



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**

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**2009**

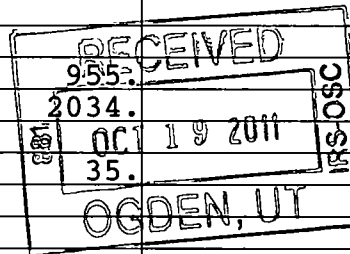
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE CHANGE THE WORLD FOUNDATION TRUST</b>		A Employer identification number <b>25-6885307</b>
	C/O SCS FINANCIAL SERVICES, LLC		B Telephone number <b>617-204-6422</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	
	ONE WINTHROP SQUARE - 4TH FLOOR		
City or town, state, and ZIP code <b>BOSTON, MA 02110</b>		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 365567.</b> (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	0.		N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	393.	393.		STATEMENT 1
4	Dividends and interest from securities	6781.	6781.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	17748.			
b	Gross sales price for all assets on line 6a	301892.			
7	Capital gain net income (from Part IV, line 2)		17748.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	433.	433.		STATEMENT 3
12	Total. Add lines 1 through 11	25355.	25355.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	955.	955.		0.
c	Other professional fees STMT 5	2034.	2034.		0.
17	Interest				
18	Taxes STMT 6	35.	35.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	46.	46.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	3070.	3070.		0.
25	Contributions, gifts, grants paid	80000.			80000.
26	Total expenses and disbursements. Add lines 24 and 25	83070.	3070.		80000.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-57715.			
b	Net investment income (if negative, enter -0-)		22285.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 01 2011



16 G14

**THE CHANGE THE WORLD FOUNDATION TRUST**  
**C/O SCS FINANCIAL SERVICES, LLC**

25-6885307

Page 2

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing			875.	875.
	2	Savings and temporary cash investments		10746.	4667.	4667.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations <b>STMT 8</b>	0.	18820.	20020.	
	b	Investments - corporate stock <b>STMT 9</b>	109393.	114815.	134071.	
	c	Investments - corporate bonds <b>STMT 10</b>	200007.	98168.	106066.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other <b>STMT 11</b>	67577.	92663.	99868.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets (to be completed by all filers)</b>	387723.	330008.	365567.		
<b>Liabilities</b>	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities (add lines 17 through 22)</b>	0.	0.			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	387723.	330008.		
	30	<b>Total net assets or fund balances</b>	387723.	330008.		
	31	<b>Total liabilities and net assets/fund balances</b>	387723.	330008.		

**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	387723.
2	Enter amount from Part I, line 27a	2	-57715.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	330008.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	330008.

Form 990-PF (2009)

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 301892.		284144.	17748.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			17748.

**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** 17748.

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

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	35609.	404559.	.088019
2007	29760.	549819.	.054127
2006	24530.	600466.	.040852
2005	0.	510566.	.000000
2004			

<b>2</b> Total of line 1, column (d)	<b>2</b>	.182998
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.045750
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b>	383267.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	17534.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	223.
<b>7</b> Add lines 5 and 6	<b>7</b>	17757.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	80000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	223.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	223.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	223.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	99.
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	99.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	124.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a			X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c	Did the foundation file Form 1120-POL for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
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, col. (c), and Part XV.	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
8b	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 2009 or the taxable year beginning in 2009 (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	10	X

Form 990-PF (2009)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>SCS FINANCIAL SERVICES, LLC</b> Telephone no. ► <b>617-204-6422</b> Located at ► <b>ONE WINTHROP SQUARE - 4TH FLOOR, BOSTON, MA</b> ZIP+4 ► <b>02110</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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.

	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
<b>c</b> 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 2009?		1c
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
<b>b</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 2009?		4b

Form 990-PF (2009)

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

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

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

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

N/A

5b

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

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.

(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
THOMAS BRADY JR. C/O SCS FINANCIAL ONE WINTHROP SQUARE BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Form 990-PF (2009)

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

<b>Total number of others receiving over \$50,000 for professional services</b>	<b>0</b>
---------------------------------------------------------------------------------	----------

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

2009.06000 THE CHANGE THE WORLD FOUNDA 03611 1



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	380799.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	8305.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	389104.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	389104.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	5837.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	383267.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	19163.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	19163.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	223.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	223.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	18940.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	18940.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	18940.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	80000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	80000.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	223.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	79777.

**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.

Form 990-PF (2009)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				18940.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			7025.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 80000.				
a Applied to 2008, but not more than line 2a			7025.	
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 2009 distributable amount				18940.
e Remaining amount distributed out of corpus	54035.			
5 Excess distributions carryover applied to 2009 (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	54035.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	54035.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	54035.			

**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 2009, enter the date of the ruling **▶**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**THOMAS BRADY JR.**

**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	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
Name and address (home or business)				
<b>a Paid during the year</b> BEST BUDDIES INTERNATIONAL 100 SOUTHEAST SECOND STREET MIAMI, FL 33131		CHARITABLE	INTELLECTUAL AND DEVELOPMENTAL DISABILITIES	30000.
JUNIPERO SERRA HIGH SCHOOL 451 WEST 20TH AVENUE SAN MATEO, CA 94403		CHARITABLE	EDUCATIONAL SUPPORT, SCHOLARSHIP	30000.
JOE ANDRUZZI FOUNDATION PO BOX 73 MANSFIELD, MA 02048		CHARITABLE	FINANCIAL ASSISTANCE PATIENTS WITH CANCER, PEDIATRIC BRAIN CANCER	10000.
THE MILLAN FOUNDATION 10844 BURBANK BLVD NORTH HOLLYWOOD, CA 91601		CHARITABLE	EDUCATION PROGRAMS AND PROMOTE ANIMAL WELFARE	10000.
<b>Total</b>			<b>3a</b>	<b>80000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	<b>0.</b>

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			14	393.	
<b>4</b> Dividends and interest from securities			14	6781.	
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income			14	433.	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	17748.	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		25355.	0.
<b>13 Total</b> Add line 12, columns (b), (d), and (e)				25355.	25355.

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

[illegible]

## Part XVII

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

- |                                                                                                                                                                                                                                                                                                                                                                                                                     |              |            |           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|-----------|
| <b>1</b> 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?                                                                                                                                                        |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                                         |              |            |           |
| <b>(1)</b> Cash                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1a(1)</b> |            | <b>X</b>  |
| <b>(2)</b> Other assets                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a(2)</b> |            | <b>X</b>  |
| <b>b</b> Other transactions:                                                                                                                                                                                                                                                                                                                                                                                        |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b> |            | <b>X</b>  |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                             | <b>1b(2)</b> |            | <b>X</b>  |
| <b>(3)</b> Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                                         | <b>1b(3)</b> |            | <b>X</b>  |
| <b>(4)</b> Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                                               | <b>1b(4)</b> |            | <b>X</b>  |
| <b>(5)</b> Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(5)</b> |            | <b>X</b>  |
| <b>(6)</b> Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                                       | <b>1b(6)</b> |            | <b>X</b>  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                                           | <b>1c</b>    |            | <b>X</b>  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received. |              |            |           |

[illegible]

- 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                                           |                          |                                 |
|                                               |                          |                                 |
|                                               |                          |                                 |
|                                               |                          |                                 |
|                                               |                          |                                 |

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.

Sign Here	Signature of officer or trustee <i>[Signature]</i>		Date <i>10/11/11</i>		Title	
	Preparer's signature <i>[Signature]</i>		Date <i>10/05/11</i>		Check if self-employed <input checked="" type="checkbox"/>	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code				Preparer's identifying number	
	<b>KEVIN J. TAKEUCHI CPA</b> <b>11845 W. OLYMPIC BLVD., SUITE 845</b> <b>LOS ANGELES, CALIFORNIA 90064</b>				<b>310-477-1400</b>	

Form **990-PF** (2009)

---



---

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

---

SOURCE	AMOUNT
POWERSHARES DB COMMODITY INDEX TRACKING - PASS THRU STATE STREET	8. 385.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	393.

---



---



---



---

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STATE STREET	8987.	2206.	6781.
TOTAL TO FM 990-PF, PART I, LN 4	8987.	2206.	6781.

---



---



---



---

FORM 990-PF OTHER INCOME STATEMENT 3

---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES DB COMMODITY INDEX TRACKING - PASS THRU	433.	433.	
TOTAL TO FORM 990-PF, PART I, LINE 11	433.	433.	

---



---



---



---

FORM 990-PF ACCOUNTING FEES STATEMENT 4

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	955.	955.		0.
TO FORM 990-PF, PG 1, LN 16B	955.	955.		0.

---



---

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE STREET ADVISOR FEES	1469.	1469.		0.	
MISCELLANEOUS	565.	565.		0.	
TO FORM 990-PF, PG 1, LN 16C	2034.	2034.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMMONWEALTH OF MASS	35.	35.		0.	
TO FORM 990-PF, PG 1, LN 18	35.	35.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
POWERSHARES DB COMMODITY INDEX TRACKING - PASS THRU	46.	46.		0.	
TO FORM 990-PF, PG 1, LN 23	46.	46.		0.	



FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES	X		18820.	20020.
TOTAL U.S. GOVERNMENT OBLIGATIONS			18820.	20020.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			18820.	20020.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FAIRHOLME FUND	8985.	12489.
ISAHRES RUSSELL 3000 INDEX FUND	21472.	31121.
ISHARES MSCI ACWI EX US INDEX	0.	0.
POWERSHARES DB COMMODITY INDEX	0.	0.
SPDR GOLD TRUST	11549.	15302.
USGI GLOBAL RESOURCES FUND	4376.	5956.
VANGUARD MSCI EMERGING MARKETS	1880.	1821.
ACWX ISHARES MSCI	22057.	22952.
DELAWARE POOLED TRUST	5562.	5694.
FIRST EAGLE GLOBAL FUND	12713.	12872.
IVA INTERNATIONAL FUND	15097.	14927.
TWEEDY BROWNE GLOBAL VALUE	5562.	5362.
WINTERGREEN FUND	5562.	5575.
TOTAL TO FORM 990-PF, PART II, LINE 10B	114815.	134071.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DODGE & COX INCOME FUND	0.	0.
PIMCO TOTAL RETURN FUND	90200.	98114.
VANGUARD SHORT TERM INVT GRADE	0.	0.
LOOMIS SAYLES INT DUR BND	7968.	7952.
TOTAL TO FORM 990-PF, PART II, LINE 10C	98168.	106066.

---

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
-------------	-------------------	--------------

---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RS GLOBAL NATURAL RESOURCES	FMV	3823.	5414.
FPA CRESCENT FUND	FMV	12663.	16114.
ABSOLUTE STRATEGIES FUND	FMV	76177.	78340.
TOTAL TO FORM 990-PF, PART II, LINE 13		92663.	99868.

---

---

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SCS FINANCIAL (SEE ATTACHED)		P	VARIOUS	VARIOUS
b SCS FINANCIAL (SEE ATTACHED)		P	VARIOUS	VARIOUS
c POWERSHARES DB COMMODITY INDEX TRACKING - PASS TH		P	VARIOUS	VARIOUS
d POWERSHARES DB COMMODITY INDEX TRACKING - PASS TH		P	VARIOUS	VARIOUS
e POWERSHARES DB COMMODITY INDEX TRACKING - BASIS A		P	VARIOUS	06/08/10
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 44216.		35434.	8782.
b 255381.		248226.	7155.
c 39.			39.
d 50.			50.
e		484.	-484.
f 2206.			2206.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8782.
b			7155.
c			39.
d			50.
e			-484.
f			2206.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	17748.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A



## Trade Date Realized Gains and Losses

## Prepared for:

The Change the World Foundation

## Period:

12/01/2009-11/30/2010

Open Date	Close Date	Quantity	Symbol	Security Description	Cost Basis	Proceeds	Short Term	Long Term	(Gain or Loss)
11/02/2009	12/02/2009	786.20	dodix	DODGE & COX INCOME FUND	10,197.00	10,314.93	117.93	0.00	0.00
09/25/2009	12/02/2009	47.27	dodix	DODGE & COX INCOME FUND	608.84	620.18	11.34	0.00	0.00
07/10/2009	12/02/2009	468.00	dodix	DODGE & COX INCOME FUND	5,812.54	6,140.14	327.60	0.00	0.00
11/30/2009	12/02/2009	44.63	pttrx	PIMCO TOTAL RETURN FUND - INST	492.74	491.84	(0.90)	0.00	0.00
10/31/2009	12/02/2009	44.73	pttrx	PIMCO TOTAL RETURN FUND - INST	489.37	492.95	3.58	0.00	0.00
11/02/2009	12/02/2009	427.13	pttrx	PIMCO TOTAL RETURN FUND - INST	4,668.52	4,706.96	38.44	0.00	0.00
11/30/2009	12/02/2009	0.20	vfusx	VANGUARD SHORT-TERM INVESTMENT GRADE FUND	2.17	2.17	0.00	0.00	0.00
09/02/2009	12/02/2009	2.90	vfusx	VANGUARD SHORT-TERM INVESTMENT GRADE FUND	30.42	30.89	0.47	0.00	0.00
11/02/2009	12/04/2009	8.00	acwx	ISHARES MSCI ACWI EX-US	317.43	333.39	15.96	0.00	0.00
09/02/2009	12/23/2009	0.20	vfusx	VANGUARD SHORT-TERM INVESTMENT GRADE FUND	2.14	2.16	0.02	0.00	0.00
12/21/2009	02/16/2010	40.37	dodix	DODGE & COX INCOME FUND	523.95	526.37	2.42	0.00	0.00
07/10/2009	02/16/2010	3,337.27	dodix	DODGE & COX INCOME FUND	41,448.86	43,517.96	2,069.10	0.00	0.00
02/12/2010	02/18/2010	27,078.62	fdlxx	FIDELITY US TREASURY MMKT FUND	27,078.62	27,078.62	0.00	0.00	0.00
02/12/2010	02/22/2010	13,000.00	fdlxx	FIDELITY US TREASURY MMKT FUND	13,000.00	13,000.00	0.00	0.00	0.00
12/10/2009	05/07/2010	2.05	asfix	ABSOLUTE STRATEGIES FUND-I	21.54	21.83	0.29	0.00	0.00
12/01/2009	05/07/2010	538.29	asfix	ABSOLUTE STRATEGIES FUND-I	5,652.04	5,738.17	86.13	0.00	0.00
12/16/2009	05/07/2010	4.15	fairx	FAIRHOLME FUND	123.32	138.74	15.42	0.00	0.00
12/01/2009	05/07/2010	61.45	fairx	FAIRHOLME FUND	1,800.00	2,055.03	255.03	0.00	0.00
05/29/2009	05/07/2010	39.36	fairx	FAIRHOLME FUND	963.56	1,316.23	352.67	0.00	0.00
12/14/2009	05/07/2010	2.95	fpacx	FPA CRESCENT FUND	73.60	74.47	0.87	0.00	0.00
12/01/2009	05/07/2010	54.94	fpacx	FPA CRESCENT FUND	1,368.51	1,385.53	17.02	0.00	0.00
04/30/2010	05/07/2010	36.39	pttrx	PIMCO TOTAL RETURN FUND - INST	405.05	405.42	0.37	0.00	0.00
03/31/2010	05/07/2010	35.53	pttrx	PIMCO TOTAL RETURN FUND - INST	392.29	395.85	3.56	0.00	0.00
02/28/2010	05/07/2010	31.78	pttrx	PIMCO TOTAL RETURN FUND - INST	349.26	354.03	4.77	0.00	0.00
01/31/2010	05/07/2010	31.55	pttrx	PIMCO TOTAL RETURN FUND - INST	345.81	351.49	5.68	0.00	0.00
11/02/2009	05/07/2010	1,522.28	pttrx	PIMCO TOTAL RETURN FUND - INST	16,638.53	16,958.21	319.68	0.00	0.00



## Trade Date Realized Gains and Losses

## Prepared for:

The Change the World Foundation

## Period:

12/01/2009-11/30/2010

Open Date	Close Date	Quantity	Symbol	Security Description	Cost Basis	Proceeds	Short Term	Long Term	Gain or Loss
12/01/2009	05/07/2010	14.55	rsnyx	RS GLOBAL NATURAL RESOURCE - Y	432.28	440.00	7.72	0.00	0.00
12/01/2009	05/07/2010	53.99	pspfx	USGI GLOBAL RESOURCES FUND	475.14	480.00	4.86	0.00	0.00
11/02/2009	05/11/2010	18.00	acwx	ISHARES MSCI ACWI EX-US	714.21	663.01	(51.20)	0.00	0.00
12/01/2009	05/11/2010	8.00	iwv	ISHARES RUSSELL 3000	518.28	533.35	15.07	0.00	0.00
04/20/2009	05/11/2010	97.00	iwv	ISHARES RUSSELL 3000	4,712.24	6,466.88	0.00	1,754.64	0.00
12/01/2009	05/11/2010	7.00	gld	SPDR GOLD TRUST	823.22	822.97	(0.25)	0.00	0.00
12/01/2009	06/09/2010	114.09	asfix	ABSOLUTE STRATEGIES FUND-I	1,197.96	1,204.80	6.84	0.00	0.00
12/31/2009	06/09/2010	42.36	asfix	ABSOLUTE STRATEGIES FUND-I	442.64	447.30	4.66	0.00	0.00
11/02/2009	06/09/2010	373.85	asfix	ABSOLUTE STRATEGIES FUND-I	3,891.82	3,947.90	56.08	0.00	0.00
12/01/2009	06/09/2010	18.53	fpacx	FPA CRESCENT FUND	461.49	451.66	(9.83)	0.00	0.00
12/01/2008	06/09/2010	10.19	fpacx	FPA CRESCENT FUND	191.19	248.34	0.00	57.15	0.00
05/31/2010	06/09/2010	30.10	ptrtx	PIMCO TOTAL RETURN FUND - INST	334.10	335.30	1.20	0.00	0.00
11/02/2009	06/09/2010	735.95	ptrtx	PIMCO TOTAL RETURN FUND - INST	8,043.95	8,198.50	154.55	0.00	0.00
09/30/2009	06/09/2010	48.78	ptrtx	PIMCO TOTAL RETURN FUND - INST	532.72	543.45	10.73	0.00	0.00
02/19/2010	06/09/2010	980.50	ptrtx	PIMCO TOTAL RETURN FUND - INST	10,697.24	10,922.75	225.51	0.00	0.00
12/01/2009	06/09/2010	16.80	rsnyx	RS GLOBAL NATURAL RESOURCE - Y	499.33	500.00	0.67	0.00	0.00
12/01/2009	06/09/2010	35.71	pspfx	USGI GLOBAL RESOURCES FUND	314.28	300.00	(14.28)	0.00	0.00
11/02/2009	06/11/2010	6.00	acwx	ISHARES MSCI ACWI EX-US	238.07	211.33	(26.74)	0.00	0.00
04/20/2009	06/11/2010	13.00	iwv	ISHARES RUSSELL 3000	631.54	808.97	0.00	177.43	0.00
12/01/2009	06/11/2010	51.00	dbc	POWERSHARES DB COMMODITY INDEX FUND	1,279.08	1,084.68	(194.40)	0.00	0.00
04/20/2009	06/11/2010	172.00	dbc	POWERSHARES DB COMMODITY INDEX FUND	3,348.91	3,658.12	0.00	309.21	0.00
02/19/2010	06/16/2010	211.07	ptrtx	PIMCO TOTAL RETURN FUND - INST	2,302.76	2,342.87	40.11	0.00	0.00
12/09/2009	06/16/2010	131.23	ptrtx	PIMCO TOTAL RETURN FUND - INST	1,429.13	1,456.69	27.56	0.00	0.00
12/31/2009	06/16/2010	41.82	ptrtx	PIMCO TOTAL RETURN FUND - INST	451.65	464.19	12.54	0.00	0.00
08/31/2009	06/16/2010	40.05	ptrtx	PIMCO TOTAL RETURN FUND - INST	431.73	444.54	12.81	0.00	0.00
08/07/2009	06/16/2010	1,251.51	ptrtx	PIMCO TOTAL RETURN FUND - INST	13,215.90	13,891.71	675.81	0.00	0.00



## Trade Date Realized Gains and Losses

## Prepared for:

The Change the World Foundation

## Period:

12/01/2009-11/30/2010

Open Date	Close Date	Quantity	Symbol	Security Description	Cost Basis	Proceeds	Gain or Loss	
							Short Term	Long Term
02/12/2010	08/31/2010	3,965.71	fdlx	FIDELITY US TREASURY MMKT FUND	3,965.71	3,965.71	0.00	0.00
02/28/2010	08/31/2010	0.05	fdlx	FIDELITY US TREASURY MMKT FUND	0.05	0.05	0.00	0.00
03/31/2010	08/31/2010	0.03	fdlx	FIDELITY US TREASURY MMKT FUND	0.03	0.03	0.00	0.00
04/30/2010	08/31/2010	0.03	fdlx	FIDELITY US TREASURY MMKT FUND	0.03	0.03	0.00	0.00
05/31/2010	08/31/2010	0.03	fdlx	FIDELITY US TREASURY MMKT FUND	0.03	0.03	0.00	0.00
06/15/2010	08/31/2010	3,934.15	fdlx	FIDELITY US TREASURY MMKT FUND	3,934.15	3,934.15	0.00	0.00
02/17/2010	09/17/2010	8,000.00	912828KS8	UNITED STATES TREAS NTS 07 YR TREAS NOTE	7,924.09	8,404.34	480.25	0.00
06/15/2010	10/12/2010	14,665.85	fdlx	FIDELITY US TREASURY MMKT FUND	14,665.85	14,665.85	0.00	0.00
06/30/2010	10/12/2010	0.11	fdlx	FIDELITY US TREASURY MMKT FUND	0.11	0.11	0.00	0.00
07/31/2010	10/12/2010	0.19	fdlx	FIDELITY US TREASURY MMKT FUND	0.19	0.19	0.00	0.00
08/31/2010	10/12/2010	0.19	fdlx	FIDELITY US TREASURY MMKT FUND	0.19	0.19	0.00	0.00
09/16/2010	10/12/2010	3,333.66	fdlx	FIDELITY US TREASURY MMKT FUND	3,333.66	3,333.66	0.00	0.00
11/02/2009	10/12/2010	675.00	acwx	iSHARES MSCI ACWI EX-US	26,782.78	28,828.76	2,045.98	0.00
04/20/2009	10/12/2010	249.00	iwv	iSHARES RUSSELL 3000	12,096.37	17,140.85	0.00	5,044.48
09/30/2010	10/12/2010	23.71	pttr	PIMCO TOTAL RETURN FUND - INST	274.99	277.60	2.61	0.00
08/31/2010	10/12/2010	23.15	pttr	PIMCO TOTAL RETURN FUND - INST	267.11	271.04	3.93	0.00
07/31/2010	10/12/2010	25.17	pttr	PIMCO TOTAL RETURN FUND - INST	286.94	294.74	7.80	0.00
06/30/2010	10/12/2010	27.07	pttr	PIMCO TOTAL RETURN FUND - INST	304.80	316.98	12.18	0.00
08/07/2009	10/12/2010	754.88	pttr	PIMCO TOTAL RETURN FUND - INST	7,971.53	8,839.64	0.00	868.11
09/16/2010	12/01/2010	4,666.34	fdlx	FIDELITY US TREASURY MMKT FUND	4,666.34	4,666.34	0.00	0.00
09/30/2010	12/01/2010	0.15	fdlx	FIDELITY US TREASURY MMKT FUND	0.15	0.15	0.00	0.00
10/31/2010	12/01/2010	0.09	fdlx	FIDELITY US TREASURY MMKT FUND	0.09	0.09	0.00	0.00
10/31/2010	12/01/2010	24.41	pttr	PIMCO TOTAL RETURN FUND - INST	285.39	280.51	(4.88)	0.00
08/07/2009	12/01/2010	613.83	pttr	PIMCO TOTAL RETURN FUND - INST	6,482.06	7,052.91	0.00	570.85



## Trade Date Realized Gains and Losses

**SCS FINANCIAL**  
 Strategic Capital Solutions

## Prepared for:

The Change the World Foundation

## Period:

12/01/2009-11/30/2010

Open Date	Close Date	Quantity	Symbol	Security Description	Cost Basis	Proceeds	Short Term	Long Term
Total Gains:						7,457.82	8,781.87	
Total Losses:						(302.48)	0.00	
Group or Portfolio Totals:					\$283,659.61	\$299,593.82	\$7,455.24	\$8,781.87

Total Realized Gain/Loss: \$15,937.21

	Cost	Proceeds	Gain
LT	35433.84	44,215.71	8781.87
ST	248225.77	255,381.11	7155.34
	<u>283,659.61</u>	<u>299,596.82</u>	<u>15,937.21</u>

• 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).

<b>Part II</b>	<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed)	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization <b>THE CHANGE THE WORLD FOUNDATION TRUST C/O SCS FINANCIAL SERVICES, LLC</b>	Employer identification number <b>25-6885307</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>ONE WINTHROP SQUARE - 4TH FLOOR</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BOSTON, MA 02110</b>	

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

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of **SCS FINANCIAL SERVICES, LLC - ONE WINTHROP SQUARE - 4TH FLOOR - BOSTON, MA 02110**  
Telephone No **617-204-6422** 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 **OCTOBER 15, 2011.**

5 For calendar year , or other tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**.

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b>	\$	<b>0.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b>	\$	<b>99.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b>	\$	<b>0.</b>

### Signature and Verification

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

Signature

Title

Date

Form 8868 (Rev. 1-2011)



• 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).

<b>Part II: Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed)	
Type or print  File by the extended due date for filing your return. See instructions	Name of exempt organization <b>THE CHANGE THE WORLD FOUNDATION TRUST</b> <b>c/o SCS FINANCIAL SERVICES, LLC</b>
	Employer identification number <b>25-6885307</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>ONE WINTHROP SQUARE - 4TH FLOOR</b>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BOSTON, MA 02110</b>

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of **SCS FINANCIAL SERVICES, LLC - ONE WINTHROP SQUARE - 4TH FLOOR - BOSTON, MA 02110**  
Telephone No. **617-204-6422** 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.

- I request an additional 3-month extension of time until **October 15, 2011.**
- For calendar year \_\_\_\_\_, or other tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>0.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>99.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

### Signature and Verification

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

Signature  Title **CPA** Date **7/13/11**