

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

- Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 8/01, 2015, and ending 7/31, 2016

SEA CHANGE FOUNDATION
ONE EMBARCADERO CENTER, 22ND FLOOR
SAN FRANCISCO, CA 94111A Employer identification number
20-4952986B Telephone number (see instructions)
415-830-9330C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

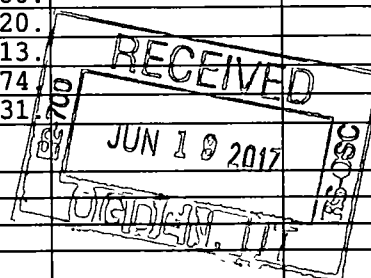
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)

\$ 226,397,371. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (attach schedule)	47,665,281.			
2 Ck ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments.	6,447.	6,447.	N/A	
4 Dividends and interest from securities.	100.	100.		
5a Gross rents.				
b Net rental income or (loss).				
6a Net gain or (loss) from sale of assets not on line 10.	58,703,235.			
b Gross sales price for all assets on line 6a.	62,088,516.			
7 Capital gain net income (from Part IV, line 2)		60,292,835.		
8 Net short-term capital gain.				
9 Income modifications.				
10a Gross sales less returns and allowances.				
b Less. Cost of goods sold.				
c Gross profit or (loss) (attach schedule).				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11.	106,375,063.	59,828,177.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages.				
15 Pension plans, employee benefits.				
16a Legal fees (attach schedule)	11,680.			11,612.
b Accounting fees (attach sch)	65,520.			63,815.
c Other prof fees (attach sch)	21,513.			21,500.
17 Interest.	106,274.			106,274.
18 Taxes (attach schedule) (see instrs)	1,596,131.			1,131.
19 Depreciation (attach schedule) and depletion.				
20 Occupancy.				
21 Travel, conferences, and meetings.				
22 Printing and publications.				
23 Other expenses (attach schedule)				
SEE STATEMENT 5	22,961.			21,321.
24 Total operating and administrative expenses. Add lines 13 through 23.	1,824,079.			225,653.
25 Contributions, gifts, grants paid.	43,670,000.			43,538,059.
26 Total expenses and disbursements. Add lines 24 and 25.	45,494,079.	0.		43,763,712.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements.	60,880,984.			
b Net investment income (if negative, enter -0-)		59,828,177.		
c Adjusted net income (if negative, enter -0-)				



5.26 6

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			26.	26.
	2	Savings and temporary cash investments		3,792,763.	5,360,885.	5,360,885.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		3,401.	3,943.	3,943.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) STATEMENT 6...		172,414,701.	220,950,706.	220,950,706.	
14	Land, buildings, and equipment: basis 81,811.					
	Less: accumulated depreciation (attach schedule) SEE STMT 7		81,811.	81,811.	81,811.	
15	Other assets (describe					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		176,292,676.	226,397,371.	226,397,371.	
LIABILITIES	17	Accounts payable and accrued expenses			4,050.	
	18	Grants payable		8,130,560.	8,262,500.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 8)		125,050.	12,677,286.	
	23	Total liabilities (add lines 17 through 22)		8,255,610.	20,943,836.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		168,037,066.	205,453,535.	
	30	Total net assets or fund balances (see instructions)		168,037,066.	205,453,535.	
31	Total liabilities and net assets/fund balances (see instructions)		176,292,676.	226,397,371.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	168,037,066.
2	Enter amount from Part I, line 27a	2	60,880,984.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	228,918,050.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	23,464,515.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	205,453,535.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	169.6519 MEDALLION CAPITAL INVESTMENTS LTD	P	VARIOUS	12/31/15
b	165.9612 MEDALLION CAPITAL INVESTMENTS LTD	P	VARIOUS	3/31/16
c	206.9153 MEDALLION CAPITAL INVESTMENTS LTD	P	VARIOUS	6/30/16
d	RENAISSANCE INSTITUTIONAL DIVERSIFIED AL	P	VARIOUS	VARIOUS
e	RENAISSANCE INSTITUTIONAL DIVERSIFIED AL	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15,782,723.		561,520.	15,221,203.
b 18,582,933.		549,305.	18,033,628.
c 26,133,260.		684,856.	25,448,404.
d 373,702.			373,702.
e 1,215,898.			1,215,898.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			15,221,203.
b			18,033,628.
c			25,448,404.
d			373,702.
e			1,215,898.

2 Capital gain net income or (net capital loss).....	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	60,292,835.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	373,702.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	36,681,154.	179,410,789.	0.204453
2013	47,665,107.	154,709,262.	0.308095
2012	44,112,986.	133,851,290.	0.329567
2011	58,000,653.	146,046,070.	0.397139
2010	47,821,049.	127,997,811.	0.373608

2 Total of line 1, column (d)	2	1.612862
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.322572
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	207,873,805.
5 Multiply line 4 by line 3	5	67,054,269.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	598,282.
7 Add lines 5 and 6.	7	67,652,551.
8 Enter qualifying distributions from Part XII, line 4	8	43,763,712.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,196,564.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,196,564.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,196,564.
6 Credits/Payments:			
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6a	934,028.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	670,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,604,028.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	407,464.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax 407,464. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col. (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.SEACHANGE.ORG</u>	13	X	
14	The books are in care of <u>THOMAS E. STEINBACH</u> Telephone no <u>415-830-9330</u> Located at <u>SAN FRANCISCO CA</u> ZIP + 4 <u>94111</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> N/A			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country	16	Yes	No X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If 'Yes,' did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4 b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NATHANIEL SIMONS ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	PRESIDENT 2.00	0.	0.	0.
LAURA BAXTER-SIMONS ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	SEC., CFO 2.00	0.	0.	0.
STEPHEN COLWELL ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	EXEC DIR 10.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	<u>N/A</u>	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	
b Average of monthly cash balances	1 b	19,131,956.
c Fair market value of all other assets (see instructions)	1 c	191,907,440.
d Total (add lines 1a, b, and c)	1 d	211,039,396.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	211,039,396.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,165,591.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	207,873,805.
6 Minimum investment return. Enter 5% of line 5	6	10,393,690.

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

1 Minimum investment return from Part X, line 6	1	10,393,690.
2a Tax on investment income for 2015 from Part VI, line 5	2 a	1,196,564.
b Income tax for 2015. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	1,196,564.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	9,197,126.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	9,197,126.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,197,126.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	43,763,712.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	43,763,712.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	43,763,712.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				9,197,126.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	47,825,777.			
b From 2011	58,680,290.			
c From 2012	44,112,986.			
d From 2013	47,665,107.			
e From 2014	36,681,154.			
f Total of lines 3a through e	234,965,314.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 43,763,712.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	43,763,712.			
d Applied to 2015 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	9,197,126.			9,197,126.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	269,531,900.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	38,628,651.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	230,903,249.			
10 Analysis of line 9:				
a Excess from 2011	58,680,290.			
b Excess from 2012	44,112,986.			
c Excess from 2013	47,665,107.			
d Excess from 2014	36,681,154.			
e Excess from 2015	43,763,712.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test – enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test – enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

SEE STATEMENT 10

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT	NONE	PUBLIC		43,538,059.
Total			3 a	43,538,059.
b Approved for future payment SEE STATEMENT	NONE	PUBLIC		8,262,500.
Total			3 b	8,262,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	6,447.	
4	Dividends and interest from securities			14	100.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	58,703,235.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				58,709,782.	
13	Total. Add line 12, columns (b), (d), and (e)				13	58,709,782.

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

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Name of the organization

SEA CHANGE FOUNDATION

Employer identification number

20-4952986

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

SEA CHANGE FOUNDATION

20-4952986

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NATHANIEL & LAURA SIMONS ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	\$ 15,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	NATHANIEL SIMONS DE TRUST 500 STANTON CHRISTIANA RD NEWARK, DE 19713	\$ 25,548,330.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	NATHANIEL SIMONS DE TRUST II 500 STANTON CHRISTIANA RD NEWARK, DE 19713	\$ 371,115.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	NATHANIEL SIMONS RENAISSANCE TRUST 500 STANTON CHRISTIANA RD NEWARK, DE 19713	\$ 6,744,084.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

SEA CHANGE FOUNDATION

20-4952986

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Employer identification number

20-4952986

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ N/A
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Foundation	Organization Official Name	Address	Status of Recipient	Purpose of Funds	Payment Amount
	RESOURCE MEDIA A NONPROFIT CORPORATION	155 Sansome Street San Francisco, CA 94104	PC	Mitigate climate change	\$400,000.00
	SIERRA CLUB FOUNDATION	2101 Webster Street, Suite 1250 Oakland, CA 94612	PC	Mitigate climate change	\$875,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$333,333.00
	ENVIRONMENTAL DEFENSE FUND INCORPORATED	257 Park Ave., South New York, NY 10010-7304	PC	Mitigate climate change	\$750,000.00
	CLIMATE SOLUTIONS	1402 Third Ave, Suite 1305 Seattle, WA 98101	PC	Mitigate climate change	\$300,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$250,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$338,889.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$550,000.00
	THE US CLIMATE ACTION NETWORK	50 F Street, N W , Eighth Floor Washington, DC 20001	PC	Mitigate climate change	\$400,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$666,667.00
	THE US CLIMATE ACTION NETWORK	50 F Street, N W , Eighth Floor Washington, DC 20001	PC	Mitigate climate change	\$375,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$416,667.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$416,668.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$550,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$250,000.00
	LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	1920 L Street NW, Suite 800 Washington, DC 20036-5045	PC	Mitigate climate change	\$1,750,000.00
	REGULATORY ASSISTANCE PROJECT	50 State Street, Suite 3 Montpelier, VT 05602-2957	PC	Mitigate climate change	\$500,000.00
	CERES INC	99 Chauncy Street, 6th Fl Boston, MA 02111-1703	PC	Mitigate climate change	\$375,000.00
	WORLD RESOURCES INSTITUTE	10 G Street, NE 8th Fl Washington, DC 20002-4213	PC	Mitigate climate change	\$375,000.00
	NATURAL RESOURCES DEFENSE COUNCIL INC	40 West 20th St. New York, NY 10011-4211	PC	Mitigate climate change	\$587,500.00
	NATURAL RESOURCES DEFENSE COUNCIL INC	40 West 20th St. New York, NY 10011-4211	PC	Mitigate climate change	\$500,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$200,000.00
	CERES INC	99 Chauncy Street, 6th Fl Boston, MA 02111-1703	PC	Mitigate climate change	\$375,000.00
	SIERRA CLUB FOUNDATION	2101 Webster Street, Suite 1250 Oakland, CA 94612	PC	Mitigate climate change	\$875,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$333,333.00
	GEORGE MASON UNIVERSITY FOUNDATION INC	4400 University Drive MS 1A3, University Hall Suite 5100 Fairfax, VA 22030-4444	PC	Mitigate climate change	\$500,000.00
	CENTER FOR AMERICAN PROGRESS	1333 H St., N W Washington, DC 20005-4707	PC	Mitigate climate change	\$625,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$333,333.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$666,667.00
	ALASKA CONSERVATION FOUNDATION	911 West 8th Avenue Suite 300 Anchorage, AK 99501	PC	Mitigate climate change	\$600,000.00
	EUROPEAN CLIMATE FOUNDATION	Riviermarkt 5 The Hague 2513 AM NETHERLANDS	PC	Mitigate climate change	\$1,000,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$500,000.00
	WORLD WILDLIFE FUND INC	1250 24th Street, NW Washington, DC 20037-1124	PC	Mitigate climate change	\$625,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$250,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$550,000.00
	PARTNERSHIP PROJECT INC	1501 M Street Ste 1010 Washington, DC 20005	PC	Mitigate climate change	\$3,000,000.00
	NW ENERGY COALITION	811 1st Avenue, Suite 305 Seattle, WA 98104-1463	PC	Mitigate climate change	\$350,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$666,667.00
	CLIMATE SOLUTIONS	1402 Third Ave, Suite 1305 Seattle, WA 98101	PC	Mitigate climate change	\$300,000.00
	CERES INC	99 Chauncy Street, 6th Fl Boston, MA 02111-1703	PC	Mitigate climate change	\$375,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$533,333.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$550,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$533,333.00

Foundation	Organization Official Name	Address	Recipient	Purpose of Funds	Payment Amount
	SOUTHWEST ENERGY EFFICIENCY PROJECT LLC	2334 North Broadway, Ste A Boulder, CO 80304	PC	Mitigate climate change	\$450,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$666,668.00
	WESTERN RESOURCE ADVOCATES	2260 Baseline Road, Ste. 200 Boulder, CO 80302-7740	PC	Mitigate climate change	\$450,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$333,333.00
	EUROPEAN CLIMATE FOUNDATION	Riviermarkt 5 The Hague 2513 AM NETHERLANDS	PC	Mitigate climate change	\$1,000,000.00
	ALLIANCE TO SAVE ENERGY	1850 M ST NW, Ste. 610 Washington, DC 20036	PC	Mitigate climate change	\$300,000.00
	ALLIANCE TO SAVE ENERGY	1850 M ST NW, Ste. 610 Washington, DC 20036	PC	Mitigate climate change	\$300,000.00
	AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	529 14th Street, NW Ste 600 Washington, DC 20045-1802	PC	Mitigate climate change	\$700,000.00
	LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	1920 L Street NW, Suite 800 Washington, DC 20036-5045	PC	Mitigate climate change	\$1,750,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$550,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$225,000.00
	AMERICAN COUNCIL FOR AN ENERGY EFFICIENT ECONOMY	529 14th Street, NW Ste. 600 Washington, DC 20045-1802	PC	Mitigate climate change	\$700,000.00
	WESTERN RESOURCE ADVOCATES	2260 Baseline Road, Ste 200 Boulder, CO 80302-7740	PC	Mitigate climate change	\$450,000.00
	WORLD RESOURCES INSTITUTE	10 G Street, NE 8th Fl Washington, DC 20002-4213	PC	Mitigate climate change	\$375,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$416,667.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$250,000.00
	RESOURCE MEDIA A NONPROFIT CORPORATION	155 Sansome Street San Francisco, CA 94104	PC	Mitigate climate change	\$400,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$600,000.00
	CENTER FOR AMERICAN PROGRESS	1333 H St., N.W. Washington, DC 20005-4707	PC	Mitigate climate change	\$625,000.00
	WORLD WILDLIFE FUND INC	1250 24th Street, NW Washington, DC 20037-1124	PC	Mitigate climate change	\$750,000.00
	LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	1920 L Street NW, Suite 800 Washington, DC 20036-5045	PC	Mitigate climate change	\$1,750,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$333,334.00
	NEW BUILDINGS INSTITUTE INC	623 SW Oak St., Third Fl Portland, OR 97205	PC	Mitigate climate change	\$470,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$666,667.00
	PHYSICAL SCIENCE INNOVATIONS INC	C/O CalCEF 5 Third Street, Suite 900 San Francisco, CA 94103	PC	Mitigate climate change	\$250,000.00
	REGULATORY ASSISTANCE PROJECT	50 State Street, Suite 3 Montpelier, VT 05602-2957	PC	Mitigate climate change	\$500,000.00
	THE US CLIMATE ACTION NETWORK	50 F Street, N.W., Eighth Floor Washington, DC 20001	PC	Mitigate climate change	\$350,000.00
	INTERSTATE RENEWABLE ENERGY COUNCIL	PO Box 1156 Latham, NY 12110-1156	PC	Mitigate climate change	\$350,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$750,000.00
	THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$625,000.00
	LEAGUE OF CONSERVATION VOTERS EDUCATION FUND	1920 L Street NW, Suite 800 Washington, DC 20036-5045	PC	Mitigate climate change	\$1,500,000.00

Organization Official Name	Address	Foundation Status of Recipient	Purpose of Funds	Payable as of 07/31/16
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$625,000.00
THE US CLIMATE ACTION NETWORK	50 F Street, N.W., Eighth Floor Washington, DC 20001	PC	Mitigate climate change	\$375,000 00
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$333,334 00
NATURAL RESOURCES DEFENSE COUNCIL INC	40 West 20th St New York, NY 10011-4211	PC	Mitigate climate change	\$587,500.00
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$666,666 00
WORLD WILDLIFE FUND INC	1250 24th Street, NW Washington, DC 20037-1124	PC	Mitigate climate change	\$625,000.00
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$550,000.00
CARBON TRACKER INITIATIVE	40 Bermondsey Street London, SE1 3UD UNITED KINGDOM	PC	Mitigate climate change	\$375,000.00
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$416,666.00
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$333,334 00
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$250,000 00
CARBON TRACKER INITIATIVE	40 Bermondsey Street London, SE1 3UD UNITED KINGDOM	PC	Mitigate climate change	\$375,000.00
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$333,334,00
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$550,000 00
WORLD RESOURCES INSTITUTE	10 G Street, NE 8th Fl. Washington, DC 20002-4213	PC	Mitigate climate change	\$375,000.00
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$250,000.00
CERES INC	99 Chauncy Street, 6th Fl Boston, MA 02111-1703	PC	Mitigate climate change	\$375,000.00
THE ENERGY FOUNDATION	301 Battery Street, 5th Floor, San Francisco, CA 94111-3237	PC	Mitigate climate change	\$666,666.00

SEA CHANGE FOUNDATION

20-4952986

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES - GENERAL	\$ 11,680.			\$ 11,612.
TOTAL	<u>\$ 11,680.</u>	<u>\$ 0.</u>		<u>\$ 11,612.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - BOOKKEEPING/AUDITING	\$ 65,520.			\$ 63,815.
TOTAL	<u>\$ 65,520.</u>	<u>\$ 0.</u>		<u>\$ 63,815.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES.	\$ 21,513.			\$ 21,500.
TOTAL	<u>\$ 21,513.</u>	<u>\$ 0.</u>		<u>\$ 21,500.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	\$ 1,595,000.			
PAYROLL TAXES	1,050.			\$ 1,050.
SF CITY PERSONAL PROPERTY TAXES	81.			81.
TOTAL	<u>\$ 1,596,131.</u>	<u>\$ 0.</u>		<u>\$ 1,131.</u>

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER INSURANCE	\$ 21,762.			\$ 20,455.
MISCELLANEOUS	1,199.			866.
TOTAL	\$ 22,961.	\$ 0.		\$ 21,321.

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

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
MEDALLION CAPITAL INV. LTD.	MKT VAL	\$ 41,266,774.	\$ 41,266,774.
MERITAGE HOLDINGS LTD. - CLASS A	MKT VAL	4,615,330.	4,615,330.
MERITAGE HOLDINGS LTD. - CLASS C	MKT VAL	89,354,056.	89,354,056.
MENDOCINO LONG OFFSHORE LTD.	MKT VAL	27,164,726.	27,164,726.
RENAISSANCE INST. DIVER. ALPHA FUND LLC	MKT VAL	42,178,292.	42,178,292.
RENAISSANCE INST. DIVER. ALPHA FUND LLC	MKT VAL	16,371,528.	16,371,528.
TOTAL		\$ 220,950,706.	\$ 220,950,706.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 81,811.	\$ 0.	\$ 81,811.	\$ 81,811.
TOTAL	\$ 81,811.	\$ 0.	\$ 81,811.	\$ 81,811.

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

FEDERAL INCOME TAX PAYABLE	\$ 670,000.
ACCRUED EXPENSES	7,286.
DB LINE OF CREDIT	12,000,000.
TOTAL	\$ 12,677,286.

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FEDERAL STATEMENTS

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STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NET UNREALIZED LOSSES		\$ 23,464,515.
	TOTAL	<u>\$ 23,464,515.</u>

STATEMENT 10
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

NATHANIEL SIMONS
LAURA BAXTER-SIMONS

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FEDERAL SUPPORTING DETAIL

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OTHER REVENUE
NET INVESTMENT INCOME

LINE 11 - RENAISSANCE INST. DIVERSIFIED ALPHA FUND LLC		\$	-471,205.
	TOTAL	\$	<u>-471,205.</u>