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EXTENSION GRANTED TO OCTOBER 15, 2012

Form 990-PF

OMB No 1545-0052

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

2010

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

For calendar year 2010, or tax year beginning DEC 1, 2010, and ending NOV 30, 2011

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

Name of foundation

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

A Employer identification number

25-6885307

Number and street (or P O box number if mail is not delivered to street address)  
ONE WINTHROP SQUARE - 4TH FLOOR

Room/suite

B Telephone number

617-204-6422

City or town, state, and ZIP code

BOSTON, MA 02110

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 ► H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method:  Cash  Accrual  
 Other (specify) **484,697.** (Part I, column (d) must be on cash basis)E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		250,500.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		593.	593.		STATEMENT 1
4 Dividends and interest from securities		6,185.	6,185.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		19,916.			
b Gross sales price for all assets on line 6a		323,059.			
7 Capital gain net income (from Part IV, line 2)			19,916.		
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					
12 Total. Add lines 1 through 11		277,194.	26,694.		
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					
c Other professional fees	STMT 3	1,592.	0.		0.
17 Interest					
18 Taxes	STMT 4	159.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		1,751.	0.		0.
25 Contributions, gifts, grants paid		150,000.			150,000.
26 Total expenses and disbursements. Add lines 24 and 25		151,751.	0.		150,000.
27 Subtract line 26 from line 12:		125,443.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			26,694.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		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
Assets	1	Cash - non-interest-bearing	875.		
	2	Savings and temporary cash investments	4,667.	16,001.	16,001.
	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	STMT 5	18,820.	0.
	b	Investments - corporate stock	STMT 6	194,049.	274,318.
	c	Investments - corporate bonds	STMT 7	100,048.	155,326.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 8	11,549.	9,806.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► )			
	16	Total assets (to be completed by all filers)		330,008.	455,451.
Liabilities	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	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	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		330,008.	455,451.
	30	Total net assets or fund balances		330,008.	455,451.
	31	Total liabilities and net assets/fund balances		330,008.	455,451.

## 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	330,008.
2	Enter amount from Part I, line 27a	2	125,443.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	455,451.
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	455,451.

**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 SCS FINANCIAL (SEE ATTACHED)</b>			P	VARIOUS	VARIOUS
<b>b SCS FINANCIAL (SEE ATTACHED)</b>			P	VARIOUS	VARIOUS
<b>c US TREASURY</b>			P	VARIOUS	VARIOUS
<b>d CAPITAL GAINS DIVIDENDS</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)		
a 158,552.		154,083.	4,469.		
b 145,939.		136,680.	9,259.		
c 12,380.		12,380.	0.		
d 6,188.			6,188.		
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					4,469.
b					9,259.
c					0.
d					6,188.
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		19,916.
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))
2009	79,777.	383,267.	.208150
2008	35,609.	404,559.	.088019
2007	29,760.	549,819.	.054127
2006	24,530.	600,466.	.040852
2005	0.	510,566.	.000000

2 Total of line 1, column (d)

2 .391148

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 .078230

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 389,228.

5 Multiply line 4 by line 3

5 30,449.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 267.

7 Add lines 5 and 6

7 30,716.

8 Enter qualifying distributions from Part XII, line 4

8 150,000.

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)	1	267.
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			
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-)			
3	Add lines 1 and 2	2	0.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	267.	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	4	0.	
6	<b>Credits/Payments:</b>	5	267.	
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	500.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	500.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	233.	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ► 233. Refunded ► 11 0.	11	0.	

**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?	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.	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			
c	Did the foundation file Form 1120-POL for this year?			
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.	N/A	1b	X
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			
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			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
b	If "Yes," has it filed a tax return on Form 990-T for this year?			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
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.			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA			
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	If "Yes," attach a schedule listing their names and addresses	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

**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 ► **N/A** 13  **X**

14 The books are in care of ► **SCS FINANCIAL SERVICES, LLC** Telephone no. ► **617-204-6422**  
Located at ► **ONE WINTHROP SQUARE - 4TH FLOOR, BOSTON, MA** ZIP+4 ► **02110**

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** 15  **□**

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16  **Yes**  **No**  
**X**

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

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

	<b>Yes</b>	<b>No</b>
1a 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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.) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <b>N/A</b> <span style="float: right;">1b <input type="checkbox"/> <b>□</b></span>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? <span style="float: right;">1c <input type="checkbox"/> <b>X</b></span>		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
If "Yes," list the years ► _____, _____, _____, _____		
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.) <span style="float: right;">N/A <input type="checkbox"/> <b>□</b> 2b <input type="checkbox"/> <b>□</b></span>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) <span style="float: right;">N/A <input type="checkbox"/> <b>□</b> 3b <input type="checkbox"/> <b>□</b></span>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <span style="float: right;">4a <input type="checkbox"/> <b>X</b></span>		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? <span style="float: right;">4b <input type="checkbox"/> <b>X</b></span>		

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

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**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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	5b
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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.

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

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**Part VIII' Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. 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**

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	
3	
Total. Add lines 1 through 3	► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	380,428.
b	Average of monthly cash balances	1b	14,727.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	395,155.
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	395,155.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,927.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	389,228.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	19,461.

**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	19,461.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	267.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	267.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,194.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	19,194.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	19,194.

**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	150,000.
b	Program-related investments - total from Part IX-B	1b	0.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	150,000.
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	5	267.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	149,733.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				19,194.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	54,035.			
f Total of lines 3a through e	54,035.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 150,000.			0.	
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				19,194.
e Remaining amount distributed out of corpus	130,806.			
5 Excess distributions carryover applied to 2010 (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:	184,841.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	184,841.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	54,035.			
e Excess from 2010	130,806.			



## 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)				
<i>a Paid during the year</i>				
BEST BUDDIES INTERNATIONAL 100 SOUTHEAST SECOND STREET MIAMI, FL 33131		CHARITABLE	INTELLECTUAL AND DEVELOPMENTAL DISABILITIES	50,000.
UNIVERSITY OF MICHIGAN - CS MOTT CHILDREN'S HOSPITAL - 1000 OAKBROOK SUITE 100 ANN ARBOR, MI		CHARITABLE	FINANCIAL ASSISTANCE PATIENTS WITH CANCER, PEDIATRIC	10,000.
JUNIPERO SERRA HIGH SCHOOL 451 WEST 20TH AVENUE SAN MATEO, CA 94403		CHARITABLE	EDUCATIONAL SUPPORT, SCHOLARSHIP	50,000.
BOYS AND GIRLS CLUB OF BOSTON 50 CONGRESS STREET SUITE 730 BOSTON, MA 02109		CHARITABLE	EDUCATION PROGRAMS AND PROMOTE COMMUNITY SERVICE	25,000.
ROBIN HOOD 826 BROADWAY 9TH FLOOR NEW YORK, NY 10003		CHARITABLE	FEEDS, SHELTERS, NURTURES, TEACHES NEW YORKERS IN NEED	5,000.
THE MCCOURT FOUNDATION 300 CONGRESS STREET SUITE 302 QUINCY, MA 02169		CHARITABLE	RESEARCH FOR NEUROLOGICAL DISEASES	10,000.
<b>Total</b>				<b>► 3a 150,000.</b>
<i>b Approved for future payment</i>				
UNIVERSITY OF MICHIGAN - CS MOTT CHILDREN'S HOSPITAL - 1000 OAKBROOK SUITE 100 ANN ARBOR, MI		CHARITABLE	FINANCIAL ASSISTANCE PATIENTS WITH CANCER, PEDIATRIC	40,000.
JUNIPERO SERRA HIGH SCHOOL 451 WEST 20TH AVENUE SAN MATEO, CA 94403		CHARITABLE	EDUCATIONAL SUPPORT, SCHOLARSHIP	100,000.
<b>Total</b>				<b>► 3b 140,000.</b>

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				14 593.
4 Dividends and interest from securities				14 6,185.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				18 19,916.
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)			0.	26,694. 0.
13 Total. Add line 12, columns (b), (d), and (e)				13 26,694.
(See worksheet in line 13 instructions to verify calculations.)				

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

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

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

**a Transfers from the reporting foundation to a noncharitable exempt organization:**

- (1) Cash
- (2) Other assets

**b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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.

**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

10.10.12

JUSTICE

**Title**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	<b>KEVIN J. TAKEUCHI</b>		<b>10/08/12</b>		
	Firm's name ► KEVIN J. TAKEUCHI CPA			Firm's EIN ►	
Firm's address ► 11845 W. OLYMPIC BLVD., SUITE 845 LOS ANGELES, CA 90064			Phone no. 310-477-1400		

**Schedule B**

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

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

**2010****Name of the organization****THE CHANGE THE WORLD FOUNDATION TRUST  
C/O SCS FINANCIAL SERVICES, LLC****Employer identification number****25-6885307****Organization type (check one).****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

**Special Rules**

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization .

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

Employer identification number

25-6885307

## Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BEST BUDDIES INTERNATIONAL 100 SOUTHEAST SECOND STREET MIAMI, FL 33131	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

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

Employer identification number

25-6885307

## 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
		\$ _____	_____
(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
		\$ _____	_____

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**Name of organization ,**

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

**Employer identification number**

25-6885307

**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 columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ► \$

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

SOURCE	AMOUNT
STATE STREET	593.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	593.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STATE STREET	12,373.	6,188.	6,185.
TOTAL TO FM 990-PF, PART I, LN 4	12,373.	6,188.	6,185.

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE STREET ADVISOR FEES	1,592.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	1,592.	0.		0.

## FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MASS	35.	0.		0.
US TREASURY	124.	0.		0.
TO FORM 990-PF, PG 1, LN 18	159.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FAIRHOLME FUND	7,584.	8,057.
ISAHRES RUSSELL 3000 INDEX FUND	32,525.	42,504.
USGI GLOBAL RESOURCES FUND	11,486.	12,796.
RS GLOBAL NATURAL RESOURCES	10,802.	13,124.
FPA CRESCENT FUND	8,626.	12,542.
ABSOLUTE STRATEGIES FUND	95,418.	98,895.
ACWX ISHARES MSCI	16,170.	15,599.
DELAWARE POOLED TRUST	8,303.	9,414.
FIRST EAGLE GLOBAL FUND	4,382.	4,664.
IVA INTERNATIONAL FUND	4,265.	4,457.
TWEEDY BROWNE GLOBAL VALUE	4,885.	4,918.
WINTERGREEN FUND	4,792.	5,091.
EGSHARES EMERGING MARKETS	2,842.	2,893.
ISHARES MSCI EAFE INDEX	13,862.	15,270.
WCM FOCUSED INTERNATIONAL	6,102.	6,528.
ABSOLUTE OPPORTUNITIES FUND	42,274.	42,031.
TOTAL TO FORM 990-PF, PART II, LINE 10B	274,318.	298,783.

FORM 990-PF

CORPORATE BONDS

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO TOTAL RETURN FUND	55,550.	56,707.
LOOMIS SAYLES INT DUR BND	22,702.	22,626.
VANGUARD MSCI EMERGING MARKETS	11,738.	11,592.
DELAWARE LIMITED TERM	34,823.	34,288.
DRIEHAUS ACTIVE INCOME	23,175.	21,450.
FIDELITY FLOATING RATE HIGH INCOME	7,338.	7,258.
TOTAL TO FORM 990-PF, PART II, LINE 10C	155,326.	153,921.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SPDR GOLD TRUST	FMV	9,806.	15,992.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,806.	15,992.

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

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed)		
<b>Type or print</b> <small>File by the extended due date for filing your return. See instructions</small>	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	01	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.**

**SCS FINANCIAL SERVICES, LLC**

- The books are in the care of ► **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, 2012**

5 For calendar year , or other tax year beginning **DEC 1, 2010**, and ending **NOV 30, 2011**

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 REQUIRED TO GATHER THE NECESSARY INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c <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.	8c	\$	0.

#### Signature and Verification

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

Signature ►

Title ►

Date ►

Form 8868 (Rev. 1-2011)

CHANGE THE WORLD FOUNDATION

Account # 4742449

Gain/Loss Trade Detail

December 01, 2010 - November 30, 2011

Date Sold	Shares/Sold	Security Description	Total Cost	Net Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss	Total Realized Gain/Loss
01/20/2011	26.77	RS GLOBAL NATURAL RESOURCES FUND-Y	788.50	1,000.00	0.00	211.50	211.50
01/20/2011	151.77	USGI GLOBAL RESOURCES FUND	1,292.56	1,800.00	5.60	501.84	507.44
01/20/2011	18.54	IVA INTERNATIONAL FUND-I	296.10	300.00	3.90	0.00	3.90
01/20/2011	19.33	FIRST EAGLE GLOBAL FUND-I	861.46	900.00	38.54	0.00	38.54
01/20/2011	56.01	FAIRHOLME FUND	1,628.31	2,000.00	47.56	324.13	371.69
01/20/2011	33.16	FPA CRESCENT FUND-I	869.74	900.00	30.26	0.00	30.26
01/20/2011	54.00	ACWX ISHARES MSCI ACWI INDEX FUND	2,142.62	2,387.21	244.59	244.59	244.59
01/20/2011	10.93	WINTERGREEN FUND	145.41	150.00	4.59	0.00	4.59
01/20/2011	13.44	TWEEDY BROWNE GLOBAL VALUE FUND-CUR	146.56	150.00	3.44	0.00	3.44
01/20/2011	77.28	DELAWARE POOLED TRUST SELECT 20 PRTF	456.72	500.00	43.28	0.00	43.28
01/20/2011	3.00	SPDR GOLD TRUST	362.78	395.33	32.55	0.00	32.55
01/20/2011	51.00	ISHARES RUSSELL 3000 INDEX FUND	2,477.57	3,879.84	0.00	1,402.27	1,402.27
01/21/2011	811.44	PIMCO TOTAL RETURN FUND INST	8,694.52	8,796.00	(0.51)	101.99	101.48
03/15/2011	30.21	DELAWARE POOLED TRUST SELECT 20 PRTF	178.55	200.00	21.45	0.00	21.45
03/15/2011	25.52	FPA CRESCENT FUND-I	664.28	700.00	35.72	0.00	35.72
03/15/2011	38.17	IVA INTERNATIONAL FUND-I	609.54	600.00	(9.54)	0.00	(9.54)
03/15/2011	2.00	ACWX ISHARES MSCI ACWI INDEX FUND	79.36	85.77	0.00	6.41	6.41
03/15/2011	10.00	ISHARES RUSSELL 3000 INDEX FUND	485.80	766.09	0.00	280.29	280.29
03/15/2011	7.00	SPDR GOLD TRUST	846.48	951.35	104.87	0.00	104.87
03/15/2011	193.55	ABSOLUTE STRATEGIES FUND-I	2,100.73	2,100.00	(0.73)	0.00	(0.73)
03/15/2011	18.23	TWEEDY BROWNE GLOBAL VALUE FUND-CUR	197.82	200.00	2.18	0.00	2.18
03/15/2011	14.63	WINTERGREEN FUND	194.59	200.00	5.41	0.00	5.41
03/15/2011	6.48	FIRST EAGLE GLOBAL FUND-I	286.12	300.00	13.88	0.00	13.88
03/16/2011	22,000.00	US TSY NTS 2.625% 2/29/16	21,862.71	22,818.98	68.70	887.57	956.27
03/16/2011	267.89	PIMCO TOTAL RETURN FUND INST	2,900.49	2,920.00	19.51	0.00	19.51
03/16/2011	67.94	LOCMIS SAYLES INT DUR BND-I	714.28	710.00	(4.28)	0.00	(4.28)
04/01/2011	289.86	LOCMIS SAYLES INT DUR BND-I	3,046.38	3,000.00	(46.38)	0.00	(46.38)
04/01/2011	2,100.00	US TREASURY NOTES 3.75% 11/5/18	2,249.98	2,202.62	(47.36)	0.00	(47.36)
04/01/2011	15.64	USGI GLOBAL RESOURCES FUND	126.97	200.00	0.00	73.03	73.03
04/01/2011	7.21	RS GLOBAL NATURAL RESOURCES FUND-Y	172.90	300.00	0.00	127.10	127.10
04/05/2011	1,285.58	PIMCO TOTAL RETURN FUND INST	13,644.59	14,000.00	16.82	338.59	355.41
06/07/2011	205.54	DRIEHHAUS ACTIVE INCOME FUND	2,306.17	2,300.00	(6.17)	0.00	(6.17)
06/07/2011	81.22	FIDELITY FLOATING RATE HIGH INCOME	802.45	800.00	(2.45)	0.00	(2.45)
06/07/2011	92.79	FPA CRESCENT FUND-I	2,415.35	2,600.00	184.65	0.00	184.65
06/07/2011	19.25	FAIRHOLME FUND	529.52	600.00	(19.98)	90.46	70.48
06/07/2011	146.41	DELAWARE POOLED TRUST SELECT 20 PRTF	865.30	1,000.00	134.70	0.00	134.70
06/07/2011	68.35	WINTERGREEN FUND	909.09	1,000.00	90.91	0.00	90.91

CHANGE THE WORLD FOUNDATION

Account # 4742449

Gain/Loss Trade Detail

December 01, 2010 - November 30, 2011

Date Sold	Shares/Par Sold	Security Description	Total Cost	Net Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss	Total Realized Gain/Loss
06/07/2011	92.44	TWEEDY BROWNE GLOBAL VALUE FUND-CUR	1,002.94	1,100.00	97.06	0.00	97.06
06/07/2011	26.32	USGI GLOBAL RESOURCES FUND	213.69	300.00	0.00	86.31	86.31
06/07/2011	15.42	RS GLOBAL NATURAL RESOURCES FUND-Y	369.52	600.00	0.00	230.48	230.48
06/07/2011	164.32	IVA INTERNATIONAL FUND-I	2,624.17	2,800.00	175.83	0.00	175.83
06/07/2011	43.67	FIRST EAGLE GLOBAL FUND-I	1,927.50	2,100.00	172.50	0.00	172.50
06/07/2011	284.94	LOOMIS SAYLES INT DUR BND-IN	2,994.70	2,989.00	(5.70)	0.00	(5.70)
06/07/2011	1,124.31	ABSOLUTE STRATEGIES FUND-I	12,176.32	12,300.00	123.68	0.00	123.68
06/07/2011	1,103.71	PIMCO TOTAL RETURN FUND INST	11,673.36	12,207.00	0.57	53.37	53.37
06/07/2011	19,900.00	US TREASURY NOTES 3.75% 11/15/18	21,291.34	21,760.18	468.84	0.00	468.84
06/07/2011	59.00	ISHARES RUSSELL 3000 INDEX FUND	2,866.21	4,549.40	0.00	1,683.19	1,683.19
06/07/2011	8.00	VANGUARD MSCI EMERGING MARKETS ETF	376.00	386.47	10.47	0.00	10.47
06/07/2011	22.00	SPDR GOLD TRUST	2,657.04	3,310.06	620.16	32.86	653.02
06/07/2011	86.00	ACWX (SHARES MSCI ACWI INDEX FUND	3,412.32	3,891.42	0.00	479.10	479.10
06/30/2011	3,300.00	US TREASURY NOTES 2.625% 8/15/20	3,229.75	3,197.65	(32.10)	0.00	(32.10)
07/15/2011	4,800.00	US TREASURY NOTES 2.625% 8/15/20	4,697.81	4,732.13	34.32	0.00	34.32
07/28/2011	3,300.00	US TREASURY NOTES 2.625% 8/15/20	3,229.75	3,256.43	26.68	0.00	26.68
08/05/2011	1,800.00	US TREASURY NOTES 2.625% 8/15/20	1,761.68	1,834.95	73.27	0.00	73.27
08/10/2011	18.00	SPDR GOLD TRUST	2,648.19	3,107.02	458.83	0.00	458.83
08/17/2011	4,500.00	US TREASURY NOTES 2.625% 8/15/20	4,404.20	4,734.84	330.64	0.00	330.64
08/31/2011	36.00	ACWX (SHARES MSCI ACWI INDEX FUND	1,428.42	1,437.09	0.00	8.67	8.67
08/31/2011	27.00	ISHARES RUSSELL 3000 INDEX FUND	1,839.89	1,955.57	115.68	0.00	115.68
08/31/2011	80.00	ISHARES S&P NA NAT RES S/F	3,077.82	3,214.96	137.14	0.00	137.14
09/23/2011	300.00	US TREASURY NOTES 2.625% 8/15/20	293.61	324.20	30.59	0.00	30.59
09/29/2011	358.67	ARBITRAGE FUND-I	4,712.97	4,734.50	21.53	0.00	21.53
10/28/2011	48.86	PIMCO TOTAL RETURN FUND INST	537.99	529.18	(8.81)	0.00	(8.81)
10/31/2011	26.77	LOOMIS SAYLES INT DUR BND-IN	283.67	282.73	(0.94)	0.00	(0.94)
10/31/2011	761.35	IVA INTERNATIONAL FUND-I	12,150.56	12,333.86	166.59	166.59	166.59
10/31/2011	191.99	FIRST EAGLE GLOBAL FUND-I	8,474.44	9,054.23	0.00	579.79	579.79
10/31/2011	449.30	FPA CRESCENT FUND-I	11,301.41	12,180.38	830.72	48.25	878.97
10/31/2011	4.64	WCM FOCUSED INTERNATIONAL GROWTH FD	43.13	41.84	(1.29)	0.00	(1.29)
10/31/2011	311.99	FAIRHOLME FUND	7,698.57	8,501.58	(12.07)	815.08	803.01
10/31/2011	1.00	EGSHARES EMERGING MKTS CONSUMER ETF	24.24	22.96	(1.28)	0.00	(1.28)
10/31/2011	5.00	FIDELITY FLOATING RATE HIGH INCOME	49.36	48.56	(0.80)	0.00	(0.80)
10/31/2011	9.00	ACWX (SHARES MSCI ACWI INDEX FUND	357.10	351.66	0.00	(5.44)	(5.44)
11/09/2011	1,825.72	ABSOLUTE STRATEGIES FUND-I	42,274.75	34,311.11	3.47	0.00	3.47
11/16/2011	3,164.49	PIMCO TOTAL RETURN FUND INST	34,334.71	(29.76)	53.36	53.36	53.36

CHANGE THE WORLD FOUNDATION

Account # 4742449

### Gain/Loss Trade Detail

December 01, 2010 - November 30, 2011

Date Sold	Shares/Par	Security Description	Total Cost	Net Proceeds	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss	Total Realized Gain/Loss
<b>PORTFOLIO TOTALS **</b>							
			\$290,763.81	\$304,491.95	\$4,427.06	\$9,301.08	\$13,728.14