Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return 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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION

A Employer identification number
20-5222620

Number and street (or P O box number if mail is not delivered to street address) 75-5710 MAMALAHOA HIGHWAY | Room/suite

B Telephone number (see instructions)
(720) 346-4948

City or town, state or province, country, and ZIP or foreign postal code
HOLUALOA, HI 96725

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 19,552,061

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	321,510	321,510		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-325,685			
	b	Gross sales price for all assets on line 6a 9,331,906				
	7	Capital gain net income (from Part IV, line 2)				
	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)	-23,411	-13,447		
	12	**Total.** Add lines 1 through 11	-27,586	308,063		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	142,333			142,333
	14	Other employee salaries and wages	77,667			77,667
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	162			162
	b	Accounting fees (attach schedule)	14,588			14,588
	c	Other professional fees (attach schedule)	140,690	140,690		
	17	Interest	52	52		
	18	Taxes (attach schedule) (see instructions)	27,292	8,663		16,129
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	40			40
	22	Printing and publications				
	23	Other expenses (attach schedule)	13,481	8,870		4,611
	24	**Total operating and administrative expenses.** Add lines 13 through 23	416,305	158,275		255,530
	25	Contributions, gifts, grants paid	668,014			668,014
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,084,319	158,275		923,544
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,111,905			
	b	**Net investment income** (if negative, enter -0-)		149,788		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	231,161	1,089,629	1,089,629
	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 schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (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)	13,936,499	18,462,432	18,462,432
	14 Land, buildings, and equipment basis ▶ 2,088			
	Less accumulated depreciation (attach schedule) ▶ 2,088			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	14,167,660	19,552,061	19,552,061
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities**(add lines 17 through 22)		0	
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	14,167,660	19,552,061	
	30 **Total net assets or fund balances** (see instructions)	14,167,660	19,552,061	
	31 **Total liabilities and net assets/fund balances** (see instructions)	14,167,660	19,552,061	

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	14,167,660
2	Enter amount from Part I, line 27a	2	-1,111,905
3	Other increases not included in line 2 (itemize) ▶	3	6,496,306
4	Add lines 1, 2, and 3	4	19,552,061
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,552,061

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-325,685
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	-33,499

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	443,575	14,772,408	0 03003
2014	436,029	15,423,288	0 02827
2013	1,691,287	15,925,766	0 10620
2012	1,575,147	16,283,352	0 09673
2011	1,617,812	17,860,033	0 09058

2 **Total** of line 1, column (d)	2	0 351813
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 070363
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	17,798,291
5 Multiply line 4 by line 3	5	1,252,341
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,498
7 Add lines 5 and 6	7	1,253,839
8 Enter qualifying distributions from Part XII, line 4	8	923,544

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,996
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	
3	Add lines 1 and 2.			3	2,996
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,996
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,118		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.			7	3,618
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	622
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 622	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶changehappens us

14 The books are in care of ▶TINA TROXEL Telephone no ▶(808) 322-7342

Located at ▶75-5710 MAMALAHOA HIGHWAY HOLUALOA HI ZIP+4 ▶96725

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

			Yes	No
16	At any time during calendar year 2016, 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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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

			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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?.	1c		No

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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?. ☐ Yes ☑ No

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

			Yes	No
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) .	2b		No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☑ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2016 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 2016).*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

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)? **5b** No

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? **6b** 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? **7b** 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
See Additional Data Table				

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 ▶

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
WELLS FARGO CLEARING SERVICES LLC 2801 MARKET STREET SAINT LOUIS, MO 63103	INVESTMENT MGMT	134,157
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities.		1a	16,506,020
b	Average of monthly cash balances.		1b	1,272,771
c	Fair market value of all other assets (see instructions).		1c	290,540
d	**Total** (add lines 1a, b, and c).		1d	18,069,331
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e 0		
2	Acquisition indebtedness applicable to line 1 assets.		2	
3	Subtract line 2 from line 1d.		3	18,069,331
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	271,040
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	17,798,291
6	**Minimum investment return.** Enter 5% of line 5.		6	889,915

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	889,915
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 2,996		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	2,996
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	886,919
4	Recoveries of amounts treated as qualifying distributions.		4	
5	Add lines 3 and 4.		5	886,919
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	886,919

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	923,544
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	923,544
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	923,544

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				886,919
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011. . . 742,078				
b From 2012. . . 763,757				
c From 2013. . . 915,711				
d From 2014. . .				
e From 2015. . .				
f **Total** of lines 3a through e.	2,421,546			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 923,544				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				886,919
e Remaining amount distributed out of corpus	36,625			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,458,171			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	742,078			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	1,716,093			
10 Analysis of line 9				
a Excess from 2012. . . 763,757				
b Excess from 2013. . . 915,711				
c Excess from 2014. . .				
d Excess from 2015. . .				
e Excess from 2016. . . 36,625				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

MICHAEL D TROXEL
PO BOX 25327
PORTLAND, OR 97298
(720) 346-4948
MDF@CHANGEHAPPENS US

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

There are two steps when applying for a grant from the Change Happens Foundation Step One Letter of Inquiry The application process to the Change Happens Foundation begins with an initial Letter of Inquiry which is required to determine whether the foundations current interests and budget allow consideration of the grantseekers request Online FormThey ask that all applicants complete and submit our online Letter of Inquiry form providing basic organizational and project information Their web address is www changehappens usDownload and MailIf you are unable to complete and submit your letter of inquiry online, please download and mail the Letter of Inquiry form Step Two Proposal If your Letter of Inquiry is accepted for further consideration, you will be asked to submit a formal grant proposal Please do not submit a proposal without an invitation to apply

c Any submission deadlines

123116

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

The Change Happens Foundation will consider directing resources to activities or program-related investments that are within the foundations mission and budget limitations Grants for religious activities, graduate or undergraduate scholarships will not be reviewed Activities supported by grants must be charitable, educational, literary, or scientific, as defined under the appropriate provisions of the U S Internal Revenue Code and Treasury Regulations The foundation monitors grants through regular financial and narrative reports submitted by the grantee

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 Additional Data Table				
Total . . . . ▶ **3a**				668,014
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion 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					
4 Dividends and interest from securities. . . .			14	321,510	
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	-325,685	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a BOARDWALK - ORD INCOME			14	19,344	
b OTHER INCOME FROM K-1S			14	-46,900	
c OTHER INCOME FROM K-1'S	525990	-9,964			
d PLAINS ALL AMER - ORD INC			14	14,109	
e					
12 Subtotal Add columns (b), (d), and (e). .		-9,964		-17,622	

13 **Total.** Add line 12, columns (b), (d), and (e). . . . . **13** -27,586

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2017-11-10	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Gregory M Lomazzi				P00281327
Firm's name ▶ MOSS ADAMS LLP				Firm's EIN ▶
Firm's address ▶ 635 CAMPBELL TECHNOLOGY PKWY CAMPBELL, CA 950085071				Phone no (408) 558-7500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FROM K-1	P	2016-01-01	2016-12-31
FROM K-1	P	2010-01-01	2016-12-31
FROM K-1	P	2010-01-01	2016-12-31
CAPITAL GAINS DISTRIBUTIONS	P	2010-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - CS #6183	P	2010-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - CS #6209	P	2016-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - CS #6209	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - CS #6191	P	2016-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - CS #6191	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - CS #6933	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		4,187	-4,187
		5,498	-5,498
569			569
34,282			34,282
30,182		26,853	3,329
12,551		8,811	3,740
17,025		12,141	4,884
584		2,974	-2,390
1,988		13,058	-11,070
384,538		408,000	-23,462

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-4,187
			-5,498
			569
			34,282
			3,329
			3,740
			4,884
			-2,390
			-11,070
			-23,462

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLICALLY TRADED SECURITIES - CS #7359	P	2016-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - CS #7359	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - CS #9034	P	2016-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - CS #9034	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - CS #9034	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #3252	P	2016-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #3252	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #5186	P	2016-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #5186	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #5186	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,528		12,417	-5,889
30,114		36,136	-6,022
86,869		89,916	-3,047
91,208		86,325	4,883
1,503		1,515	-12
16,319		22,723	-6,404
99,964		72,781	27,183
5,563,096		5,570,183	-7,087
1,844,295		2,076,139	-231,844
490,897		615,252	-124,355

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-5,889
			-6,022
			-3,047
			4,883
			-12
			-6,404
			27,183
			-7,087
			-231,844
			-124,355

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLICALLY TRADED SECURITIES - WF #5186	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #7846	P	2016-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #7846	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #7846	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #7846	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #7973	P	2016-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #7973	P	2016-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #7973	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #7973	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #7996	P	2016-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,108		8,108	
13,650		9,007	4,643
58,463		42,228	16,235
1,237		1,236	1
998			998
29,768		39,319	-9,551
402		417	-15
73,075		58,472	14,603
2,633		1,933	700
63,335		59,649	3,686

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			4,643
			16,235
			1
			998
			-9,551
			-15
			14,603
			700
			3,686

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLICALLY TRADED SECURITIES - WF #7996	P	2015-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #8822	P	2016-01-01	2016-12-31
PUBLICALLY TRADED SECURITIES - WF #8822	P	2015-01-01	2016-12-31
BOARDWALK - GAIN ADJ	P	2015-01-01	2016-12-31
PLAINS - GAIN ADJ	P	2015-01-01	2016-12-31
ORION - LOSS ON FINAL K-1	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
75,355		59,949	15,406
71,100		78,098	-6,998
212,224		210,012	2,212
		9,559	-9,559
9,046			9,046
		14,695	-14,695

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			15,406
			-6,998
			2,212
			-9,559
			9,046
			-14,695

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DOUGLAS D TROXEL 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	President & CEO 1 00	0		
MICHAEL DOUGLAS TROXEL 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	CFO 30 00	127,333		
SERGEI GEORGE TROXEL 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	Secretary 1 00	5,000		
KENNETH D TROXEL 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	Director 1 00	5,000		
KRISTIN D NONG 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	Director 1 00	5,000		

Form 990PF Part XV Line 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*				
TEACH FOR AMERICA 500 ALA MOANA BLVD STE 3-400 HONOLULU, HI 96813	N/A	PC	Teachers on the Big Island to alleviate the achievement gap problem	8,000
DOS PUEBLOS ENGINEERING ACADEMY FND 7266 ALAMEDA AVE GOLETA, CA 93117	N/A	PC	CHARITABLE	205,000
PESTICIDE ACTION NETWORK 1611 TELEGRAPH AVE STE 1200 OAKLAND, CA 94612	N/A	PC	CHARITABLE	10,000
ALGALITA MARINE RESEARCH FOUNDATION 148 N MARINA DRIVE LONG BEACH, CA 90803	N/A	PC	CHARITABLE	10,000
IOWA CITIZENS FOR COMMUNITY IMPROVE 2001 FOREST AVENUE DES MOINES, IA 50311	N/A	PC	CHARITABLE	15,000
Total . . . . ▶ **3a**				668,014

Form 990PF Part XV Line 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*				
UNITED ANGLERS OF CASA GRANDE INC PO BOX 5897 333 CASA GRANDE RD PETALUMA, CA 94954	N/A	PC	CHARITABLE	7,500
SPARK 315 W 9TH ST STE 313 LOS ANGELES, CA 90015	N/A	PC	CHARITABLE	5,000
SANTA BARBARA SCHOOL OF SQUASH 1530 CHAPALA ST STE B SANTA BARBARA, CA 93101	N/A	PC	CHARITABLE	8,000
TREES FOR FUTURE 1400 SPRING STREET SUITE 150 SILVER SPRING, MD 20910	N/A	PC	CHARITABLE	35,000
JOHN TRACY CLINIC 806 WEST ADAMS BLVD LOS ANGELES, CA 90007	N/A	PC	CHARITABLE	10,000
Total . . . 3a ▶				668,014

Form 990PF Part XV Line 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*				
CITY HARVEST 6 EAST 32ND ST 5TH FLOOR NEW YORK, NY 10016	N/A	PC	CHARITABLE	15,000
CARAVAN TO CLASS 1001 BRIDGEWAY 730 SAUSALITO, CA 94965	N/A	PC	CHARITABLE	10,000
POINT REYES NATIONAL SEASHORE ASSOC 1 BEAR VALLEY ROAD BLDG 70 POINT REYES STATION, CA 94956	N/A	PC	CHARITABLE	6,000
DENVER KIDS 1860 LINCOLN STREET 9TH FLOOR DENVER, CO 80203	N/A	PC	CHARITABLE	15,000
BIG BROTHERS BIG SISTERS 2202 N WESTSHORE BLVD TAMPA, FL 33607	N/A	PC	CHARITABLE	5,000
Total . . . . ▶ **3a**				668,014

Form 990PF Part XV Line 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*				
VIDA VERDE NATURE EDUCATION 3540 LA HONDA ROAD SAN GREGORIO, CA 94074	N/A	PC	CHARITABLE	100,000
BRADY CENTER TO PREVENT GUN VIOLENC 840 FIRST STREET NE SUITE 400 WASHINGTON, DC 20002	N/A	PC	CHARITABLE	20,000
WEST HAWAII COMMUNITY HEALTH CENTER 75-5751 KUAKINI HIGHWAY SUITE 203 KAILUAKONA, HI 96740	N/A	PC	CHARITABLE	20,000
BOYS AND GIRLS CLUB 1275 PEACHTREE STREET NE ATLANTA, GA 30309	N/A	PC	CHARITABLE	5,000
DRUG POLICY ALLIANCE 131 WEST 33RD ST 15TH FLOOR NEW YORK, NY 10001	N/A	PC	CHARITABLE	15,000
Total . . . . ▶ **3a**				668,014

Form 990PF Part XV Line 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*				
BRENNAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS 12TH FL NEW YORK, NY 10013	N/A	PC	CHARITABLE	50,000
DELAWARE AEROSPACE EDUCATION FOUNDA 585 BIG OAK ROAD SMYRNA, DE 19977	N/A	PC	CHARITABLE	20,000
FROM K-1 75-5339-G MAMALAHOA HWY HONUALOA, HI 96725	N/A	PC	CHARITABLE	14
POWER MY LEARNING 520 8TH AVENUE 10TH FLOOR NEW YORK, NY 10018	N/A	PC	CHARITABLE	20,000
INQUIRING SYSTEMS INC 21885 BONNESS RD SONOMA, CA 95476	N/A	PC	CHARITABLE	5,000
Total . . . . ▶ **3a**				668,014

Form 990PF Part XV Line 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*				
FRIENDS OF THE NATIONAL ZOO 3001 CONNECTICUT AVE NW WASHINGTON, DC 20008	N/A	PC	CHARITABLE	10,000
THE REGENTS OF THE UNIVERSITY OF CA 1111 FRANKLIN ST 12TH FLOOR OAKLAND, CA 94607	N/A	NC	CHARITABLE	5,000
WILD PLUM CENTER FOR YOUNG CHILDREN 82 21ST AVE LONGMONT, CO 80501	N/A	PC	CHARITABLE	3,500
GET IN THE ACT ARTS IN ACTION PO BOX 4726 STATELINE, NV 89449	N/A	PC	CHARITABLE	5,000
INDIANA FOREST ALLIANCE INC 2123 N MERIDIAN ST INDIANAPOLIS, IN 46202	N/A	PC	CHARITABLE	5,000
Total . . . . ▶ 3a				668,014

Form 990PF Part XV Line 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*				
HAWAII CENTER FOR FOOD SAFETY 1132 BISHOP SUITE 2107 HONOLULU, HI 96813	N/A	PC	CHARITABLE	5,000
COMMUNITIES IN SCHOOL OF LOS ANGELE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	N/A	PC	CHARITABLE	10,000
MY FRIEND'S PLACE 5850 HOLLYWOOD BLVD LOS ANGELES, CA 90028	N/A	PC	CHARITABLE	5,000
Total . . . . ▶ **3a**				668,014

TY 2016 Accounting Fees Schedule

Name: CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION

EIN: 20-5222620

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	14,588	0	0	14,588

TY 2016 Contractor Compensation Explanation

Name: CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION
EIN: 20-5222620
Software ID: 16000303
Software Version: 2016v3.0

Contractor	Explanation
WELLS FARGO CLEARING SERVICES LLC	MANAGEMENT OF FOUNDATION INVESTMENTS

TY 2016 Investments - Other Schedule

Name: CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION
EIN: 20-5222620
Software ID: 16000303
Software Version: 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CS #036209	FMV		
CS #036191	FMV		
CS #036183	FMV		
CS #036217	FMV		
CS #036167	FMV		
CS #009034	FMV		
CS #716933	FMV		
ORION FUTURES FUND L.P.	FMV		
CS #017359	FMV		
SEE ATTACHED STATEMENT #0514	FMV	6,088,489	6,088,489
SEE ATTACHED STATEMENT #3252	FMV	423,843	423,843
SEE ATTACHED STATEMENT #5186	FMV	9,357,254	9,357,254
SEE ATTACHED STATEMENT #7846	FMV	375,769	375,769
SEE ATTACHED STATEMENT #7973	FMV	723,047	723,047
SEE ATTACHED STATEMENT #7996	FMV	711,381	711,381
SEE ATTACHED STATEMENT #8822	FMV	782,649	782,649

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TY 2016 Land, Etc. Schedule

Name: CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION

EIN: 20-5222620

Software ID: 16000303

Software Version: 2016v3.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	2,088	2,088		

TY 2016 Legal Fees Schedule

Name: CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION

EIN: 20-5222620

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
legal fees	162	0	0	162

TY 2016 Other Expenses Schedule

Name: CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION

EIN: 20-5222620

Software ID: 16000303

Software Version: 2016v3.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	263			263
DUES & MEMBERSHIP	179			179
PORTFOLIO DEDUCTIONS	8,870	8,870		
POSTAGE	570			570
SUPPLIES	1,698			1,698
TELEPHONE/INTERNET	1,373			1,373
WEB HOSTING	528			528

TY 2016 Other Income Schedule

Name: CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION

EIN: 20-5222620

Software ID: 16000303

Software Version: 2016v3.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BOARDWALK - ORD INCOME	19,344	19,344	
OTHER INCOME FROM K-1S	-46,900	-46,900	
OTHER INCOME FROM K-1'S	-9,964		
PLAINS ALL AMER - ORD INC	14,109	14,109	

TY 2016 Other Professional Fees Schedule

Name: CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION

EIN: 20-5222620

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	140,690	140,690	0	0

TY 2016 Taxes Schedule

Name: CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION

EIN: 20-5222620

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	8,663	8,663		
irs excise tax	2,500			
PAYROLL TAXES	16,129			16,129