Due
										Narrative & Financial Report	1/31/2015	Not Due
1102-40	Global Fund For Women Inc 222 Sutter Street Suite 500 San Francisco, CA 94109	6/28/2011	\$77,000	To enable alQaws to deepen understanding of the importance of sexuality and sexual rights within a wide range of broader human rights groups in Palestine, as part of the process of building working relationships and political alliances to advance sexual orientation and gender identity rights in the region.	\$38,500	8/15/2011	\$16,514	\$21,986	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2012	2/2/2012
					\$38,500	7/10/2012	\$28,714	\$31,772	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	2/1/2013
							\$31,772	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2013	8/1/2013

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1102-39	Global Fund For Women Inc 222 Sutter Street Suite 500 San Francisco, CA 94109	6/28/2011	\$60,500	For project support to enable Aswat, an organization of LBTQI Palestinians, to undertake outreach and capacity building to strengthen the nascent LGBTQ movement in Palestine.	\$30,250	8/15/2011	\$16,254	\$13,996	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2012	2/2/2012
					\$30,250	7/10/2012	\$15,141	\$29,105	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	3/22/2013
							\$29,105	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2013	8/2/2013
1202-12	Highest Common Denominator Fund	6/7/2012	\$200,000	For Mideast Youth to enable Ahwaa.org to make its unique platform for safe LGBT organizing more widely available, in order to reach economies of scale that will ensure its financial sustainability.	\$200,000	7/9/2012	\$25,228	\$174,772	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	12/14/2012
							\$174,772	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	2/11/2014
1302-09	Human Dignity Trust 14 Hatton Gardens, 3rd Floor London, UK EC1N 8AT	6/7/2013	\$150,000	To provide legal advice related to litigation in national and international courts that seeks to protect the human rights of LGBTI people.	\$150,000	7/19/2013				Narrative & Financial Report	4/30/2014	Not Due
										Narrative & Financial Report	7/31/2014	Not Due
1303-09	Inclusive & Affirming Ministries 6 Silwerkruijn, Van Breda Street Durbanville, Cape Town, South Africa 7551	9/19/2013	\$100,000	For support for the Regional Partnerships Africa project to hold six meetings with faith leaders in Kenya and Botswana, in order to reduce violence, persecution and criminalization of LGBTI persons.	\$50,000	10/24/2013	\$0	\$50,000	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	1/31/2014
										Narrative & Financial Report	1/31/2015	Not Due
										Narrative & Financial Report	1/31/2016	Not Due
1303-11	Inclusive & Affirming Ministries 6 Silwerkruijn, Van Breda Street Durbanville, Cape Town, South Africa 7551	9/19/2013	\$25,000	For support for the Global Interfaith Network's 2013 Global Interfaith LGBTI Conference	\$25,000	10/24/2013	\$25,000	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	2/28/2014	2/27/2014

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1103-13	The Inner Circle P.O. 18107 Wynberg 7824 Cape Town, Western Cape South Africa	9/16/2011	\$150,000	For the International Muslim Outreach Project, which provides support to Muslims marginalized because of their sexual orientation or gender identity.	\$100,000	11/9/2011	\$77,520	\$22,480	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2012	11/27/2012
					\$50,000	12/14/2012	\$72,480	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2013	2/11/2014
1304-39	The Inner Circle P.O. 18107 Wynberg 7824 Cape Town, Western Cape South Africa	12/13/2013	\$100,000	To support inclusivity for queer Muslims through training, retreats and conferences for activists and religious leaders to encourage social change for Muslim LGBT persons.	\$100,000	2/12/2014				Narrative & Financial Report	10/31/2014	Not Due
										Narrative & Financial Report	1/31/2015	Not Due
1201-24	International Lesbian and Gay Association 17 Rue de la Charite Brussels, Belgium 1210	3/16/2012	\$50,000	To support three part-time web managers in three countries in the Global South and East to actively contribute to and regularly update the ILGA-World interactive global LGBT map.	\$50,000	4/18/2012	\$37,121	\$12,879	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	1/30/2013
							\$12,879	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	4/30/2013	6/15/2013
1301-10	International Lesbian and Gay Association 17 Rue de la Charite Brussels, Belgium 1210	3/15/2013	\$50,000	To provide project support for three part-time communications officers in Africa, Asia and Latin America to build and sustain a one-stop web portal on global LGBT rights to meet the information, communications and networking needs of regional activists.	\$50,000	4/11/2013	\$32,022	\$17,978	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	2/6/2014
										Narrative & Financial Report	4/30/2014	Not Due
1304-30	International Lesbian and Gay Association 17 Rue de la Charite Brussels, Belgium 1210	12/13/2013	\$30,000	For the regional conference of Pan Africa ILGA in 2014 at which members and allies will adopt a strategy for the African region of ILGA.	\$30,000	1/24/2014				Narrative & Financial Report	6/30/2014	Not Due
1304-31	Irant-Org 281 Jan Smuts Ave., 1st Floor Dunkeld West Centre 2196 Johannesburg, South Africa	12/13/2013	\$30,000	To support documentation of African governments' commitments to nondiscrimination based on SOGI at the United Nations Human Rights Council in 2014 and to publicize these commitments via an African media network.	\$30,000	1/24/2014				Narrative & Financial Report	3/31/2014	Not Due

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										Narrative & Financial Report	1/31/2015	Not Due
1101-47	Jerusalem Open House for Pride and Tolerance PO Box 2652 Jerusalem, Israel 91026	3/25/2011	\$100,000	For support to organize and produce an annual pride event in Jerusalem to increase public awareness of anti-LGBT discrimination.	\$50,000	5/17/2011	\$50,000	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2012	1/16/2012
					\$50,000	4/2/2012	\$50,000	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	1/22/2013
0803-32	Land Empowerment Animals People 3378 Revere Avenue Oakland, CA 94605	9/12/2008	\$61,000	For the KOPEL cooperative to complete the construction of the community-owned Tungog Rainforest Eco-Camp in Sabah, Malaysia (orangutan habitat).	\$61,000	10/28/2008	\$17,176	\$43,824	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative, capital & Financial Report	1/31/2009	3/18/2009 & 4/27/2009
							\$43,824	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative, capital & Financial Report	3/31/2009	5/30/2009 & 1/8/2010
									To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Capital Report	1/31/2010	1/8/2010
									To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Capital Report	1/31/2011	7/4/2011
									To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Capital Report	7/31/2012 (FYE change)	7/28/2012
									To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Capital Report	7/31/2013	11/26/2013
										Capital Report	7/31/2014 through 1/31/2019	Not Due
1103-22	Land Empowerment Animals People 3378 Revere Avenue Oakland, CA 94605	9/16/2011	\$397,490	For Living Borneo to enhance the conservation of orangutans on Borneo through the establishment of sound land management planning.	\$205,697	10/14/2011	\$175,916	\$29,781	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2012	8/14/2012
					\$0		\$90,822	-\$61,041	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	8/31/2012	10/9/2012
					\$191,793	10/12/2012	\$130,752	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	5/8/2013
								\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2013	12/18/2013

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1101-44	The Last Great Ape Organization POB 4916, Vallee Nlongkak Yaounde Cameroon	3/25/2011	\$397,424	To strengthen wildlife law enforcement in seven countries in Central Africa through replication of strategies developed in Cameroon.	\$198,712	6/17/2011	\$41,498	\$157,214	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2012	5/24/2012
					\$198,712	6/7/2012	\$39,505	\$316,421	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	10/15/2013
								\$316,421		Narrative & Financial Report	4/30/2013	Requested
										Narrative & Financial Report	2/28/2014	Not Due
1303-16	LGBTS Christian Church, Inc. 4 Auditing Street Gsis Village, Project 8 Quexon City, Philippines 1106	9/19/2013	\$6,000	For support for the first LGBT Christian Conference in the Philippines to educate and promote healthy spiritual living and to promote human rights for LGBT communities across the archipelagic Philippines	\$6,000	10/9/2013	\$0	\$6,000	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	Requested
										Narrative & Financial Report	3/31/2014	Not Due
1003-14	Littlelobe Productions 223 N. Guadalupe Street, #427 Santa Fe, NM 87501	10/8/2010	\$25,000	For the Disability Justice Collective to engage leaders within the LGBTQ disability rights movement in a strategic planning process focused on the possible formation of a national organization.	\$25,000	11/1/2010	\$2,500	\$22,500	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2011	12/20/2011
							\$4,418	\$18,082	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	4/30/2012	6/18/2012
							\$4,200	\$13,882	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2012	11/2/2012
							\$13,882	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	11/30/2013	2/14/2014
130C-51	New Horizons, LLC Ligovsky pr. 87, Office 603 St. Petersburg, Russia 191040	12/13/2013	\$50,000	Legal empowerment for the LGBT community in St. Petersburg, Russia	\$50,000	2/12/2014	\$0	\$50,000		Narrative & Financial Report	1/31/2015	Not Due
100C-29	OI Pejeta Conservancy Limited Private Bag Nanyuki, 10400 Kenya	10/11/2010	\$215,389	To complete construction of a new house for orphaned chimpanzees and a house for the manager of the Sweetwaters Chimpanzee Sanctuary.	\$75,000	12/1/2010	\$33,881	\$41,119	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative, Capital & Financial Report	1/31/2011	1/31/2011 & 2/14/2011

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					\$95,000	6/7/2011	\$0	\$136,119	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative, Capital & Financial Report	1/31/2012	1/31/2012
					\$45,389	6/17/2011	\$137,565	\$43,943	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Additional Reporting	6/30/2012	7/19/2012
							\$37,815	\$6,128	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative, Capital & Financial Report	1/31/2013	4/18/2013
							\$6,128	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative, Capital & Financial Report	1/31/2014	2/11/2014
								\$0		Capital Report	1/31/2015 through 1/31/2020	Not Due
100C-32	OI Pejeta Conservancy Limited Private Bag Nanyuki, 10400 Kenya	12/21/2010	\$60,000	For the development of a health monitoring program at the Sweetwaters Chimpanzee Sanctuary, and to improve the staff housing at the Sanctuary.	\$50,000	2/25/2011	\$0	\$50,000	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative, Capital & Financial Report	4/15/2011	4/27/2011
					\$10,000	5/25/2011	\$54,633	\$5,367	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative, Capital & Financial Report	1/31/2012	1/31/2012
							\$5,367	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative, Capital & Financial Report	1/31/2013	4/18/2013
									To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Capital Report	1/31/2014 through 1/31/2017	3/4/2014
1104-44	OI Pejeta Conservancy Limited Private Bag Nanyuki, 10400 Kenya	12/9/2011	\$60,334	For implementation of a Financial Management System to provide timely and accurate reporting to management for planning and decision making as well as to development partners, and to enhance internal financial controls.	\$60,334	1/20/2012	\$51,099	\$9,235	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	6/30/2012	7/3/2012
							\$0	\$9,235	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	4/17/2013
							\$9,235	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2013	7/24/2013
1104-46	OI Pejeta Conservancy Limited Private Bag Nanyuki, 10400 Kenya	12/9/2011	\$31,317	To strengthen community development in the Laikipia district of Kenya with partners and local communities.	\$31,317	1/20/2012	\$4,788	\$26,529	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	6/30/2012	7/5/2012

Arcus Foundation
 EIN #38-3332791
 2013 Expenditure Responsibility Grants

Docket Number	Organization Legal Name Organization Address	Approval Date	Grant Amount	Grant Description	Payments Made to Grantee	Payment Date	Amount Expended by Grantee	Balance of Funds	Diversion of Grant Funds	Type	Schedule Date	Received Date
							\$18,328	\$8,201	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	2/12/2013
							\$8,201	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	4/15/2013	9/20/2013
1303-43	Oi Pejeta Conservancy Limited Private Bag Nanyuki, 10400 Kenya	9/19/2013	\$49,665	To develop a land use plan in order to optimally allocate the limited resources and services that are available to the conservancy.	\$49,665	12/5/2013	\$7,965	\$41,700	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	2/21/2014
										Narrative & Financial Report	9/30/2014	Not Due
1303-44	Oi Pejeta Conservancy Limited Private Bag Nanyuki, 10400 Kenya	9/19/2013	\$302,683	To identify chimpanzees in need of refuge and assist in moving them to appropriate sanctuaries where space is available; and to conduct an investigation into the illegal smuggling of great apes, map the trade routes, expose traders and report on the numbers of apes involved and their survival rate.	\$96,871	12/12/2013	\$8,806	\$88,065	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	3/11/2014
										Narrative & Financial Report	1/31/2015	Not Due
										Narrative & Financial Report	1/31/2016	Not Due
										Narrative & Financial Report	1/31/2017	Not Due
1202-09	Orangutan Foundation		\$49,997	To support Yayasan to secure the conditions for the long-term conservation of the Belantikan Hulu forest ecosystem as a priority habitat for endangered Great Ape populations in Central Kalimantan, Borneo, Indonesia.	\$49,997	8/3/2012	\$49,997	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2013	10/31/2013
1301-06	The Orangutan Tropical Peatland Project The Recanati-Kaplan Centre, Tubney House Abingdon Road, Tubney Oxon, UK OX13 5QL	3/15/2013	\$200,001	To study and protect Borneo's peat-swamp forest and its resident orangutan population	\$101,090	4/3/2013	\$57,852	\$43,238	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	12/31/2013	12/20/2013
										Narrative & Financial Report	12/31/2014	Not Due
										Narrative & Financial Report	12/31/2015	Not Due

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EIN #38-3332791
2013 Expenditure Responsibility Grants

Docket Number	Organization Legal Name Organization Address	Approval Date	Grant Amount	Grant Description	Payments Made to Grantee	Payment Date	Amount Expended by Grantee	Balance of Funds	Diversion of Grant Funds	Type	Schedule Date	Received Date
										Narrative & Financial Report	4/30/2016	Not Due
1304-32	Other Sheep Africa P.O. Box 2042-00100 Nairobi, Kenya	12/13/2013	\$40,000	To engage Muslim leaders in dialogue to determine ways to reduce violence and aggression toward LGBTI persons in Kenya and create greater tolerance and acceptance for LGBTI persons in east Africa	\$40,000	1/17/2014				Narrative & Financial Report	1/31/2015	Not Due
12OC-17	Pan Eco Foundation Chileweg 5 Berg am Irchel CH-8415 Switzerland	11/27/2012	\$75,000	For the Tripa Campaign of HAKA (Hutan Alam dan Linkuguan Aceh) to help save the remaining Sumatran organutan population from extinction by working to stop the oil plantation permitting in the Tripa peat swamp area of the Leuser Ecosystem in the Province of Aceh, Sumatra, Indonesia.	\$75,000	12/11/2012	\$38,250	\$36,750	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	4/8/2013
							\$36,750	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	5/30/2013	7/10/2013
13OC-21	Project for the Application of Law for Fauna Rue Campell 227 Cartier Quartier Ravine du t chad Plateau Ville Brazzaville, Republic of Congo	8/2/2013	\$50,000	To support the Wildlife Law Enforcement Action plan, which will use sniffer dogs and control post surveillance as a rapid-response solution in a few key crisis areas of the Republic of Congo that need wildlife law reinforcement	\$50,000	8/30/2013	\$0	\$50,000	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	Requested
										Narrative & Financial Report	8/31/2014	Not Due
1003-42	Project Primate Inc 6621 Millwood Road Bethesda, MD 20817	10/8/2010	\$99,990	For support of the Chimpanzee Conservation Centre in Guinea, West Africa.	\$33,330	11/16/2010	\$0	\$33,330	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2011	10/4/2011
					\$33,330	10/13/2011	\$26,994	\$39,666	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2012	4/9/2012 & 8/7/2012
					\$33,330	12/14/2012	\$32,823	\$40,173	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	2/15/2013
							\$40,173	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	10/31/2013	11/29/2013
1204-05	Quebec Fauna Foundation	12/17/2012	\$60,000	For support for caregiver salaries.	\$30,000	1/8/2013	\$30,000	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/15/2014	2/18/2014
										Narrative & Financial Report	1/31/2015	Not Due

Arcus Foundation
EIN #38-3332791
2013 Expenditure Responsibility Grants

Docket Number	Organization Legal Name Organization Address	Approval Date	Grant Amount	Grant Description	Payments Made to Grantee	Payment Date	Amount Expended by Grantee	Balance of Funds	Diversion of Grant Funds	Type	Schedule Date	Received Date
13OC-52	ROKADA, LLC Studies Centre 143A Moskovsky Ave. St. Petersburg, Russia 196105	12/30/2013	\$12,000	Russian Open Games Project	\$12,000	2/12/2014				Narrative & Financial Report	4/30/2014	Not Due
13OC-13	Scouts for Equality 1215 Santa Fe Dr. Iowa City, IA 52246-8637	5/2/2013	\$42,500	To support education efforts to end the discrimination against gay, lesbian, bisexual and transgender persons within the Boy Scouts of America community.	\$42,500	5/15/2013	\$42,500	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	6/30/2013	8/1/2013
13OC-53	Side by Side Film Festival, Ltd 625-3, Lit A, 87 Ligovsky Prospect St. Petersburg, Russia 191040	12/13/2013	\$28,000	To support Side by Side LGBT Film Festival: Saint Petersburg and Regions.	\$28,000	3/26/2014				Narrative & Financial Report	10/31/2014	Not Due
										Narrative & Financial Report	1/31/2015	Not Due
1304-14	Silvery Gibbon Project P.O. Box 335, Como Perth, WA Australia 6952	12/13/2013	\$35,000	To support the Silvery Gibbon Project Conservation Fund to raise awareness and funds to support gibbon conservation, with a particular focus on the Javan (Silvery) Gibbon and its habitat.	\$35,000	1/24/2014				Narrative & Financial Report	7/31/2014	Not Due
1303-22	Transgender Europe Warthestr. 58 Berlin, Germany 12051	9/19/2013	\$260,000	Project support for Transrespect versus Transphobia Worldwide (TVT), a global research project that documents the human rights circumstances of gender-variant and trans people worldwide.	\$130,000	10/29/2013	\$22,654	\$107,346	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2014	1/31/2014
										Narrative & Financial Report	1/31/2015	Not Due
										Narrative & Financial Report	10/31/2015	Not Due
1102-22	UHA! - The East African Sexual Health and Rights Initiative c/o Akiba Uhaki Foundation P.O. Box 27611-00100 Nairobi 00100 Kenya	6/28/2011	\$200,000	For support of the programmatic, capacity-building, technical assistance, and convening activities of UHA!-The East African Sexual Health and Rights Initiative (UHA!-EASHRI), which supports local LGBTI and sex worker organizations in Uganda, Kenya, Tanzania, Rwanda, and Burundi.	\$100,000	8/26/2011	\$9,323	\$90,677	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2012	2/3/2012
					\$100,000	10/9/2012	\$142,948	\$47,729	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/31/2013	2/7/2013
							\$47,729	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	7/31/2013	10/7/2013

Arcus Foundation
EIN #38-3332791
2013 Expenditure Responsibility Grants

Docket Number	Organization Legal Name Organization Address	Approval Date	Grant Amount	Grant Description	Payments Made to Grantee	Payment Date	Amount Expended by Grantee	Balance of Funds	Diversion of Grant Funds	Type	Schedule Date	Received Date
130C-31	United and Strong, Inc. P.O. Box 772 Castries, St. Lucia	9/17/2013	\$15,000	To support the first Caribbean Women & Sexual Diversity Conference to create a forum for discussion on challenges faced by LBT women in the Caribbean, empowering groups to become leading voices and advocates on human rights issues.	\$15,000	9/19/2013	\$15,000	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	11/30/2013	1/29/2014
1304-40	Western Cape Provincial Council of Churches No. 2 Lent Road, Sybrand Park, Athlone Cape Town, South Africa 8000	12/13/2013	\$21,650	To educate clergy and youth on their roles in protecting the rights of sexual minorities and to advocate for punitive justice against perpetrators of hate crimes, as well as provide safe havens for LGBTI organizations in the province.	\$21,650	1/16/2014				Narrative & Financial Report	7/31/2014	Not Due
										Narrative & Financial Report	1/31/2015	Not Due
1304-41	World Student Christian Federation Inter-regional Office, Ecumenical Centre 5 Route des Morillons, P.O. Box 2100 Geneva, Switzerland CH-1211	12/13/2013	\$120,000	To support a global Christian student federation in its deliberations and recommendations regarding the affirmation of LGBT persons and the need to affirm LGBT dignity and rights across the globe.	\$120,000	1/21/2014				Narrative & Financial Report	1/31/2015	Not Due
										Narrative & Financial Report	4/30/2015	Not Due
1204-06	Yayasan IAR Indonesia Jl. Curug Nangka Bl. Pasir Loji Kel. Sukajadi, Kec. Tamansari Ciapus BOGOR 16610 Indonesia	12/17/2012	\$250,000	To support capacity building for an orangutan rehabilitation and release program in West Kalimantan, Borneo, Indonesia.	\$125,000	1/24/2013	\$125,000	\$0	To the knowledge of Arcus Foundation, the Grantee has not made any diversion of funds from the purpose of the grant.	Narrative & Financial Report	1/15/2014	1/31/2014
					\$125,000	3/13/2014				Narrative & Financial Report	1/31/2015	Not Due
NOTE: The Arcus Foundation makes some large grants in the form of a transfer of shares of stock rather than cash. The Foundation makes such transfers of stock in the amount of 98% of the payment due a grantee. If certain conditions are met, the Foundation pays the grantee the difference between the grant payment due and the proceeds the grantee receives from the sale of the stock. Depending on the timing and proceeds of the grantee's sale of the stock, the grant amount reported on the Grants Paid Report (which is the grant amount shown on the Foundation's books) and the grant amount shown on the Expenditure Responsibility Grants Report (which is the total amount actually received by the grantee) may differ.												

Arcus Foundation

EIN #38-3332791

List of Officers, Directors, Trustees, Foundation Manager and their Compensation

As of December 31, 2013

Name & Address	Title	Number of Hours per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans and Deferred Compensation	Expense Account, Other Allowance
		Arcus Foundation	Arcus Foundation	Arcus Foundation	Arcus Foundation
Jon L. Stryker 44 West 28th Street New York, NY 10001	Board President	31	\$0	\$0	\$0
Darren Walker 44 West 28th Street New York, NY 10001	Board Secretary	6	\$18,000	\$0	\$0
Stephen Bennett 44 West 28th Street New York, NY 10001	Board Treasurer	6	\$18,000	\$0	\$0
Catherine Pino 44 West 28th Street New York, NY 10001	Board Member	6	\$18,000	\$0	\$0
Jeff Trandahl 44 West 28th Street New York, NY 10001	Board Member	6	\$18,000	\$0	\$0
Janet Mock 44 West 28th Street New York, NY 10001	Board Member	6	\$13,500	\$0	\$0
Evelynn Hammonds 44 West 28th Street New York, NY 10001	Board Member	6	\$13,500	\$0	\$0
Kevin Jennings 44 West 28th Street New York, NY 10001	Executive Director	40	\$250,831	\$36,432	\$0
			<u>\$349,831</u>	<u>\$36,432</u>	<u>\$0</u>

Arcus Foundation
EIN #: 38-3332791
Form 990-PF
Part XV – Supplementary Information

- 2a) *The contact person to whom applications should be addressed:*
An applicant is required to make an initial contact with an Arcus Foundation staff in the appropriate program area. A list of the staff names is available on the Foundation's website: www.arcusfoundation.org. Following this discussion, an applicant may be invited to complete and submit a Letter of Inquiry (LOI) form. Upon staff review of the LOI, an applicant may be invited to submit a full proposal.
- 2b) *The forms in which invited applicants should submit information and materials include:*
- I. **The Letter of Inquiry (LOI)** form is available on the Arcus Foundation website: www.arcusfoundation.org.
 - Attachments: (i) Equal Employment Opportunity Policy (Required for all organizations that have not been funded by the Foundation in the past 3 years.)
 - II. **The Proposal** must include the following:
 - **Grant Proposal Cover Sheet** (available on the Arcus Foundation website: www.arcusfoundation.org)
 - **Project Budget Form** (available on the Arcus Foundation website: www.arcusfoundation.org)
 - **Proposal Narrative** (available on the Arcus Foundation website: www.arcusfoundation.org), includes the following:
 - I. *Executive Summary (suggested length is ½ page)*
 - II. *Description of Organization*
 - III. *Purpose of Grant/Impact*
(What are the needs and/or opportunities to be addressed through this request?)
 - IV. *Anticipated Results and How They Will Be Achieved*
(List the key progress milestones you will use to assess/demonstrate movement toward the intended result (Progress milestones should be quantifiable or otherwise observable and ideally are framed not as activities, but as the products of your activities.)
 - V. *Work Plan and Budget Narrative*
 - A. Provide any details necessary to understand the activities you plan to undertake to achieve the results described above. Describe any partnerships or collaborations, if applicable (suggested length is 2 pages)
 - B. Provide a short narrative to accompany the project budget submitted or, if request is for general operating support, provide narrative

information to explain the annual income and expense budget submitted for your organization (suggested length is ½ - 1 page)

VI. *Funding and Sustainability*

A. Describe other actual and anticipated sources of support (list specific funders and amounts as well as sources such as events, individuals, major donors, operation funds, etc.), and indicate whether Received, Pledged, Requested, or Plan to Request

B. If the proposed activities (including staff positions) will continue beyond the requested grant period, describe the plan to sustain them, including any intention to request support from Arcus

- **Required Attachments:** Board list with affiliations, current organizational budget, project budget, audited financial statements from the most recently completed fiscal year.

2c) *Any submission deadlines:*

The Foundation's Board of Directors reviews staff recommendations on all invited proposals during its quarterly meetings.

2d) *Any restrictions or limitations on awards, such as by geographical area, charitable fields, kind of institutions, or other factors:*

Geographical Areas: U.S., United Kingdom, Middle East, Africa, Global South, and Southeast Asia Fields: (1) Great Apes Program – supports organizations that work to conserve and protect the great apes, and (2) Social Justice Program – supports efforts that work to advance LGBT equality.

Arcus Foundation

EIN #38-3332791

List of the Five Highest Paid Employees and their Compensation

As of December 31, 2013

Name & Address	Title	Number of Hours per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans and Deferred Compensation	Expense Account, Other Allowance
		Arcus Foundation	Arcus Foundation	Arcus Foundation	Arcus Foundation
Bryan Simmons 44 West 28th Street New York, NY 10001	Vice President, Communications	47.5	\$241,845	\$43,180	\$0
Cindy T. Rizzo 44 West 28th Street New York, NY 10001	Vice President, Organizational Learning & Grants Management	47.5	\$199,756	\$48,914	\$0
Elisa Gerontianos 44 West 28th Street New York, NY 10001	Former Director of Policy - Social Justice and Great Apes Programs (includes severance payments)	34	\$140,944	\$22,189	\$0
William Thomas Kam 44 West 28th Street New York, NY 10001	Former Vice President, Social Justice Program (includes severance payments)	34	\$135,118	\$8,161	\$0
Adriana Odice 44 West 28th Street New York, NY 10001	Former Director of Financial Reporting & Analysis (includes severance payments)	34	\$135,028	\$30,511	\$0
			<u>\$852,691</u>	<u>\$152,954</u>	<u>\$0</u>

Arcus Foundation

EIN #38-3332791

Form 990- PF

Part XIII Undistributed Income - Line 7

Arcus Foundation hereby elects, pursuant to Treasury Regulations Sections 1.170A-9(h) and 53.4942(a)-3(c)(2), to treat distributions of \$16,938,389 (which equals the value of all contributions received in 2013 from Jon Stryker) as distributions out of corpus. Accordingly, the Arcus Foundation meets the pass-through requirement of Internal Revenue Code Section 170(b)(1)(F).

Form **5471****Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

OMB No. 1545-0704

(Rev. December 2012)
Department of the Treasury
Internal Revenue Service► For more information about Form 5471, see www.irs.gov/form5471.Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning **JAN 1**, 2013, and ending **DEC 31**, 2013Attachment
Sequence No. **121**

Name of person filing this return

ARCUS FOUNDATION**A** Identifying number**38-3332791**

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)

44 WEST 28TH STREET, 17TH FLOOR**B** Category of filer (See instructions. Check applicable box(es)):1 (repeated) 2 ☐ 3 ☒ 4 ☐ 5 ☒

City or town, state, and ZIP code

NEW YORK, NY 10001**C** Enter the total percentage of the foreign corporation's voting stockyou owned at the end of its annual accounting period **9.40** %Filer's tax year beginning **JAN 1**, 2013, and ending **DEC 31**, 2013**D** Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a** Name and address of foreign corporation**SUMMIT ROCK DIVERSIFIED STRATEGIES (OFFSHORE)
PORTFOLIO, SPC, MAPLES CORP. SERVICES LTD, PO
BOX 309, UGLAND HOUSE, GRAND CAYMAN KY1-1104
CAYMAN ISLANDS****b(1)** Employer identification number, if any
98-0560633**b(2)** Reference ID number (see instructions)**c** Country under whose laws incorporated
CAYMAN ISLANDS**d** Date of
incorporation**e** Principal place of business
**NEW YORK
UNITED STATES****f** Principal
business activity
code number
525990**g** Principal business activity
INVESTMENTS**h** Functional currency**UNITED STATES, DOLLAR****2** Provide the following information for the foreign corporation's accounting period stated above.**a** Name, address, and identifying number of branch office or agent (if any) in the United States**b** If a U.S. income tax return was filed, enter:

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c** Name and address of foreign corporation's statutory or resident agent
in country of incorporation**MAPLES CORPORATE SERVICES LIMITED
PO BOX 309, UGLAND HOUSE
GRAND CAYMAN KY1-1104
CAYMAN ISLANDS****d** Name and address (including corporate department, if applicable) of
person (or persons) with custody of the books and records of the foreign
corporation, and the location of such books and records, if different**STATE STREET BANK AND TRUST COMPANY
30 ADELAIDE STREET EAST, SUITE 1100
TORONTO ON M5C 3G6
CANADA****Schedule A Stock of the Foreign Corporation**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	213,341	244,753
PREFERRED	805	804

LHA For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2012)

Schedule B	U.S. Shareholders of Foreign Corporation
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[illegible]

Schedule C	Income Statement
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Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	
	4 Dividends	4	63,145.
	5 Interest	5	131.
	6a Gross rents	6a	
	b Gross royalties and license fees	6b	
	7 Net gain or (loss) on sale of capital assets	7	
8 Other income (attach statement)	8	25,585,733.	
9 Total income (add lines 3 through 8)	9	25,649,009.	
Deductions	10 Compensation not deducted elsewhere	10	
	11a Rents	11a	
	b Royalties and license fees	11b	
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach statement - exclude provision for income, war profits, and excess profits taxes)	16	2,382,544.
17 Total deductions (add lines 10 through 16)	17	2,382,544.	
Net Income	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	23,266,465.
	19 Extraordinary items and prior period adjustments	19	
	20 Provision for income, war profits, and excess profits taxes	20	
	21 Current year net income or (loss) per books (combine lines 18 through 20)	21	23,266,465.

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2				
3				
4				
5				
6				
7				
8	Total			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1,002,471.	476,422.
2a	Trade notes and accounts receivable		
b	Less allowance for bad debts	()	()
3	Inventories		
4	Other current assets (attach statement) SEE STATEMENT 43	22,299,147.	11,398,887.
5	Loans to shareholders and other related persons		
6	Investment in subsidiaries (attach statement) SEE STATEMENT 44	201,903,066.	271,464,105.
7	Other investments (attach statement)		
8a	Buildings and other depreciable assets		
b	Less accumulated depreciation	()	()
9a	Depletable assets		
b	Less accumulated depletion	()	()
10	Land (net of any amortization)		
11	Intangible assets:		
a	Goodwill		
b	Organization costs		
c	Patents, trademarks, and other intangible assets		
d	Less accumulated amortization for lines 11a, b, and c	()	()
12	Other assets (attach statement)		
13	Total assets	225,204,684.	283,339,414.
Liabilities and Shareholders' Equity			
14	Accounts payable		
15	Other current liabilities (attach statement)		
16	Loans from shareholders and other related persons		
17	Other liabilities (attach statement) SEE STATEMENT 45	918,346.	6,513,066.
18	Capital stock:		
a	Preferred stock		
b	Common stock		
19	Paid-in or capital surplus (attach reconciliation)		29,273,545.
20	Retained earnings	224,286,338.	247,552,703.
21	Less cost of treasury stock	()	()
22	Total liabilities and shareholders' equity	225,204,684.	283,339,314.

Schedule G Other Information

	Yes	No
1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If "Yes," see the instructions for required statement.		
2 During the tax year, did the foreign corporation own an interest in any trust?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If "Yes," you are generally required to attach Form 8858 for each entity (see instructions).		
4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 During the tax year, did the foreign corporation participate in any reportable transaction as defined in Regulations section 1.6011-4?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If "Yes," attach Form(s) 8886 if required by Regulations section 1.6011-4(c)(3)(i)(G).		
7 During the tax year, did the foreign corporation pay or accrue any foreign tax that was disqualified for credit under section 901(m)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 During the tax year, did the foreign corporation pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Schedule H Current Earnings and Profits**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account	1	23,266,465.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a Capital gains or losses	Net Additions	Net Subtractions
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach statement)		
3 Total net additions		
4 Total net subtractions		
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	23,266,465.
b DASTM gain or (loss) for foreign corporations that use DASTM	5b	
c Combine lines 5a and 5b	5c	23,266,465.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations)	5d	

Enter exchange rate used for line 5d ▶

Schedule I Summary of Shareholder's Income From Foreign Corporation

If item D on page 1 is completed, a separate Schedule I must be filed for each Category 4 or 5 filer for whom reporting is furnished on this Form 5471. This schedule I is being completed for:

Name of U.S. shareholder ▶ SUMMIT ROCK DIVERSIFIED STRATEGIES	Identifying number ▶ 98-0560633
1 Subpart F income (line 38b, Worksheet A in the instructions)	1
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4
5 Factoring income	5
6 Total of lines 1 through 5. Enter here and on your income tax return	6
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7
8 Exchange gain or (loss) on a distribution of previously taxed income	8

	Yes	No
• Was any income of the foreign corporation blocked?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
• Did any such income become unblocked during the tax year (see section 964(b))?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If the answer to either question is "Yes," attach an explanation.

FORM 5471	OTHER INCOME	STATEMENT 41
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DESCRIPTION	FUNCTIONAL CURRENCY	EXCHANGE RATE	U.S. DOLLAR
NET REALIZED GAIN FROM FUND INVEST.			1,058,347.
NET REALIZED GAIN FROM SECURITIES			291,921.
NET UNREALIZED GAIN FROM FUND INVES			24,020,790.
NET UNREALIZED GAIN FROM SECURITIES			214,675.
TOTAL TO 5471, SCHEDULE C, LINE 8			25,585,733.

FORM 5471	OTHER DEDUCTIONS	STATEMENT 42
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DESCRIPTION	FUNCTIONAL CURRENCY	EXCHANGE RATE	U.S. DOLLAR
MANAGEMENT FEE			1,614,100.
PERFORMANCE FEE			471,510.
ADMINISTRATION FEE			176,858.
PROFESSIONAL FEES			79,061.
CUSTODY FEE			36,713.
OTHER FEES AND EXPENSES			4,302.
TOTAL TO 5471, SCHEDULE C, LINE 16			2,382,544.

FORM 5471	OTHER CURRENT ASSETS	STATEMENT 43
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
RECEIVABLE FROM FUND INVESTMENTS	22,268,105.	9,604,226.
DUE FROM BROKER	27,487.	1,781,529.
OTHER ASSETS AND PREPAID EXPENSES	0.	10,923.
DIVIDENDS RECEIVABLE	3,555.	2,209.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 4	22,299,147.	11,398,887.

FORM 5471

INVESTMENT IN SUBSIDIARIES

STATEMENT 44

DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
INVESTMENTS IN FUND INVESTMENTS	196,381,562.	265,673,861.
INVESTMENTS IN SECURITIES	5,521,504.	5,790,244.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 6	201,903,066.	271,464,105.

FORM 5471

OTHER LIABILITIES

STATEMENT 45

DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
SHAREHOLDER REDEMPTIONS PAYABLE	527,384.	4,162,979.
SHAREHOLDER SUBSCRIPTIONS REC. IN ADVANCE	0.	1,750,000.
PERFORMANCE FEE PAYABLE	271,854.	471,510.
ADMINISTRATION FEE PAYABLE	46,533.	60,642.
PROFESSIONAL FEES PAYABLE	50,667.	52,300.
CUSTODY FEE PAYABLE	16,317.	12,485.
OTHER LIABILITIES	5,591.	3,150.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 17	918,346.	6,513,066.

**SCHEDULE J
(Form 5471)**(Rev. December 2012)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**► Information about Schedule J (Form 5471) and its instructions is at www.irs.gov/form5471.
► Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

ARCUS FOUNDATION**38-3332791**

Name of foreign corporation

EIN (if any)

Reference ID number

SUMMIT ROCK DIVERSIFIED STRATEGIES (OFFSHORE)**98-0560633**

Important: Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	224,286,338.					224,286,338.
2a Current year E&P	23,266,465.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	247,552,803.					
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)						
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	247,552,803.					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	247,552,803.					247,552,803.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 12-2012)

**SCHEDULE O
(Form 5471)**

(Rev. December 2012)

Department of the Treasury
Internal Revenue Service**Organization or Reorganization of Foreign
Corporation, and Acquisitions and
Dispositions of its Stock**Information about Schedule O (Form 5471) and its instructions is at www.irs.gov/form5471

▶ Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

ARCUS FOUNDATION

38-3332791

Name of foreign corporation

EIN (if any)

Reference ID number

SUMMIT ROCK DIVERSIFIED STRATEGIES 98-0560633

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.**Part I To Be Completed by U.S. Officers and Directors**

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

Part II To Be Completed by U.S. Shareholders**Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.**Section A - General Shareholder Information**

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
STMT 50 ARCUS FOUNDATION 44 WEST 28TH ST, NYC, NY 10001 38-3332791	990-PF	11/15/14	OGDEN, UT	

Section B - U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director

Section C - Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D - Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively
ARCUS FOUNDATION	COMMON	VARIOUS	REDEMPTION	5,487		

(f) Amount received	(g) Name and address of person to whom disposition of stock was made
6,000,000.	SUMMIT ROCK DIVERSIFIED PO BOX 309, UGLAND HOUSE GRAND CAYMAN KY1-1104 CAYMAN ISLANDS

Section E - Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	

Section F - Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

SCHEDULE O

GENERAL SHAREHOLDER INFORMATION

STATEMENT 50

(A) NAME, ADDRESS, AND IDENTIFYING NUMBER OF SHAREHOLDER(S) FILING THIS SCHEDULE	(B) FOR SHAREHOLDER'S LATEST U.S. INCOME TAX RETURN FILED INDICATE:			(C) DATE SHAREHOLD- ER LAST FILED IN- FORMATION RTN UNDER SEC. 6046
	(1) TYPE OF RETURN (ENTER FORM NUMBER)	(2) DATE RETURN FILED	(3) INTERNAL REVENUE SERVICE CENTER WHERE FILED	
ARCUS FOUNDATION 44 WEST 28TH ST, NYC, NY 10001 38-3332791	990-PF	11/15/14	OGDEN, UT	

Form **5471****Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

OMB No. 1545-0704

(Rev. December 2012)

Department of the Treasury
Internal Revenue Service► For more information about Form 5471, see www.irs.gov/form5471.Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning **JAN 1**, 2013, and ending **DEC 31**, 2013Attachment
Sequence No. **121**

Name of person filing this return

ARCUS FOUNDATION

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)

44 WEST 28TH STREET, 17TH FLOOR

City or town, state, and ZIP code

NEW YORK, NY 10001

Filer's tax year beginning

JAN 1

, 2013, and ending

DEC 31

, 2013

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation

**SUMMIT ROCK NATURAL RESOURCES (OFFSHORE),
PORTFOLIO, SPC, MAPLES CORP. SERVICES LTD, PO
BOX 309, UGLAND HOUSE, GRAND CAYMAN KY1-1104
CAYMAN ISLANDS**

b(1) Employer identification number, if any

98-0664886

b(2) Reference ID number (see instructions)

c Country under whose laws incorporated

CAYMAN ISLANDSd Date of
incorporation

e Principal place of business

NEW YORKf Principal
business activity
code number**525990**

g Principal business activity

INVESTMENTS

h Functional currency

UNITED STATES, DOLLAR

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States

b If a U.S. income tax return was filed, enter:

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)c Name and address of foreign corporation's statutory or resident agent
in country of incorporation**MAPLES CORPORATE SERVICES LIMITED
PO BOX 309, UGLAND HOUSE
GRAND CAYMAN KY1-1104
CAYMAN ISLANDS**d Name and address (including corporate department, if applicable) of
person (or persons) with custody of the books and records of the foreign
corporation, and the location of such books and records, if different**STATE STREET BANK AND TRUST COMPANY
30 ADELAIDE STREET EAST, SUITE 1100
TORONTO ON M5C 3G6
CANADA****Schedule A Stock of the Foreign Corporation**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	85,013	0
PREFERRED	525	0

LHA For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2012)

[illegible]

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	
	4 Dividends	4	
	5 Interest	5	
	6a Gross rents	6a	
	b Gross royalties and license fees	6b	
7 Net gain or (loss) on sale of capital assets	7		
8 Other income (attach statement)	8	SEE STATEMENT 35	0.
9 Total income (add lines 3 through 8)	9		
Deductions	10 Compensation not deducted elsewhere	10	
	11a Rents	11a	
	b Royalties and license fees	11b	
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach statement - exclude provision for income, war profits, and excess profits taxes)	16	SEE STATEMENT 36
17 Total deductions (add lines 10 through 16)	17		
Net Income	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	
	19 Extraordinary items and prior period adjustments	19	
	20 Provision for income, war profits, and excess profits taxes	20	
	21 Current year net income or (loss) per books (combine lines 18 through 20)	21	

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2				
3				
4				
5				
6				
7				
8	Total			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	318,194.	0.
2a	Trade notes and accounts receivable		
b	Less allowance for bad debts	()	()
3	Inventories		
4	Other current assets (attach statement) SEE STATEMENT 37	12,771,966.	
5	Loans to shareholders and other related persons		
6	Investment in subsidiaries (attach statement) SEE STATEMENT 38	80,226,254.	
7	Other investments (attach statement) SEE STATEMENT 39	77,603.	
8a	Buildings and other depreciable assets		
b	Less accumulated depreciation	()	()
9a	Depletable assets		
b	Less accumulated depletion	()	()
10	Land (net of any amortization)		
11	Intangible assets:		
a	Goodwill		
b	Organization costs		
c	Patents, trademarks, and other intangible assets		
d	Less accumulated amortization for lines 11a, b, and c	()	()
12	Other assets (attach statement)		
13	Total assets	93,394,017.	
Liabilities and Shareholders' Equity			
14	Accounts payable		
15	Other current liabilities (attach statement)		
16	Loans from shareholders and other related persons		
17	Other liabilities (attach statement) SEE STATEMENT 40	4,098,937.	
18	Capital stock:		
a	Preferred stock		
b	Common stock		
19	Paid-in or capital surplus (attach reconciliation)		
20	Retained earnings	89,295,080.	0.
21	Less cost of treasury stock	()	()
22	Total liabilities and shareholders' equity	93,394,017.	

Schedule G Other Information

	Yes	No
1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If "Yes," see the instructions for required statement.		
2 During the tax year, did the foreign corporation own an interest in any trust?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If "Yes," you are generally required to attach Form 8858 for each entity (see instructions).		
4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 During the tax year, did the foreign corporation participate in any reportable transaction as defined in Regulations section 1.6011-4?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If "Yes," attach Form(s) 8886 if required by Regulations section 1.6011-4(c)(3)(i)(G).		
7 During the tax year, did the foreign corporation pay or accrue any foreign tax that was disqualified for credit under section 901(m)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 During the tax year, did the foreign corporation pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Schedule H Current Earnings and Profits**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account	1	
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a Capital gains or losses	Net Additions	Net Subtractions
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach statement)		
3 Total net additions		
4 Total net subtractions		
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	
b DASTM gain or (loss) for foreign corporations that use DASTM	5b	
c Combine lines 5a and 5b	5c	
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations)	5d	

Enter exchange rate used for line 5d ▶

Schedule I Summary of Shareholder's Income From Foreign Corporation

If item D on page 1 is completed, a separate Schedule I must be filed for each Category 4 or 5 filer for whom reporting is furnished on this Form 5471. This schedule I is being completed for:

Name of U.S. shareholder ▶	Identifying number ▶
1 Subpart F income (line 38b, Worksheet A in the instructions)	1
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4
5 Factoring income	5
6 Total of lines 1 through 5. Enter here and on your income tax return	6
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7
8 Exchange gain or (loss) on a distribution of previously taxed income	8

	Yes	No
• Was any income of the foreign corporation blocked?	<input type="checkbox"/>	<input type="checkbox"/>
• Did any such income become unblocked during the tax year (see section 964(b))?	<input type="checkbox"/>	<input type="checkbox"/>

If the answer to either question is "Yes," attach an explanation.

FORM 5471	OTHER INCOME	STATEMENT	35
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DESCRIPTION	FUNCTIONAL CURRENCY	EXCHANGE RATE	U.S. DOLLAR
NET REALIZED LOSS FROM FUND INVEST.			0.
NET REALIZED LOSS FROM SECURITIES			0.
NET CHANGE IN UNREALIZED LOSS			0.
REIMBURSEMENT OF EXP FROM INV MANAG			0.
TOTAL TO 5471, SCHEDULE C, LINE 8			0.

FORM 5471	OTHER DEDUCTIONS	STATEMENT	36
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DESCRIPTION	FUNCTIONAL CURRENCY	EXCHANGE RATE	U.S. DOLLAR
MANAGEMENT FEE			0.
OTHER FEES AND EXPENSES			0.
PROFESSIONAL FEES			0.
ADMINISTRATION FEE			0.
CUSTODY FEE			0.
TOTAL TO 5471, SCHEDULE C, LINE 16			0.

FORM 5471	OTHER CURRENT ASSETS	STATEMENT	37
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
RECEIVABLE FROM FUND INVESTMENTS	8,763,470.	0.
ADVANCE SUBSCRIPTIONS TO FUND INVESTMENTS	4,000,000.	0.
REIMBURSEMENT REC FROM INVESTMENT MANAGER	8,496.	0.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 4	12,771,966.	0.

FORM 5471	INVESTMENT IN SUBSIDIARIES	STATEMENT	38
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
INVESTMENTS IN FUND INVESTMENTS	80,226,254.	0.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 6	80,226,254.	0.

FORM 5471	OTHER INVESTMENTS	STATEMENT	39
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
OTHER ASSETS	77,603.	0.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 7	77,603.	0.

FORM 5471	OTHER LIABILITIES	STATEMENT	40
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
SHAREHOLDER SUBSCRIPTIONS REC. IN ADVANCE	4,000,000.	0.
PROFESSIONAL FEES PAYABLE	50,000.	0.
ADMINISTRATION FEE PAYABLE	20,861.	0.
SHAREHOLDER REDEMPTIONS PAYABLE	19,853.	0.
CUSTODY FEE PAYABLE	7,659.	0.
PERFORMANCE FEE PAYABLE	564.	0.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 17	4,098,937.	0.

**SCHEDULE O
(Form 5471)**

(Rev. December 2012)

Department of the Treasury
Internal Revenue Service**Organization or Reorganization of Foreign
Corporation, and Acquisitions and
Dispositions of its Stock**Information about Schedule O (Form 5471) and its instructions is at www.irs.gov/form5471

▶ Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

ARCUS FOUNDATION

38-3332791

Name of foreign corporation

EIN (if any)

Reference ID number

SUMMIT ROCK NATURAL RESOURCES (OFF 98-0664886

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.**Part I To Be Completed by U.S. Officers and Directors**

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

Part II To Be Completed by U.S. Shareholders**Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.**Section A - General Shareholder Information**

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
STMT 49 ARCUS FOUNDATION 44 WEST 28TH ST, NYC, NY 10001	990-PF	11/15/14	OGDEN, UT	

Section B - U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director

Section C - Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D - Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively
ARCUS FOUNDATION	COMMON	VARIOUS	REDEMPTION	9,000		

(f) Amount received	(g) Name and address of person to whom disposition of stock was made
8,789,651.	SUMMIT ROCK NATURAL RESO PO BOX 309, UGLAND HOUSE GRAND CAYMAN KY1-1104 CAYMAN ISLANDS

Section E - Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor			(b) Identifying number (if any)	(c) Date of transfer
(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation	
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)		

Section F - Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

SCHEDULE O

GENERAL SHAREHOLDER INFORMATION

STATEMENT 49

(A) NAME, ADDRESS, AND IDENTIFYING NUMBER OF SHAREHOLDER(S) FILING THIS SCHEDULE	(B) FOR SHAREHOLDER'S LATEST U.S. INCOME TAX RETURN FILED INDICATE:			(C) DATE SHAREHOLD -ER LAST FILED IN- FORMATION RTN UNDER SEC. 6046
	(1) TYPE OF RETURN (ENTER FORM NUMBER)	(2) DATE RETURN FILED	(3) INTERNAL REVENUE SERVICE CENTER WHERE FILED	
ARCUS FOUNDATION 44 WEST 28TH ST, NYC, NY 10001	990-PF	11/15/14	OGDEN, UT	

Form **5471**(Rev. December 2012)
Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**► For more information about Form 5471, see www.irs.gov/form5471.Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning **JAN 1, 2013**, and ending **DEC 31, 2013**

OMB No. 1545-0704

Attachment
Sequence No. **121**

Name of person filing this return

ARCUS FOUNDATION

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)

44 WEST 28TH STREET, 17TH FLOOR

City or town, state, and ZIP code

NEW YORK, NY 10001Filer's tax year beginning **JAN 1, 2013**, and ending **DEC 31, 2013****A Identifying number****38-3332791****B Category of filer** (See instructions. Check applicable box(es)).1 (repealed) 2 ☐ 3 ☒ 4 ☐ 5 ☒**C Enter the total percentage of the foreign corporation's voting stock
you owned at the end of its annual accounting period** **16.43 %****D Person(s) on whose behalf this information return is filed:**

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in English. All amounts must be stated in U.S. dollars
unless otherwise indicated.**1a Name and address of foreign corporation****SUMMIT ROCK PRIVATE EQUITY (OFFSHORE) PORTFOLIO
WALKER HOUSE, 87 MARY STREET
GEORGE TOWN KY1-9002
CAYMAN ISLANDS****b(1) Employer identification number, if any**
98-0565704**b(2) Reference ID number** (see instructions)**c Country under whose laws incorporated**
CAYMAN ISLANDS**d Date of
incorporation****01/24/08****e Principal place of business****NEW YORK****UNITED STATES****f Principal
business activity
code number**
525990**g Principal business activity**
INVESTMENTS**h Functional currency****UNITED STATES, DOLLAR****2 Provide the following information for the foreign corporation's accounting period stated above.****a Name, address, and identifying number of branch office or agent (if any) in the United States**
N/A**b If a U.S. income tax return was filed, enter:**(i) Taxable income or (loss) (ii) U.S. income tax paid
(after all credits)**c Name and address of foreign corporation's statutory or resident agent
in country of incorporation****SUMMIT ROCK PRIVATE EQUITY
WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, KY1-9002
CAYMAN ISLANDS****d Name and address (including corporate department, if applicable) of
person (or persons) with custody of the books and records of the foreign
corporation, and the location of such books and records, if different****JP MORGAN CHASE BANK, N.A.
270 PARK AVENUE
NEW YORK NY 10017-2014****Schedule A Stock of the Foreign Corporation**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	58,919	73,452
PREFERRED	45	42

LHA For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2012)

Schedule B U.S. Shareholders of Foreign Corporation

[illegible]

Schedule C	Income Statement
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Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	
	4 Dividends	4	
	5 Interest	5	146.
	6a Gross rents	6a	
	b Gross royalties and license fees	6b	
7 Net gain or (loss) on sale of capital assets	7		
8 Other income (attach statement)	8	11,370,760.	
9 Total income (add lines 3 through 8)	9	11,370,906.	
Deductions	10 Compensation not deducted elsewhere	10	
	11a Rents	11a	
	b Royalties and license fees	11b	
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach statement - exclude provision for income, war profits, and excess profits taxes)	16	1,549,075.
17 Total deductions (add lines 10 through 16)	17	1,549,075.	
Net Income	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	9,821,831.
	19 Extraordinary items and prior period adjustments	19	
	20 Provision for income, war profits, and excess profits taxes	20	
	21 Current year net income or (loss) per books (combine lines 18 through 20)	21	9,821,831.

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2				
3				
4				
5				
6				
7				
8	Total			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	8,320.	272,352.
2a	Trade notes and accounts receivable		
b	Less allowance for bad debts	()	()
3	Inventories		
4	Other current assets (attach statement) SEE STATEMENT 19	110,629.	4,120,143.
5	Loans to shareholders and other related persons		
6	Investment in subsidiaries (attach statement) SEE STATEMENT 20	62,859,112.	86,272,462.
7	Other investments (attach statement)		
8a	Buildings and other depreciable assets		
b	Less accumulated depreciation	()	()
9a	Depletable assets		
b	Less accumulated depletion	()	()
10	Land (net of any amortization)		
11	Intangible assets:		
a	Goodwill		
b	Organization costs		
c	Patents, trademarks, and other intangible assets		
d	Less accumulated amortization for lines 11a, b, and c	()	()
12	Other assets (attach statement) SEE STATEMENT 21	1,267.	5,559.
13	Total assets	62,979,328.	90,670,516.
Liabilities and Shareholders' Equity			
14	Accounts payable		
15	Other current liabilities (attach statement)		
16	Loans from shareholders and other related persons		
17	Other liabilities (attach statement) SEE STATEMENT 22	858,962.	4,823,706.
18	Capital stock:		
a	Preferred stock		
b	Common stock		
19	Paid-in or capital surplus (attach reconciliation)		13,904,613.
20	Retained earnings	62,120,366.	71,942,197.
21	Less cost of treasury stock	()	()
22	Total liabilities and shareholders' equity	62,979,328.	90,670,516.

Schedule G Other Information

	Yes	No
1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? If "Yes," see the instructions for required statement.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2 During the tax year, did the foreign corporation own an interest in any trust?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," you are generally required to attach Form 8858 for each entity (see instructions).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 During the tax year, did the foreign corporation participate in any reportable transaction as defined in Regulations section 1.6011-4? If "Yes," attach Form(s) 8886 if required by Regulations section 1.6011-4(c)(3)(i)(G).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 During the tax year, did the foreign corporation pay or accrue any foreign tax that was disqualified for credit under section 901(m)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 During the tax year, did the foreign corporation pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Schedule H Current Earnings and Profits**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account	1	9,821,831.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a Capital gains or losses	Net Additions	Net Subtractions
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach statement)		
3 Total net additions		
4 Total net subtractions		
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	9,821,831.
b DASTM gain or (loss) for foreign corporations that use DASTM	5b	
c Combine lines 5a and 5b	5c	9,821,831.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations)	5d	9,821,831.

Enter exchange rate used for line 5d ▶

Schedule I Summary of Shareholder's Income From Foreign Corporation

If item D on page 1 is completed, a separate Schedule I must be filed for each Category 4 or 5 filer for whom reporting is furnished on this Form 5471. This schedule I is being completed for:

Name of U.S. shareholder ▶ SUMMIT ROCK PRIVATE EQUITY	Identifying number ▶ 98-0565704
1 Subpart F income (line 38b, Worksheet A in the instructions)	1
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4
5 Factoring income	5
6 Total of lines 1 through 5. Enter here and on your income tax return	6
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7
8 Exchange gain or (loss) on a distribution of previously taxed income	8

	Yes	No
• Was any income of the foreign corporation blocked?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
• Did any such income become unblocked during the tax year (see section 964(b))?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If the answer to either question is "Yes," attach an explanation.

FORM 5471	OTHER INCOME	STATEMENT 17
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DESCRIPTION	FUNCTIONAL CURRENCY	EXCHANGE RATE	U.S. DOLLAR
NET REALIZED GAIN FROM INVESTMENTS			5,787,928.
NET CHANGE IN UNREALIZED GAIN			5,582,832.
TOTAL TO 5471, SCHEDULE C, LINE 8			11,370,760.

FORM 5471	OTHER DEDUCTIONS	STATEMENT 18
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DESCRIPTION	FUNCTIONAL CURRENCY	EXCHANGE RATE	U.S. DOLLAR
MANAGEMENT FEE			940,130.
PROFESSIONAL FEES			54,404.
OTHER FEES AND EXPENSES			2,223.
ADMINISTRATION FEE AND CUSTODY FEES			137,204.
NET EXP PAID IN CONNECTION WITH INV			151,565.
FUND INVESTMENT SERVICE FEE			263,549.
TOTAL TO 5471, SCHEDULE C, LINE 16			1,549,075.

FORM 5471	OTHER CURRENT ASSETS	STATEMENT 19
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
DUE FROM BROKER	110,629.	4,120,143.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 4	110,629.	4,120,143.

FORM 5471	INVESTMENT IN SUBSIDIARIES	STATEMENT 20
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
INVESTMENTS IN FUND INVESTMENTS	62,859,112.	86,272,462.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 6	62,859,112.	86,272,462.

FORM 5471	OTHER ASSETS	STATEMENT 21
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
OTHER ASSETS	1,267.	5,559.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 12	1,267.	5,559.

FORM 5471	OTHER LIABILITIES	STATEMENT 22
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
DISTRIBUTIONS PAYABLE	110,032.	4,382,433.
MANAGEMENT FEE PAYABLE	231,951.	234,805.
PROFESSIONAL FEES PAYABLE	47,000.	50,371.
ADMINISTRATION AND CUSTODY FEE PAYABLE	41,618.	29,860.
FUND INVESTMENT SERVICE FEE PAYABLE	415,761.	126,237.
CUSTODY FEE PAYABLE	12,600.	0.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 17	858,962.	4,823,706.

**SCHEDULE J
(Form 5471)**(Rev. December 2012)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**► Information about Schedule J (Form 5471) and its instructions is at www.irs.gov/form5471.
► Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

ARCUS FOUNDATION**38-3332791**

Name of foreign corporation

EIN (if any)

Reference ID number

SUMMIT ROCK PRIVATE EQUITY (OFFSHORE) PORTFOLIO, S**98-0565704**

Important: Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	62,120,366.					62,120,366.
2a Current year E&P	9,821,831.					
b Current year deficit in E&P	71,942,197.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)						
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)						
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)						
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	71,942,197.					71,942,197.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 12-2012)

SCHEDULE O
(Form 5471)

(Rev. December 2012)

Department of the Treasury
Internal Revenue Service**Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock**Information about Schedule O (Form 5471) and its instructions is at www.irs.gov/form5471

▶ Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

ARCUS FOUNDATION

38-3332791

Name of foreign corporation

EIN (if any)

Reference ID number

SUMMIT ROCK PRIVATE EQUITY (OFFSHO 98-0565704

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.**Part I To Be Completed by U.S. Officers and Directors**

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

Part II To Be Completed by U.S. Shareholders

Note: If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

Section A - General Shareholder Information

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
STMT 46 ARCUS FOUNDATION 44 WEST 28TH ST, NYC, NY 10001 38-3332791	990-PF	11/15/20	OGDEN, UT	

Section B - U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director

Section C - Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively
ARCUS FOUNDATION	COMMON	VARIOUS	PURCHASED	3,221		

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired
3,220,864.	SUMMIT ROCK PRIVATE EQU WALKER HOUSE, 87 MARY ST GEORGE TOWN KY1-9002 CAYMAN ISLANDS

Section D - Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively
ARCUS FOUNDATION	COMMON	VARIOUS	REDEMPTION	1,464		

(f) Amount received	(g) Name and address of person to whom disposition of stock was made
1,637,155.	SUMMIT ROCK PRIVATE EQU WALKER HOUSE, 87 MARY ST GEORGE TOWN KY1-9002 CAYMAN ISLANDS

Section E - Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	

Section F - Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

SCHEDULE O

GENERAL SHAREHOLDER INFORMATION

STATEMENT 46

(A) NAME, ADDRESS, AND IDENTIFYING NUMBER OF SHAREHOLDER(S) FILING THIS SCHEDULE	(B) FOR SHAREHOLDER'S LATEST U.S. INCOME TAX RETURN FILED INDICATE:			(C) DATE SHAREHOLD- ER LAST FILED IN- FORMATION RTN UNDER SEC. 6046
	(1) TYPE OF RETURN (ENTER FORM NUMBER)	(2) DATE RETURN FILED	(3) INTERNAL REVENUE SERVICE CENTER WHERE FILED	
ARCUS FOUNDATION 44 WEST 28TH ST, NYC, NY 10001 38-3332791	990-PF	11/15/20	OGDEN, UT	

Form **5471****Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

OMB No. 1545-0704

(Rev. December 2012)

Department of the Treasury
Internal Revenue Service► For more information about Form 5471, see www.irs.gov/form5471.Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning **JAN 1**, **2013**, and ending **DEC 31**, **2013**Attachment
Sequence No. **121**

Name of person filing this return

ARCUS FOUNDATION

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)

44 WEST 28TH STREET, 17TH FLOOR

City or town, state, and ZIP code

NEW YORK, NY 10001Filer's tax year beginning **JAN 1**, **2013**, and ending **DEC 31**, **2013****A** Identifying number**38-3332791****B** Category of filer (See instructions. Check applicable box(es)):1 (repealed) 2 ☐ 3 ☒ 4 ☐ 5 ☒**C** Enter the total percentage of the foreign corporation's voting stock
you owned at the end of its annual accounting period **8.59** %**D** Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars
unless otherwise indicated.**1a** Name and address of foreign corporation**SUMMIT ROCK STRATEGIC FIXED INCOME (OFFSHORE) P
MAPLES CORP. SERVICES LTD, PO BOX 309, UGLAND H
GRAND CAYMAN KY1-1104
CAYMAN ISLANDS****b(1)** Employer identification number, if any
98-0560639**b(2)** Reference ID number (see instructions)**c** Country under whose laws incorporated
CAYMAN ISLANDS**d** Date of
incorporation**12/11/07****e** Principal place of business**NEW YORK****f** Principal
business activity
code number**525990****g** Principal business activity**INVESTMENTS****h** Functional currency**UNITED STATES, DOLLAR****2** Provide the following information for the foreign corporation's accounting period stated above.**a** Name, address, and identifying number of branch office or agent (if any) in the United States**b** If a U.S. income tax return was filed, enter:(i) Taxable income or (loss) (ii) U.S. income tax paid
(after all credits)**c** Name and address of foreign corporation's statutory or resident agent
in country of incorporation**MAPLES CORPORATE SERVICES LIMITED
PO BOX 309, UGLAND HOUSE
GRAND CAYMAN KY1-1104
CAYMAN ISLANDS****d** Name and address (including corporate department, if applicable) of
person (or persons) with custody of the books and records of the foreign
corporation, and the location of such books and records, if different**STATE STREET BANK AND TRUST COMPANY
30 ADELAIDE STREET EAST, SUITE 1100
TORONTO ON M5C 3G6
CANADA****Schedule A Stock of the Foreign Corporation****(b)** Number of shares issued and outstanding**(a)** Description of each class of stock**(i)** Beginning of annual
accounting period**(ii)** End of annual
accounting period**COMMON****126,651****148,136****PREFERRED****553****553**

LHA For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2012)

Schedule B	U.S. Shareholders of Foreign Corporation
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[illegible]

Schedule C	Income Statement
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Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	
	4 Dividends	4	279,009.
	5 Interest	5	41.
	6a Gross rents	6a	
	b Gross royalties and license fees	6b	
7 Net gain or (loss) on sale of capital assets	7		
8 Other income (attach statement)	8	17,624,671.	
9 Total income (add lines 3 through 8)	9	17,903,721.	
Deductions	10 Compensation not deducted elsewhere	10	
	11a Rents	11a	
	b Royalties and license fees	11b	
	12 Interest	12	5,501.
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach statement - exclude provision for income, war profits, and excess profits taxes)	16	1,602,190.
17 Total deductions (add lines 10 through 16)	17	1,607,691.	
Net Income	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	16,296,030.
	19 Extraordinary items and prior period adjustments	19	
	20 Provision for income, war profits, and excess profits taxes	20	
	21 Current year net income or (loss) per books (combine lines 18 through 20)	21	16,296,030.

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued

	(a) Name of country or U.S. possession	Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2				
3				
4				
5				
6				
7				
8	Total			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1,064,127.	4,421,433.
2a	Trade notes and accounts receivable		
b	Less allowance for bad debts	()	()
3	Inventories		
4	Other current assets (attach statement) SEE STATEMENT 25	1,824,488.	3,549,493.
5	Loans to shareholders and other related persons		
6	Investment in subsidiaries (attach statement) SEE STATEMENT 26	151,098,572.	193,892,893.
7	Other investments (attach statement)		
8a	Buildings and other depreciable assets		
b	Less accumulated depreciation	()	()
9a	Depletable assets		
b	Less accumulated depletion	()	()
10	Land (net of any amortization)		
11	Intangible assets:		
a	Goodwill		
b	Organization costs		
c	Patents, trademarks, and other intangible assets		
d	Less accumulated amortization for lines 11a, b, and c	()	()
12	Other assets (attach statement) SEE STATEMENT 27	1,592.	10,924.
13	Total assets	153,988,779.	201,874,743.
Liabilities and Shareholders' Equity			
14	Accounts payable		
15	Other current liabilities (attach statement)		
16	Loans from shareholders and other related persons		
17	Other liabilities (attach statement) SEE STATEMENT 28	264,887.	2,948,162.
18	Capital stock:		
a	Preferred stock		
b	Common stock		
19	Paid-in or capital surplus (attach reconciliation)		28,906,659.
20	Retained earnings	153,723,892.	170,019,922.
21	Less cost of treasury stock	()	()
22	Total liabilities and shareholders' equity	153,988,779.	201,874,743.

Schedule G Other Information

	Yes	No
1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? If "Yes," see the instructions for required statement.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2 During the tax year, did the foreign corporation own an interest in any trust?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," you are generally required to attach Form 8858 for each entity (see instructions).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 During the tax year, did the foreign corporation participate in any reportable transaction as defined in Regulations section 1.6011-4? If "Yes," attach Form(s) 8886 if required by Regulations section 1.6011-4(c)(3)(i)(G).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 During the tax year, did the foreign corporation pay or accrue any foreign tax that was disqualified for credit under section 901(m)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 During the tax year, did the foreign corporation pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Schedule H Current Earnings and Profits**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account	1	16,296,030.
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
a Capital gains or losses	Net Additions	Net Subtractions
b Depreciation and amortization		
c Depletion		
d Investment or incentive allowance		
e Charges to statutory reserves		
f Inventory adjustments		
g Taxes		
h Other (attach statement)		
3 Total net additions		
4 Total net subtractions		
5a Current earnings and profits (line 1 plus line 3 minus line 4)	5a	16,296,030.
b DASTM gain or (loss) for foreign corporations that use DASTM	5b	
c Combine lines 5a and 5b	5c	0.
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations)	5d	16,296,030.

Enter exchange rate used for line 5d ▶

Schedule I Summary of Shareholder's Income From Foreign Corporation

If item D on page 1 is completed, a separate Schedule I must be filed for each Category 4 or 5 filer for whom reporting is furnished on this Form 5471. This schedule I is being completed for:

Name of U.S. shareholder ▶ SUMMIT ROCK STRATEGIC FIXED INCOME	Identifying number ▶	98-0560639
1 Subpart F income (line 38b, Worksheet A in the instructions)	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return	6	
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income	8	

	Yes	No
• Was any income of the foreign corporation blocked?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
• Did any such income become unblocked during the tax year (see section 964(b))?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If the answer to either question is "Yes," attach an explanation.

FORM 5471	OTHER INCOME	STATEMENT 23
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DESCRIPTION	FUNCTIONAL CURRENCY	EXCHANGE RATE	U.S. DOLLAR
NET REALIZED GAIN FROM FUND INVEST.			8,107,041.
NET REALIZED LOSS FROM SECURITIES			<89,110.>
NET UNREALIZED GAIN FROM FUND INVES			9,617,128.
NET UNREALIZED LOSS FROM SECURITIES			<10,388.>
TOTAL TO 5471, SCHEDULE C, LINE 8			17,624,671.

FORM 5471	OTHER DEDUCTIONS	STATEMENT 24
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DESCRIPTION	FUNCTIONAL CURRENCY	EXCHANGE RATE	U.S. DOLLAR
MANAGEMENT FEE			1,133,061.
ADMINISTRATION FEE			57,375.
PROFESSIONAL FEES			69,718.
PERFORMANCE FEE			307,771.
OTHER FEES AND EXPENSES			7,222.
CUSTODY FEE			27,043.
TOTAL TO 5471, SCHEDULE C, LINE 16			1,602,190.

FORM 5471	OTHER CURRENT ASSETS	STATEMENT 25
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
RECEIVABLE FROM FUND INVESTMENTS	1,753,824.	3,068,399.
DIVIDENDS AND INTEREST RECEIVABLE	59,858.	15,839.
DUE FROM BROKER	10,806.	465,255.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 4	1,824,488.	3,549,493.

FORM 5471	INVESTMENT IN SUBSIDIARIES	STATEMENT 26
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
INVESTMENTS IN FUND INVESTMENTS	140,034,263.	190,744,447.
INVESTMENTS IN SECURITIES	11,064,309.	3,148,446.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 6	151,098,572.	193,892,893.

FORM 5471	OTHER ASSETS	STATEMENT 27
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
OTHER ASSETS	1,592.	10,924.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 12	1,592.	10,924.

FORM 5471	OTHER LIABILITIES	STATEMENT 28
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DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
SHAREHOLDER REDEMPTIONS PAYABLE	107,866.	1,307,271.
PERFORMANCE FEE PAYABLE	57,205.	307,771.
PROFESSIONAL FEES PAYABLE	50,000.	52,300.
ADMINISTRATION FEE PAYABLE	31,290.	18,000.
CUSTODY FEE PAYABLE	13,055.	8,620.
OTHER LIABILITIES	5,471.	4,200.
SHAREHOLDER SUBSCRIPTIONS REC. IN ADVANCE	0.	1,250,000.
TOTAL TO 5471, PAGE 3, SCHEDULE F, LINE 17	264,887.	2,948,162.

SCHEDULE J
(Form 5471)(Rev. December 2012)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)**
of Controlled Foreign Corporation► Information about Schedule J (Form 5471) and its instructions is at www.irs.gov/form5471.

► Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

ARCUS FOUNDATION**38-3332791**

Name of foreign corporation

EIN (if any)

Reference ID number

SUMMIT ROCK STRATEGIC FIXED INCOME (OFFSHORE) PORT**98-0560639**

Important: Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	153,723,892.					153,723,892.
2a Current year E&P	16,296,030.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a or line 1 minus line 2b)	170,019,922.					
4 Amounts included under section 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)						
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	0.					
7 Balance at end of year. (Enter amount from line 6a or line 6b, whichever is applicable.)	170,019,922.					170,019,922.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 12-2012)

**SCHEDULE O
(Form 5471)**

(Rev. December 2012)

Department of the Treasury
Internal Revenue Service**Organization or Reorganization of Foreign
Corporation, and Acquisitions and
Dispositions of its Stock**Information about Schedule O (Form 5471) and its instructions is at www.irs.gov/form5471

▶ Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

Identifying number

ARCUS FOUNDATION

38-3332791

Name of foreign corporation

EIN (if any)

Reference ID number

SUMMIT ROCK STRATEGIC FIXED INCOME 98-0560639

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.**Part I To Be Completed by U.S. Officers and Directors**

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

Part II To Be Completed by U.S. Shareholders**Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.**Section A - General Shareholder Information**

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
STMT 47 ARCUS FOUNDATION 44 WEST 28TH ST, NYC, NY 10001 38-3332791	990-PF	11/15/20	OGDEN, UT	

Section B - U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director

Section C - Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D - Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively
ARCUS FOUNDATION	COMMON	VARIOUS	REDEMPTION	2,345		

(f) Amount received	(g) Name and address of person to whom disposition of stock was made
2,000,000.	SUMMIT ROCK STRATEGIC FI PO BOX 309, UGLAND HOUSE GRAND CAYMAN KY1-1104 CAYMAN ISLANDS

Section E - Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor		(b) Identifying number (if any)	(c) Date of transfer
(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	

Section F - Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

SCHEDULE O

GENERAL SHAREHOLDER INFORMATION

STATEMENT 47

(A) NAME, ADDRESS, AND IDENTIFYING NUMBER OF SHAREHOLDER(S) FILING THIS SCHEDULE	(B) FOR SHAREHOLDER'S LATEST U.S. INCOME TAX RETURN FILED INDICATE:			(C) DATE SHAREHOLD- ER LAST FILED IN- FORMATION RTN UNDER SEC. 6046
	(1) TYPE OF RETURN (ENTER FORM NUMBER)	(2) DATE RETURN FILED	(3) INTERNAL REVENUE SERVICE CENTER WHERE FILED	
ARCUS FOUNDATION 44 WEST 28TH ST, NYC, NY 10001 38-3332791	990-PF	11/15/20	OGDEN, UT	

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

OMB No. 1545-0026

► Information about Form 926 and its separate instructions is at www.irs.gov/form926.

Attachment
Sequence No. **128**

► Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor ARCUS FOUNDATION	Identifying number (see instructions) 38-3332791
---	--

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

☐ Yes ☒ No

b Did the transferor remain in existence after the transfer?

☒ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? N/A

☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? N/A

☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership: N/A

Name of partnership	EIN of partnership
<u>N/A</u>	<u>N/A</u>

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? N/A

☐ Yes ☐ No

c Is the partner disposing of its **entire** interest in the partnership? N/A

☐ Yes ☐ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? N/A

☐ Yes ☐ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) SUMMIT ROCK PRIVATE EQUITY (OFFSHORE) PORTFOLIO, SPC	4a Identifying number, if any 98-0565704
5 Address (including country) WALKER HOUSE, 87 MARY STREET GEORGE TOWN, KY1-9002 CAYMAN ISLANDS	4b Reference ID number

6 Country code of country of incorporation or organization

CJ

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation?

☒ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form **926** (Rev. 12-2013)

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		3,220,864.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

N/A

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 17.4900 % (b) After 16.4300 %**10** Type of nonrecognition transaction (see instructions) **► IRC SECTION 351****11** Indicate whether any transfer reported in Part III is subject to any of the following:

- | | | | |
|---|---|------------------------------|--|
| a | Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c | Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d | Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- | | | | |
|---|--|------------------------------|--|
| a | Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c | Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d | Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15 a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Return by a U.S. Transferor of Property
to a Foreign Corporation

OMB No. 1545-0026

► Information about Form 926 and its separate instructions is at www.irs.gov/form926.
► Attach to your income tax return for the year of the transfer or distribution.

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor ARCUS FOUNDATION	Identifying number (see instructions) 38-3332791
---	--

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☒ No

b Did the transferor remain in existence after the transfer? ☒ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership: **N/A**

Name of partnership	EIN of partnership
N/A	N/A

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☐ No

c Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☐ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☐ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) SUMMIT ROCK SELECT EQUITY (OFFSHORE) PORTFOLIO, SPC	4a Identifying number, if any 98-0560642
5 Address (including country) MAPLES CORPORATE SERVICES LTD, PO BOX 309, UGLAND HOUSE GRAND CAYMAN, KY1-1104 CAYMAN ISLANDS	4b Reference ID number

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VARIOUS		2,000,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

N/A

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 5.3500 % (b) After 4.1200 %**10** Type of nonrecognition transaction (see instructions) ► IRC SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

- | | | |
|--|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- | | | |
|---|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15 a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

