

For calendar year 2022, or tax year beginning 01-01-2022 , and ending 12-31-2022

Name of foundation SEA CHANGE FOUNDATION		A Employer identification number 20-4952986	
% THOMAS E STEINBACH			
Number and street (or P.O. box number if mail is not delivered to street address) ONE EMBARCADERO CENTER 22ND FLOOR	Room/suite	B Telephone number (see instructions) (415) 830-9330	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		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) ▶\$ 229,495,527	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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(a)	Revenue and expenses per books	(b)	Net investment income	(c)	Adjusted net income	(d)	Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)			0						
	2	Check ☒ if the foundation is not required to attach Sch. B									
	3	Interest on savings and temporary cash investments			856		856				
	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			14,789,090						
	b	Gross sales price for all assets on line 6a									
					19,431,893						
	7	Capital gain net income (from Part IV, line 2)					14,435,302				
	8	Net short-term capital gain									
	9	Income modifications									
	10a	Gross sales less returns and allowances									
	b	Less: Cost of goods sold									
Operating and Administrative Expenses	c	Gross profit or (loss) (attach schedule)									
	11	Other income (attach schedule)			353,917		1,895,864				
	12	Total. Add lines 1 through 11			15,143,863		16,332,022				
	13	Compensation of officers, directors, trustees, etc.			0						
	14	Other employee salaries and wages									
	15	Pension plans, employee benefits									
	16a	Legal fees (attach schedule)			82,017		0		0		77,017
	b	Accounting fees (attach schedule)			57,731		0		0		44,173
	c	Other professional fees (attach schedule)									
	17	Interest			824,176						824,176
	18	Taxes (attach schedule) (see instructions)									
	19	Depreciation (attach schedule) and depletion									
	20	Occupancy									
	21	Travel, conferences, and meetings									
22	Printing and publications										
23	Other expenses (attach schedule)			293,667						295,083	
24	Total operating and administrative expenses.										
	Add lines 13 through 23			1,257,591		0		0		1,240,449	
25	Contributions, gifts, grants paid			46,602,179						46,567,179	
26	Total expenses and disbursements. Add lines 24 and 25										
				47,859,770		0		0		47,807,628	
	27	Subtract line 26 from line 12:									
	a	Excess of revenue over expenses and disbursements			-32,715,907						
	b	Net investment income (if negative, enter -0-)					16,332,022				
	c	Adjusted net income (if negative, enter -0-)									

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		350,031	350,030	350,030
	2	Savings and temporary cash investments		6,774,457	4,898,412	4,898,412
	3	Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		5,832	7,247	7,247
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		287,349,856	209,239,838	209,239,838
	Liabilities	14	Land, buildings, and equipment: basis ▶ _____ 0 Less: accumulated depreciation (attach schedule) ▶ _____		0	0
15		Other assets (describe ▶ _____)		0	15,000,000	15,000,000
16		Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		294,480,176	229,495,527	229,495,527
17		Accounts payable and accrued expenses		91	18,558	
18		Grants payable		0	35,000	
19		Deferred revenue.				
20		Loans from officers, directors, trustees, and other disqualified persons				
21		Mortgages and other notes payable (attach schedule)				
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		1,274,920	741,403	
	23	Total liabilities (add lines 17 through 22).		1,275,011	794,961	
		Foundations that follow FASB ASC 958, check here ▶ ☒ and complete lines 24, 25, 29 and 30.				
	24	Net assets without donor restrictions		293,205,165	228,700,566	
	25	Net assets with donor restrictions				
		Foundations that do not follow FASB ASC 958, check here ▶ ☐ and complete lines 26 through 30.				
	26	Capital stock, trust principal, or current funds				
	27	Paid-in or capital surplus, or land, bldg., and equipment fund				
	28	Retained earnings, accumulated income, endowment, or other funds				
	29	Total net assets or fund balances (see instructions)		293,205,165	228,700,566	
	30	Total liabilities and net assets/fund balances (see instructions) .		294,480,176	229,495,527	

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 29 (must agree with end-of-year figure reported on prior year's return)	1 293,205,165
2	Enter amount from Part I, line 27a	2 -32,715,907
3	Other increases not included in line 2 (itemize) ▶ _____	3 -31,788,692
4	Add lines 1, 2, and 3	4 228,700,566
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29.	6 228,700,566

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.)
1 a RIDA FUND K-1 - ST CAPITAL LOSS	P		
b MEDALLION CAPITAL INV. LTD.	P		
c MERITAGE HOLDINGS LTD. CLASS A	P		
d RIDA K-1 - LT CAPITAL GAIN	P		
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 0		4,674,548	-4,674,548
b 111,134		5,807	105,327
c 15,000,000		316,236	14,683,764
d 4,320,759		0	4,320,759
e			

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
a			-4,674,548
b			105,327
c			14,683,764
d			4,320,759
e			

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

14,435,302

3

Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-
in Part I, line 8 }

3

Part V

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)		1	227,015
b		All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3		Add lines 1 and 2.		3	227,015
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		5	227,015
6		Credits/Payments:			
a		2022 estimated tax payments and 2021 overpayment credited to 2022	6a	101,995	
b		Exempt foreign organizations—tax withheld at source	6b	0	
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.	7	101,995	
8		Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2221 is attached.	8	0	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9	125,020	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10		
11		Enter the amount of line 10 to be: Credited to 2023 estimated tax Refunded	11		

Part VI-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?			Yes	No
				1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.				No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		1b		No
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ (2) On foundation managers. \$				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2		No
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5		No
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) CA				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2022 or the taxable year beginning in 2022? See the instructions for Part XIII. If "Yes," complete Part XIII.		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VI-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.SEACHANGE.ORG	13	Yes	
14	The books are in care of ► THOMAS E STEINBACH Telephone no. ► (415) 830-9330 Located at ► ONE EMBARCADERO CENTER 22ND FLOOR SAN FRANCISCO CA 94111 ZIP+4 ►			
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		
16	At any time during calendar year 2022, 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	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign			

Part VI-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?	1a(1)		No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)		No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	Yes	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)		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)?	1a(5)		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.)	1a(6)		No
b	If any answer is "Yes" to 1a(1)–(6); did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		No
c	Organizations relying on a current notice regarding disaster assistance check here.			
d	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 2022?	1d		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
	a At the end of tax year 2022, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2022?.	2a		No
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
	b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b		
	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a		No
b	If "Yes," did it have excess business holdings in 2022 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 2022.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2022?	4b		No

Part VI-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:		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	5a(1)		No
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	5a(2)		No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	5a(3)		No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	5a(4)		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?	5a(5)		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		
c	Organizations relying on a current notice regarding disaster assistance check			
d	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	5d		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	6a		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a		No
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
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 during the year?	8		No

Part VII

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NATHANIEL SIMONS ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	PRESIDENT 0	0	0	0
LAURA BAXTER-SIMONS ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	CFO/SECRETARY 2.0	0	0	0
THOMAS STEINBACH ONE EMBARCADERO CENTER 22ND FL SAN FRANCISCO, CA 94111	EXEC DIR 10.0	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services. 

Part VIII- Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part VIII- Summary of Program-Related Investments (see instructions)

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

Part IX 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	0
b	Average of monthly cash balances.	1b	7,174,753
c	Fair market value of all other assets (see instructions).	1c	224,247,085
d	Total (add lines 1a, b, and c).	1d	231,421,838
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d.	3	231,421,838
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	3,471,328
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.. . . .	5	227,950,510
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	11,397,526

Part X 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 IX, line 6.	1	11,397,526
2a	Tax on investment income for 2022 from Part V, line 5.	2a	227,015
b	Income tax for 2022. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	227,015
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	11,170,511
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	11,170,511
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1.	7	11,170,511

Part XI 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	47,807,628
b	Program-related investments—total from Part VIII-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4.. . . .	4	47,807,628

Part XII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
1 Distributable amount for 2022 from Part X, line 7				11,170,511
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2021 only.			0	
b Total for prior years: 2020, 2019, 2018		0		
3 Excess distributions carryover, if any, to 2022:				
a From 2017.	38,406,630			
b From 2018.	9,375,788			
c From 2019.	33,487,746			
d From 2020.	31,571,035			
e From 2021.	30,843,372			
f Total of lines 3a through e.	143,684,571			
4 Qualifying distributions for 2022 from Part XI, line 4: ▶ \$ 47,807,628				
a Applied to 2021, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2022 distributable amount				11,170,511
e Remaining amount distributed out of corpus	36,637,117			
5 Excess distributions carryover applied to 2022. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	180,321,688			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions.		0		
e Undistributed income for 2021. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2017 not applied on line 5 or line 7 (see instructions)	38,406,630			
9 Excess distributions carryover to 2023. Subtract lines 7 and 8 from line 6a	141,915,058			
10 Analysis of line 9:				
a Excess from 2018	9,375,788			
b Excess from 2019	33,487,746			
c Excess from 2020.	31,571,035			
d Excess from 2021	30,843,372			
e Excess from 2022	36,637,117			

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

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).)

LAURA BAXTER-SIMONS

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

Part

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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)				
a <i>Paid during the year</i>				
UNITED STATES ENERGY FOUNDATION 301 BATTERY STREET 5TH PL SAN FRANCISCO,CA 941113237	NONE	P C	Promote energy efficiency	7,250,000
UNITED STATES ENERGY FOUNDATION 301 BATTERY STREET 5TH FL SAN FRANCISCO,CA 941113237	NONE	P C	Promote clean energy	9,750,000
UNITED STATES ENERGY FOUNDATION 301 BATTERY STREET 5HT FL SAN FRANCISCO,CA 941113237	NONE	P C	General support	2,000,000
CLIMATEWORKS FOUNDATION 235 MONTGOMERY STREET 13TH FL SAN FRANCISCO,CA 941043006	NONE	P C	Promote energy efficiency	500,000
VOTE SOLAR 360 22ND STREET SUITE 730 OAKLAND,CA 94612	NONE	P C	Promote clean energy	1,300,000
MULTIPLIER 548 MARKET STREET PMB 81178 SAN FRANCISCO,CA 941045401	NONE	P C	Promote clean energy	5,000,000
PARTNERSHIP PROJECT INC PO BOX 65826 WASHINGTON,DC 20005	NONE	P C	Educate public about climate and clean energy	1,000,000
PARTNERSHIP PROJECT INC PO Box 65826 WASHINGTON,DC 20035	NONE	P C	Educate public about climate and clean energy	1,400,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 740 15TH STREET NW STE 700 Washington,DC 20005	NONE	P C	Educate public about climate and clean energy	4,500,000
SIERRA CLUB FOUNDATION 2101 Webster Street Ste 1250 OAKLAND,CA 94612	NONE	P C	Promote energy efficiency	150,000
BLUEGREEN ALLIANCE FOUNDATION 2701 University Avenue SE Ste 20 MINNEAPOLIS,MN 55414	NONE	P C	Promote energy efficiency	100,000
CLIMATE SOLUTIONS 1402 Third Ave Ste 1200 Seattle,WA 98101	NONE	P C	Promote energy efficiency	100,000
UNIVERSITY OF WASHINGTON FOUNDATION 407 Gerberding Hall Box 351210 SEATTLE,WA 981951210	NONE	P C	Promote energy efficiency	150,000
TIDES FOUNDATION PO Box 889389 LOS ANGELES,CA 900889389	NONE	P C	Educate public about climate and clean energy	150,000
SIERRA CLUB FOUNDATION 2101 Webster Street Ste 1250	NONE	P C	Promote clean energy	750,000

Oakland, C A 94612				
GRIDLAB INC 1400 Shattuck Ave Suite 12 PMB 30 Berkeley, C A 94709	NONE	P C	Promote clean energy	665,000
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 W 48th Street 10th Fl New York, NY 10036	NONE	P C	Promote clean energy	2,327,179
CERES INC 99 Chauncy Street 6th Floor BOSTON, MA 021111703	NONE	P C	Promote energy efficiency	750,000
PARTNERSHIP PROJECT INC PO BOX 65826 WASHINGTON, DC 20035	NONE	P C	Educate public about climate and clean energy	3,125,000
PARTNERSHIP PROJECT INC PO BOX 65826 Washington, DC 20035	NONE	P C	Promote clean energy	1,250,000
TIDES FOUNDATION PO Box 889389 LOS ANGELES, C A 900889389			Educate public about climate and clean energy	300,000
TIDES FOUNDATION PO Box 889389 LOS ANGELES, C A 900889389			Promote clean energy	1,250,000
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 W 48th Street 10th Fl New York, NY 10036			Educate public about climate and clean energy	2,800,000
Total			► 3a	46,567,179
b <i>Approved for future payment</i>				
GRIDLAB INC 2150 Allston Way Suite 420 Berkeley, C A 94709		P C	Promote Clean Energy	35,000
Total			► 3b	35,000

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	856		
4 Dividends and interest from securities						
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	14,789,090		
9 Net income or (loss) from special events:						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a FEDERAL EXCISE TAX BENEFIT			01	353,917		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e) . . .				15,143,863		
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13	15,143,863		15,143,863

[illegible]

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

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.

(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.

[illegible]

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

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.

	2023-05-15
Signature of officer or trustee	Date

Title

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	ELIZABETH S SEVILLA		2023-11-15		P00441445
	Firm's name ☐ SEILER LLP				Firm's EIN ☐
	Firm's address ☐ THREE LAGOON DR STE 400 REDWOOD CITY, CA 94065				Phone no. (650) 365-4646

Additional Data

Return to Form

Software ID:

Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

TY 2022 IRS 990 e-File Render

Name: SEA CHANGE FOUNDATION

EIN: 20-4952986

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PREPARE FINANCIALS FOR AUDIT	15,743			15,743
PREPARE AUDITED FINANCIALS	17,490			17,490
PREPARATION OF FORM 990-PF	24,498			10,940

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2022 IRS 990 e-File Render

Name: SEA CHANGE FOUNDATION

EIN: 20-4952986

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
-------------------------	---------------	---------------------	---------------------------	--------------------	--------------------------	-------------------------------------	-----------------------	---------------------	---------------------------------

TY 2022 IRS 990 e-File Render

Name: SEA CHANGE FOUNDATION

EIN: 20-4952986

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MEDALLION CAPITAL INV. LTD.	FMV	0	0
MERITAGE HOLDINGS LTD.-CLASS A	FMV	188,776,627	188,776,627
MENDOCINO LONG OFFSHORE LTD	FMV	5,749,381	5,749,381
RENAISSANCE INST. DIVER. ALPHA	FMV	14,713,830	14,713,830

TY 2022 IRS 990 e-File Render

Name: SEA CHANGE FOUNDATION

EIN: 20-4952986

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GENERAL CORPORATE COUNSELING	82,017			77,017

TY 2022 IRS 990 e-File Render

Name: SEA CHANGE FOUNDATION

EIN: 20-4952986

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FUNDS IN TRANSIT	0	15,000,000	15,000,000

TY 2022 IRS 990 e-File Render

Name: SEA CHANGE FOUNDATION

EIN: 20-4952986

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	50			50
FEES & LICENSES	452			452
MEMBERSHIP AND DUES	275,950			275,950
INSURANCE	17,215			18,631

TY 2022 IRS 990 e-File Render

Name: SEA CHANGE FOUNDATION

EIN: 20-4952986

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 INVESTMENT		1,895,864	
FEDERAL EXCISE TAX BENEFIT	353,917		

TY 2022 IRS 990 e-File Render

Name: SEA CHANGE FOUNDATION

EIN: 20-4952986

Description	Amount
NET UNREALIZED GAINS	-31,788,692

TY 2022 IRS 990 e-File Render

Name: SEA CHANGE FOUNDATION

EIN: 20-4952986

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	34,483	0
DEFERRED EXCISE TAX LIABILITY	1,240,437	741,003
ACCRUED EXPENSES	0	400