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

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493228005423

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012 , 2012, and ending 12-31-2012

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
BUILDING CHANGES

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
2014 EAST MADISON STREET NO 200

City or town, state or country, and ZIP + 4
SEATTLE, WA 98122

D Employer identification number
91-1410450

E Telephone number
(206)805-6100

G Gross receipts $ 10,005,018

F Name and address of principal officer
ALICE SHOBE
2014 EAST MADISON STREET NO 200
SEATTLE,WA 98122

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ BUILDINGCHANGES ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1988

M State of legal domicile WA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
ENDING HOMELESSNESS IN WASHINGTON STATE

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	15
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	**5**	34
6	Total number of volunteers (estimate if necessary)	**6**	25
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

Revenue

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	9,114,220	7,769,535
9	Program service revenue (Part VIII, line 2g)	2,015	0
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	178,961	148,003
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-89,383	-51,121
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	9,205,813	7,866,417

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	4,568,191	6,819,236
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,917,955	2,012,891
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶283,862		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,630,076	1,577,714
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	8,116,222	10,409,841
19	Revenue less expenses Subtract line 18 from line 12	1,089,591	-2,543,424

Net Assets or Fund Balances

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	22,500,136	20,115,745
21	Total liabilities (Part X, line 26)	8,310,728	10,669,263
22	Net assets or fund balances Subtract line 21 from line 20	14,189,408	9,446,482

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

****** | 2013-08-15
Signature of officer | Date

ALICE SHOBE EXECUTIVE DIRECTOR
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
HOWARD DONKIN CPA		2013-07-15		P00147726

Firm's name ▶ JACOBSON JARVIS & CO PLLC | Firm's EIN ▶ 91-2011386

Firm's address ▶ 600 STEWART STREET SUITE 1900
SEATTLE, WA 981011219 | Phone no (206) 628-8990

May the IRS discuss this return with the preparer shown above? (see instructions) ☑ Yes ☐ No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III . . . . . ☑

1 Briefly describe the organization's mission

BUILDING CHANGES BELIEVES EVERYONE DESERVES THE OPPORTUNITY FOR A HOME, HEALTHY LIFE AND A GOOD JOB WE UNITE PUBLIC AND PRIVATE PARTNERS TO CREATE INNOVATIVE SOLUTIONS THROUGH EXPERT ADVICE, GRANTMAKING, AND ADVOCATING FOR LASTING CHANGE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☑ Yes ☐ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 8,566,239 including grants of $ 6,819,236) (Revenue $)

GRANTMAKING & EVALUATION - WE IDENTIFY, FUND, AND EVALUATE INNOVATIVE PROGRAMS THAT PREVENT AND END HOMELESSNESS, INCLUDING CHANGES TO HOW PUBLIC SYSTEMS WORK TOGETHER WE LEAD THE WASHINGTON FAMILIES FUND, A GROUND-BREAKING PUBLIC-PRIVATE PARTNERSHIP THAT PROVIDES FUNDING FOR MODEL PROGRAMS AND INNOVATIVE SOLUTIONS TO ENDING FAMILY HOMELESSNESS WITH FUNDING FROM 25 PUBLIC AND PRIVATE PARTNERS, WE SUPPORT 65 ORGANIZATIONS THROUGHOUT WASHINGTON STATE WITH GRANTMAKING, CAPACITY BUILDING, AND POLICY GUIDANCE

4b (Code) (Expenses $ 336,616 including grants of $) (Revenue $)

POLICY AND ADVOCACY - BUILDING CHANGES' POLICY AND ADVOCACY EFFORTS ARE DIRECTED TOWARD SYSTEMS-WIDE CHANGES THAT PREVENT, REDUCE THE DURATION OF, AND MITIGATE THE IMPACT OF HOMELESSNESS ON VULNERABLE POPULATIONS IN WASHINGTON STATE WORKING WITH PARTNERS ACROSS SYSTEMS SUCH AS CHILD WELFARE, EMPLOYMENT, AND EDUCATION, WE IDENTIFY KEY POLICY INITIATIVES OR TARGETS OF CHANGE, PURSUE FIXES, AND INFLUENCE LONG-TERM POLICY AGENDAS THAT RESULT IN MORE EFFICIENT HOMELESS AND HOUSING SYSTEMS

4c (Code) (Expenses $ 292,571 including grants of $) (Revenue $)

HOUSING AND CLIENT SERVICES - WE PROVIDED 86 UNITS OF HOUSING TO PEOPLE WITH HIV/AIDS IN SEATTLE AND KING COUNTY IN 2009, BUILDING CHANGES MADE A STRATEGIC DECISION TO DISCONTINUE PROVIDING DIRECT HOUSING SERVICES TO PEOPLE WITH HIV/AIDS TO FOCUS ON THE BROADER ISSUE OF ENDING HOMELESSNESS IN 2012, BUILDING CHANGES TRANSFERRED ALL HOUSING RELATED ASSETS AND LIABILITIES TO OTHER NON-PROFIT ORGANIZATIONS IN LINE WITH THIS EARLIER STRATEGIC DECISION AND TO ASSURE THAT HOUSING FOR PEOPLE LIVING WITH HIV/AIDS WOULD REMAIN AVAILABLE IN OUR COMMUNITY BUILDING CHANGES, BY VIRTUE OF PRIOR LEGAL AGREEMENTS, DID NOT AND WAS NOT MEANT TO BENEFIT FROM THESE HOUSING ASSETS

(Code) (Expenses $ 195,187 including grants of $) (Revenue $)

OTHER PROGRAM SERVICES - CONSULTING AND TECHNICAL ASSISTANCE

4d Other program services (Describe in Schedule O)

(Expenses $ 195,187 including grants of $) (Revenue $)

4e Total program service expenses ▶ 9,390,613

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	26		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	34		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	3a			No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

Part VI **Governance, Management, and Disclosure** *For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	**1a** 15		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	**1b** 15		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	**2**		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	**3**		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**		No
6	Did the organization have members or stockholders?	**6**		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	**7a**		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	**8a**	Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**		No

Section B. Policies (*This Section B requests information about policies not required by the Internal Revenue Code.*)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	**10a**		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	**10b**		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	**11a**	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	**12a**	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	**12b**	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	**12c**	Yes	
13	Did the organization have a written whistleblower policy?	**13**	Yes	
14	Did the organization have a written document retention and destruction policy?	**14**	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	**15a**	Yes	
b	Other officers or key employees of the organization	**15b**		No
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	**16a**		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	**16b**		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ WA , OR

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

▶ ARMILITO J PANGILINAN 2014 EAST MADISON ST SUITE 200 SEATTLE, WA (206) 805-6115

Part VII Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII . . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BARBARA HERR PRESIDENT	1 00	X		X				0	0	0
(2) SAM HUNTER IMMEDIATE PAST PRESIDENT	1 00	X		X				0	0	0
(3) MICHAEL BROWN VICE PRESIDENT	1 00	X		X				0	0	0
(4) AANA LAUCKHART VICE PRESIDENT	1 00	X		X				0	0	0
(5) BARBARA DINGFIELD SECRETARY	1 00	X		X				0	0	0
(6) ERIC BROWN TREASURER	1 00	X		X				0	0	0
(7) BRIAN ABEEL DIRECTOR	1 00	X						0	0	0
(8) SHELLY CROCKER DIRECTOR	1 00	X						0	0	0
(9) DEBBIE GREIFF DIRECTOR	1 00	X						0	0	0
(10) W GREGORY GUEDEL DIRECTOR	1 00	X						0	0	0
(11) HELEN HOWELL DIRECTOR	1 00	X						0	0	0
(12) LORI KAISER DIRECTOR	1 00	X						0	0	0
(13) STEPHEN NORMAN DIRECTOR	1 00	X						0	0	0
(14) JOANNA SIKES DIRECTOR	1 00	X						0	0	0
(15) SALLY WOLF DIRECTOR	1 00	X						0	0	0
(16) ALICE SHOBE EXECUTIVE DIRECTOR	40 00			X				116,063	0	10,473
(17) DENISE MCDONALD DIRECTOR OF FINANCE/OPS	40 00			X				50,775	0	3,617

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) ARMILITO PANGILINAN CFO	40 00			X				53,511	0	3,499
1b **Sub-Total** . . . . . ▶										
c **Total from continuation sheets to Part VII, Section A** . . . . ▶										
d **Total (add lines 1b and 1c)** . . . . . ▶								220,349	0	17,589

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 1

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**		No
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
WESTAT PO BOX 1004 ROCKVILLE MD 20850	EVALUATION SERVICES	301,292

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 1

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII . . . . . ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	182,451			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	2,580,108			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5,006,976			
	g	Noncash contributions included in lines 1a-1f $		12,400			
	h	**Total.** Add lines 1a-1f			7,769,535		
Program Service Revenue			Business Code				
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f					
	3	Investment income (including dividends, interest, and other similar amounts)		156,489			156,489
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real	(ii) Personal			
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	2,068,407				
	b	Less cost or other basis and sales expenses	2,076,893				
	c	Gain or (loss)	-8,486				
	d	Net gain or (loss)			-8,486		-8,486
Other Revenue	8a	Gross income from fundraising events (not including $ 182,451 of contributions reported on line 1c) See Part IV, line 18	a 0				
	b	Less direct expenses	b 61,708				
	c	Net income or (loss) from fundraising events			-61,708		-61,708
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory					
		Miscellaneous Revenue	Business Code				
	11a	MISCELLANEOUS	900099	10,587			10,587
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d		10,587			
	12	**Total revenue.** See Instructions		7,866,417	0	0	96,882

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX . . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	6,819,236	6,819,236		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	128,223	92,809	30,033	5,381
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,536,481	1,003,645	361,751	171,085
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	41,706	28,446	9,021	4,239
9 Other employee benefits	186,655	121,564	45,015	20,076
10 Payroll taxes	119,826	76,262	30,110	13,454
11 Fees for services (non-employees)				
a Management				
b Legal	31,448	3,988	27,460	
c Accounting	52,739	13,250	39,489	
d Lobbying	10,213	10,213		
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	805,445	716,696	28,212	60,537
12 Advertising and promotion				
13 Office expenses	184,793	98,823	68,027	17,943
14 Information technology	4,632	1,669	2,683	280
15 Royalties . .				
16 Occupancy	180,812	102,583	74,394	3,835
17 Travel	42,531	40,407	1,646	478
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	80,628	31,331	9,994	39,303
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	8,570	5,447	2,237	886
23 Insurance	13,500	8,559	3,493	1,448
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a CLIENT SERVICE ASSISTAN	181,893	181,893		
b DUES AND LICENSES	29,818	27,392	1,801	625
c IN-KIND GOODS AND INTER	12,400	6,400		6,000
d DIRECT EXP OF SPECIAL E	-61,708			-61,708
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	10,409,841	9,390,613	735,366	283,862
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☑ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X . . . . . ☑

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	704,208	1	324,605
	2	Savings and temporary cash investments	10,232,744	2	12,293,700
	3	Pledges and grants receivable, net	8,758,935	3	7,341,671
	4	Accounts receivable, net		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net	2,309,138	7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	449,893	9	140,646
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 497,516			
	b	Less accumulated depreciation — 10b: 482,393	31,882	10c	15,123
	11	Investments—publicly traded securities	13,336	11	
	12	Investments—other securities See Part IV, line 11		12	
	13	Investments—program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	22,500,136	16	20,115,745
Liabilities	17	Accounts payable and accrued expenses	373,785	17	439,784
	18	Grants payable	7,577,749	18	10,229,479
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	320,000	23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	39,194	25	0
	26	**Total liabilities.** Add lines 17 through 25	8,310,728	26	10,669,263
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	2,940,109	27	1,749,625
	28	Temporarily restricted net assets	11,249,299	28	7,696,857
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	14,189,408	33	9,446,482
	34	Total liabilities and net assets/fund balances	22,500,136	34	20,115,745

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,866,417
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,409,841
3	Revenue less expenses Subtract line 2 from line 1	3	-2,543,424
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,189,408
5	Net unrealized gains (losses) on investments	5	-51,251
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-14,284
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-2,133,967
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	9,446,482

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☑

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493228005423

SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BUILDING CHANGES

Employer identification number
91-1410450

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g(i)**		
(ii) A family member of a person described in (i) above?	**11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	7,570,380	11,698,146	5,128,003	9,114,220	7,769,535	41,280,284
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	7,570,380	11,698,146	5,128,003	9,114,220	7,769,535	41,280,284
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						19,386,485
6 **Public support.** Subtract line 5 from line 4						21,893,799

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	7,570,380	11,698,146	5,128,003	9,114,220	7,769,535	41,280,284
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	35,931	18,871	183,664	174,165	156,489	569,120
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	19,310	60	-1,245	-389	10,587	28,323
11 **Total support** (Add lines 7 through 10)						41,877,727

12	Gross receipts from related activities, etc (see instructions)	12	526,477

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** . . . . . ▶☐

Section C. Computation of Public Support Percentage

14	Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	52 280 %
15	Public support percentage for 2011 Schedule A, Part II, line 14	15	53 420 %

16a **33 1/3% support test—2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support test—2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493228005423

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

If the organization answered "Yes" to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization	**Employer identification number**
BUILDING CHANGES	91-1410450

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ **Yes** ☐ **No**

4a Was a correction made? ☐ **Yes** ☐ **No**

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $ _____

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $ _____

4 Did the filing organization file **Form 1120-POL** for this year? ☐ **Yes** ☐ **No**

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)	10,213	
c Total lobbying expenditures (add lines 1a and 1b)	10,213	
d Other exempt purpose expenditures	10,399,628	
e Total exempt purpose expenditures (add lines 1c and 1d)	10,409,841	
f Lobbying nontaxable amount Enter the amount from the following table in both columns	670,492	
g Grassroots nontaxable amount (enter 25% of line 1f)	167,623	
h Subtract line 1g from line 1a If zero or less, enter -0-	0	
i Subtract line 1f from line 1c If zero or less, enter -0-	0	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	329,668	476,709	555,811	670,492	2,032,680
b Lobbying ceiling amount (150% of line 2a, column(e))					3,049,020
c Total lobbying expenditures	7,393	2,828	854	10,213	21,288
d Grassroots nontaxable amount	82,417	119,177	138,953	167,623	508,170
e Grassroots ceiling amount (150% of line 2d, column (e))					762,255
f Grassroots lobbying expenditures	2,363	1,251	133		3,747

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities?			
j	Total Add lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1 Also, complete this part for any additional information

Identifier	Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493228005423

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BUILDING CHANGES

Employer identification number
91-1410450

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII . . . . . ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Temporarily restricted endowment ▶

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		143,739	143,739	0
d Equipment		353,777	338,654	15,123
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				15,123

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	7,891,888
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-51,251		
b	Donated services and use of facilities	2b	15,014		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	61,708		
e	Add lines **2a** through **2d**			2e	25,471
3	Subtract line **2e** from line **1**			3	7,866,417
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	7,866,417

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	10,486,563
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	15,014		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	61,708		
e	Add lines **2a** through **2d**			2e	76,722
3	Subtract line **2e** from line **1**			3	10,409,841
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	10,409,841

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
PART XI, LINE 2D - OTHER ADJUSTMENTS		DIRECT COST OF SPECIAL EVENTS 61,708
PART XII, LINE 2D - OTHER ADJUSTMENTS		DIRECT COST OF SPECIAL EVENTS 61,708

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493228005423

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BUILDING CHANGES

Employer identification number
91-1410450

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

- **a** ☐ Mail solicitations
- **b** ☐ Internet and email solicitations
- **c** ☐ Phone solicitations
- **d** ☐ In-person solicitations
- **e** ☐ Solicitation of non-government grants
- **f** ☐ Solicitation of government grants
- **g** ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
Total . . . . . ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 LUNCHEON (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	182,451			182,451
	2 Less Contributions	182,451			182,451
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	38,095			38,095
	8 Entertainment				
	9 Other direct expenses	23,614			23,614
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(61,709)
	11 Net income summary Combine line 3, column (d), and line 10 ▶				-61,709

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	13a	
b	An outside facility	13b	

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ .....

Address ▶ .....

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address of the third party

Name ▶ .....

Address ▶ .....

16 Gaming manager information

Name ▶ .....

Gaming manager compensation ▶ $ .....

Description of services provided ▶ .....

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493228005423

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BUILDING CHANGES

Employer identification number
91-1410450

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.**

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 GRANTEES ARE REQUIRED TO SUBMIT QUARTERLY REPORTS TO BC WHICH INCLUDE A FINANCIAL ACTIVITY REPORT AND A SERVICE ACTIVITY REPORT ON AN ANNUAL BASIS, GRANTEES PROVIDE BUILDING CHANGES WITH COPIES OF THEIR AUDITED FINANCIAL STATEMENTS AND 990 BUILDING CHANGES STAFF CONDUCTS BI-ANNUAL, ON SITE MONITORING OF EACH GRANTEE TO ENSURE THAT GRANTEES ARE FULFILLING CONTRACT REQUIREMENTS INCLUDING THE APPROPRIATE USE OF GRANT FUNDS GRANTEES ARE REQUIRED TO FILL OUT A EXTENSIVE MONITORING REPORT PRIOR TO THE VISIT DURING THE SITE VISIT, BUILDING CHANGES STAFF REVIEW A RANDOM SAMPLE OF FINANCIAL RECORDS AND CASE FILES, AS WELL AS MEET WITH PROJECT STAFF TO DISCUSS PROJECT PROGRESS AND CHALLENGES

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 91-1410450
Name: BUILDING CHANGES

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ABUSED DEAF WOMEN'S ADVOCACY SERVICES 8623 ROOSEVELT WAY NE SEATTLE, WA 98115	91-1339173	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
AUBURN YOUTH RESOURCES816 F ST SE AUBURN, WA 98002	91-0903084	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
BENTON FRANKLIN CAC 720 W COURT STREET PASCO, WA 99301	91-0792238	501(C) 3	174,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
BLUE MOUNTAIN ACTION COUNCIL342 CATHERINE ST WALLA WALLA, WA 99362	91-0793597	501(C) 3	38,500				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
CATHOLIC COMMUNITY SERVICES OF WESTERN WASHINGTON100 23RD AVE SOUTH SEATTLE, WA 98144	91-1585652	501(C) 3	457,383				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
COMMUNITY PSYCHIATRIC CLINIC11000 LAKE CITY WAY NE SEATTLE, WA 98103	91-0621380	501(C) 3	155,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
COMMUNITY YOUTH SERVICES711 STATE AVE NE 3RD FLOOR OLYMPIA, WA 98506	91-0859922	501(C) 3	70,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
COMPASS HOUSING ALLIANCE77 S WASHINGTON ST SEATTLE, WA 98104	91-0578229	501(C) 3	104,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
CONSEJO COUNSELING AND REFERRAL SERVICE 3808 SOUTH ANGELINE STREET SEATTLE, WA 98118	91-1021247	501(C) 3	104,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
DOMESTIC ABUSE WOMEN'S NETWORKPO BOX 88007 TUKWILA, WA 98138	91-1176122	501(C) 3	30,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
EL CENTRO DE LA RAZA 2524 16TH AVE S SEATTLE, WA 98144	91-0899927	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
EMERGENCY SUPPORT SHELTERPO BOX 877 KELSO, WA 98626	91-1074716	501(C) 3	67,302				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
EXODUS HOUSING15318 WASHINGTON ST E SUITE 104 SUMNER, WA 98390	91-1660137	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
FRIENDS OF YOUTH16225 NE 87TH ST A-6 REDMOND, WA 98052	91-0672501	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
FRIENDS UNITED TO SHELTER THE INDIGENT OPPRESSED AND NEEDYPO BOX 23924 FEDERAL WAY, WA 98063	91-0814641	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
HELPING HAND HOUSE - RURAL BRIGHT FUTURESPO BOX 710 PUYALLUP, WA 98371	91-1275046	501(C) 3	84,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
HOPELINKPO BOX 3577 REDMOND, WA 98073	91-0982116	501(C) 3	219,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
HOUSING AUTHORITY OF ISLAND COUNTY - MARJIE'S HOUSE7 NW 6TH STREET COUPEVILLE, WA 98239	91-0814123	501(C) 3	17,960				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
HOUSING AUTHORITY OF THURSTON COUNTY - SUPPORTING FAMILY SELF-SUFFICIENCY1206 12TH AVENUE SE OLYMPIA, WA 98501	91-1428278	501(C) 3	75,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
HOUSING HOPE5830 EVERGREEN WAY EVERETT, WA 98203	94-3060709	501(C) 3	627,657				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
INTERIM COMMUNITY DEVELOPMENT ASSOCIATION601 S KING ST 305 SEATTLE, WA 98104	91-1071278	501(C) 3	30,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
INTERNATIONAL DISTRICT HOUSING ALLIANCE - SOLACE PROJECT601 SOUTH KING STREET SEATTLE, WA 98104	91-1061105	501(C) 3	52,812				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
KENT YOUTH AND FAMILY SERVICES232 2ND AVE S SUITE 201 KENT, WA 98032	23-7090029	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
KING COUNTY DEPT OF COMMUNITY AND HUMAN SERVICES COMMUNITY SERVICES DIVI401 FIFTH AVENUE STE 500 SEATTLE, WA 98104	91-6001327	501(C) 3	80,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
KITH (KIRKLAND INTERFAITH TRANSITIONS IN HOUSING)125 STATE STREET STE B KIRKLAND, WA 98033	91-1481848	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
LIFEWIREPO BOX 6398 BELLEVUE, WA 98008	91-1190193	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
LOW INCOME HOUSING INSTITUTE2407 FIRST AVENUE STE 200 SEATTLE, WA 98121	94-3155150	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
MERCY HOUSING NW2505 THIRD AVENUE STE 204 SEATTLE, WA 98121	91-1546525	501(C) 3	135,761				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
MULTI-SERVICE CENTER (MSC)PO BOX 23699 FEDERAL WAY, WA 98093	23-7120815	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
MUSLIM HOUSING SERVICES6727 RAINIER AVE S SEATTLE, WA 98118	91-1987910	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
NEW BEGINNINGSPO BOX 75125 SEATTLE, WA 98175	91-1005916	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
OPPORTUNITY COUNCIL - WFF HOUSING1111 CORNWALL AVE STE C BELLINGHAM, WA 98225	91-0787820	501(C) 3	80,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
PIERCE COUNTY HOUSING AUTHORITYPO BOX 45410 TACOMA, WA 98445	91-1105806	GOVERNMENT AGENCY	192,428				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
THE SALVATION ARMY SEATTLE BRANCH111 QUEEN ANNE AVE N SUITE 300 SEATTLE, WA 98109	94-1156347	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
SERENITY HOUSE OF CLALLAM COUNTY - ONE FAMILY ONE HOMEPO BOX 4047 PORT ANGELES, WA 98363	91-1180069	501(C) 3	49,838				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
SHARE - ASPIREPO BOX 1209 VANCOUVER, WA 98666	91-1205119	501(C) 3	90,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
SKAGIT COUNTY COMMUNITY ACTION330 PACIFIC PLACE MOUNT VERNON, WA 98273	91-1140086	501(C) 3	56,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
SNOHOMISH COUNTY HUMAN SERVICES DEPT 3000 ROCKEFELLER AVE MS 305 EVERETT, WA 98201	91-6001368	501(C) 3	68,134				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
SNOHOMISH COUNTY LEGAL SERVICES2731 WETMORE AVE STE 410 EVERETT, WA 98201	91-1215739	501(C) 3	100,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
SOLID GROUND1501 N 45TH ST SEATTLE, WA 98103	23-7421892	501(C) 3	30,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
SOUND MENTAL HEALTH 1600 E OLIVE ST SEATTLE, WA 98122	91-0818971	501(C) 3	300,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
ST STEPHEN HOUSING ASSOCIATION13055 SE 192ND ST RENTON, WA 98055	94-3125444	501(C) 3	30,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
TACOMA HOUSING AUTHORITY902 SOUTH L STREET TACOMA, WA 98405	91-6000980	GOVERNMENT AGENCY	120,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
TACOMA SCHOOL DISTRICTPO BOX 1357 TACOMA, WA 98401	91-6001553	SCHOOL DISTRICT	364,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
THE RESCUE MISSIONPO BOX 1912 TACOMA, WA 98401	91-0565014	501(C) 3	174,390				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
TRANSITIONS - SPOKANE 3104 WFT GEORGE WRIGHT DR SPOKANE, WA 99224	91-1307272	501(C) 3	103,556				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
VALLEY CITIES COUNSELING AND CONSULTATION2704 I ST NE AUBURN, WA 98002	91-6063183	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
VINE MAPLE PLACEPO BOX 1092 MAPLEVALLEY, WA 98038	91-2082308	501(C) 3	20,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
VOLUNTEERS OF AMERICA OF WESTERN WASHINGTON PO BOX 839 EVERETT, WA 98206	91-0577129	501(C) 3	402,383				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
WASHINGTON WOMEN'S EMPLOYMENT AND EDUCATION3516 S 47TH ST STE 205 TACOMA, WA 98409	91-1161700	501(C) 3	162,800				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
WELLSPRING FAMILY SERVICES - CROFT PLACE 1900 RAINIER AVE SOUTH SEATTLE, WA 98144	91-0567261	501(C) 3	52,154				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
WEST SOUND TREATMENT CENTER1415 LUMSDEN RD PORT ORCHARD, WA 98367	91-1184237	501(C) 3	240,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
WOMEN'S RESOURCE CENTER OF N CENTRAL WA - STRONG FAMILIESPO BOX 2051 WENATCHEE, WA 98807	91-1109429	501(C) 3	92,800				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
WORKFORCE CENTRAL 3650 SOUTH CEDAR STREET TACOMA, WA 98409	91-1185418	GOVERNMENT AGENCY	180,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
WORKFORCE DEVELOPMENT COUNCIL OF SNOHOMISH COUNTY 728 134TH ST SW STE 128 EVERETT, WA 98204	91-2071882	GOVERNMENT AGENCY	410,299				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
YAKIMA NEIGHBORHOOD - FIESTAS12 S 8TH STREET YAKIMA, WA 98901	91-0928817	501(C) 3	168,000				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
YWCA OF SEATTLE - KING COUNTY - SNOHOMISH COUNTY1118 FIFTH AVENUE SEATTLE, WA 98101	91-0482890	501(C) 3	497,660				TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493228005423

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BUILDING CHANGES

Employer identification number
91-1410450

Identifier	Return Reference	Explanation
CHANGES IN PROGRAM SERVICES	FORM 990, PART III, LINE 3	IN 2012, BUILDING CHANGES CEASED TO PROVIDE DIRECT HOUSING SERVICES AND TRANSFERRED THE OWNERSHIP/SPONSORSHIP OF HOUSING ASSETS TO OTHER NONPROFIT ORGANIZATIONS
	FORM 990, PART VI, SECTION B, LINE 11	ANNUAL FORM 990 IS PRESENTED TO THE FINANCE COMMITTEE, THEN TO THE BOARD FOR APPROVAL PRIOR TO SUBMISSION TO THE IRS
	FORM 990, PART VI, SECTION B, LINE 12C	ALL BOARD MEMBERS AND KEY STAFF ARE REQUIRED TO REVIEW AND SIGN CONFLICT OF INTEREST POLICY ANNUALLY THROUGH THIS PROCESS, BOARD MEMBERS AND KEY STAFF ARE REMINDED OF THE REQUIREMENT TO DISCLOSE ALL MATERIAL FACTS OF EVERY ACTUAL OR POTENTIAL CONFLICT OF INTEREST TO THE EXECUTIVE DIRECTOR OR BOARD CHAIR BUILDING CHANGES MANAGEMENT AND THE BOARD EXECUTIVE COMMITTEE HAVE THE RESPONSIBILITY TO IDENTIFY RELATED PARTY TRANSACTIONS AND REAL OR POTENTIAL CONFLICTS OF INTEREST ALL IDENTIFIED RELATED PARTY TRANSACTIONS AND REAL OR POTENTIAL CONFLICTS OF INTEREST ARE PRESENTED AND DISCUSSED BY THE APPROPRIATE COMMITTEE OR FULL BOARD AND ARE RECORDED IN THE MINUTES OF THAT MEETING
	FORM 990, PART VI, SECTION B, LINE 15A	EXECUTIVE DIRECTOR COMPENSATION IS RECOMMENDED BY THE BOARD EXECUTIVE COMMITTEE AND APPROVED BY THE BOARD IN CLOSED SESSION THE EXECUTIVE DIRECTOR IS EVALUATED BY THE BOARD ANNUALLY OTHER EMPLOYEE'S COMPENSATION IS SET BY THE EXECUTIVE DIRECTOR BASED ON THE UNITED WAY OF KING COUNTY/WASHINGTON EMPLOYERS' NON PROFIT SALARY SURVEY
	FORM 990, PART VI, SECTION C, LINE 19	IF REQUESTED, COPIES OF THE GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS WILL BE PROVIDED, EITHER IN ELECTRONIC OR HARD COPY NONE HAVE BEEN REQUESTED
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	LOSS ON INVESTMENT IN LYON BUILDING LIMITED PARTNERSHIP -1,638,106 LOSS ON FORGIVENESS OF DEBT -411,557 LOSS ON TRANSFER OF ASSETS AND LIABILITIES -84,304
QUESTION 2C	PART XI FINANCIAL STATEMENTS AND REPORTING	THE BOARD FINANCE AND AUDIT COMMITTEE SELECTS THE INDEPENDENT AUDITORS, OVERSEES THE AUDIT AND REVIEWS THE AUDITED FINANCIAL STATEMENTS THE COMMITTEE HAS NOT CHANGED ITS REVIEW PROCEDURE FOR THE ORGANIZATION'S AUDITED FINANCIAL STATEMENTS SINCE LAST YEAR

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493228005423

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BUILDING CHANGES

Employer identification number
91-1410450

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) AIDS HOUSING DOWNTOWN 2014 E MADISON STREET STE 200 SEATTLE, WA 98122 91-1675568	HOUSING AND SERVICES FOR DISABLED	WA	501(C)(3)	509(A)(2)	BUILDING CHANGES		No
(2) CHRISTOPHER HOUSING 2014 E MADISON STREET STE 200 SEATTLE, WA 98122 91-1814362	HOUSING AND SERVICES FOR DISABLED	WA	501(C)(3)	170(B)(1)(A)(VI)	BUILDING CHANGES		No
(3) SHIRLEY BRIDGES BUNGALOWS 2014 E MADISON STREET STE 200 SEATTLE, WA 98122 91-2105328	HOUSING AND SERVICES FOR DISABLED	WA	501(C)(3)	170(B)(1)(A)(VI)	BUILDING CHANGES		No

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) LYON BUILDING LIMITED PARTNERSHIP 2014 E MADISON STREET STE 200 SEATTLE, WA 98122 91-1675565	LOW INCOME HOUSING	WA	AIDS HOUSING DOWNTOWN	RELATED	38,726			No		Yes		100 000 %

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity? Yes	(i) No

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

		Yes	No
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d	Yes	
e Loans or loan guarantees by related organization(s)	1e		No
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o		No
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q		No
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) SEE EXPLANATION ON SCHEDULE R PAGE 5	D		BOOK VALUE

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
		ON APRIL 26, 2012, THE BUILDING CHANGES BOARD OF DIRECTORS PASSED A RESOLUTION, WHICH AUTHORIZED AND DIRECTED THE AGENCY TO FACILITATE THE TRANSFER OF THE OWNERSHIP OF THE LYON BUILDING TO DOWNTOWN EMERGENCY SERVICE CENTER THESE STEPS INCLUDED THE FOLLOWING EFFECTIVE JUNE 30, 2012, AIDS HOUSING DOWNTOWN AS GENERAL PARTNER AND US BANCORP AS LIMITED PARTNER, ENTERED INTO A REDEMPTION AGREEMENT WHEREBY US BANCORP TRANSFERRED TO LYON BUILDING LIMITED PARTNERSHIP ALL OF ITS RIGHTS, TITLE AND INTEREST FOR $0 ON MARCH 2, 2012, BUILDING CHANGES RECEIVED PAYMENT IN FULL FROM LYON BUILDING LIMITED PARTNERSHIP, IN THE AMOUNT OF $215,466, FOR THE DEFERRED DEVELOPER FEE AND ACCRUED INTEREST THROUGH THAT DATE, AND FOR THE NON-INTEREST BEARING PROMISSORY NOTE FOR OPERATIONAL SHORTFALLS AND BUILDING IMPROVEMENTS SUBSEQUENT TO THE SIGNING OF THE REDEMPTION AGREEMENT, BUILDING CHANGES FORGAVE ALL REMAINING OUTSTANDING PRINCIPAL FOR THE INTERCOMPANY SPONSOR DEBT BETWEEN BUILDING CHANGES AND LYON BUILDING LIMITED PARTNERSHIP, IN THE AMOUNT OF $1,677,389 ON MAY 21, 2012, LYON BUILDING LIMITED PARTNERSHIP SIGNED A PURCHASE AND SALE AGREEMENT WITH DOWNTOWN EMERGENCY SERVICE CENTER FOR THE LYON BUILDING PROPERTY INCLUDING LAND, BUILDING, AND EQUIPMENT WITH A NET BOOK VALUE OF $5,501,803 IN CONSIDERATION OF THE PURCHASE AND SALE AGREEMENT, DOWNTOWN EMERGENCY SERVICE CENTER ASSUMED LOAN OBLIGATIONS RELATED TO THE LYON BUILDING TOTALING $2,962,718 IN ADDITION, DOWNTOWN EMERGENCY SERVICE CENTER ASSUMED A $320,000 LOAN OBLIGATION FROM BUILDING CHANGES THAT ALSO RELATED TO THE LYON BUILDING PROJECT PURSUANT TO THE PURCHASE AND SALE AGREEMENT, THE LYON BUILDING HOUSING ASSISTANCE PAYMENTS (SECTION 8) CONTRACTS AND THE LYON BUILDING HOUSING AND URBAN DEVELOPMENT SUPPORTIVE HOUSING PROGRAM AWARD, AS WELL AS ALL RESIDENTIAL LEASES, WERE ASSIGNED TO DOWNTOWN EMERGENCY SERVICE CENTER THE PARTNERSHIP WAS SUBSEQUENTLY DISSOLVED IN 2012 ON MAY 25, 2012, THE BUILDING CHANGES BOARD OF DIRECTORS PASSED RESOLUTIONS THAT AUTHORIZED AND DIRECTED THE AGENCY TO FACILITATE THE TRANSFER OF THE SPONSORSHIPS OF CHRISTOPHER HOUSING AND SHIRLEY BRIDGE BUNGALOWS TO SOUND MENTAL HEALTH THE BOARD ALSO AUTHORIZED THE FORGIVENESS OF ALL OUTSTANDING INTERCOMPANY SPONSOR NON-INTEREST BEARING DEBT BETWEEN BUILDING CHANGES AND CHRISTOPHER HOUSING IN THE AMOUNT OF $111,178, AND BUILDING CHANGES AND SHIRLEY BRIDGE BUNGALOWS IN THE AMOUNT OF $300,379 THE DIVESTED ENTITIES WERE RELATED AND CONTROLLED BY VIRTUE OF THEIR COMMON BOARD MEMBERSHIP THERE IS NO CONTINUING INVOLVEMENT WITH THE DIVESTED ENTITIES AND THEY ARE NOT RELATED PARTIES

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 91-1410450
Name: BUILDING CHANGES

-->