

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.

2013

For calendar year 2013, or tax year beginning 8/01, 2013, and ending 7/31, 2014

SEA CHANGE FOUNDATION
ONE EMBARCADERO CENTER, 22ND FLOOR
SAN FRANCISCO, CA 94111A Employer identification number
20-4952986B Telephone number (see the instructions)
415-830-9330

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ \$ 167,908,151.
J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(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 (att sch)	31,923,491.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	24,525.	24,525.	N/A	
	4 Dividends and interest from securities	100.	100.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	29,299,851.			
	b Gross sales price for all assets on line 6a	34,053,905.			
	7 Capital gain net income (from Part IV, line 2)		29,942,650.		
	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)					
12 Total. Add lines 1 through 11	61,247,967.	29,314,512.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages	1,722,296.			1,726,575.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST. 1	8,927.			9,266.
	b Accounting fees (attach sch) SEE ST. 2	128,412.			127,382.
	c Other prof fees (attach sch) SEE ST. 3	385,661.			399,658.
	17 Interest				
	18 Taxes (attach schedule) (see instrs) SEE STM. 4	717,086.			97,086.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	7,800.			8,450.
	21 Travel, conferences, and meetings	148,897.			149,618.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	963,663.			933,205.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,082,742.			3,451,240.
	25 Contributions, gifts, grants paid. PART. XV.	41,045,000.			44,213,867.
26 Total expenses and disbursements. Add lines 24 and 25	45,127,742.	0.		47,665,107.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	16,120,225.				
b Net investment income (if negative, enter -0-)		29,314,512.			
c Adjusted net income (if negative, enter -0-)					

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Part III 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.....	16,454,524.	5,691,146.	5,691,146.
	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.....	25,284.	41,418.	41,418.
	10a	Investments — U.S. and state government obligations (attach schedule).....			
	b	Investments — corporate stock (attach schedule).....			
	c	Investments — corporate bonds (attach schedule).....			
	LIABILITIES	11	Investments — land, buildings, and equipment: basis.....		
		Less: accumulated depreciation (attach schedule).....			
12		Investments — mortgage loans.....			
13		Investments — other (attach schedule) STATEMENT 6 ...	117,919,984.	162,093,776.	162,093,776.
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		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).....	134,481,603.	167,908,151.	167,908,151.
17		Accounts payable and accrued expenses.....	21,855.	10,743.	
18		Grants payable.....	8,060,535.	4,891,668.	
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).....	397,337.	14,147,633.		
23	Total liabilities (add lines 17 through 22).....	8,479,727.	19,050,044.		
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 X and complete lines 27 through 31.				
	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.....	126,001,876.	148,858,107.	
	30	Total net assets or fund balances (see instructions).....	126,001,876.	148,858,107.	
	31	Total liabilities and net assets/fund balances (see instructions).....	134,481,603.	167,908,151.	

Part IV 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	126,001,876.
2	Enter amount from Part I, line 27a.....	2	16,120,225.
3	Other increases not included in line 2 (itemize)..... SEE STATEMENT 9	3	6,736,006.
4	Add lines 1, 2, and 3.....	4	148,858,107.
5	Decreases not included in line 2 (itemize).....	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30.....	6	148,858,107.

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)
1 a SEE STATEMENT 10				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss).	<div 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 </div>		2	29,942,650.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	-1,311,458.

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 (column (b) divided by column (c))
2012	44,112,986.	133,851,290.	0.329567
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

2 Total of line 1, column (d).	2	2.284610
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.456922
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	154,709,262.
5 Multiply line 4 by line 3.	5	70,690,065.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	293,145.
7 Add lines 5 and 6.	7	70,983,210.
8 Enter qualifying distributions from Part XII, line 4.	8	47,665,107.

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	586,290.
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	586,290.
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	586,290.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	171,726.	
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	450,000.	
d Backup withholding erroneously withheld.	6 d		
7 Total credits and payments. Add lines 6a through 6d.	7	621,726.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8	62.	
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	35,374.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax.	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)?		X
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.		
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?		X
If 'Yes,' attach a detailed description of the activities.		
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
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?		X
If 'Yes,' attach the statement required by General Instruction T.		
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, column (c), and Part XV.	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? 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.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 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
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

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

	Yes	No
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?..... <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)?.....	1 b	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?.....	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 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 ▶ 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?..... <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.).....	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 2013?.....	4 b	X

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Part VII 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 ☐

5 b N/A

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? ☐ Yes ☒ No

7 b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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.

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	419,078.	46,345.	0.
SHAWN REIFSTECK ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	COO 40	323,397.	51,217.	0.
SANDRA DOYLE ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	PROGRAM STRAT 32	206,649.	41,346.	0.
SATKARTAR KHALSA ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	PROGRAM STRAT 40	184,774.	39,224.	0.
CLIFFORD CHEN ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	PROGRAM STRAT 40	167,153.	38,405.	0.

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

5

Part VIII 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.
OPENISSUE, LLC 339 NOE STREET SAN FRANCISCO, CA 94114	TECH. CONSULTING	208,125.
Total number of others receiving over \$50,000 for professional services		0

Part IX A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX B Summary of Program-Related Investments (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	
Total. Add lines 1 through 3.	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1 a
b	Average of monthly cash balances	1 b 26,382,779.
c	Fair market value of all other assets (see instructions)	1 c 130,682,462.
d	Total (add lines 1a, b, and c)	1 d 157,065,241.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 157,065,241.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 2,355,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 154,709,262.
6	Minimum investment return. Enter 5% of line 5	6 7,735,463.

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 7,735,463.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a 586,290.
2b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b
2c	Add lines 2a and 2b	2 c 586,290.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 7,149,173.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 7,149,173.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 7,149,173.

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	1 a 47,665,107.
b	Program-related investments — total from Part IX-B	1 b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 47,665,107.
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 (see instructions)	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 47,665,107.

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.....				7,149,173.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only.....			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008.....	9,834,690.			
b From 2009.....	51,305,277.			
c From 2010.....	47,825,777.			
d From 2011.....	58,680,290.			
e From 2012.....	44,112,986.			
f Total of lines 3a through e.....	211,759,020.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 47,665,107.				
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).....	47,665,107.			
d Applied to 2013 distributable amount.....				0.
e Remaining amount distributed out of corpus.....	0.			
5 Excess distributions carryover applied to 2013..... (If an amount appears in column (d), the same amount must be shown in column (a).)	7,149,173.			7,149,173.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.....	252,274,954.			
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 instructions.....			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) (see instructions).....	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).....	2,685,517.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.....	249,589,437.			
10 Analysis of line 9:				
a Excess from 2009.....	51,305,277.			
b Excess from 2010.....	47,825,777.			
c Excess from 2011.....	58,680,290.			
d Excess from 2012.....	44,112,986.			
e Excess from 2013.....	47,665,107.			

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).)

SEE STATEMENT 11

- 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
a Paid during the year SEE STATEMENT	NONE	PUBLIC		44,213,867.
Total			3a	44,213,867.
b Approved for future payment SEE STATEMENT	NONE	PUBLIC		4,891,668.
Total			3b	4,891,668.

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 (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	24,525.	
4	Dividends and interest from securities			14	100.	
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					
8	Gain or (loss) from sales of assets other than inventory			18	29,299,851.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				29,324,476.	
13	Total. Add line 12, columns (b), (d), and (e)					29,324,476.

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

Part VII Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

SEA CHANGE FOUNDATION

Employer identification number

20-4952986

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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).

BAA 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

SEA CHANGE FOUNDATION

20-4952986

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	\$ 7,820,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	NATHANIEL SIMONS DE TRUST 500 STANTON CHRISTIANA RD NEWARK, DE 19713	\$ 14,515,280.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	NATHANIEL SIMONS DE TRUST II 500 STANTON CHRISTIANA RD NEWARK, DE 19713	\$ 651,273.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	NATHANIEL SIMONS RENAISSANCE TRUST 500 STANTON CHRISTIANA RD NEWARK, DE 19713	\$ 8,936,938.	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.)

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Employer identification number

20-4952986

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

Use duplicate copies of Part III if additional space is needed.

BAA

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	\$ 8,927.			\$ 9,266.
TOTAL	<u>\$ 8,927.</u>	<u>\$ 0.</u>		<u>\$ 9,266.</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	\$ 128,412.			\$ 127,382.
TOTAL	<u>\$ 128,412.</u>	<u>\$ 0.</u>		<u>\$ 127,382.</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.....	\$ 63,459.			\$ 65,088.
HUMAN RESOURCES.....	21,136.			21,136.
TECHNOLOGY SERVICES.....	246,066.			258,434.
PROGRAM CONSULTING FEES.....	55,000.			55,000.
TOTAL	<u>\$ 385,661.</u>	<u>\$ 0.</u>		<u>\$ 399,658.</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.....	\$ 620,000.			
PAYROLL TAXES.....	95,079.			\$ 95,079.
SF CITY PERSONAL PROPERTY TAXES....	2,007.			2,007.
TOTAL	<u>\$ 717,086.</u>	<u>\$ 0.</u>		<u>\$ 97,086.</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.....	\$ 257,847.			\$ 257,847.
RETIREMENT PLAN EXPENSE.....	374,984.			348,744.
STAFF DEVELOPMENT.....	61,996.			57,822.
WORKERS COMPENSATION.....	28,349.			28,349.
COMPUTER EQUIPMENT.....	7,925.			7,925.
EQUIPMENT PURCHASE.....	5,742.			5,742.
EQUIPMENT RENTAL.....	21,615.			21,615.
EQUIPMENT REPAIRS.....	941.			941.
OFFICE SUPPLIES.....	22,632.			22,453.
TELECOMMUNICATION.....	52,318.			51,916.
POSTAGE & DELIVERY.....	1,403.			1,395.
SOFTWARE.....	33,806.			33,806.
PRINTING & REPRODUCTION.....	22,139.			22,133.
BUILDING EQUIPMENT REPAIR.....	2,049.			2,049.
OTHER INSURANCE.....	13,439.			13,439.
BANK FEES.....	491.			491.
FEES & LICENSES.....	235.			235.
MEMBERSHIP & DUES.....	5,613.			5,613.
MISCELLANEOUS.....				551.
LOAN FEES.....	50,139.			50,139.
TOTAL	\$ 963,663.	\$ 0.		\$ 933,205.

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

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
MEDALLION INVESTMENTS-FMV	MKT VAL	\$ 63,500,914.	\$ 63,500,914.
MERITAGE INVESTMENTS, CLASS A-FMV	MKT VAL	15,991,824.	15,991,824.
MERITAGE INVESTMENTS, CLASS C-FMV	MKT VAL	44,787,208.	44,787,208.
MENDO - FMV	MKT VAL	23,000,510.	23,000,510.
RENAISSANCE INST. DIV. ALPHA FUND - FMV	MKT VAL	14,813,320.	14,813,320.
TOTAL		\$ 162,093,776.	\$162,093,776.

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

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 81,811.	\$ 0.	\$ 81,811.	\$ 81,811.
TOTAL	\$ 81,811.	\$ 0.	\$ 81,811.	\$ 81,811.

SEA CHANGE FOUNDATION

20-4952986

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

CREDIT CARDS PAYABLE.....	\$	8,318.
RETIREMENT PLAN PAYABLE.....		11,763.
403(B) CONTRIBUTION PAYABLE.....		37,125.
ACCRUED VACATION.....		140,427.
FEDERAL INCOME TAX PAYABLE.....		450,000.
DB LINE OF CREDIT.....		13,500,000.
TOTAL	\$	<u>14,147,633.</u>

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

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS.....	\$	6,736,006.
TOTAL	\$	<u>6,736,006.</u>

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	234.0057 MEDALLION CAPITAL INVESTMENTS LTD	PURCHASED	VARIOUS	12/31/2013
2	1.6819 MEDALLION CAPITAL INVESTMENTS LTD	PURCHASED	VARIOUS	1/31/2014
3	610.2139 MEDALLION CAPITAL INVESTMENTS LTD	PURCHASED	VARIOUS	6/30/2014
4	RENAISSANCE INSTITUTIONAL DIVERSIFIED AL	PURCHASED	VARIOUS	VARIOUS
5	RENAISSANCE INSTITUTIONAL DIVERSIFIED AL	PURCHASED	VARIOUS	VARIOUS
6	RENAISSANCE INSTITUTIONAL DIVERSIFIED AL	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	7701731.		774,521.	6927210.				\$ 6927210.
2	55,355.		5,567.	49,788.				49,788.
3	25510591.		2019709.	23490882.				23490882.
4	0.		0.	0.				0.
5	0.		1311458.	-1311458.				-1311458.
6	786,228.		0.	786,228.				786,228.
TOTAL								<u>\$29942650.</u>

STATEMENT 11
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

NATHANIEL SIMONS
 LAURA BAXTER-SIMONS

2013

GENERAL ELECTIONS

PAGE 1


SEA CHANGE FOUNDATION

20-4952986

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

2013

FEDERAL SUPPORTING DETAIL

PAGE 1

SEA CHANGE FOUNDATION

20-4952986

OTHER REVENUE
NET INVESTMENT INCOME

LINE 11 - RENAISSANCE INST. EQUITIES FUND, LLC.....	\$	-652,763.
TOTAL	\$	<u>-652,763.</u>

Organization/Official Name	Address	Foundation Status of Recipient	Purpose of Funds	Payment Amount
CERES INC	99 Chauncy Street, 6th Fl., Boston MA 02111-1703	PC	Mitigate climate change	\$375,000
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	529 14th Street, NW Suite 600, Washington DC 20045-1802	PC	Mitigate climate change	\$675,000
CENTER FOR AMERICAN PROGRESS	1333 H Street, NW, Washington DC 20005-4707	PC	Mitigate climate change	\$625,000
CLIMATE SOLUTIONS	219 Legion Way SW, Suite 201, Olympia WA 98501-1097	PC	Mitigate climate change	\$100,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$250,000
THE US CLIMATE ACTION NETWORK	50 F Street, N.W., Eighth Floor, Washington, DC 20001	PC	Mitigate climate change	\$375,000
WESTERN RESOURCE ADVOCATES	2260 Baseline Road, Ste. 200, Boulder CO 80302-7740	PC	Mitigate climate change	\$450,000
ALLIANCE TO SAVE ENERGY	1850 M ST NW, Suite 600, Washington DC 20036-5817	PC	Mitigate climate change	\$360,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$1,000,000
CERES INC	99 Chauncy Street, 6th Fl., Boston MA 02111-1703	PC	Mitigate climate change	\$375,000
WORLD RESOURCES INSTITUTE	10 G Street, NE 8TH Floor, Washington, DC 20002-4213	PC	Mitigate climate change	\$337,500
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$1,200,000
CENTER FOR AMERICAN PROGRESS	1333 H Street, NW, Washington DC 20005-4707	PC	Mitigate climate change	\$625,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$533,334
CLIMATE SOLUTIONS	219 Legion Way SW, Suite 201, Olympia WA 98501-1097	PC	Mitigate climate change	\$250,000
INTERSTATE RENEWABLE ENERGY COUNCIL	PO Box 1156, Latham NY 12110-1156	PC	Mitigate climate change	\$425,000
NW ENERGY COALITION	811 1st Avenue, Suite 305, Seattle WA 98104-1463	PC	Mitigate climate change	\$325,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$533,334
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	529 14th Street, NW Suite 600, Washington DC 20045-1802	PC	Mitigate climate change	\$675,000
GEORGE MASON UNIVERSITY FOUNDATION INC	Mason Hall D201, 4400 University Drive MS 1A3, Fairfax VA 22030-4444	PC	Mitigate climate change	\$600,000
RESOURCE MEDIA A NONPROFIT CORPORATION	101 Montgomery St. Suite 2600, San Francisco CA 94104	PC	Mitigate climate change	\$425,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$500,000
THE US CLIMATE ACTION NETWORK	50 F Street, N.W., Eighth Floor, Washington, DC 20001	PC	Mitigate climate change	\$375,000
PARTNERSHIP PROJECT INC	1225 I Street, NW, Ste. 307, Washington, DC 20005	PC	Mitigate climate change	\$2,000,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$616,666
WORLD RESOURCES INSTITUTE	10 G Street, NE 8TH Floor, Washington, DC 20002-4213	PC	Mitigate climate change	\$337,500
ALASKA CONSERVATION FOUNDATION	441 West 5th Ave., Anchorage AK 99501-2309	PC	Mitigate climate change	\$700,000
RENEWABLE ENERGY ALASKA PROJECT	308 G Street, Ste. 224, Anchorage, AK 99501	PC	Mitigate climate change	\$175,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$500,000
CLIMATE SOLUTIONS	219 Legion Way SW, Suite 201, Olympia WA 98501-1097	PC	Mitigate climate change	\$175,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED	257 Park Avenue, South, New York NY 10010-7304	PC	Mitigate climate change	\$650,000
SOUTHWEST ENERGY EFFICIENCY PROJECT LLC	2334 North Broadway, Ste. A, Boulder CO 80304	PC	Mitigate climate change	\$450,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$250,000
WORLD WILDLIFE FUND INC	1250 24th Street, NW, Washington DC 20037-1124	PC	Mitigate climate change	\$500,000
REGULATORY ASSISTANCE PROJECT	50 State St., Suite 3, Montpelier VT 05602-2957	PC	Mitigate climate change	\$350,000
RESOURCE MEDIA A NONPROFIT CORPORATION	101 Montgomery St. Suite 2600, San Francisco CA 94104	PC	Mitigate climate change	\$425,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$550,000
WESTERN RESOURCE ADVOCATES	2260 Baseline Road, Ste. 200, Boulder CO 80302-7740	PC	Mitigate climate change	\$150,000
ALASKA CONSERVATION FOUNDATION	441 West 5th Ave., Anchorage AK 99501-2309	PC	Mitigate climate change	\$700,000
ALLIANCE TO SAVE ENERGY	1850 M ST NW, Suite 600, Washington DC 20036-5817	PC	Mitigate climate change	\$360,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	1920 L Street NW, Suite 800, Washington DC 20036-5045	PC	Mitigate climate change	\$750,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$666,666
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	1920 L Street NW, Suite 800, Washington DC 20036-5045	PC	Mitigate climate change	\$1,250,000
NATURAL RESOURCES DEFENSE COUNCIL INC	40 West 20th Street, New York NY 10011-4211	PC	Mitigate climate change	\$400,000

Organization/Original Name	Address	Foundation Status/Recipient	Purpose of Funds	Payment Amount
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$566,666
NATURAL RESOURCES DEFENSE COUNCIL INC	40 West 20th Street, New York NY 10011-4211	PC	Mitigate climate change	\$325,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$266,666
PARTNERSHIP PROJECT INC	1225 I Street, NW, Ste. 307, Washington, DC 20005	PC	Mitigate climate change	\$2,500,000
SIERRA CLUB FOUNDATION	85 2nd Street, Suite 750, San Francisco CA 94105-3465	PC	Mitigate climate change	\$1,000,000
THE US CLIMATE ACTION NETWORK	50 F Street, N.W., Eighth Floor, Washington, DC 20001	PC	Mitigate climate change	\$550,000
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION	2080 Addison Street, Suite 4200, Berkeley, CA 94720-7408	PC	Mitigate climate change	\$2,393,867
WORLD WILDLIFE FUND INC	1250 24th Street, NW, Washington DC 20037-1124	PC	Mitigate climate change	\$500,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$500,000
NEW BUILDINGS INSTITUTE INC	1601 Broadway, Vancouver WA 98663-3435	PC	Mitigate climate change	\$400,000
EUROPEAN CLIMATE FOUNDATION	Rivierismarkt 5, Den Haag, 2513 AM Netherlands	PC	Mitigate climate change	\$500,000
REGULATORY ASSISTANCE PROJECT	50 State St., Suite 3, Montpelier VT 05602-2957	PC	Mitigate climate change	\$350,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$550,000
WESTERN RESOURCE ADVOCATES	2260 Baseline Road, Ste. 200, Boulder CO 80302-7740	PC	Mitigate climate change	\$300,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	1920 L Street NW, Suite 800, Washington DC 20036-5045	PC	Mitigate climate change	\$750,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$616,667
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	1920 L Street NW, Suite 800, Washington DC 20036-5045	PC	Mitigate climate change	\$1,250,000
NATURAL RESOURCES DEFENSE COUNCIL INC	40 West 20th Street, New York NY 10011-4211	PC	Mitigate climate change	\$400,000
PARTNERSHIP PROJECT INC	1225 I Street, NW, Ste. 307, Washington, DC 20005	PC	Mitigate climate change	\$1,500,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$666,667
SIERRA CLUB FOUNDATION	85 2nd Street, Suite 750, San Francisco CA 94105-3465	PC	Mitigate climate change	\$1,000,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$600,000
THE US CLIMATE ACTION NETWORK	50 F Street, N.W., Eighth Floor, Washington, DC 20001	PC	Mitigate climate change	\$500,000
WORLD RESOURCES INSTITUTE	10 G Street, NE 8TH Floor, Washington, DC 20002-4213	PC	Mitigate climate change	\$250,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$566,667
WORLD WILDLIFE FUND INC	1250 24th Street, NW, Washington DC 20037-1124	PC	Mitigate climate change	\$600,000
CERES INC	99 Chauncy Street, 6th Fl., Boston MA 02111-1703	PC	Mitigate climate change	\$375,000
EUROPEAN CLIMATE FOUNDATION	Rivierismarkt 5, Den Haag, 2513 AM Netherlands	PC	Mitigate climate change	\$500,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$266,667
INSTITUTE FOR MARKET TRANSFORMATION	1707 L Street, NW Ste. 1050, Washington, DC 20036	PC	Mitigate climate change	\$250,000

Organization/Official Name	Address	Foundation Status of Recipient	Purpose of Funds	Payable as of 07/31/14
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$500,000
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	529 14th Street, NW Suite 600, Washington DC 20045-1802	PC	Mitigate climate change	\$675,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$616,667
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$666,667
CERES INC	99 Chauncy Street, 6th Fl., Boston MA 02111-1703	PC	Mitigate climate change	\$375,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$550,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$566,667
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	529 14th Street, NW Suite 600, Washington DC 20045-1802	PC	Mitigate climate change	\$675,000
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco CA 94111-3237	PC	Mitigate climate change	\$266,667

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No. 1545-1709

► 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, see instructions**

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

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 (other than individual)	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, 2015, 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, 2013, and ending 7/31, 2014.

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	\$	626,899.
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	\$	176,899.
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	\$	450,000.

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.**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form 8868 (Rev. 1-2014)

FIF20501L 12/31/13

- 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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	SEA CHANGE FOUNDATION	20-4952986
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	COMYNS, SMITH, MCCLEARY & DEEVER, LLP 3470 MT. DIABLO BLVD. #A110	
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.	
	LAFAYETTE, CA 94549	

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 (other than individual)	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 15.
- 5 For calendar year _____, or other tax year beginning 8/01, 20 13, and ending 7/31, 20 14.
- 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. . . TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCRUATE TAX RETURN.

8 a 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.	8 a \$	586,290.
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.	8 b \$	621,726.
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.	8 c \$	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 ▶

Title ▶ **EXECUTIVE DIRECTOR**

Date ▶

BAA

FIFZ0502L 12/31/13

Form 8868 (Rev 1-2014)