Form **990-PF**

Department of the Treasury Internal Revenue Service (77)

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

2008

For calendar year 2008, or tax year beginning 8/01 **, 2008, and ending** 7/31 **, 2009**

G Check all that apply: [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

SEA CHANGE FOUNDATION
301 BATTERY ST., FLOOR 5
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)* ► $ 93,170,029.

J Accounting method: [X] Cash [ ] 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).)*

		(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)	51,491,500.			
	2 Ck ► [ ] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	34,850.	34,850.	N/A	
	4 Dividends and interest from securities	105,129.	105,129.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-237,510.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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) SEE STATEMENT 1	13,607.	13,607.		
	12 **Total.** Add lines 1 through 11	51,407,576.	153,586.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	815,273.			815,273.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 2	21,524.			21,524.
	b Accounting fees (attach sch) SEE ST 3	36,025.			36,025.
	c Other prof fees (attach sch) SEE ST 4	287,366.			287,366.
	17 Interest	276,194.	76,017.		276,194.
	18 Taxes (attach schedule) SEE STMT 5	62,598.			62,598.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	36,143.			36,143.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	639,264.	17,939.		639,264.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,174,387.	93,956.		2,174,387.
	25 Contributions, gifts, grants paid PART XV	56,130,802.			56,130,802.
	26 **Total expenses and disbursements.** Add lines 24 and 25	58,305,189.	93,956.		58,305,189.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-6,897,613.			
	b **Net investment income** (if negative, enter -0-)		59,630.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS			
1 Cash — non-interest-bearing	459,059.	260,109.	260,107.
2 Savings and temporary cash investments	3,624,134.	185,185.	185,185.
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	5,200.		
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)			
14 Land, buildings, and equipment: basis ►			
Less: accumulated depreciation (attach schedule) ►			
15 Other assets (describe ► SEE STATEMENT 7)	49,292,107.	92,724,737.	92,724,737.
16 **Total assets** (to be completed by all filers — see instructions. Also, see page 1, item I)	53,380,500.	93,170,031.	93,170,029.
LIABILITIES			
17 Accounts payable and accrued expenses			
18 Grants payable	10,720,000.	14,663,549.	
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)	10,136,234.	13,181,153.	
23 **Total liabilities** (add lines 17 through 22)	20,856,234.	27,844,702.	
NET ASSETS OR FUND BALANCES			
Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
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	32,524,266.	65,325,329.	
30 **Total net assets or fund balances** (see the instructions)	32,524,266.	65,325,329.	
31 **Total liabilities and net assets/fund balances** (see the instructions)	53,380,500.	93,170,031.	

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	32,524,266.
2 Enter amount from Part I, line 27a	2	-6,897,613.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	43,665,470.
4 Add lines 1, 2, and 3	4	69,292,123.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 10	5	3,966,794.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	65,325,329.

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	FROM REIF, LLC	P	VARIOUS	VARIOUS
b	FROM REIF, LLC	P	VARIOUS	VARIOUS
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			63,592.	-63,592.
b			173,918.	-173,918.
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				-63,592.
b				-173,918.
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** -237,510.

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** -63,592.

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.) N/A

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))
2007			
2006			
2005			
2004			
2003			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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 letter: ________ (attach copy of ruling letter if necessary – see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,193.
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	1,193.
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	1,193.
6	Credits/Payments:		
a	2008 estimated tax pmts and 2007 overpayment credited to 2008 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	37.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,230.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ **Refunded** ▶	11	

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 2008 or the taxable year beginning in 2008 (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 11	10	X	

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Part VII-A Statements Regarding Activities *Continued*

		Line	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 ► 301 BATTERY ST. 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

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.

				Line	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)?			1 b	N/A	
	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 2008?			1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):					
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ 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 2008 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 2008.)*			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 2008?			4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** No: X

If you answered 'Yes' to 6b, also 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? — **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NATHANIEL SIMONS 301 BATTERY ST SAN FRANCISCO, CA 94111	PRESIDENT 0	0.	0.	0.
LAURA BAXTER-SIMONS 301 BATTERY ST 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 301 BATTERY ST SAN FRANCISCO, CA 94111	EXECUTIVE DIR 40	286,460.	52,750.	0.
SANDRA DOYLE 301 BATTERY ST. SAN FRANCISCO, CA 94111	PROGRAM STRAT 32	135,844.	35,126.	0.
ALEX EVANS 301 BATTERY ST. SAN FRANCISCO, CA 94111	PROGRAM ASSOC 40	94,425.	52,256.	0.
SATKARTAR KHALSA 301 BATTERY ST. SAN FRANCISCO, CA 94111	PROGRAM ASSOC 40	83,071.	40,608.	0.
SHAWN REIFSTECK 301 BATTERY ST. SAN FRANCISCO, CA 94111	CHIEF OPERATI 40	79,166.	21,662.	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
NONE		
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 NONE	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	78,517,374.
b Average of monthly cash balances		1b	7,478,766.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	85,996,140.
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	85,996,140.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	1,289,942.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	84,706,198.
6 **Minimum investment return.** Enter 5% of line 5		6	4,235,310.

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	4,235,310.
2a Tax on investment income for 2008 from Part VI, line 5	2a 1,193.		
b Income tax for 2008. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	1,193.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	4,234,117.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	4,234,117.
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	4,234,117.

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	58,305,189.
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	58,305,189.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	58,305,189.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				4,234,117.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			1,912,838.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007 10,576,167.				
f **Total** of lines 3a through e	10,576,167.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► $ 58,305,189.				
a Applied to 2007, but not more than line 2a			1,912,838.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2008 distributable amount				4,234,117.
e Remaining amount distributed out of corpus	52,158,234.			
5 Excess distributions carryover applied to 2008 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	62,734,401.			
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 2007. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				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 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	62,734,401.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007 10,576,167.				
e Excess from 2008 52,158,234.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	(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 12

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

NONE

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

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

a The name, address, and telephone number 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		56,130,802.
Total			► **3a**	56,130,802.
b *Approved for future payment*				
SEE STATEMENT ,	NONE	PUBLIC		14,663,549.
Total			► **3b**	14,663,549.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) 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	34,850.	
4 Dividends and interest from securities			14	105,129.	
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			14	13,607.	
8 Gain or (loss) from sales of assets other than inventory					-237,510.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				153,586.	-237,510.

13 Total. Add line 12, columns (b), (d), and (e) 13 -83,924.

(See worksheet in the instructions for line 13 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 3/12/10 | Title EXECUTIVE DIRECTOR

Paid Preparer's Use Only

Preparer's signature	BRENT M. BAXTER	Date 3/3/2010	Check if self-employed ☐ Preparer's Identifying number (See Signature in the instrs) P00186097
Firm's name (or yours if self-employed), address, and ZIP code	COMYNS, SMITH, MCCLEARY & DEAVER, LLP		EIN 68-0307221
	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 and 990-PF
► See separate instructions.

OMB No 1545-0047

2008

Name of the organization	Employer identification number
SEA CHANGE FOUNDATION	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 organizations 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 Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some 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: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
SEA CHANGE FOUNDATION	20-4952986

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JAMES SIMONS 800 THIRD AVE, 33RD FLOOR NEW YORK, NY 10022	$ 2,000,000.	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	$ 31,000,000.	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	$ 546,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	NATHANIEL SIMONS DE TRUST III 500 STANTON CHRISTIANA RD NEWARK, DE 19713	$ 12,945,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	NATHANIEL SIMONS RENAISSANCE TRUST 500 STANTON CHRISTIANA RD NEWARK, DE 19713	$ 5,000,000.	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)

Name of organization	**Employer identification number**
SEA CHANGE FOUNDATION	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	$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
SEA CHANGE FOUNDATION	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

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 13,607.	$ 13,607.	
TOTAL	$ 13,607.	$ 13,607.	$ 0.

STATEMENT 2
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	$ 21,524.			$ 21,524.
TOTAL	$ 21,524.	$ 0.		$ 21,524.

STATEMENT 3
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	$ 36,025.			$ 36,025.
TOTAL	$ 36,025.	$ 0.		$ 36,025.

STATEMENT 4
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	$ 260,258.			$ 260,258.
HUMAN RESOURCES	27,108.			27,108.
TOTAL	$ 287,366.	$ 0.		$ 287,366.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	$ 5,587.			$ 5,587.
PAYROLL TAXES	52,831.			52,831.
RIEF K-1 FOREIGN INCOME TAXES	4,180.			4,180.
TOTAL	$ 62,598.	$ 0.		$ 62,598.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 16,210.			$ 16,210.
OFFICE SUPPLIES AND EXPENSES	16,700.			16,700.
SIGNAGE	1,149.			1,149.
TELEPHONE	11,184.			11,184.
COMPUTER EQUIPMENT	6,149.			6,149.
COMPUTER EXPENSE	27,065.			27,065.
CONTRACT LABOR	1,526.			1,526.
DUES & SUBSCRIPTIONS	10,626.			10,626.
EQUIPMENT RENTAL	2,565.			2,565.
INSURANCE	102,052.			102,052.
LICENSE AND PERMITS	10.			10.
MEALS AND ENTERTAINMENT	23,245.			23,245.
MEETINGS	52,642.			52,642.
POSTAGE & DELIVERY	152.			152.
RENT	105,840.			105,840.
REPAIRS	945.			945.
RETIREMENT PLAN EXPENSE	207,615.			207,615.
TRANSPORTATION	11,200.			11,200.
EMPLOYEE BENEFITS	24,450.			24,450.
RIEF K-1 OTHER DEDUCTIONS	17,939.	$ 17,939.		17,939.
TOTAL	$ 639,264.	$ 17,939.		$ 639,264.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	$ 8,820.	$ 8,820.
MEDALLION INVESTMENTS-FMV	66,901,532.	66,901,532.
MERITAGE INVESTMENTS, CLASS A-FMV	14,621,542.	14,621,542.
MERITAGE INVESTMENTS, CLASS C-FMV	9,274,836.	9,274,836.
RIEF INVESTMENT-FMV	1,918,007.	1,918,007.
TOTAL	$ 92,724,737.	$ 92,724,737.

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

CREDIT CARDS PAYABLE	$ 4,251.
DEUTCHE BANK LOC	13,025,882.
ACCRUED INTEREST	68,831.
RETIREMENT PLAN PAYABLE	36,162.
EMPLOYEE 403(B) CONTRIBUTION PAYABLE	20,545.
ACCRUED VACATION	25,482.
TOTAL	$ 13,181,153.

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

PY FMV ADJUSTMENT	$ 19,038,557.
UNREALIZED GAIN ON INVESTMENTS	24,394,073.
RIEF BOOK TO TAX DIFFERENCES	232,840.
TOTAL	$ 43,665,470.

STATEMENT 10
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

ACCRUED GRANTS PAYABLE	$ 3,943,549.
MEALS & ENTERTAINMENT	23,245.
TOTAL	$ 3,966,794.

STATEMENT 11
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
NATHANIEL SIMONS DE TRUST II	500 STANTON CHRISTIANA RD NEWARK, DE 19713
NATHANIEL SIMONS DE TRUST III	500 STANTON CHRISTIANA RD NEWARK, DE 19713
NATHANIEL SIMONS RENAISSANCE TRUST	500 STANTON CHRISTIANA RD NEWARK, DE 19713

STATEMENT 12
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

NATHANIEL SIMONS
LAURA BAXTER-SIMONS

Sea Change Foundation FY 2009 Grants Schedule

Name	Address	Donee Relationship	Foundation Status	Purpose of Grant	Grant Amount
Grants Paid in FY 2009					
Alaska Conservation Foundation	441 WEST 5TH AVE. ANCHORAGE AK 99501-2309	None	Public Charity	Promote energy efficiency and renewable energy and prevent expansion of coal infrastructure	$1,600,000
Alliance to Save Energy	1850 M ST NW STE 600 WASHINGTON DC 20036-5817	None	Public Charity	Promote energy efficiency codes, standards and programs	$1,310,000
American Council for an Energy Efficient Economy	529 14TH STREET NW STE 600 WASHINGTON DC 20045-1802	None	Public Charity	Provide technical analyis that promote energy efficiency standards	$400,000
American Council for an Energy Efficient Economy	529 14TH STREET NW STE 600 WASHINGTON DC 20045-1802	None	Public Charity	Promote standards for energy efficiency applicances and products	$250,000
CA State Protocol Foundation	1215 K Street, Suite 1400, Sacramento, CA 95814	None	Public Charity	Support for Global Climate Summit	$100,000
Center for American Progress	1333 H STREET NW WASHINGTON DC 20005-4707	None	Public Charity	Increase awareness about climate change and clean energy	$275,000
Center for American Progress	1333 H STREET NW WASHINGTON DC 20005-4707	None	Public Charity	Support for Clean Energy Forum conference	$100,000
Center for Climate Strategies	1899 L ST NW SUITE 900 WASHINGTON DC 20036-3849	None	Public Charity	Support state, regional and national climate efforts	$1,663,200
Center for International Policy	1717 Massachusetts Ave NW, Suite 801 Washington, DC 20036	None	Public Charity	Reduce emissions from deforestation and degradation through the Avoided Deforestation Partners project	$360,000
Ceres	99 Chauncy Street, 6th Floor, Bsoton, MA 02111	None	Public Charity	Engage businesses in supporting climate mitigation actions	$350,000
Cook Inletkeeper	P O Box 3269, Homer, AK 99603	None	Public Charity	Support efforts to reduce coal extraction in Alaska	$250,000
Environment America	44 WINTER STREET, 4TH FLOOR BOSTON MA 02108	None	Public Charity	Educating public about climate and clean energy polic	$240,000
Environment America	44 WINTER STREET, 4TH FLOOR BOSTON MA 02108	None	Public Charity	Educating public about climate and clean energy polic	$148,400
Environmental Defense Fund	257 Park Avenue South, New York, NY 10010	None	Public Charity	Educating public about climate and clean energy policy	$500,000
Environmental Grantmakers Association	55 EXCHANGE PL STE 405 NEW YORK NY 10005-2036	None	Public Charity	Support for annual conference	$75,000
European Climate Foundation	TOURNOOIVELD 4 DEN HAAG N/A 2511CX NETHERLANDS	None	Public Charity	Support for promoting strong global climate actions	$1,250,000
European Climate Foundation	TOURNOOIVELD 4 DEN HAAG N/A 2511CX NETHERLANDS	None	Public Charity	Support for promoting strong global climate actions	$2,500,000
Fidelity Charitable Gift Fund	200 SEAPORT BLVD., SUITE 7 BOSTON MA 02210-2031	None	Public Charity	Support for climate change mitigation programs	$5,000
Fidelity Charitable Gift Fund	200 SEAPORT BLVD , SUITE 7 BOSTON MA 02210-2031	None	Public Charity	Support for climate change mitigation programs	$150,000
Global Campaign for Climate Action	555, Boulevard Rene-Levesque ouest, Bureau 550, Montreal, Quebec H2Z 1B1 CANADA	None	Public Charity	Promote awareness and support for strong global climate actions	$1,500,000
League of Conservation Voters	1920 L STREET NW SUITE 800 WASHINGTON DC 20036-5045	None	Public Charity	Educating public about climate and clean energy policy	$750,000
League of Conservation Voters	1920 L STREET NW SUITE 800 WASHINGTON DC 20036-5045	None	Public Charity	Educating public about climate and clean energy policy	$300,000
League of Conservation Voters	1920 L STREET NW SUITE 800 WASHINGTON DC 20036-5045	None	Public Charity	Educating public about climate and clean energy policy	$1,000,000
League of Conservation Voters	1920 L STREET NW SUITE 800 WASHINGTON DC 20036-5045	None	Public Charity	Educating public about climate and clean energy policy	$168,000
League of Conservation Voters	1920 L STREET NW SUITE 800 WASHINGTON DC 20036-5045	None	Public Charity	Educating public about climate and clean energy policy	$95,200
League of Conservation Voters	1920 L STREET NW SUITE 800 WASHINGTON DC 20036-5045	None	Public Charity	Educating public about climate and clean energy policy	$1,500,000
Monterey Bay Aquarium	886 CANNERY ROW MONTEREY CA 93940-1023	None	Public Charity	Support for climate conference	$75,000
National Audubon Society	225 VARICK ST FL 7 NEW YORK NY 10014-4396	None	Public Charity	Educating public about climate and clean energy policy	$144,000
National Audubon Society	225 VARICK ST FL 7 NEW YORK NY 10014-4396	None	Public Charity	Educating public about climate and clean energy policy	$112,000
National Wildlife Federation	11100 WILDLIFE CENTER DR RESTON VA 20190-5361	None	Public Charity	Educating public about climate and clean energy policy	$240,000
National Wildlife Federation	11100 WILDLIFE CENTER DR RESTON VA 20190-5361	None	Public Charity	Educating public about climate and clean energy policy	$158,200
Natural Resources Defense Council	40 WEST 20TH STREET NEW YORK NY 10011-4211	None	Public Charity	Educating public about climate and clean energy policy	$96,000
Natural Resources Defense Council	40 WEST 20TH STREET NEW YORK NY 10011-4211	None	Public Charity	Educating public about climate and clean energy policy	$1,000,000
Natural Resources Defense Council	40 WEST 20TH STREET NEW YORK NY 10011-4211	None	Public Charity	Educating public about climate and clean energy policy	$929,950
Natural Resources Defense Council	40 WEST 20TH STREET NEW YORK NY 10011-4211	None	Public Charity	Increase adoption of energy effiency practices by energy utilities	$1,000,000
Nevada Clean Energy Project	1930 Village Center Circle, Las Vegas, NV 89134	None	Public Charity	Advance clean energy and renewables in the Western United States	$250,000
New America Foundation	3110 Main St , Suite 220 Santa Monica, CA 90405	None	Public Charity	Support efforts to reduce greenhouse gas emmisions	$100,000
New Buildings Institute	P O BOX 2349 WHITE SALMON WA 98672-2349	None	Public Charity	Advance energy efficiency standards and designs for buildings	$800,000

Sea Change Foundation FY 2009 Grants Schedule

Northwest Energy Coalition	811 1ST AVENUE, STE. 305 SEATTLE WA	None	Public Charity	Promote energy efficiency campaigns and programs in Northwest	$290,000
Partnership Project	1615 M STREET NW WASHINGTON DC 20036-3209	None	Public Charity	Educating public about climate and clean energy policy	$1,211,752
Partnership Project	1615 M STREET NW WASHINGTON DC 20036-3209	None	Public Charity	Educating public about climate and clean energy policy	$1,430,000
Partnership Project	1615 M STREET NW WASHINGTON DC 20036-3209	None	Public Charity	Educating public about climate and clean energy policy	$474,000
Pew Charitable Trusts	2005 MARKET ST STE 1700 PHILADELPHIA PA 19103-7017	None	Public Charity	Educating public about climate and clean energy policy	$640,000
Pew Charitable Trusts	2005 MARKET ST STE 1700 PHILADELPHIA PA 19103-7017	None	Public Charity	Educating public about climate and clean energy policy	$242,200
Regulatory Assistance Project	50 State Street Montpelier, VT 05602	None	Public Charity	Promote renewable energy and energy efficiency programs in Alaska	$710,000
Renewable Energy Alaska Project	308 G Street, Suite 207 Anchorage, AK 99501	None	Public Charity	Support research and analysis of energy efficiency programs	$150,000
Resource Media	325 PACIFIC AVENUE, 3RD FLOOR SAN FRANCISCO CA 94111-1717	None	Public Charity	Promote climate and energy communications and media projects	$1,050,000
Resource Media	325 PACIFIC AVENUE, 3RD FLOOR SAN FRANCISCO CA 94111-1717	None	Public Charity	Promote climate and energy communications and media projects	$270,000
Rockefeller Family Fund	475 RIVERSIDE DRIVE NEW YORK NY 10115	None	Public Charity	Support climate change mitigation and clean energy programs	$1,000,000
Sierra Club Foundation	85 2nd Street, Suite 750 San Francisco, CA 94105	None	Public Charity	Reduce reliance on energy production from coal power plants	$3,800,000
Sierra Club Foundation	85 2nd Street, Suite 750 San Francisco, CA 94105	None	Public Charity	Educating public about climate and clean energy policy	$400,000
Sierra Club Foundation	85 2nd Street, Suite 750 San Francisco, CA 94105	None	Public Charity	Educating public about climate and clean energy policy	$144,000
Sierra Club Foundation	85 2nd Street, Suite 750 San Francisco, CA 94105	None	Public Charity	Educating public about climate and clean energy policy	$86,100
Southwest Energy Efficiency Project	2260 BASELINE ROAD, SUITE 212 BOULDER CO 80302-7740	None	Public Charity	Promote energy efficiency campaigns and programs in Southwest	$350,000
The Energy Foundation	301 Battery St Floor 5 San Francisco, CA 94111	None	Public Charity	Educating public about climate and clean energy policy	$2,000,000
The Energy Foundation	301 Battery St Floor 5 San Francisco, CA 94111	None	Public Charity	Advance energy efficiency and renewable energy programs	$3,000,000
The Energy Foundation	301 Battery St Floor 5 San Francisco, CA 94111	None	Public Charity	Educating public about climate and clean energy policy	$3,000,000
The Energy Foundation	301 Battery St Floor 5 San Francisco, CA 94111	None	Public Charity	Support efforts to expand energy efficiency and reduce reliance on coal	$3,000,000
The Energy Foundation	301 Battery St Floor 5 San Francisco, CA 94111	None	Public Charity	Support for increasing energy efficiency for buildings	$500,000
The Energy Foundation	301 Battery St Floor 5 San Francisco, CA 94111	None	Public Charity	Expand renewable energy adoption and support green transmission	$1,000,000
The Energy Foundation	301 Battery St Floor 5 San Francisco, CA 94111	None	Public Charity	Advance energy efficiency and renewable energy programs	$3,000,000
The Tides Foundation	P O Box 29903, San Francisco, CA 94129	None	Public Charity	Promote awareness of and opposition to tar sands	$2,000,000
Union of Concerned Scientists	Two Brattle Square, Cambridge, MA 02138	None	Public Charity	Educating public about climate and clean energy policy	$72,000
Union of Concerned Scientists	Two Brattle Square, Cambridge, MA 02138	None	Public Charity	Educating public about climate and clean energy policy	$65,800
US Climate Action Network	1810 16th St NW, Washington DC 20009	None	Public Charity	Educating public about climate and clean energy policy	$500,000
Western Conservation Foundation	1536 WYNKOOP ST SUITE 510 DENVER CO 80202-1245	None	Public Charity	Promote clean energy policies in the Western United States	$500,000
Western Resource Advocates	2260 BASELINE ROAD SUITE 200 BOULDER CO	None	Public Charity	Advance clean energy policy in the Western United States	$500,000
World Resources Institute	10 G STREET, NE 8TH FL WASHINGTON DC 20002-4213	None	Public Charity	Support research and analyis of climate policies	$1,000,000
World Wildlife Fund	1250 24th St NW, Washington, DC 20037	None	Public Charity	Promote public awareness and support for global climate actions	$2,000,000
TOTAL					$56,130,802

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Grants Payable at 7/31/09

Environment America	44 Winter Street, 4th Floor, Boston, MA 02108	None	Public Charity	Advance energy efficiency and renewable energy policy	$275,600
Global Campaign for Climate Action	555, Boulevard Rene-Levesque ouest, Bureau 550, Montreal, Quebec H2Z 1B1 CANADA	None	Public Charity	Promote awareness and support for strong global climate policy	$1,000,000
League of Conservation Voters Education Fund	1920 L STREET NW SUITE 800 WASHINGTON DC 20036-5045	None	Public Charity	Educating public about climate and clean energy policy	$176,800
League of Conservation Voters Education Fund	1920 L STREET NW SUITE 800 WASHINGTON DC 20036-5045	None	Public Charity	Educating public about climate and clean energy policy	$1,000,000
National Audubon Society	225 VARICK ST FL 7 NEW YORK NY 10014-4396	None	Public Charity	Educating public about climate and clean energy policy	$208,000
National Wildlife Federation	11100 WILDLIFE CENTER DR RESTON VA 20190-5361	None	Public Charity	Educating public about climate and clean energy policy	$293,800
Natural Resources Defense Council	40 WEST 20TH STREET NEW YORK NY 10011-4211	None	Public Charity	Educating public about climate and clean energy policy	$1,727,050
Partnership Project	1615 M STREET NW WASHINGTON DC 20036-3209	None	Public Charity	Educating public about climate and clean energy policy	$2,250,399
Pew Charitable Trusts	2005 MARKET ST STE 1700 PHILADELPHIA PA 19103-7017	None	Public Charity	Educating public about climate and clean energy policy	$449,800
Sierra Club Foundation	85 2nd Street, Suite 750 San Francisco, CA 94105	None	Public Charity	Educating public about climate and clean energy policy	$159,900
The Energy Foundation	301 Battery St Floor 5 San Francisco, CA 94111	None	Public Charity	Expand renewable energy adoption and support green transmission	$2,000,000
The Energy Foundation	301 Battery St Floor 5 San Francisco, CA 94111	None	Public Charity	Support efforts to expand energy efficiency programs	$1,500,000
The Energy Foundation	301 Battery St. Floor 5 San Francisco, CA 94111	None	Public Charity	Educating public about climate and clean energy policy	$2,000,000
Union of Concerned Scientists	Two Brattle Square, Cambridge, MA 02138	None	Public Charity	Educating public about climate and clean energy policy	$122,200
World Wildlife Fund	1250 24th St NW, Washington, DC 20037	None	Public Charity	Promote public awareness and support for global climate actions	$1,500,000
TOTAL					$14,663,549