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EXTENDED TO NOVEMBER 15, 2018

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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

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) | Room/suite
75-5710 MAMALAHOA HIGHWAY

B Telephone number
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) ▶$ 20,737,913.

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))

	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			N/A	
	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	382,699.	382,699.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	158,748.			
	b	Gross sales price for all assets on line 6a 5,076,829.				
	7	Capital gain net income (from Part IV, line 2)		158,748.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	541,447.	541,447.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	160,500.	0.		160,500.
	14	Other employee salaries and wages	95,500.	0.		95,500.
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	15,590.	0.		15,590.
	c	Other professional fees STMT 3	165,344.	165,344.		0.
	17	Interest	43.	0.		43.
	18	Taxes STMT 4	33,773.	7,918.		18,355.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	216.	0.		216.
	22	Printing and publications				
	23	Other expenses STMT 5	86,646.	77,233.		9,413.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	557,612.	250,495.		299,617.
	25	Contributions, gifts, grants paid	654,100.			654,100.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,211,712.	250,495.		953,717.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-670,265.			
	b	**Net investment income** (if negative, enter -0-)		290,952.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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723501 01-03-18 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2017)

12021106 146892 133548 2017.05000 CHANGE HAPPENS FOUNDATION 133548_1

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			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	1,089,629.	360,478.	360,478.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	18,462,432.	20,377,435.	20,377,435.
	14	Land, buildings, and equipment basis ▶ 2,088.			
		Less accumulated depreciation STMT 9 ▶ 2,088.			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	19,552,061.	20,737,913.	20,737,913.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [ ] 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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	19,552,061.	20,737,913.	STATEMENT 7
	30	Total net assets or fund balances	19,552,061.	20,737,913.	
	31	Total liabilities and net assets/fund balances	19,552,061.	20,737,913.	

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	19,552,061.
2	Enter amount from Part I, line 27a	2	-670,265.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,856,117.
4	Add lines 1, 2, and 3	4	20,737,913.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,737,913.

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	PUBLICALLY TRADED SECURITIES - CS #9034	P		12/31/17
b	PUBLICALLY TRADED SECURITIES - WF #0514	P		12/31/17
c	PUBLICALLY TRADED SECURITIES - WF #3252	P		12/31/17
d	PUBLICALLY TRADED SECURITIES - WF #5186	P		12/31/17
e	PUBLICALLY TRADED SECURITIES - WF #5186	P		12/31/17
f	PUBLICALLY TRADED SECURITIES - WF #7846	P		12/31/17
g	PUBLICALLY TRADED SECURITIES - WF #7973	P		12/31/17
h	PUBLICALLY TRADED SECURITIES - WF #7996	P		12/31/17
i	PUBLICALLY TRADED SECURITIES - WF #8822	P		12/31/17
j	FROM K-1'S	P		12/31/17
k	PUBLICALLY TRADED SECURITIES - WF #0514	P		12/31/17
l	PUBLICALLY TRADED SECURITIES - WF #3252	P		12/31/17
m	PUBLICALLY TRADED SECURITIES - WF #3252	P		12/31/17
n	PUBLICALLY TRADED SECURITIES - WF #5186	P		12/31/17
o	PUBLICALLY TRADED SECURITIES - WF #5186	P		12/31/17

	(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	8,259.		8,255.	4.
b	32,394.		32,420.	-26.
c	19,250.		20,379.	-1,129.
d	226,110.		250,041.	-23,931.
e	21.			21.
f	88,613.		106,132.	-17,519.
g	452.		447.	5.
h	8,195.		7,279.	916.
i	44,824.		41,335.	3,489.
j	94,755.			94,755.
k	1,988,921.		1,951,133.	37,788.
l	67,389.		53,555.	13,834.
m	12,001.		5,994.	6,007.
n	1,407,107.		1,545,196.	-138,089.
o	140,482.		192,377.	-51,895.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				4.
b				-26.
c				-1,129.
d				-23,931.
e				21.
f				-17,519.
g				5.
h				916.
i				3,489.
j				94,755.
k				37,788.
l				13,834.
m				6,007.
n				-138,089.
o				-51,895.

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

723591
04-01-17

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	PUBLICALLY TRADED SECURITIES - WF #7846	P		12/31/17
b	PUBLICALLY TRADED SECURITIES - WF #7846	P		12/31/17
c	PUBLICALLY TRADED SECURITIES - WF #7973	P		12/31/17
d	PUBLICALLY TRADED SECURITIES - WF #7973	P		12/31/17
e	PUBLICALLY TRADED SECURITIES - WF #7996	P		12/31/17
f	PUBLICALLY TRADED SECURITIES - WF #8822	P		12/31/17
g	CAPITAL GAINS DISTRIBUTIONS	P		12/31/17
h	FROM K-1'S	P		12/31/17
i	PUBLICALLY TRADED SECURITIES - WF #5186 - RETURN			12/31/17
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	316,326.		278,591.	37,735.
b	5,647.		5,187.	460.
c	111,574.		82,808.	28,766.
d	6,481.		3,089.	3,392.
e	147,482.		110,481.	37,001.
f	246,801.		214,810.	31,991.
g	87,053.			87,053.
h	8,120.			8,120.
i	8,572.		8,572.	0.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				37,735.
b				460.
c				28,766.
d				3,392.
e				37,001.
f				31,991.
g				87,053.
h				8,120.
i				0.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	158,748.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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04-01-17

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

	(a) List and describe the kind(s) of property sold (for example, 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				
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				
b				
c				
d				
e	5,076,829.		4,918,081.	158,748.

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				158,748.

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	158,748.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

If "Yes," the foundation doesn't 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))
2016	923,544.	17,798,291.	.051889
2015	443,575.	14,772,408.	.030027
2014	436,029.	15,423,288.	.028271
2013	1,691,287.	15,925,766.	.106198
2012	1,575,147.	16,283,352.	.096734

2 **Total** of line 1, column (d)	2	.313119
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.062624
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	19,999,894.
5 Multiply line 4 by line 3	5	1,252,473.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,910.
7 Add lines 5 and 6	7	1,255,383.
8 Enter qualifying distributions from Part XII, line 4	8	953,717.

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	5,819.
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	5,819.
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	5,819.
6	Credits/Payments:				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	6,622.		
b	Exempt foreign organizations - tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500.		
d	Backup withholding erroneously withheld	6d	0.		
7	Total credits and payments. Add lines 6a through 6d			7	8,122.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	13.
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	2,290.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 2,290. **Refunded** ▶			11	0.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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		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? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ 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	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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		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?	13	X	

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 N/A 0.

			Yes	No
16	At any time during calendar year 2017, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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			
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		X
	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 2017?	1c		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2017?	4b		X

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

		Yes	No
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		X
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, and 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
SEE STATEMENT 10		160,500.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTINA TROXEL - 75-5710 MAMALAHOA HIGHWAY, HOLUALOA, HI 96725	DIRECTOR OF COMMUNICATIONS 40.00	95,500.	0.	0.

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. 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	165,344.
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
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	1a	19,587,580.
b	Average of monthly cash balances	1b	716,881.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	20,304,461.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	20,304,461.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	304,567.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,999,894.
6	**Minimum investment return.** Enter 5% of line 5	6	999,995.

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	999,995.
2a	Tax on investment income for 2017 from Part VI, line 5 2a 5,819.		
b	Income tax for 2017. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	5,819.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	994,176.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	994,176.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	994,176.

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	953,717.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	953,717.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	953,717.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				994,176.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012 763,757.				
b From 2013 915,711.				
c From 2014				
d From 2015				
e From 2016 36,625.				
f **Total** of lines 3a through e	1,716,093.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 953,717.				
a Applied to 2016, 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)	0.			
d Applied to 2017 distributable amount				953,717.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	40,459.			40,459.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,675,634.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	723,298.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	952,336.			
10 Analysis of line 9:				
a Excess from 2013 ... 915,711.				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016 36,625.				
e Excess from 2017				

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 2017, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	**(e) Total**
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					
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).)

NONE

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed: SEE STATEMENT 12

SEE STATEMENT 11

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**

3 Grants and Contributions Paid During the Year (Continuation)

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
DENVER URBAN GARDENS 1031 33RD STREET, SUITE 100 DENVER, CO 80205	N/A	PC	CHARITABLE	7,000.
DREAM CORPS 436 14TH ST, SUITE 920 OAKLAND, CA 94612	N/A	PC	CHARITABLE	20,000.
DRUID CITY GARDEN PROJECT PO BOX 2374 TUSCALOOSA, AL 35403	N/A	PC	CHARITABLE	5,000.
GET IN THE ACT! ARTS IN ACTION PO BOX 129 DAYTON STATELINE, NV 89403	N/A	PC	CHARITABLE	5,000.
GREATER FARALLONES ASSOCIATION 991 MARINE DRIVE SAN FRANCISCO, CA 94129	N/A	PC	CHARITABLE	8,000.
GROW SOME GOOD 1215 S. KIHEI RD. SUITE O #1047 KIHEI, HI 96753	N/A	PC	CHARITABLE	5,000.
IMPACT ON EDUCATION 721 FRONT STREET, SUITE A LOUISVILLE, CO 80027	N/A	PC	CHARITABLE	5,000.
INDIANA FOREST ALLIANCE, INC. 2123 N. MERIDIAN ST INDIANAPOLIS, IN 46202	N/A	PC	CHARITABLE	15,000.
INQUIRING SYSTEMS, INC P.O. BOX 2037 SONOMA, CA 95476	N/A	PC	CHARITABLE	10,000.
INTERNATIONAL CHILD RESOURCE INSTITUTE 125 UNIVERSITY AVE, 2ND FLR, SW STE BERKELEY, CA 94710	N/A	PC	CHARITABLE	2,500.
Total from continuation sheets				579,100.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KANSAS CITY COMMUNITY GARDENS 6917 KENSINGTON KANSAS CITY, MO 64132	N/A	PC	CHARITABLE	15,000.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	N/A	PC	CHARITABLE	150,000.
NORTH COAST RESOURCCE CONSERVATION & DEVELOPMENT COUNCIL 555 FIFTH STREET SUITE R SANTA ROSA, CA 95401	N/A	PC	CHARITABLE	6,600.
OCEAN DEFENDERS ALLIANCE 19744 BEACH BLVD. BOX #446 HUNINGTON BEACH, CA 92648	N/A	PC	CHARITABLE	25,000.
ONE WARM COAT 2443 FILLMORE ST. #380-5363 SAN FRANCISCO, CA 94115	N/A	PC	CHARITABLE	5,000.
OTSEGO COUNTY CONSERVATION ASSOCIATION PO BOX 931 COOPERSTOWN, NY 13326	N/A	PC	CHARITABLE	5,000.
PESTICIDE ACTION NETWORK 2029 UNIVERSITY AVE SUITE 200 BERKELEY, CA 94704	N/A	PC	CHARITABLE	15,000.
PLANNED PARENTHOOD OF GREAT NORTHWEST AND THE HAWAIIAN ISLANDS 2001 E MADISON ST SEATTLE, WA 98122	N/A	PC	CHARITABLE	50,000.
PORTLAND COMMUNITY TOOLBANK 6424 NE 59TH PLACE PORTLAND, OR 97218	N/A	PC	CHARITABLE	10,000.
POWER MY LEARNING 520 8TH AVENUE, 10TH FLOOR NEW YORK, NY 10018	N/A	PC	CHARITABLE	10,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RAINFOREST CONNECTION 77 VAN NESS AVE SUITE 101-1717 SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	50,000.
SANTA BARBARA INTERNATIONAL FILM FESTIVAL 1528 CHAPALA ST SANTA BARBARA, CA 93101	N/A	PC	CHARITABLE	20,000.
SECOND HARVEST HEARTLAND 1140 GERVAIS AVENUE SAINT PAUL, MN 55109	N/A	PC	CHARITABLE	20,000.
SOCIAL ADVOCATES FOR YOUTH 2447 SUMMERFIELD RD SANTA ROSA, CA 95405	N/A	PC	CHARITABLE	5,000.
THE REGENTS OF THE UNIVERSITY OF CA 2150 SHATTUCK AVE SUITE 313 BERKELEY, CA 94707	N/A	PC	CHARITABLE	45,000.
TREES FOR FUTURE 1400 SPRING STREET, SUITE 150 SILVER SPRING, MD 20910	N/A	PC	CHARITABLE	35,000.
UNIVERSITY OF HAWAII FOUNDATION 2444 DOLE STREET, BACHMAN HALL 105 HONOLULU, HI 96822	N/A	PC	CHARITABLE	20,000.
VENTANA WILDERNESS ALLIANCE PO BOX 506 SANTA CRUZ, CA 95061	N/A	PC	CHARITABLE	5,000.
YES TO NATURE AND NEIGHBORHOODS 3029 MACDONALD AVE RICHMOND, CA 94804	N/A	PC	CHARITABLE	5,000.
Total from continuation sheets				

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*				
ALGALITA MARINE RESEARCH INSTITUTE 148 N MARINA DRIVE LONG BEACH, CA 90803	N/A	PC	CHARITABLE	10,000.
CARIDAD CENTER 8645 W. BOYNTON BEACH BLVD BOYTON BEACH, FL 33472	N/A	PC	CHARITABLE	5,000.
CITY HARVEST 6 EAST 32ND ST 5TH FLOOR NEW YORK, NY 10016	N/A	PC	CHARITABLE	20,000.
COMMON THREADS 3811 BEE CAVES ROAD, SUITE 108 AUSTIN, TX 78746	N/A	PC	CHARITABLE	25,000.
DENVER KIDS 1860 LINCOLN STREET, 9TH FLOOR DENVER, CO 80203	N/A	PC	CHARITABLE	15,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	654,100.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	382,699.	
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	158,748.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		541,447.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 541,447.

(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).

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) (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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee: [signature] Date: 11/09/18 Title: CFO

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GREGORY M. LOMAZZI	GREGORY M. LOMAZZ	11/06/18		P00281327

Firm's name ▶ MOSS ADAMS LLP Firm's EIN ▶ 91-0189318

Firm's address ▶ 635 CAMPBELL TECHNOLOGY PARKWAY CAMPBELL, CA 95008-5071 Phone no. 408-558-7500

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS/INTEREST FROM SECURITIES EXCLUDED BY SECTION 512,513,514	382,699.	0.	382,699.	382,699.	
TO PART I, LINE 4	382,699.	0.	382,699.	382,699.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,590.	0.		15,590.
TO FORM 990-PF, PG 1, LN 16B	15,590.	0.		15,590.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	165,344.	165,344.		0.
TO FORM 990-PF, PG 1, LN 16C	165,344.	165,344.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	18,355.	0.		18,355.
FOREIGN TAX	7,918.	7,918.		0.
FEDERAL TAX	7,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	33,773.	7,918.		18,355.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	576.	0.		576.
TELEPHONE/INTERNET	1,500.	0.		1,500.
PORTFOLIO DEDUCTIONS	22,938.	22,938.		0.
SUPPLIES	1,899.	0.		1,899.
WEB HOSTING	796.	0.		796.
SOFTWARE	823.	0.		823.
BANK FEES	140.	0.		140.
OTHER LOSS FROM K-1'S	54,295.	54,295.		0.
DUES & MEMBERSHIP	3,679.	0.		3,679.
TO FORM 990-PF, PG 1, LN 23	86,646.	77,233.		9,413.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	1,856,117.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,856,117.

FORM 990-PF OTHER FUNDS STATEMENT 7

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RETAINED EARNINGS	19,552,061.	20,737,913.
TOTAL TO FORM 990-PF, PART II, LINE 29	19,552,061.	20,737,913.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT #0514	FMV	5,392,006.	5,392,006.
SEE ATTACHED STATEMENT #3252	FMV	552,715.	552,715.
SEE ATTACHED STATEMENT #5186	FMV	11,396,603.	11,396,603.
SEE ATTACHED STATEMENT #7846	FMV	399,609.	399,609.
SEE ATTACHED STATEMENT #7973	FMV	900,005.	900,005.
SEE ATTACHED STATEMENT #7996	FMV	793,977.	793,977.
SEE ATTACHED STATEMENT #8822	FMV	942,520.	942,520.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,377,435.	20,377,435.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT	2,088.	2,088.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,088.	2,088.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOUGLAS D. TROXEL 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	PRESIDENT & CEO 1.00	0.	0.	0.
MICHAEL DOUGLAS TROXEL 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	CFO 30.00	145,500.	0.	0.
SERGEI GEORGE TROXEL 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	SECRETARY 1.00	5,000.	0.	0.
KENNETH D. TROXEL 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	DIRECTOR 1.00	5,000.	0.	0.
KRISTIN D. NONG 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	DIRECTOR 1.00	5,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		160,500.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHAEL D. TROXEL
P.O. BOX 25327
PORTLAND, OR 97298

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
(720) 346-4948	CHANGE HAPPENS FOUNDATION

EMAIL ADDRESS

MDF@CHANGEHAPPENS.US

FORM AND CONTENT OF APPLICATIONS

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 FORM
THEY ASK THAT ALL APPLICANTS COMPLETE AND SUBMIT OUR ONLINE LETTER OF INQUIRY FORM PROVIDING BASIC ORGANIZATIONAL AND PROJECT INFORMATION. THEIR

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A - 2D (CONTINUATION)

NAME OR DESCRIPTION OF GRANT PROGRAM

CHANGE HAPPENS FOUNDATION

FORM AND CONTENT OF APPLICATIONS

WEB ADDRESS IS WWW.CHANGEHAPPENS.US

DOWNLOAD AND MAIL
IF 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.

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	MACHINERY & EQUIPMENT														
1	EQUIPMENT	01/01/07	SL	3.00		16	2,088.				2,088.	2,088.		0.	2,088.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPMENT						2,088.				2,088.	2,088.		0.	2,088.
	* GRAND TOTAL 990-PF PG 1 DEPR						2,088.				2,088.	2,088.		0.	2,088.

728111 04-01-17

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone