

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

**2012**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 8/01, 2012, and ending 7/31, 2013

**SEA CHANGE FOUNDATION**  
ONE EMBARCADERO CENTER, 22ND FLOOR  
SAN FRANCISCO, CA 94111

**A** Employer identification number  
**20-4952986**

**B** Telephone number (see the instructions)  
**415-830-9330**

**C** If exemption application is pending, check here

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

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

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

**G** Check all that apply:

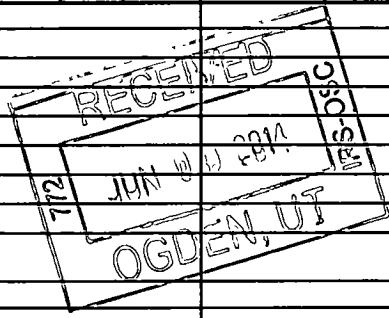
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ **134,481,603.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis.)*

<b>Part II Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>	1 Contributions, gifts, grants, etc. received (att sch)	25,419,000.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	25,775.	25,775.	N/A	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	18,298,184.			
	b Gross sales price for all assets on line 6a	22,075,689.			
	7 Capital gain net income (from Part IV, line 2)		19,205,752.		
	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/(loss) (att sch)					
11 Other income (attach schedule)			-896,327.		
12 <b>Total.</b> Add lines 1 through 11	43,742,959.	18,335,200.			
<b>ADMINISTRATIVE EXPENSES AND OPERATING AND</b>	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	1,649,400.			1,628,191.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 1	11,169.			10,937.
	b Accounting fees (attach sch) SEE ST 2	130,226.			131,189.
	c Other prof fees (attach sch) SEE ST 3	228,137.			249,490.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	479,841.			89,841.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	8,055.			8,148.
	21 Travel, conferences, and meetings	200,115.			201,525.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	962,155.			968,966.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	3,669,098.			3,288,287.
	25 Contributions, gifts, grants paid PART XV	42,132,734.			40,824,699.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	45,801,832.		0.	44,112,986.	
27 Subtract line 26 from line 12:					
a <b>Excess of revenue over expenses and disbursements</b>	-2,058,873.				
b <b>Net investment income</b> (if negative, enter -0-)		18,335,200.			
c <b>Adjusted net income</b> (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments	43,363,463.	16,454,524.	16,454,524.	
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	15,987.	25,284.	25,284.	
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)				
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) STATEMENT 6	80,889,174.	117,919,984.	117,919,984.		
14	Land, buildings, and equipment: basis 81,811.					
	Less: accumulated depreciation (attach schedule) SEE STMT 7	81,811.	81,811.	81,811.		
15	Other assets (describe)					
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I).	124,350,435.	134,481,603.	134,481,603.		
LIABILITIES	17	Accounts payable and accrued expenses	48,866.	21,855.		
	18	Grants payable	6,752,500.	8,060,535.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 8)	296,695.	397,337.		
	23	<b>Total liabilities</b> (add lines 17 through 22)	7,098,061.	8,479,727.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			X		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	117,252,374.	126,001,876.			
30	<b>Total net assets or fund balances</b> (see instructions)	117,252,374.	126,001,876.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	124,350,435.	134,481,603.			

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	117,252,374.
2	Enter amount from Part I, line 27a.	2	-2,058,873.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	10,808,375.
4	Add lines 1, 2, and 3.	4	126,001,876.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30.	6	126,001,876.

**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 shares MLC Company)

(b) How acquired  
P — Purchase  
D — Donation

(c) Date acquired  
(month, day, year)

(d) Date sold  
(month, day, year)

<b>1 a</b> 335.9990 MEDALLION CAPITAL INVESTMENTS LTD	P	VARIOUS	12/31/12
<b>b</b> 531.0939 MEDALLION CAPITAL INVESTMENTS LTD	P	VARIOUS	6/30/13
<b>c</b> RENAISSANCE INSTITUTIONAL DIVERSIFIED AL	P	VARIOUS	VARIOUS
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 7,528,224.		1,112,102.	6,416,122.
<b>b</b> 14,547,465.		1,757,835.	12,789,630.
<b>c</b>			0.
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (j) over column (k), if any	
<b>a</b>			6,416,122.
<b>b</b>			12,789,630.
<b>c</b>			0.
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>	<b>2</b>	19,205,752.
<b>3</b> 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) (see instructions). If (loss), enter -0- in Part I, line 8 <span style="border: 1px solid black; padding: 2px;"> </span>	<b>3</b>	0.

**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.

(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 (column (b) divided by column (c))
2011	58,000,653.	146,046,070.	0.397139
2010	47,821,049.	127,997,811.	0.373608
2009	56,901,396.	114,726,862.	0.495973
2008	58,305,189.	84,706,198.	0.688323
2007	10,595,106.	38,332,698.	0.276399

<b>2</b> Total of line 1, column (d)	<b>2</b>	2.231442
<b>3</b> 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	<b>3</b>	0.446288
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .	<b>4</b>	133,851,290.
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	59,736,225.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	183,352.
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	59,919,577.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .	<b>8</b>	44,112,986.

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)**

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	366,704.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	366,704.
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	366,704.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	153,603.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	220,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	373,603.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,899.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 6,899. Refunded	11	0.	

**Part VII Statements Regarding Activities**

	Yes	No
1 a 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 the instructions for definition)? <i>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.</i>		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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes...</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions). CA		
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? <i>If 'No,' attach explanation.</i>	8 b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>	10	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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.SEACHANGE.ORG
14 The books are in care of STEPHEN COLWELL Telephone no. 415-830-9330 Located at SAN FRANCISCO CA ZIP + 4 94111
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, 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? Yes No 16 X X

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

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

1 a 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? Yes No X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)? Yes No X 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.) Yes No X 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)? 1 b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1 c 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X No
If 'Yes,' list the years 20 , 20 , 20 , 20
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.) 2 b 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. 20 , 20 , 20 , 20
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X No
b If 'Yes,' did it have excess business holdings in 2012 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 2012.) 3 b N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4 a 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 2012? 4 b X

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

5 a 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)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). N/A

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If 'Yes' to 6b, file Form 8870. 6 b X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7 b

**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 (see instructions).

(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
NATHANIEL SIMONS ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	PRESIDENT 0	0.	0.	0.
LAURA BAXTER-SIMONS ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	SECRETARY 0	0.	0.	0.
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2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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
STEPHEN COLWELL ONE EMBARCADERO CENTER, 22ND FL SAN FRANCISCO, CA 94111	EXECUTIVE DIR 32	357,793.	45,352.	0.
SHAWN REIFSTECK ONE EMBARCADERO CENTER, 22ND FL SAN FRANCISCO, CA 94111	COO 40	274,583.	40,983.	0.
SANDRA DOYLE ONE EMBARCADERO CENTER, 22ND FL SAN FRANCISCO, CA 94111	PROGRAM STRAT 32	179,170.	38,502.	0.
SATKARTAR KHALSA ONE EMBARCADERO CENTER, 22ND FL SAN FRANCISCO, CA 94111	PROGRAM STRAT 40	156,758.	37,888.	0.
CLIFFORD CHEN ONE EMBARCADERO CENTER, 22ND FL SAN FRANCISCO, CA 94111	PROGRAM STRAT 40	140,508.	37,376.	0.
Total number of other employees paid over \$50,000.....				5

**Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ABBOT DOWNING 90 SOUTH SEVENTH ST., SUITE 5100 MINNEAPOLIS, MN 55402	ACCOUNTING	85,020.
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-----		
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-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b> .....		0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total. Add lines 1 through 3</b> .....	0.

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities . . . . .	<b>1 a</b>	
<b>b</b> Average of monthly cash balances . . . . .	<b>1 b</b>	20,029,552.
<b>c</b> Fair market value of all other assets (see instructions) . . . . .	<b>1 c</b>	115,860,083.
<b>d</b> Total (add lines 1a, b, and c) . . . . .	<b>1 d</b>	135,889,635.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d . . . . .	<b>3</b>	135,889,635.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	2,038,345.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. . . . .	<b>5</b>	133,851,290.
<b>6</b> Minimum investment return. Enter 5% of line 5 . . . . .	<b>6</b>	6,692,565.

**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.)

<b>1</b> Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	6,692,565.
<b>2 a</b> Tax on investment income for 2012 from Part VI, line 5 . . . . .	<b>2 a</b>	366,704.
<b>b</b> Income tax for 2012. (This does not include the tax from Part VI.) . . . . .	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b . . . . .	<b>2 c</b>	366,704.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	6,325,861.
<b>4</b> Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b> Add lines 3 and 4 . . . . .	<b>5</b>	6,325,861.
<b>6</b> Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	6,325,861.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 . . . . .	<b>1 a</b>	44,112,986.
<b>b</b> Program-related investments — total from Part IX-B . . . . .	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes . . . . .	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required) . . . . .	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule) . . . . .	<b>3 b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	44,112,986.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4 . . . . .	<b>6</b>	44,112,986.

**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 XII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				6,325,861.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	16,160,551.			
c From 2009	51,305,277.			
d From 2010	47,825,777.			
e From 2011	58,680,290.			
f Total of lines 3a through e	173,971,895.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 44,112,986.				
a Applied to 2011, 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)	44,112,986.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))				6,325,861.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	211,759,020.			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	211,759,020.			
10 Analysis of line 9:				
a Excess from 2008	9,834,690.			
b Excess from 2009	51,305,277.			
c Excess from 2010	47,825,777.			
d Excess from 2011	58,680,290.			
e Excess from 2012	44,112,986.			

**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 2012, enter the date of the ruling . . . . .

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a. . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities. . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c. . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.					
<b>a</b> 'Assets' alternative test – enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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).)  
SEE STATEMENT 10

**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 of the person to whom applications should be addressed:

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

**c** Any submission deadlines:

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

**Part VII 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
<p><b>a Paid during the year</b> SEE STATEMENT</p>	NONE	PUBLIC		40,824,699.
<b>Total</b> .....				<b>3 a</b> 40,824,699.
<p><b>b Approved for future payment</b> SEE STATEMENT</p>	NONE	PUBLIC		8,060,535.
<b>Total</b> .....				<b>3 b</b> 8,060,535.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue:					
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>f</b>					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			14	25,775.	
<b>4</b> Dividends and interest from securities					
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . .			18	18,298,184.	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue:					
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . .				18,323,959.	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e) . . .				13	18,323,959.

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

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

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

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

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

	Yes	No
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
<b>b</b> Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X

**d** If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

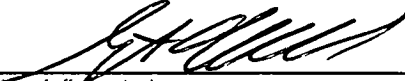
(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

**2 a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

**b** If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

**Sign Here**  | 6/5/12

Signature of officer or trustee \_\_\_\_\_ Date \_\_\_\_\_

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature
	BRENT M. BAXTER	BRENT M. BAXTER
	Firm's name	COMYNS, SMITH, MCCLEARY & I
Firm's address		3470 MT. DIABLO BLVD. #A110 LAFAYETTE, CA 94549

BAA

Form 990-PF (2012) - Part XV 3a - Sea Change Foundation - 20-4952986

Organization Official Name	Purpose of Funds	Amount	Address
THE ENERGY FOUNDATION	Mitigate climate change	\$500,000	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
ALLIANCE TO SAVE ENERGY	Mitigate climate change	\$480,000	1850 M St NW, Suite 600, Washington DC 20036-5817
CENTER FOR AMERICAN PROGRESS	Mitigate climate change	\$750,000	1333 H Street, NW, Washington DC 20005-4707
CERES INC	Mitigate climate change	\$375,000	99 Chauncy Street, 6th Fl., Boston MA 02111-1703
ENVIRONMENTAL DEFENSE FUND INCORPORATED	Mitigate climate change	\$612,500	257 Park Avenue, South, New York NY 10010-7304
NATURAL RESOURCES DEFENSE COUNCIL INC	Mitigate climate change	\$675,000	40 West 20th Street, New York NY 10011-4211
RENEWABLE ENERGY ALASKA PROJECT	Mitigate climate change	\$275,000	50 State St., Suite 3, Montpelier VT 05602-2957
THE ENERGY FOUNDATION	Mitigate climate change	\$600,000	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
TOPTEN USA	Mitigate climate change	\$150,000	1 Thomas Circle, NW, FL 10, Washington DC 20005
ALASKA CONSERVATION FOUNDATION	Mitigate climate change	\$1,050,000	441 West 5th Ave., Anchorage AK 99501-2309
THE US CLIMATE ACTION NETWORK	Mitigate climate change	\$300,000	1810 16th Street, NW, Washington DC 20009
WORLD RESOURCES INSTITUTE	Mitigate climate change	\$400,000	10 G Street, NE, 8th Floor Washington DC 20002-4213
EUROPEAN CLIMATE FOUNDATION	Mitigate climate change	\$1,000,000	Riviermarkt 5, Den Haag, 2513 AM, Netherlands
THE ENERGY FOUNDATION	Mitigate climate change	\$250,000	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
CLIMATE SOLUTIONS	Mitigate climate change	\$300,000	219 Legion Way SW, Suite 201, Olympia WA 98501-1097
NW ENERGY COALITION	Mitigate climate change	\$325,000	811 1st Avenue, Suite 305, Seattle WA 98104-1463
PARTNERSHIP PROJECT INC	Mitigate climate change	\$2,000,000	1225 I Street, NW, Ste. 307, Washington, DC 20005
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	Mitigate climate change	\$842,500	529 14th Street, NW, Suite 600, Washington DC 20045-1802
WESTERN RESOURCE ADVOCATES	Mitigate climate change	\$625,000	2260 Baseline Road, Ste. 200, Boulder CO 80302-7740
WORLD WILDLIFE FUND INC	Mitigate climate change	\$1,000,000	1250 24th Street, NW, Washington DC 20037-1124
ALLIANCE TO SAVE ENERGY	Mitigate climate change	\$480,000	1850 M St NW, Suite 600, Washington DC 20036-5817
CENTER FOR AMERICAN PROGRESS	Mitigate climate change	\$750,000	1333 H Street, NW, Washington DC 20005-4707
THE ENERGY FOUNDATION	Mitigate climate change	\$533,333	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
INTERSTATE RENEWABLE ENERGY COUNCIL	Mitigate climate change	\$275,000	PO Box 1156, Latham NY 12110-1156
NATURAL RESOURCES DEFENSE COUNCIL INC	Mitigate climate change	\$262,500	40 West 20th Street, New York NY 10011-4211
THE ENERGY FOUNDATION	Mitigate climate change	\$1,000,000	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
RESOURCE MEDIA A NONPROFIT CORPORATION	Mitigate climate change	\$400,000	101 Montgomery St., Suite 2600, San Francisco CA 94104
SOUTHWEST ENERGY EFFICIENCY PROJECT LLC	Mitigate climate change	\$480,000	2334 North Broadway, Ste. A, Boulder CO 80304
WORLD RESOURCES INSTITUTE	Mitigate climate change	\$400,000	10 G Street, NE, 8th Floor, Washington, DC 20002-4213
CLIMATE SOLUTIONS	Mitigate climate change	\$300,000	219 Legion Way SW, Suite 201, Olympia WA 98501-1097
ALASKA CONSERVATION FOUNDATION	Mitigate climate change	\$1,050,000	441 West 5th Ave., Anchorage AK 99501-2309
REGULATORY ASSISTANCE PROJECT	Mitigate climate change	\$350,000	50 State St., Suite 3, Montpelier VT 05602-2957
RESOURCE MEDIA A NONPROFIT CORPORATION	Mitigate climate change	\$400,000	101 Montgomery St., Suite 2600, San Francisco CA 94104
THE ENERGY FOUNDATION	Mitigate climate change	\$250,000	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
TOPTEN USA	Mitigate climate change	\$200,000	1 Thomas Circle, NW, Fl 10, Washington DC 20005
WORLD WILDLIFE FUND INC	Mitigate climate change	\$1,000,000	1250 24th Street, NW, Washington DC 20037-1124
THE ENERGY FOUNDATION	Mitigate climate change	\$618,333	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
CERES INC	Mitigate climate change	\$150,000	99 Chauncy Street, 6th Fl., Boston MA 02111-1703
PARTNERSHIP PROJECT INC	Mitigate climate change	\$2,000,000	1225 I Street, NW, Ste 307, Washington, DC 20005
SIERRA CLUB FOUNDATION	Mitigate climate change	\$1,500,000	85 2nd Street, Suite 750, San Francisco CA 94105-3465
THE ENERGY FOUNDATION	Mitigate climate change	\$533,333	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
THE US CLIMATE ACTION NETWORK	Mitigate climate change	\$400,000	1810 16th Street, NW, Washington DC 20009
TIDES CENTER	Mitigate climate change	\$450,000	300 Brannan Street, Suite 609, San Francisco CA 94107
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION	Mitigate climate change	\$2,393,867	2080 Addison Street, Suite 4200, Berkeley, CA 94720-7408
BETTER WORLD FUND	Mitigate climate change	\$465,000	1800 Massachusetts Ave. NW, 4th Fl., Washington DC 20036
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	Mitigate climate change	\$1,500,000	1920 L Street NW, Suite 800, Washington DC 20036-5045
GEORGE MASON UNIVERSITY FOUNDATION INC	Mitigate climate change	\$400,000	Mason Hall D201, 4400 University Drive MS 1A3, Fairfax VA 22030-4444
THE ENERGY FOUNDATION	Mitigate climate change	\$1,000,000	301 Battery Street, 5th Floor, San Francisco CA 94111-3237

Form 990-PF (2012) - Part XV 3a - Sea Change Foundation - 20-4952986

Organization/Official Name	Purpose of Funds	Amount	Address
INSTITUTE FOR MARKET TRANSFORMATION INC	Mitigate climate change	\$275,000	1707 L Street, NW, Ste. 1050, Washington, DC 20036
NATURAL RESOURCES DEFENSE COUNCIL INC	Mitigate climate change	\$457,500	40 West 20th Street, New York NY 10011-4211
NEW BUILDINGS INSTITUTE INC	Mitigate climate change	\$400,000	1601 Broadway, Vancouver WA 98663-3435
REGULATORY ASSISTANCE PROJECT	Mitigate climate change	\$350,000	50 State St., Suite 3, Montpelier VT 05602-2957
THE ENERGY FOUNDATION	Mitigate climate change	\$533,333	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
EUROPEAN CLIMATE FOUNDATION	Mitigate climate change	\$500,000	Riviermarkt 5, Den Haag, 2513 AM, Netherlands
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	Mitigate climate change	\$1,500,000	1920 L Street NW, Suite 800, Washington DC 20036-5045
NATURAL RESOURCES DEFENSE COUNCIL INC	Mitigate climate change	\$300,000	40 West 20th Street, New York NY 10011-4211
SIERRA CLUB FOUNDATION	Mitigate climate change	\$1,500,000	85 2nd Street, Suite 750, San Francisco CA 94105-3465
PARTNERSHIP PROJECT INC	Mitigate climate change	\$2,000,000	1225 I Street, NW, Ste. 307, Washington, DC 20005
THE ENERGY FOUNDATION	Mitigate climate change	\$500,000	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
NATURAL RESOURCES DEFENSE COUNCIL INC	Mitigate climate change	\$457,500	40 West 20th Street, New York NY 10011-4211

Form 990-PF (2012) - Part XV 3b - Sea Change Foundation - 20-4952986

Organization/Official Name	Purpose of Funds	Payable as of	Address
THE ENERGY FOUNDATION	Mitigate climate change	\$533,334	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
CERES INC	Mitigate climate change	\$375,000	99 Chauncy Street, 6th Fl., Boston MA 02111-1703
THE US CLIMATE ACTION NETWORK	Mitigate climate change	\$375,000	1810 16th Street, NW, Washington DC 20009
THE ENERGY FOUNDATION	Mitigate climate change	\$533,334	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	Mitigate climate change	\$675,000	529 14th Street, NW, Suite 600, Washington DC 20045-1802
THE ENERGY FOUNDATION	Mitigate climate change	\$500,000	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
CERES INC	Mitigate climate change	\$375,000	99 Chauncy Street, 6th Fl, Boston MA 02111-1703
THE US CLIMATE ACTION NETWORK	Mitigate climate change	\$375,000	1810 16th Street, NW, Washington DC 20009
THE ENERGY FOUNDATION	Mitigate climate change	\$250,000	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	Mitigate climate change	\$675,000	529 14th Street, NW Suite 600, Washington DC 20045-1802
THE ENERGY FOUNDATION	Mitigate climate change	\$1,000,000	301 Battery Street, 5th Floor, San Francisco CA 94111-3237
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION	Mitigate climate change	\$2,393,867	2080 Addison Street, Suite 4200, Berkeley, CA 94720-7408



**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

OMB No. 1545-0047

**2012**

Name of the organization

**SEA CHANGE FOUNDATION**

Employer identification number

**20-4952986**

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Form 990-PF

Section:

- 501(c)(\_\_\_\_) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 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 Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, Schedule B (Form 990, 990-EZ, or 990-PF) (2012) or 990-PF.**

Name of organization <b>SEA CHANGE FOUNDATION</b>	Employer identification number <b>20-4952986</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NATHANIEL & LAURA SIMONS ----- ONE EMBARCADERO CENTER 22ND FL ----- SAN FRANCISCO, CA 94111 -----	\$ 11,900,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	NATHANIEL SIMONS DE TRUST ----- 500 STANTON CHRISTIANA RD ----- NEWARK, DE 19713 -----	\$ 6,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	NATHANIEL SIMONS DE TRUST II ----- 500 STANTON CHRISTIANA RD ----- NEWARK, DE 19713 -----	\$ 2,098,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	NATHANIEL SIMONS RENAISSANCE TRUST ----- 500 STANTON CHRISTIANA RD ----- NEWARK, DE 19713 -----	\$ 5,421,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

SEA CHANGE FOUNDATION

20-4952986

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

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

Name of organization

SEA CHANGE FOUNDATION

Employer identification number

20-4952986

**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 total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) . . . . ▶ \$                      **N/A**  
 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
	N/A		

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

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

## SEA CHANGE FOUNDATION

20-4952986

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16A**  
**LEGAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES - GENERAL . . . . .	\$ 11,169.			\$ 10,937.
TOTAL	<u>\$ 11,169.</u>	<u>\$ 0.</u>		<u>\$ 10,937.</u>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - BOOKKEEPING/AUDITING				
	\$ 130,226.			\$ 131,189.
TOTAL	<u>\$ 130,226.</u>	<u>\$ 0.</u>		<u>\$ 131,189.</u>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES . . . . .	\$ 41,336.			\$ 38,677.
HUMAN RESOURCES . . . . .	20,339.			20,339.
TECHNOLOGY SERVICES . . . . .	80,106.			90,049.
PROGRAM CONSULTING FEES . . . . .	86,356.			100,425.
TOTAL	<u>\$ 228,137.</u>	<u>\$ 0.</u>		<u>\$ 249,490.</u>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX . . . . .	\$ 390,000.			
PAYROLL TAXES . . . . .	89,831.			\$ 89,831.
CA STATE TAX . . . . .	10.			10.
TOTAL	<u>\$ 479,841.</u>	<u>\$ 0.</u>		<u>\$ 89,841.</u>

## SEA CHANGE FOUNDATION

20-4952986

**STATEMENT 5**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYEE BENEFITS .....	\$ 245,211.			\$ 245,211.
RETIREMENT PLAN EXPENSE .....	338,263.			332,354.
STAFF DEVELOPMENT .....	97,200.			106,090.
WORKERS COMPENSATION .....	26,771.			26,771.
COMPUTER EQUIPMENT .....	23,004.			23,004.
EQUIPMENT PURCHASE .....	3,005.			3,005.
EQUIPMENT RENTAL .....	21,372.			21,372.
OFFICE SUPPLIES .....	28,180.			28,307.
TELECOMMUNICATION .....	53,473.			54,348.
POSTAGE & DELIVERY .....	1,748.			1,756.
SOFTWARE .....	23,150.			23,150.
PRINTING & REPRODUCTION .....	14,082.			14,082.
BUILDING EQUIPMENT REPAIR .....	875.			875.
OTHER INSURANCE .....	19,982.			19,982.
ADVERTISING .....	215.			215.
BANK FEES .....	533.			533.
FEES & LICENSES .....	300.			300.
MEMBERSHIP & DUES .....	864.			-20.
MISCELLANEOUS .....	455.			4,159.
LOAN FEES .....	63,472.			63,472.
<b>TOTAL</b>	<b>\$ 962,155.</b>	<b>\$ 0.</b>		<b>\$ 968,966.</b>

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MEDALLION INVESTMENTS-FMV	MKT VAL	\$ 65,043,274.	\$ 65,043,274.
MERITAGE INVESTMENTS, CLASS A-FMV	MKT VAL	15,798,688.	15,798,688.
MERITAGE INVESTMENTS, CLASS C-FMV	MKT VAL	2,505,761.	2,505,761.
EMPLOYEE RECEIVABLE	MKT VAL	0.	0.
MENDO - FMV	MKT VAL	19,831,185.	19,831,185.
RENAISSANCE INST. DIV. ALPHA FUND - FMV	MKT VAL	14,741,076.	14,741,076.
<b>TOTAL</b>		<b>\$ 117,919,984.</b>	<b>\$ 117,919,984.</b>

**STATEMENT 7**  
**FORM 990-PF, PART II, LINE 14**  
**LAND, BUILDINGS, AND EQUIPMENT**

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FURNITURE AND FIXTURES	\$ 81,811.	\$ 0.	\$ 81,811.	\$ 81,811.
<b>TOTAL</b>	<b>\$ 81,811.</b>	<b>\$ 0.</b>	<b>\$ 81,811.</b>	<b>\$ 81,811.</b>

**STATEMENT 8**  
**FORM 990-PF, PART II, LINE 22**  
**OTHER LIABILITIES**

CREDIT CARDS PAYABLE .....	\$	9,983.
RETIREMENT PLAN PAYABLE .....		10,492.
403(B) CONTRIBUTION PAYABLE .....		12,156.
ACCRUED VACATION .....		144,706.
FEDERAL INCOME TAX PAYABLE .....		220,000.
	<b>TOTAL</b>	<b>\$ <u>397,337.</u></b>

**STATEMENT 9**  
**FORM 990-PF, PART III, LINE 3**  
**OTHER INCREASES**

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS.. .. .	\$	10,808,375.
	<b>TOTAL</b>	<b>\$ <u>10,808,375.</u></b>

**STATEMENT 10**  
**FORM 990-PF, PART XV, LINE 1A**  
**FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

NATHANIEL SIMONS  
 LAURA BAXTER-SIMONS

**SECTION 4942(H)(2) ELECTION AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS**

PURSUANT TO IRC SECTION 4942 (H) (2) AND REGULATION 53.4942 (A) -3 (D) (2), THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED: 

STEPHEN COLWELL  
EXECUTIVE DIRECTOR



**OTHER REVENUE  
NET INVESTMENT INCOME**

LINE 11 - RENAISSANCE INST. EQUITIES FUND LLC ... ..	\$	-896,327.
TOTAL	\$	<u>-896,327.</u>

SEA CHANGE FOUNDATION

20-4952986

**EXPLANATION OF EXTENSION**

TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCRUATE TAX RETURN. SPECIFICALLY, THE TAXPAYER IS WAITING TO RECEIVE SCHEDULE K-1S NEEDED TO FILE THE RETURN.

**Application for Extension of Time To File an Exempt Organization Return**

Department of the Treasury  
Internal Revenue Service

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box.
- 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](http://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, see instructions**

<b>Type or print</b>  <small>File by the due date for filing your return. See instructions.</small>	<small>Name of exempt organization or other filer, see instructions</small>	<small>Employer identification number (EIN) or</small>
	<b>SEA CHANGE FOUNDATION</b>	<b>20-4952986</b>
	<small>Number, street, and room or suite number. If a P.O. box, see instructions</small>	<small>Social security number (SSN)</small>
	<b>ONE EMBARCADERO CENTER, 22ND FLOOR</b>	
	<small>City, town or post office, state, and ZIP code. For a foreign address, see instructions</small>	
	<b>SAN FRANCISCO, CA 94111</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)  **04**

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	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEPHEN COLWELL -----

Telephone No ▶ 415-830-9330 ----- 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 3/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year 20 \_\_\_\_ or
- ▶  tax year beginning 8/01, 20 12, and ending 7/31, 20 13

**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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$ 373,603.
<b>b</b> If this application is for Form 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.	<b>3b</b>	\$ 153,603.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ 220,000.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

**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

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>SEA CHANGE FOUNDATION</b>	Employer identification number (EIN) or <b>20-4952986</b>
	Number, street, and room or suite number. If a P O box, see instructions <b>COMYNS, SMITH, MCCLEARY &amp; DEEVER, LLP 3470 MT. DIABLO BLVD. #A110</b>	Social security number (SSN)
File by the extended due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>LAFAYETTE, CA 94549</b>	

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

**04**

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	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 books are in care of ▶ **STEPHEN COLWELL**

Telephone No ▶ **415-830-9330** 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 6/15, 20 14.

5 For calendar year \_\_\_\_\_, or other tax year beginning 8/01, 20 12, and ending 7/31, 20 13


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 \_\_\_\_\_

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b> \$	<b>366,704.</b>
<b>b</b> If this application is for Form 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	<b>8b</b> \$	<b>373,603.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b> \$	<b>0.</b>

**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 ▶ 

Title ▶ **CRA**

Date ▶ **2/12/2014**

BAA

FIFZ0502L 01/21/13

Form 8868 (Rev 1-2013)