

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

CHANGE HAPPENS FOUNDATION**A DELAWARE NONPROFIT ORGANIZATION**

Number and street (or P.O. box number if mail is not delivered to street address)

75-5710 MAMALAHOA HIGHWAY

Room/suite

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

HOLUALOA, HI 96725

A Employer identification number

20-5222620

B Telephone number

720-346-4948C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 17,810,313.

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

Part I**Analysis of Revenue and Expenses**

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

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

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

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)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

429,058.

429,058.

STATEMENT 1

455,928.

455,928.

93.

93.

STATEMENT 2

885,079.

885,079.

184,342.

0.

184,342.

104,175.

0.

104,175.

14,150.

0.

14,150.

182,241.

181,866.

375.

61.

61.

0.

39,061.

9,705.

18,856.

93,039.

83,308.

9,731.

617,069.

274,940.

331,629.

1,219,500.

1,219,500.

1,219,500.

1,836,569.

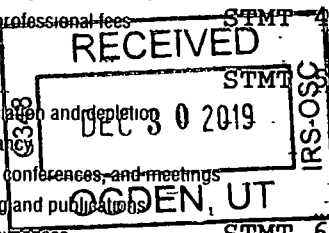
274,940.

1,551,129.

-951,490.

610,139.

N/A



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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	360,478.	184,232.	184,232.
	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 9	20,377,435.	17,626,081.	17,626,081.	
14 Land, buildings, and equipment basis ▶ 2,088.				
Less: accumulated depreciation STMT 10 ▶ 2,088.				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	20,737,913.	17,810,313.	17,810,313.	
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 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	20,737,913.	17,810,313.	STATEMENT 8
	30 Total net assets or fund balances	20,737,913.	17,810,313.	
	31 Total liabilities and net assets/fund balances	20,737,913.	17,810,313.	

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	20,737,913.
2 Enter amount from Part I, line 27a	2	-951,490.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	19,786,423.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,976,110.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,810,313.

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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	4,576,405.	4,120,477.	455,928.

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			455,928.

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	455,928.
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))
2017	953,717.	19,999,894.	.047686
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

2 Total of line 1, column (d)	2	.264071
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	.052814
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	19,533,396.
5 Multiply line 4 by line 3	5	1,031,637.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,101.
7 Add lines 5 and 6	7	1,037,738.
8 Enter qualifying distributions from Part XII, line 4	8	1,551,129.

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.

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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

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 1% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2019 estimated tax

5,189. Refunded

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 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?

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.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered. See instructions.

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

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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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? Website address CHANGEHAPPENS.US	13	X
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		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country	16	X

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

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

	Yes	No
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 Organizations relying on a current notice regarding disaster assistance, check here ☐	1b	X
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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years N/A 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
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 2018 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 2018.) 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 2018?	4b	X

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

5a During the year, did the foundation pay or incur any amount to:

(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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**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 11		184,342.	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	104,175.	0.	0.

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



0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WELLS FARGO CLEARING SERVICES LLC 2801 MARKET STREET, SAINT LOUIS, MO 63103	INVESTMENT MGMT	181,866.

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.

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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	19,414,867.
b	Average of monthly cash balances	1b	415,992.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,830,859.
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	19,830,859.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	297,463.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,533,396.
6	Minimum investment return. Enter 5% of line 5	6	976,670.

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	976,670.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	6,101.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,101.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	970,569.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	970,569.
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	970,569.

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	1,551,129.
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	1,551,129.
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	6,101.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,545,028.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				970,569.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	915,711.			
b From 2014				
c From 2015				
d From 2016	36,625.			
e From 2017				
f Total of lines 3a through e	952,336.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$	1,551,129.			
a Applied to 2017, 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 2018 distributable amount				970,569.
e Remaining amount distributed out of corpus	580,560.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	1,532,896.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	915,711.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	617,185.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016	36,625.			
d Excess from 2017				
e Excess from 2018	580,560.			

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N/A

- ☐ 4942(1)(3) or ☒ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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

CHANGE HAPPENS FOUNDATION

Form 990-PF (2018)

A DELAWARE NONPROFIT ORGANIZATION

20-5222620

Page 11

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				
COMMON THREADS 3811 BEE CAVES ROAD, SUITE 108 AUSTIN, TX 78746	N/A	PC	CHARITABLE	25,000.
DENVER URBAN GARDENS 1031 33RD STREET, SUITE 100 DENVER, CO 80205	N/A	PC	CHARITABLE	7,000.
DREAM CORPS 464 14TH ST, SUITE 920 OAKLAND, CA 94612	N/A	PC	CHARITABLE	7,000.
GREATER FARALLONES ASSOCIATION 991 MARINE DRIVE SAN FRANCISCO, CA 94129	N/A	PC	CHARITABLE	10,000.
KANSAS CITY COMMUNITY GARDENS 6917 KENSINGTON KANSAS CITY, MO 64132	N/A	PC	CHARITABLE	10,000.
Total	SEE CONTINUATION SHEET(S)			1,219,500.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2018)

Enter gross amounts unless otherwise indicated.

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

823621 12-11-18

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (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 (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

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.

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.

Sign Here  11-10-19 **CFO**

Signature of officer or trustee Date Title

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

**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.

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

11/01/19

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

CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION

CONTINUATION FOR 990-PF, PART IV
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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 #0514	P		12/31/18
b	PUBLICALLY TRADED SECURITIES - WF #3252	P		12/31/18
c	PUBLICALLY TRADED SECURITIES - WF #3252	P		12/31/18
d	PUBLICALLY TRADED SECURITIES - WF #5186	P		12/31/18
e	PUBLICALLY TRADED SECURITIES - WF #5186	P		12/31/18
f	PUBLICALLY TRADED SECURITIES - WF #5186	P		12/31/18
g	PUBLICALLY TRADED SECURITIES - WF #5186	P		12/31/18
h	PUBLICALLY TRADED SECURITIES - WF #5186	P		12/31/18
i	PUBLICALLY TRADED SECURITIES - WF #7846	P		12/31/18
j	PUBLICALLY TRADED SECURITIES - WF #7846	P		12/31/18
k	PUBLICALLY TRADED SECURITIES - WF #7973	P		12/31/18
l	PUBLICALLY TRADED SECURITIES - WF #7973	P		12/31/18
m	PUBLICALLY TRADED SECURITIES - WF #7973	P		12/31/18
n	PUBLICALLY TRADED SECURITIES - WF #7996	P		12/31/18
o	PUBLICALLY TRADED SECURITIES - WF #7996	P		12/31/18

(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	542,600.	500,000.	42,600.
b	12,945.	19,080.	-6,135.
c	128,342.	93,604.	34,738.
d	789,419.	791,031.	-1,612.
e	34,000.	34,000.	0.
f	1,507,155.	1,412,747.	94,408.
g	262,430.	266,800.	-4,370.
h	4,825.	4,825.	0.
i	39,528.	39,930.	-402.
j	13,032.	12,613.	419.
k	2,208.	2,095.	113.
l	270,681.	172,763.	97,918.
m	13,503.	4,258.	9,245.
n	67,878.	84,021.	-16,143.
o	211,960.	136,720.	75,240.

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			42,600.
b			-6,135.
c			34,738.
d			-1,612.
e			0.
f			94,408.
g			-4,370.
h			0.
i			-402.
j			419.
k			113.
l			97,918.
m			9,245.
n			-16,143.
o			75,240.

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	

CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION

CONTINUATION FOR 990-PF, PART IV
20-5222620 PAGE 2 OF 2

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 #8822	P		12/31/18
b	PUBLICALLY TRADED SECURITIES - WF #8822	P		12/31/18
c	FROM K-1'S	P		12/31/18
d	CAPITAL GAINS DISTRIBUTIONS	P		12/31/18
e	FROM K-1'S	P		12/31/18
f				
g				
h				
i				
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 178,392.		202,020.	-23,628.
b 348,164.		317,441.	30,723.
c		12,154.	-12,154.
d 149,343.			149,343.
e		14,375.	-14,375.
f			
g			
h			
i			
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			-23,628.
b			30,723.
c			-12,154.
d			149,343.
e			-14,375.
f			
g			
h			
i			
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	455,928.
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

**CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
PLANNED PARENTHOOD OF GREAT NORTHWEST AND THE HAWAIIAN ISLANDS 2001 E MADISON ST SEATTLE, WA 98122	N/A	PC	CHARITABLE	75,000.
RAINFOREST CONNECTION 77 VAN NESS AVE SUITE 101-1717 SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	150,000.
SECOND HARVEST HEARTLAND 1140 GERVAIS AVENUE SAINT PAUL, MN 55109	N/A	PC	CHARITABLE	20,000.
UNIVERSITY OF HAWAII FOUNDATION 2444 DOLE STREET, BACHMAN HALL 105 HONOLULU, HI 96822	N/A	PC	CHARITABLE	20,000.
BIG BROTHERS BIG SISTERS OF SAN DIEGO COUNTY 4305 UNIVERSITY AVENUE, SUITE 300 SAN DIEGO, CA 92105	N/A	PC	CHARITABLE	10,000.
BIG ISLAND SUBSTANCE ABUSE COUNCIL 16-179 MELEKAHIWA ST. KEAAU, HI 96749	N/A	PC	CHARITABLE	8,500.
BRADY CENTER TO PREVENT GUN VIOLENCE 840 FIRST ST NE, SUITE 400 WASHINGTON, DC 20002	N/A	PC	CHARITABLE	25,000.
BRENNAN CENTER 120 BROADWAY, SUITE 1750 NEW YORK, NY 10271	N/A	PC	CHARITABLE	100,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E. CALIFORNIA BLVD. MC 170-25 PASADENA, CA 91125	N/A	PC	CHARITABLE	110,000.
CARAVAN TO CLASS 1001 BRIDGEWAY #730 SAUSALITO, CA 94965	N/A	PC	CHARITABLE	10,000.
Total from continuation sheets				1,160,500.

**CHANGE HAPPENS FOUNDATION
A DELAWARE NONPROFIT ORGANIZATION**

20-5222620

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
DOS PUEBLOS ENGINEERING ACADEMY FOUNDATION 7266 ALAMEDA AVE GOLETA, CA 93117	N/A	PC	CHARITABLE	250,000.
EDUCATION OUTSIDE 135 VAN NESS AVENUE SAN FRANCISCO, CA 94102	N/A	PC	CHARITABLE	10,000.
EVERYBODY WINS' IOWA 901 WALNUT STREET 6TH FLOOR DES MOINES, IA 50309	N/A	PC	CHARITABLE	4,000.
ICE911 RESEARCH CORPORATION 325 SHARON PARK DRIVE #632 MENLO PARK, CA 94025	N/A	PC	CHARITABLE	20,000.
IOWA CITIZENS FOR COMMUNITY IMPROVEMENT 2001 FOREST AVE DES MOINES, IA 50311	N/A	PC	CHARITABLE	15,000.
LINK INSTITUTE 629 E. COLUMBINE LANE WESTFIELD, IN 46074	N/A	PC	CHARITABLE	10,000.
OHIO RIVER VALLEY ENVIRONMENTAL COALITION P.O. BOX 6753 HUNTINGTON, WV 25773	N/A	PC	CHARITABLE	10,000.
PBS FOUNDATION 2100 CRYSTAL DRIVE 3RD FLOOR ARLINGTON, VA 22202	N/A	PC	CHARITABLE	100,000.
SANTA BARBARA SCHOOL OF SQUASH 1530 CHAPALA STREET, SUITE F SANTA BARBARA, CA 93101	N/A	PC	CHARITABLE	8,000.
SAVE THE BEES 1521 BOYD POINTE WAY, SUITE 2305 VIENNA, VA 22182	N/A	PC	CHARITABLE	5,000.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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	429,058.	0.	429,058.	429,058.	
TO PART I, LINE 4	429,058.	0.	429,058.	429,058.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	93.	93.	
TOTAL TO FORM 990-PF, PART I, LINE 11	93.	93.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,150.	0.		14,150.
TO FORM 990-PF, PG 1, LN 16B	14,150.	0.		14,150.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	181,866.	181,866.		0.
PROFESSIONAL FEE	375.	0.		375.
TO FORM 990-PF, PG 1, LN 16C	182,241.	181,866.		375.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	18,856.	0.		18,856.
FOREIGN TAX	9,705.	9,705.		0.
FEDERAL TAX	10,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	39,061.	9,705.		18,856.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	739.	0.		739.
TELEPHONE/INTERNET	1,440.	0.		1,440.
PORTFOLIO DEDUCTIONS	10,806.	10,806.		0.
SUPPLIES	3,237.	0.		3,237.
WEB HOSTING	639.	0.		639.
SOFTWARE	696.	0.		696.
BANK FEES	96.	0.		96.
OTHER LOSS FROM K-1'S	72,502.	72,502.		0.
DUES & MEMBERSHIP	2,369.	0.		2,369.
PAYROLL FEES	515.	0.		515.
TO FORM 990-PF, PG 1, LN 23	93,039.	83,308.		9,731.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	1,976,110.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,976,110.

FORM 990-PF	OTHER FUNDS	STATEMENT 8
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RETAINED EARNINGS	20,737,913.	17,810,313.
TOTAL TO FORM 990-PF, PART II, LINE 29	20,737,913.	17,810,313.

FORM 990-PF		OTHER INVESTMENTS		STATEMENT 9
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT #0514		FMV	4,552,755.	4,552,755.
SEE ATTACHED STATEMENT #3252		FMV	540,227.	540,227.
SEE ATTACHED STATEMENT #5186		FMV	9,723,474.	9,723,474.
SEE ATTACHED STATEMENT #7846		FMV	347,068.	347,068.
SEE ATTACHED STATEMENT #7973		FMV	826,396.	826,396.
SEE ATTACHED STATEMENT #7996		FMV	790,106.	790,106.
SEE ATTACHED STATEMENT #8822		FMV	846,055.	846,055.
TOTAL TO FORM 990-PF, PART II, LINE 13			17,626,081.	17,626,081.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 10
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 11

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	172,342.	0.	0.
SERGEI GEORGE TROXEL 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	SECRETARY 1.00	4,000.	0.	0.
KENNETH D. TROXEL 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	DIRECTOR 1.00	4,000.	0.	0.
KRISTIN D. NONG 75-5710 MAMALAHOA HIGHWAY HOLUALOA, HI 96725	DIRECTOR 1.00	4,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		184,342.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

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
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 13

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.

FORM 990-PF PAGE 1

990-PF

828111 04-01 18

(D) - Asset disposed

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