See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 8/01 **, 2010, and ending** 7/31 , 2011

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

SEA CHANGE FOUNDATION
ONE EMBARCADERO CENTER, 8TH 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 ☐

H Check type of organization: [X] 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)* ► $ 141,226,135.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 the instructions).)*

	Line	(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)	26,603,000.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	14,596.	14,596.	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	482,482.			
	b Gross sales price for all assets on line 6a 547,500.				
	7 Capital gain net income (from Part IV, line 2)		482,482.		
	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)		-24,264.		
	12 **Total.** Add lines 1 through 11	27,100,078.	472,814.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	1,271,715.			1,201,647.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 1	37,914.			37,914.
	b Accounting fees (attach sch) SEE ST 2	73,995.			73,995.
	c Other prof fees (attach sch) SEE ST. 3	308,431.			308,431.
	17 Interest	279,887.			232,943.
	18 Taxes (attach schedule)(see instr) SEE STM 4	234,128.			77,111.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	111,798.			111,798.
	21 Travel, conferences, and meetings	174,005.			174,005.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	622,254.			608,022.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,114,127.			2,825,866.
	25 Contributions, gifts, grants paid PART XV	54,438,250.			44,999,911.
	26 **Total expenses and disbursements.** Add lines 24 and 25	57,552,377.	0.		47,825,777.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-30,452,299.			
	b **Net investment income** (if negative, enter -0-)		472,814.		
	c **Adjusted net income** (if negative, enter -0-)				

SCANNED MAY 1 4 2012

8/9

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1 Cash – non-interest-bearing			
2 Savings and temporary cash investments	12,659,995.	1,501,554.	1,501,554.
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 the 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			
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	111,755,186.	139,642,770.	139,642,770.
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 instructions. Also, see page 1, item I)	124,496,992.	141,226,135.	141,226,135.
LIABILITIES 17 Accounts payable and accrued expenses		20,000.	
18 Grants payable	3,550,000.	12,988,339.	
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)	10,193,496.	20,039,157.	
23 **Total liabilities** (add lines 17 through 22)	13,743,496.	33,047,496.	
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	110,753,496.	108,178,639.	
30 **Total net assets or fund balances** (see the instructions)	110,753,496.	108,178,639.	
31 **Total liabilities and net assets/fund balances** (see the instructions)	124,496,992.	141,226,135.	

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	110,753,496.
2 Enter amount from Part I, line 27a	2	-30,452,299.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	27,877,442.
4 Add lines 1, 2, and 3	4	108,178,639.
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	108,178,639.

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)
1a	39.2945 MEDALLION CAPITAL INVESTMENTS LTD	P	VARIOUS	3/31/11
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	547,500.		65,018.	482,482.
b				
c				
d				
e				

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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				482,482.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 482,482.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 — **3** 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.

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))
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
2006	424,368.	11,942,294.	0.035535
2005	5,921.	2,769,189.	0.002138

2	**Total** of line 1, column (d)	2	1.498368
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	0.299674
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	127,997,811.
5	Multiply line 4 by line 3	5	38,357,616.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,728.
7	Add lines 5 and 6	7	38,362,344.
8	Enter qualifying distributions from Part XII, line 4	8	47,825,777.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	4,728.
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	4,728.
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	4,728.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 17,968.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	17,968.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	13,240.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ► 13,240.	**Refunded** ►	11	0.

Part VII-A 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		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?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the 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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* SEE STATEMENT 10	10	X	

Part VII-A Statements Regarding Activities *(Continued)*

			Yes	No
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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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

			Yes	No
16	At any time during calendar year 2010, 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ 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			
	(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			
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 the instructions)?	1b		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 2010?	1c		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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 the instructions.)	2b	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__ .			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2010 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 2010.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2010?	4b		X

TEEA0305L 02/16/11

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If 'Yes' to 6b, file Form 8870.

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (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, 8TH FL SAN FRANCISCO, CA 94111	PRESIDENT 0	0.	0.	0.
LAURA BAXTER-SIMONS ONE EMBARCADERO CENTER, 8TH 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, 8TH FL SAN FRANCISCO, CA 94111	EXECUTIVE DIR 32	307,533.	34,220.	0.
SHAWN REIFSTECK ONE EMBARCADERO CENTER, 8TH FL SAN FRANCISCO, CA 94111	COO 40	227,465.	32,947.	0.
SANDRA DOYLE ONE EMBARCADERO CENTER, 8TH FL SAN FRANCISCO, CA 94111	PROGRAM STRAT 32	158,501.	34,945.	0.
SATKARTAR KHALSA ONE EMBARCADERO CENTER, 8TH FL SAN FRANCISCO, CA 94111	PROGRAM ASSOC 40	139,990.	36,239.	0.
CLIFFORD CHEN ONE EMBARCADERO CENTER, 8TH FL SAN FRANCISCO, CA 94111	PROGRAM ASSOC 40	110,970.	35,196.	0.

Total number of other employees paid over $50,000 ► 0

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
KATHLEEN WELCH PO BOX 75071 WASHINGTON, DC 20013	GRANT MAKING CONSULT	72,000.
CASCADE PHILANTHROPY ADVISORS, INC. 66 BELL STREET SUITE 2 SEATTLE, WA 98121	CONSULTING	54,600.
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.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	
b Average of monthly cash balances		1b	4,898,653.
c Fair market value of all other assets (see instructions)		1c	125,048,363.
d **Total** (add lines 1a, b, and c)		1d	129,947,016.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	129,947,016.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	1,949,205.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	127,997,811.
6 **Minimum investment return.** Enter 5% of line 5		6	6,399,891.

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	6,399,891.
2a Tax on investment income for 2010 from Part VI, line 5	2a 4,728.		
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	4,728.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	6,395,163.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	6,395,163.
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	6,395,163.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	47,825,777.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	47,825,777.
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	4,728.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	47,821,049.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					6,395,163.
2 Undistributed income, if any, as of the end of 2010:					
a Enter amount for 2009 only				0.	
b Total for prior years: 20__, 20__, 20__			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007					
d From 2008	29,178,381.				
e From 2009	51,305,277.				
f **Total** of lines 3a through e		80,483,658.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► $ 47,825,777.					
a Applied to 2009, 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)		47,825,777.			
d Applied to 2010 distributable amount					0.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*		6,395,163.			6,395,163.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		121,914,272.			
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 2009. Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		121,914,272.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008	22,783,218.				
d Excess from 2009	51,305,277.				
e Excess from 2010	47,825,777.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2a 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 organization 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 ► [X] 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 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 XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
SEE STATEMENT ,	NONE	PUBLIC		44,999,911.
Total ► 3a				44,999,911.
***b** Approved for future payment*				
SEE STATEMENT ,	NONE	PUBLIC		12,988,339.
Total ► 3b				12,988,339.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (see the instructions)
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	14,596.	
4 Dividends and interest from securities					
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	482,482.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a REALIZED K-1 INCOME			14		
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				497,078.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 497,078.

(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 the instructions.)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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			

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 5/2/2012 | Title EXECUTIVE DIRECTOR

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN
BRENT M. BAXTER	BRENT M. BAXTER	4/16/2012		P00186097

Firm's name ▶ COMYNS, SMITH, MCCLEARY & DEAVER, LLP — Firm's EIN ▶ 68-0307221

Firm's address ▶ 3470 MT. DIABLO BLVD. #A110, LAFAYETTE, CA 94549 — Phone no (925) 299-1040

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2010

Name of the organization
SEA CHANGE FOUNDATION

Employer identification number
20-4952986

Organization type (check one).

Filers of: | **Section:**

Form 990 or 990-EZ
☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF
☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. *Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.*

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate 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 aggregate 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 their Form 990, or check the box on line H of its Form 990-EZ, or on 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).

Name of organization
SEA CHANGE FOUNDATION

Employer identification number
20-4952986

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	NATHANIEL & LAURA SIMONS ONE EMBARCADERO CENTER, 8TH FL SAN FRANCISCO, CA 94111	$ 12,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	NATHANIEL SIMONS DE TRUST I 500 STANTON CHRISTIANA RD NEWARK, DE 19713	$ 1,150,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	NATHANIEL SIMONS DE TRUST II 500 STANTON CHRISTIANA RD NEWARK, DE 19713	$ 453,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	KLEIN LTD. VICTORIA PLACE-31 VICTORIA ST. HAMILTON, HM 10 BERMUDA	$ 13,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: SEA CHANGE FOUNDATION

Employer identification number: 20-4952986

Part II **Noncash Property** (see instructions.)

(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 aggregating more than $1,000 for the year.** Complete cols **(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

(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

Form **3115**
(Rev December 2009)
Department of the Treasury
Internal Revenue Service

Application for Change in Accounting Method

OMB No. 1545-0152

Name of filer (name of parent corporation if a consolidated group) (see instructions) SEA CHANGE FOUNDATION	Identification number (see instructions) 20-4952986
	Principal business activity code number (see instructions) 813000
Number, street, and room or suite no. If a P O. box, see the instructions. ONE EMBARCADERO CENTER, 8TH FLOOR	Tax year of change begins (MM/DD/YYYY) 8/01/2010
	Tax year of change ends (MM/DD/YYYY) 7/31/2011
City or town, state, and ZIP Code SAN FRANCISCO, CA 94111	Name of contact person (see instructions) STEPHEN COLWELL
Name of applicant(s) (if different than filer) and identification number(s) (see instructions)	Contact person's telephone number (415) 830-9330

If the applicant is a member of a consolidated group, check this box ► ☐

If **Form 2848**, Power of Attorney and Declaration of Representative, is attached (see instructions for when Form 2848 is required), check this box ► ☐

Check the box to indicate the applicant.

☐ Individual
☐ Corporation
☐ Controlled foreign corporation (Section 957)
☐ 10/50 corporation (Section 904(d)(2)(E))
☐ Qualified personal service corporation (Section 448(d)(2))
☒ Exempt organization. Enter Code section ► 501(C)(3)
☐ Cooperative (Section 1381)
☐ Partnership
☐ S corporation
☐ Insurance company (Section 816(a))
☐ Insurance company (Section 831)
☐ Other (specify) ►

Check the appropriate box to indicate the type of accounting method change being requested. (see instructions)

☐ Depreciation or Amortization
☐ Financial Products and/or Financial Activities of Financial Institutions
☒ Other (specify) ... ► CASH BASIS ACCOUNTING METHOD TO ACCRUAL

Caution: *To be eligible for approval of the requested change in method of accounting, the taxpayer must provide all information that is relevant to the taxpayer or to the taxpayer's requested change in method of accounting. This includes all information requested on this Form 3115 (including its instructions), as well as any other information that is not specifically requested.*
The taxpayer must attach all applicable supplemental statements requested throughout this form.

Part I Information For Automatic Change Request	Yes	No
1 Enter the applicable designated automatic accounting method change number for the requested automatic change. Enter only one designated automatic accounting method change number, except as provided for in guidance published by the IRS. If the requested change has no designated automatic accounting method change number, check 'Other,' and provide both a description of the change and citation of the IRS guidance providing the automatic change. See instructions. ► **(a)** Change No. 34 **(b)** Other ☐ Description ►		
2 Do any of the scope limitations described in section 4.02 of Rev Proc 2008-52 cause automatic consent to be unavailable for the applicant's requested change? If 'Yes,' attach an explanation		X
Note: *Complete Part II below and then Part IV, and also Schedules A through E of this form (if applicable).*		

Part II Information for All Requests	Yes	No
3 Did or will the applicant cease to engage in the trade or business to which the requested change relates, or terminate its existence, in the tax year of change (see instructions)?		X
If 'Yes,' the applicant is not eligible to make the change under automatic change request procedures.		
4a Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) under examination (see instructions)?		X
If 'No', go to line 5		
b Is the method of accounting the applicant is requesting to change an issue (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) either (i) under consideration or (ii) placed in suspense (see instructions)?		

Signature *(see instructions)*

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

Filer

Signature and date

STEPHEN COLWELL, EXECUTIVE DIRECTOR
Name and title (print or type)

Preparer (other than filer/applicant)

Signature of individual preparing the application and date

BRENT M. BAXTER
Name of individual preparing the application (print or type)

COMYNS, SMITH, MCCLEARY & DEAVER, LLP
3470 MT. DIABLO BLVD. #A110
LAFAYETTE, CA 94549
Name of firm preparing the application

Part II Information For All Requests (continued)

		Yes	No
4c	Is the method of accounting the applicant is requesting to change an issue pending (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) for any tax year under examination (see instructions)?		
d	Is the request to change the method of accounting being filed under the procedures requiring that the operating division director consent to the filing of the request (see instructions)?		
	If 'Yes,' attach the consent statement from the director.		
e	Is the request to change the method of accounting being filed under the 90-day or 120-day window period?		
	If 'Yes,' check the box for the applicable window period and attach the required statement (see instructions). ☐ 90 day ☐ 120 day: Date examination ended ►		
f	If you answered 'Yes' to line 4a, enter the name and telephone number of the examining agent and the tax year(s) under examination. Name ► Telephone number ► Tax year(s) ►		
g	Has a copy of this Form 3115 been provided to the examining agent identified on line 4f?		
5a	Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) before Appeals and/or a Federal court?		X
	If 'Yes,' enter the name of the (check the box) ☐ Appeals officer and/or ☐ counsel for the government, and the tax year(s) before Appeals and/or a Federal court. Name ► Telephone number ► Tax year(s) ►		
b	Has a copy of this Form 3115 been provided to the Appeals officer and/or counsel for the government identified on line 5a?		
c	Is the method of accounting the applicant is requesting to change an issue under consideration by Appeals and/or a Federal court (for either the applicant or any present or former consolidated group in which the applicant was a member for the tax year(s) the applicant was a member) (see instructions)?		
	If 'Yes', attach an explanation.		
6	If the applicant answered 'Yes' to line 4a and/or 5a with respect to any present or former consolidated group, attach a statement that provides each parent corporation's **(a)** name, **(b)** identification number, **(c)** address, and **(d)** tax year(s) during which the applicant was a member that is under examination, before an Appeals office, and/or before a Federal court.		
7	If, for federal income tax purposes, the applicant is either an entity (including a limited liability company) treated as a partnership or an S corporation, is it requesting a change from a method of accounting that is an issue under consideration in an examination, before Appeals, or before a Federal court, with respect to a Federal income tax return of a partner, member, or shareholder of that entity?		X
	If 'Yes,' the applicant is **not** eligible to make the change.		
8a	Does the applicable revenue procedure (advance consent or automatic consent) state that the applicant does not receive audit protection for the requested change (see instructions)?		X
b	If 'Yes,' attach an explanation.		
9a	Has the applicant, its predecessor, or a related party requested or made (under either an automatic change procedure or a procedure requiring advance consent) a change in method of accounting within the past 5 years (including the year of the requested change)?		X
b	If 'Yes,' for each trade or business, attach a description of each requested change in method of accounting (including the tax year of change) and state whether the applicant received consent.		
c	If any application was withdrawn, not perfected, or denied, or if a Consent Agreement granting a change was sent to the taxpayer but was not signed and returned to the IRS, or if the change was not made or not made in the requested year of change, attach an explanation.		
10a	Does the applicant, its predecessor, or a related party currently have pending any request (including any concurrently filed request) for a private letter ruling, change in method of accounting, or technical advice?		X
b	If 'Yes,' for each request attach a statement providing the name(s) of the taxpayer, identification number(s), the type of request (private letter ruling, change in method of accounting, or technical advice), and the specific issue(s) in the request(s).		
11	Is the applicant requesting to change its **overall** method of accounting?	X	
	If 'Yes,' check the appropriate boxes below to indicate the applicant's present and proposed methods of accounting. Also, complete Schedule A on page 4 of this form.		
	Present method: ☒ Cash ☐ Accrual ☐ Hybrid (attach description)		
	Proposed method: ☐ Cash ☒ Accrual ☐ Hybrid (attach description)		

Part II Information For All Requests (continued) | Yes | No

12 If the applicant is either (i) **not** changing its overall method of accounting, or (ii) is changing its overall method of accounting and also changing to a special method of accounting for one or more items, attach a detailed and complete description for each of the following:

a The item(s) being changed.

b The applicant's present method for the item(s) being changed.

c The applicant's proposed method for the item(s) being changed.

d The applicant's present overall method of accounting (cash, accrual, or hybrid).

13 Attach a detailed and complete description of the applicant's trade(s) or business(es), and the principal business activity code for each. If the applicant has more than one trade or business as defined in Regulations section 1.446-1(d), describe: whether each trade or business is accounted for separately; the goods and services provided by each trade or business and any other types of activities engaged in that generate gross income; the overall method of accounting for each trade or business; and which trade or business is requesting to change its accounting method as part of this application or a separate application. SEE ATTACHMENT 1

14 Will the proposed method of accounting be used for the applicant's books and records and financial statements? For insurance companies, see the instructions. — Yes: X

If 'No,' attach an explanation.

15a Has the applicant engaged, or will it engage, in a transaction to which section 381(a) applies (e.g., a reorganization, merger, or liquidation) during the proposed tax year of change determined without regard to any potential closing of the year under section 381(b)(1)? — No: X

b If 'Yes,' for the items of income and expense that are the subject of this application, attach a statement identifying the methods of accounting used by the parties to the section 381(a) transaction immediately before the date of distribution or transfer and the method(s) that would be required by section 381(c)(4) or (c)(5) absent consent to the change(s) requested in this application.

16 Does the applicant request a conference with the IRS National Office if the IRS proposes an adverse response? — No: X

17 If the applicant is changing to either the overall cash method, an overall accrual method, or is changing its method of accounting for any property subject to section 263A, any long-term contract subject to section 460, or inventories subject to section 474, enter the applicant's gross receipts for the 3 tax years preceding the tax year of change.

1st preceding year ended: mo 07 yr 2010	2nd preceding year ended: mo 07 yr 2009	3rd preceding year ended: mo 07 yr 2008
$ 70,995,261.	$ 51,407,576.	$ 11,017,233.

Part III Information For Advance Consent Request | Yes | No

18 Is the applicant's requested change described in any revenue procedure, revenue ruling, notice, regulation, or other published guidance as an automatic change request?

If 'Yes,' attach an explanation describing why the applicant is submitting its request under advance consent request procedures.

19 Attach a full explanation of the legal basis supporting the proposed method for the item being changed. Include a detailed and complete description of the facts that explains how the law specifically applies to the applicant's situation and that demonstrates that the applicant is authorized to use the proposed method. Include all authority (statutes, regulations, published rulings, court cases, etc.) supporting the proposed method. Also, include either a discussion of the contrary authorities or a statement that no contrary authority exists.

20 Attach a copy of all documents related to the proposed change (see instructions).

21 Attach a statement of the applicant's reasons for the proposed change.

22 If the applicant is a member of a consolidated group for the year of change, do all other members of the consolidated group use the proposed method of accounting for the item being changed?

If 'No', attach an explanation.

23a Enter the amount of **user fee** attached to this application (see instructions). ► $

b If the applicant qualifies for a reduced user fee, attach the required information or certification (see instructions).

Part IV Section 481(a) Adjustment | Yes | No

24 Does the applicable revenue procedure, revenue ruling, notice, regulation, or other published guidance require the applicant to implement the requested change in method of accounting on a cut-off basis rather than a section 481(a) adjustment? — No: X

If 'Yes,' do not complete lines 25, 26, and 27 below.

25 Enter the section 481(a) adjustment Indicate whether the adjustment is an increase (+) or a decrease (-) in income ► $ 0. Attach a summary of the computation and an explanation of the methodology used to determine the section 481(a) adjustment If it is based on more than one component, show the computation for each component If more than one applicant is applying for the method change on the same application, attach a list of the name, identification number, principal business activity code (see instructions), and the amount of the section 481(a) adjustment attributable to each applicant.

Part IV Section 481(a) Adjustment

		Yes	No
26	If the section 481(a) adjustment is an increase to income of less than $25,000, does the applicant elect to take the entire amount of the adjustment into account in the year of change?	X	
27	Is any part of the section 481(a) adjustment attributable to transactions between members of an affiliated group, a consolidated group, a controlled group, or other related parties? If 'Yes', attach an explanation.		X

Schedule A – Change in Overall Method of Accounting (If Schedule A applies, Part I below must be completed.)

Part I Change in Overall Method (see instructions)

1 Enter the following amounts as of the close of the tax year preceding the year of change. If none, state 'None.' Also, attach a statement providing a breakdown of the amounts entered on lines 1a through 1g.

	Amount
a Income accrued but not received	$ NONE
b Income received or reported before it was earned (such as advanced payments). Attach a description of the income and the legal basis for the proposed method	NONE
c Expenses accrued but not paid (such as accounts payable)	NONE
d Prepaid expenses previously deducted	NONE
e Supplies on hand previously deducted and/or not previously reported	NONE
f Inventory on hand previously deducted and/or not previously reported. Complete Schedule D, Part II	NONE
g Other amounts (specify). Attach a description of the item and the legal basis for its inclusion in the calculation of the section 481(a) adjustment ►	NONE
h **Net section 481(a) adjustment** (Combine lines 1a – 1g.) Indicate whether the adjustment is an increase (+) or decrease (-) in income. Also enter the net amount of this section 481(a) adjustment amount on Part IV, line 25	$ 0.

2 Is the applicant also requesting the recurring item exception under section 461(h)(3)? [X] Yes [ ] No

3 Attach copies of the profit and loss statement (Schedule F (Form 1040) for farmers) and the balance sheet, if applicable, as of the close of the tax year preceding the year of change. Also attach a statment specifying the accounting method used when preparing the balance sheet. If books of account are not kept, attach a copy of the business schedules submitted with the Federal income tax return or other return (e.g., tax-exempt organization returns) for that period. If the amounts in Part I, lines 1a through 1g, do not agree with those shown on both the profit and loss statement and the balance sheet, attach a statement explaining the differences.

Part II Change to the Cash Method For Advance Consent Request (see instructions)

Applicants requesting a change to the cash method must attach the following information:

1 A description of inventory items (items whose production, purchase, or sale is an income-producing factor) and materials and supplies used in carrying out the business.

2 An explanation as to whether the applicant is required to use the accrual method under any section of the Code or regulations.

Schedule B – Change in Reporting Advance Payments (see instructions)

1 If the applicant is requesting to change to the Deferral Method for advance payments described in section 5.02 of Rev Proc 2004-34, 2004-1 CB 991, attach the following information:

a A statement explaining how the advance payments meet the definition in section 2.01 of Rev Proc 2004-34.

b If the applicant is filing under the automatic change procedures of Rev Proc 2008-52, the information required by section 8.02(3)(a)-(c) of Rev Proc 2004-34.

c If the applicant is filing under the advance consent provisions of Rev Proc 97-27, the information required by section 8.03(2)(a)-(f) of Rev Proc 2004-34.

2 If the applicant is requesting to change to the deferral method for advance payments described in Regulations section 1.451-5(b)(1)(ii), attach the following.

a A statement explaining how the advance payments meet the definition in Regulations section 1.451-5(a)(1).

b A statement explaining what portions of the advance payments, if any, are attributable to services, whether such services are integral to the provisions of goods or items, and whether any portions of the advance payments that are attributable to non-integral services are less than five percent of the total contract prices. See Regulations sections 1.451-5(a)(2)(i) and (3).

c A statement explaining that the advance payments will be included in income no later than when included in gross receipts for purposes of the applicant's financial reports. See Regulations section 1.451-5(b)(1)(ii).

d A statement explaining whether the inventoriable goods exception of Regulations section 1 451-5(c) applies and if so, when substantial advance payments will be received under the contracts, and how the exception will limit the deferral of income.

Schedule C — Changes Within the LIFO Inventory Method (see instructions)

Part I General LIFO Information

Complete this section if the requested change involves changes within the LIFO inventory method. Also, attach a copy of all **Forms 970,** Application To Use LIFO Inventory Method, filed to adopt or expand the use of the LIFO method.

1 Attach a description of the applicant's present and proposed LIFO methods and submethods for each of the following items:

a Valuing inventory (e.g., unit method or dollar-value method).

b Pooling (e.g., by line or type or class of goods, natural business unit, multiple pools, raw material content, simplified dollar-value method, inventory price index computation (IPIC) pools, vehicle-pool method, etc).

c Pricing dollar-value pools (e.g., double-extension, index, link-chain, link-chain index, IPIC method, etc).

d Determining the current-year cost of goods in the ending inventory (i.e., most recent acquisitions, earliest acquisitions during the current year, average cost of current-year acquisitions, or other permitted method).

2 If any present method or submethod used by the applicant is not the same as indicated on Form(s) 970 filed to adopt or expand the use of the method, attach an explanation.

3 If the proposed change is not requested for all the LIFO inventory, attach a statement specifying the inventory to which the change is and is not applicable.

4 If the proposed change is not requested for all of the LIFO pools, attach a st6atement specifying the LIFO pool(s) to which the change is applicable.

5 Attach a statement addressing whether the applicant values any of its LIFO inventory on a method other than cost. For example, if the applicant values some of its LIFO inventory at retail and the remainder at cost, identify which inventory items are valued under each method.

6 If changing to the IPIC method, attach a completed Form 970.

Part II Change in Pooling Inventories

1 If the applicant is proposing to change its pooling method or the number of pools, attach a description of the contents of, and state the base year for, each dollar-value pool the applicant presently uses and proposes to use.

2 If the applicant is proposing to use natural business unit (NBU) pools or requesting to change the number of NBU pools, attach the following information (to the extent not already provided) in sufficient detail to show that each proposed NBU was determined under Regulations section 1.472-8(b)(1) and (2):

a A description of the types of products produced by the applicant. If possible, attach a brochure.

b A description of the types of processes and raw materials used to produce the products in each proposed pool.

c If all of the products to be included in the proposed NBU pool(s) are not produced at one facility, state the reasons for the separate facilities, the location of each facility, and a description of the products each facility produces.

d A description of the natural business divisions adopted by the taxpayer. State whether separate cost centers are maintained and if separate profit and loss statements are prepared.

e A statement addressing whether the applicant has inventories of items purchased and held for resale that are not further processed by the applicant, including whether such items, if any, will be included in any proposed NBU pool.

f A statement addressing whether all items including raw materials, goods-in-process, and finished goods entering into the entire inventory investment for each proposed NBU pool are presently valued under the LIFO method. Describe any items that are not presently valued under the LIFO method that are to be included in each proposed pool.

g A statement addressing whether, within the proposed NBU pool(s), there are items both sold to unrelated parties and transferred to a different unit of the applicant to be used as a component part of another product prior to final processing.

3 If the applicant is engaged in manufacturing and is proposing to use the multiple pooling method or raw material content pools, attach information to show that each proposed pool will consist of a group of items that are substantially similar. See Regulations section 1.472-8(b)(3).

4 If the applicant is engaged in the wholesaling or retailing of goods and is requesting to change the number of pools used, attach information to show that each of the proposed pools is based on customary business classifications of the applicant's trade or business. See Regulations section 1.472-8(c).

Schedule D — Change in the Treatment of Long-Term Contracts Under Section 460, Inventories, or Other Section 263A Assets (see instructions)

Part I Change in Reporting Income From Long-Term Contracts (Also complete Part III on pages 7 and 8.)

1 To the extent not already provided, attach a description of the applicant's present and proposed methods for reporting income and expenses from long-term contracts. Also, attach a representative actual contract (without any deletion) for the requested change. If the applicant is a construction contractor, attach a detailed description of its construction activities.

2a Are the applicant's contracts long-term contracts as defined in section 460(f)(1) (see instructions)? ☐ Yes ☐ No

b If 'Yes,' do all the contracts qualify for the exception under section 460(e) (see instructions)? ☐ Yes ☐ No

If line 2b is 'No,' attach an explanation.

c If line 2b is 'Yes,' is the applicant requesting to use the percentage-of-completion method using cost-to-cost under Regulations section 1.460-4(b)? ☐ Yes ☐ No

d If line 2c is 'No,' is the applicant requesting to use the exempt-contract percentage-of-completion method under Regulations section 1.460-4(c)(2)? ☐ Yes ☐ No

If line 2d is 'Yes,' attach an explanation of what cost comparison the applicant will use to determine a contract's completion factor.

If line 2d is 'No,' attach an explanation of what method the applicant is using and the authority for its use.

3a Does the applicant have long-term manufacturing contracts as defined in section 460(f)(2)? ☐ Yes ☐ No

b If 'Yes,' attach an explanation of the applicant's present and proposed method(s) of accounting for long-term manufacturing contracts.

c Attach a description of the applicant's manufacturing activities, including any required installation of manufactured goods.

4 To determine a contract's completion factor using the percentage-of-completion method:

a Will the applicant use the cost-to-cost method in Regulations section 1.460-4(b)? ☐ Yes ☐ No

b If line 4a is 'No,' is the applicant electing the simplified cost-to-cost method (see section 460(b)(3) and Regulations section 1.460-5(c))? ☐ Yes ☐ No

5 Attach a statement indicating whether any of the applicant's contracts are either cost-plus long-term contracts or Federal long-term contracts.

Part II Change in Valuing Inventories Including Cost Allocation Changes (Also complete Part III on pages 7 and 8.)

1 Attach a description of the inventory goods being changed.

2 Attach a description of the inventory goods (if any) NOT being changed.

3a Is the applicant subject to section 263A? If 'No,' go to line 4a ☐ Yes ☐ No

b Is the applicant's present inventory valuation method in compliance with section 263A (see instructions): If 'No,' attach a detailed explanation ☐ Yes ☐ No

4a Check the appropriate boxes below.	Inventory Being Changed		Inventory Not Being Changed
	Present method	Proposed method	Present method
Identification methods:			
Specific identification			
FIFO			
LIFO			
Other (attach explanation)			
Valuation methods:			
Cost			
Cost or market, whichever is lower			
Retail cost			
Retail, lower of cost or market			
Other (attach explanation)			
b Enter the value at the end of the tax year preceding the year of change			

5 If the applicant is changing from the LIFO inventory method to a non-LIFO method, attach the following information. (see instructions).

a Copies of Form(s) 970 filed to adopt or expand the use of the method.

b **Only for applicants requesting advance consent.** A statement describing whether the applicant is changing to the method required by Regulations section 1 472-6(a) or (b), or whether the applicant is proposing a different method

c **Only for applicants requesting an automatic change.** The statement required by section 22 01(5) of the Appendix of Rev Proc 2008-52 (or its successor).

Part III Method of Cost Allocation (Complete this part if the requested change involves either property subject to section 263A or long-term contracts as described in section 460 (see the instructions).)

Section A – Allocation and Capitalization Methods

Attach a description (including sample computations) of the present and proposed method(s) the applicant uses to capitalize direct and indirect costs properly allocable to real or tangible personal property produced and property acquired for resale, or to allocate and, where appropriate, capitalize direct and indirect costs properly allocable to long-term contracts. Include a description of the method(s) used for allocating indirect costs to intermediate cost objectives such as departments or activities prior to the allocation of such costs to long-term contracts, real or tangible personal property produced, and property acquired for resale. The description must include the following:

1 The method of allocating direct and indirect costs (i.e., specific identification, burden rate, standard cost, or other reasonable allocation method).

2 The method of allocating mixed service costs (i.e., direct reallocation, step-allocation, simplified service cost using the labor-based allocation ratio, simplified service cost using the production cost allocation ratio, or other reasonable allocation method).

3 The method of capitalizing additional section 263A costs (i.e., simplified production with or without the historic absorption ratio election, simplified resale with or without the historic absorption ratio election including permissible variations, the U.S. ratio, or other reasonable allocation method).

Section B – Direct and Indirect Costs Required To Be Allocated

Check the appropriate boxes showing the costs that are or will be fully included, to the extent required, in the cost of real or tangible personal property produced or property acquired for resale under section 263A or allocated to long-term contracts under section 460. Mark 'N/A' in a box if those costs are not incurred by the applicant. If a box is not checked, it is assumed that those costs are not fully included to the extent required. Attach an explanation for boxes that are not checked.

	Present method	Proposed method
1 Direct material		
2 Direct labor		
3 Indirect labor		
4 Officers' compensation (not including selling activities)		
5 Pension and other related costs		
6 Employee benefits		
7 Indirect materials and supplies		
8 Purchasing costs		
9 Handling, processing, assembly, and repackaging costs		
10 Offsite storage and warehousing costs		
11 Depreciation, amortization, and cost recovery allowance for equipment and facilities placed in service and not temporarily idle		
12 Depletion		
13 Rent		
14 Taxes other than state, local, and foreign income taxes		
15 Insurance		
16 Utilities		
17 Maintenance and repairs that relate to a production, resale, or long-term contract activity		
18 Engineering and design costs (not including section 174 research and experimental expenses)		
19 Rework labor, scrap, and spoilage		
20 Tools and equipment		
21 Quality control and inspection		
22 Bidding expenses incurred in the solicitation of contracts awarded to the applicant		
23 Licensing and franchise costs		
24 Capitalizable service costs (including mixed service costs)		
25 Administrative costs (not including any costs of selling or any return on capital)		
26 Research and experimental expenses attributable to long-term contracts		
27 Interest		
28 Other costs (Attach a list of these costs.)		

Part III Method of Cost Allocation (see instructions) (continued)

Section C – Other Costs Not Required To Be Allocated (Complete Section C only if the applicant is requesting to change its method for these costs.)

		Present method	Proposed method
1	Marketing, selling, advertising, and distribution expenses		
2	Research and experimental expenses not included in Section B, line 26		
3	Bidding expenses not included in Section B, line 22		
4	General and administrative costs not included in Section B		
5	Income taxes		
6	Cost of strikes		
7	Warranty and product liability costs		
8	Section 179 costs		
9	On-site storage		
10	Depreciation, amortization, and cost recovery allowance not included in Section B, line 11		
11	Other costs (Attach a list of these costs.)		

Schedule E – Change in Depreciation or Amortization (see instructions)

Applicants requesting approval to change their method of accounting for depreciation or amortization complete this section. Applicants must provide this information for each item or class of property for which a change is requested.

Note: *See the* ***List of Automatic Accounting Method Changes*** *in the instructions for information regarding automatic changes under sections 56, 167, 168, 197, 1400I, 1400L, or former section 168. Do not file Form 3115 with respect to certain late elections and election revocations (see instructions).*

1 Is depreciation for the property determined under Regulations section 1.167(a)-11 (CLADR)? ☐ Yes ☐ No
If 'Yes,' the only changes permitted are under Regulations section 1.167(a)-11(c)(1)(iii).

2 Is any of the depreciation or amortization required to be capitalized under any Code section (e.g., section 263A)? ☐ Yes ☐ No
If 'Yes,' enter the applicable section ▶ ____________________

3 Has a depreciation, amortization, or expense election been made for the property (e.g., the election under section 168(f)(1), 179, or 179C)? ☐ Yes ☐ No
If 'Yes,' state the election made ▶ ____________________

4a To the extent not already provided, attach a statement describing the property being changed. Include in the description the type of property, the year the property was placed in service, and the property's use in the applicant's trade or business or income-producing activity.

b If the property is residential rental property, did the applicant live in the property before renting it? ☐ Yes ☐ No

c Is the property public utility property? ☐ Yes ☐ No

5 To the extent not already provided in the applicant's description of its present method, attach a statement explaining how the property is treated under the applicant's present method (e.g., depreciable property, inventory property, supplies under Regulations section 1.162-3, nondepreciable section 263(a) property, property deductible as a current expense, etc).

6 If the property is not currently treated as depreciable or amortizable property, attach a statement of the facts supporting the proposed change to depreciate or amortize the property.

7 If the property is currently treated and/or will be treated as depreciable or amortizable property, the following information for both the present (if applicable) and proposed methods:

a The Code section under which the property is or will be depreciated or amortized (e.g., section 168(g)).

b The applicable asset class from Rev Proc 87-56, 1987-2 CB 674, for each asset depreciated under section 168 (MACRS) or under section 1400L; the applicable asset class from Rev Proc 83-35, 1983-1 CB 745, for each asset depreciated under former section 168 (ACRS); an explanation why no asset class is identified for each asset for which an asset class has not been identified by the applicant.

c The facts to support the asset class for the proposed method.

d The depreciation or amortization method of the property, including the applicable Code section (e.g., 200% declining balance method under section 168(b)(1)).

e The useful life, recovery period, or amortization period of the property.

f The applicable convention of the property.

g A statement of whether or not the additional first-year special depreciation allowance (for example, as provided by section 168(k), 168(l), 168(m), 168(n), 1400L(b), or 1400N(d)) was or will be claimed for the property. If not, also provide an explanation as to why no special depreciation allowance was or will be claimed

SEA CHANGE FOUNDATION 20-4952986

ATTACHMENT 1
FORM 3115, PART II, LINE 13
DESCRIPTION OF TRADE OR BUSINESS

PRIVATE FOUNDATION DEDICATED TO ACHIEVING MEANINGFUL SOCIAL IMPACT THROUGH LEVERAGED PHILANTHROPY THAT ADDRESSES THE MOST PRESSING PROBLEMS FACING THE WORLD TODAY.

Grants Paid FY 2011

Organization Official Name	Purpose of Funds	Amount	Address
THE ENERGY FOUNDATION	Promote energy efficiency	$575,000	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	Educate public about climate and clean energy	$625,000	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	Reduce reliance on high carbon energy	$750,000	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
WORLD WILDLIFE FUND INC	Educate public about climate and clean energy and reduce reliance on high carbon energy	$2,500,000	1250 24th Street, NW Washington DC 20037-1124
INSTITUTE FOR MARKET TRANSFORMATION INC	Promote clean energy	$125,000	2802 27th Street, NW Washington, DC 20008-4102
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	Promote energy efficiency	$900,000	529 14th Street NW Ste. 600 WASHINGTON DC 20045-1802
ALLIANCE TO SAVE ENERGY	Promote energy efficiency	$900,000	1850 M ST NW Ste. 600 Washington DC 20036-5817
THE ENERGY FOUNDATION	Promote clean energy	$1,100,000	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
ALASKA CONSERVATION FOUNDATION	Reduce reliance on high carbon energy	$1,850,000	441 West 5th Ave. Anchorage AK 99501-2309
SOUTHWEST ENERGY EFFICIENCY PROJECT LLC	Promote energy efficiency	$470,000	2260 Baseline Road, Suite 212 Boulder CO 80302-7740
NW ENERGY COALITION	Promote energy efficiency	$325,000	811 1st Avenue, Ste. 305 Seattle WA 98104-1463
RESOURCE MEDIA A NONPROFIT CORPORATION	Educate public about climate and clean energy	$900,000	101 Montgomery St. Suite 2600 San Francisco CA 94104
VIRGINIA ORGANIZING INC	Educate public about climate and clean energy	$300,000	703 Concord Avenue Charlottesville VA 22903-5208
NATURAL RESOURCES DEFENSE COUNCIL INC	Reduce reliance on high carbon energy	$500,000	40 West 20th Street New York NY 10011-4211
REGULATORY ASSISTANCE PROJECT	Promote energy efficiency	$680,000	50 State Street Montpelier VT 05602-2957

Grants Paid FY 2011

PARTNERSHIP PROJECT INC	Educate public about climate and clean energy	$983,250	c/o The Wilderness Society 1615 M Street NW Washington DC 20036-3209
THE ENERGY FOUNDATION	Promote energy efficiency	$500,000	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
CENTER FOR AMERICAN PROGRESS	Educate public about climate and clean energy	$1,000,000	1333 H Street NW Washington DC 20005-4707
WESTERN RESOURCE ADVOCATES	Promote clean energy in the Western United States	$1,400,000	2260 Baseline Road, Ste. 200 Boulder CO 80302-7740
TIDES FOUNDATION	Reduce reliance on high carbon energy	$2,500,000	P.O. Box 29903 San Francisco CA 94129-0903
RENEWABLE ENERGY ALASKA PROJECT	Promote clean energy and energy efficiency	$220,000	308 G Street, Suite 207 Anchorage AK 99501-2153
THE US CLIMATE ACTION NETWORK	Educate public about climate and clean energy	$600,000	1810 16th Street NW Washington DC 20009
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	General Operating Support	$3,000,000	1920 L Street NW Suite 800 WASHINGTON DC 20036-5045
TOPTEN USA	Promote energy efficiency	$300,000	1620 Eye Street, NW Washington DC 20006
THE ENERGY FOUNDATION	Educate public about climate and clean energy	$1,000,000	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	General Operating Support	$3,000,000	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	Reduce reliance on high carbon energy	$1,333,332	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	Educate public about climate and clean energy	$1,600,000	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	Promote energy efficiency	$1,333,332	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	Promote energy efficiency	$733,332	301 Battery Street, 5th Fl. San Francisco CA 94111-3237

Grants Paid FY 2011

THE ENERGY FOUNDATION	Educate public about climate and clean energy	$1,333,332	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
FIDELITY INVESTMENTS CHARITABLE GIFT FUND	Support clean energy and climate change mitigation efforts	$1,000,000	200 Seaport Blvd., Suite 7 Boston MA 02210-2031
THE US CLIMATE ACTION NETWORK	Educate public about climate and clean energy and reduce reliance on high carbon energy	$400,000	1810 16th Street NW Washington DC 20009
PARTNERSHIP PROJECT INC	Educate public about climate and clean energy	$1,000,000	c/o The Wilderness Society 1615 M Street NW Washington DC 20036-3209
NATIONAL WILDLIFE FEDERATION	General Operating Support	$3,000,000	11100 WILDLIFE CENTER DR RESTON VA 20190-5361
SIERRA CLUB FOUNDATION	Reduce reliance on high carbon energy	$1,500,000	85 2nd Street Suite 750 San Francisco CA 94105-3465
BETTER WORLD FUND	Promote clean energy	$900,000	1800 Massachusetts Avenue NW Washington, DC 20036
NATURAL RESOURCES DEFENSE COUNCIL INC	Educate public about climate and clean energy	$1,200,000	40 West 20th Street New York NY 10011-4211
NEW BUILDINGS INSTITUTE INC	Promote clean energy and energy efficiency	$380,000	1601 Broadway Vancouver, WA 98663-3435
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	Educate public about climate and clean energy	$833,333	1920 L Street NW Suite 800 WASHINGTON DC 20036-5045
PARTNERSHIP PROJECT INC	Educate public about climate and clean energy	$1,000,000	c/o The Wilderness Society 1615 M Street NW Washington DC 20036-3209
NATURAL RESOURCES DEFENSE COUNCIL INC	Educate public about climate and clean energy	$200,000	40 West 20th Street New York NY 10011-4211
CERES INC	Educate business about climate and clean energy	$250,000	99 Chauncy Street, 6th Fl. Boston MA 02111-1703

Grants Payable as of 7/31/11

Organization Official Name	Purpose of Funds	Payable as of 07/31/11	Address
INSTITUTE FOR MARKET TRANSFORMATION	Promote clean energy	$125,000	2802 27th Street, NW Washington, DC 20008-4102
THE ENERGY FOUNDATION	Promote energy efficiency	$666,668	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	Educate public about climate and clean energy	$800,000	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	Promote clean energy	$666,668	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	Reduce reliance on high carbon energy	$366,668	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
THE ENERGY FOUNDATION	Promote energy efficiency	$666,668	301 Battery Street, 5th Fl. San Francisco CA 94111-3237
SIERRA CLUB FOUNDATION	Reduce reliance on high carbon energy	$1,500,000	85 2nd Street Suite 750 San Francisco CA 94105-3465
NEW BUILDINGS INSTITUTE	Promote clean energy and energy efficiency	$380,000	1601 Broadway Vancouver, WA 98663-3435
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	Educate public about climate and clean energy	$1,666,667	1920 L Street NW Suite 800 WASHINGTON DC 20036-5045
PARTNERSHIP PROJECT	Educate public about climate and clean energy	$1,000,000	c/o The Wilderness Society 1615 M Street NW Washington DC 20036-3209
AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	Promote energy efficiency	$1,600,000	529 14th Street NW Ste. 600 WASHINGTON DC 20045-1802
NATURAL RESOURCES DEFENSE COUNCIL	Educate public about climate and clean energy	$200,000	40 West 20th Street New York NY 10011-4211
CERES, INC.	Educate business about climate and clean energy	$500,000	99 Chauncy Street, 6th Fl. Boston MA 02111-1703
WESTERN RESOURCE ADVOCATES	Promote clean energy in the Western United States	$1,350,000	2260 Baseline Road, Ste. 200 Boulder CO 80302-7740

Grants Payable as of 7/31/11

CENTER FOR AMERICAN PROGRESS	Educate public about climate and clean energy	$1,500,000	1333 H Street NW Washington DC 20005-4707

Sea Change Foundation
EIN: 20-4952986
Form 3115

Schedule A, Part I, Line 2
Sea Change Foundation is requesting permission to adopt the recurring item exception as part of its application to change from the cash to accrual method of accounting. This exception will be used with respect to all activities of Sea Change Foundation and with respect to all types of items within such activities.

Schedule A, Part I, Line 3 Attachment
The accounting method used in preparing the balance sheet for FYE 7/31/2010 (attached) was the accrual method.

Information required by Rev. Proc. 2011-14, Sec. 5.01
Sea Change Foundation hereby agrees to all of the conditions of Rev. Proc. 2011-14, including the requirement to take the Section 481(a) adjustment into account over the four-year period beginning with 2011 as required by Section 5.04 of that revenue procedure.

SEA CHANGE FOUNDATION
(A California Private Foundation)

STATEMENTS OF FINANCIAL POSITION
July 31, 2010

	2010
ASSETS	
Current assets:	
Cash and cash equivalents (Note 1)	$ 12,659,995
Total current assets	12,659,995
Investments (Note 2)	111,746,366
Deposits	8,820
Art collection	81,811
Total assets	$ 124,496,992
LIABILITIES AND NET ASSETS	
Current liabilities:	
Accounts payable and accrued liabilities	$ 367,614
Grants payable	3,550,000
Line of credit (Note 3)	9,825,882
Total current liabilities	13,743,496
Net assets:	
Unrestricted net assets	110,753,496
Total liabilities and net assets	$ 124,496,992

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

SEA CHANGE FOUNDATION
(A California Private Foundation)

STATEMENTS OF ACTIVITIES
For the years ended July 31, 2010

	2010
SUPPORT AND REVENUE	
Contributions	$ 63,900,000
Investment income (Note 2)	27,330,910
Miscellaneous income	4,142
Total support and revenue	91,235,052
EXPENSES	
Program:	
Grants awarded	43,152,999
Supporting services:	
Office expense	365,218
Professional fees	305,821
Salaries and employee benefits	1,664,472
Office rental	108,969
Interest expense	209,407
Total expenses	45,806,886
Change in net assets	45,428,166
Net assets, beginning of year	65,325,330
Net assets, end of year	$ 110,753,496

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

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	$ 37,914.			$ 37,914.
TOTAL	$ 37,914.	$ 0.		$ 37,914.

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	$ 73,995.			$ 73,995.
TOTAL	$ 73,995.	$ 0.		$ 73,995.

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	$ 9,038.			$ 9,038.
HUMAN RESOURCES	17,143.			17,143.
TECHNOLOGY SERVICES	47,150.			47,150.
PROGRAM CONSULTING FEES	235,100.			235,100.
TOTAL	$ 308,431.	$ 0.		$ 308,431.

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	$ 157,017.			
PAYROLL TAXES	76,801.			$ 76,801.
CA STATE TAX	310.			310.
TOTAL	$ 234,128.	$ 0.		$ 77,111.

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	$ 157,279.			$ 157,279.
RETIREMENT PLAN EXPENSE	260,803.			246,571.
STAFF DEVELOPMENT	45,286.			45,286.
WORKERS COMPENSATION	20,799.			20,799.
COMPUTER EQUIPMENT	25,521.			25,521.
EQUIPMENT PURCHASE	7,598.			7,598.
EQUIPMENT RENTAL	7,381.			7,381.
OFFICE SUPPLIES	6,669.			6,669.
TELECOMMUNICATION	30,818.			30,818.
POSTAGE & DELIVERY	850.			850.
SOFTWARE	25,586.			25,586.
PRINTING & REPRODUCTION	4,169.			4,169.
MEALS AND ENTERTAINMENT	16,231.			16,231.
OTHER INSURANCE	7,804.			7,804.
ADVERTISING	295.			295.
BANK FEES	395.			395.
FEES & LICENSES	45.			45.
MEMBERSHIP & DUES	4,375.			4,375.
LOAN FEES	350.			350.
TOTAL	$ 622,254.	$ 0.		$ 608,022.

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

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MEDALLION INVESTMENTS-FMV	MKT VAL	$ 109610462.	$109,610,462.
MERITAGE INVESTMENTS, CLASS A-FMV	MKT VAL	16,274,014.	16,274,014.
MERITAGE INVESTMENTS, CLASS C-FMV	MKT VAL	10,913,885.	10,913,885.
RIEF INVESTMENT-FMV	MKT VAL	2,760,589.	2,760,589.
DEPOSITS	MKT VAL	8,820.	8,820.
DUE FROM WELLS FARGO	MKT VAL	75,000.	75,000.
	TOTAL	$ 139642770.	$139,642,770.

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.

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

CREDIT CARDS PAYABLE	$ 13,102.
DEUTSCHE BANK LOC	19,889,563.
ACCRUED INTEREST	46,944.
RETIREMENT PLAN PAYABLE	3,736.
403(B) CONTRIBUTION PAYABLE	15,744.
ACCRUED VACATION	70,068.
TOTAL	$ 20,039,157.

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

UNREALIZED GAIN ON INVESTMENTS	$ 27,877,442.
TOTAL	$ 27,877,442.

STATEMENT 10
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
KLEIN LTD.	VICTORIA PLACE - 31 VICTORIA STREET HAMILTON, HM 10 BERMUDA

STATEMENT 11
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

Form **8868** (Rev 1-2011) Page **2**

- 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).

	Name of exempt organization	Employer identification number
Type or print	SEA CHANGE FOUNDATION	20-4952986
File by the extended due date for filing the return. See instructions.	Number, street, and room or suite number. If a P.O. box, see instructions. COMYNS, SMITH, MCCLEARY & DEAVER, LLP 3470 MT. DIABLO BLVD. #A110	
	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	01	[redacted]	
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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 12.

5 For calendar year ____ , or other tax year beginning 8/01 , 20 10 , and ending 7/31 , 20 11.

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 .. SEE ATTACHMENT

8a 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.	**8a**	$ 1,929.
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.	**8b**	$ 17,968.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification

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 ► Brent M. Berg Title ► CPA Date ► 3/3/2012