

Form **990**

**Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

**2010**

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2010 calendar year, or tax year beginning** and ending

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

**C Name of organization**  
**BUILDING CHANGES**  
 Doing Business As  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**2014 EAST MADISON STREET 200**  
 City or town, state or country, and ZIP + 4  
**SEATTLE, WA 98122**

**D Employer identification number**  
**91-1410450**

**E Telephone number**  
**(206) 805-6100**

**F Name and address of principal officer: BETSY LIEBERMAN**  
**SAME AS C ABOVE**

**G Gross receipts \$** **8,325,628.**

**H(a) Is this a group return for affiliates?**  Yes  No  
**H(b) Are all affiliates included?**  Yes  No  
 If "No," attach a list. (see instructions)

**I Tax-exempt status:**  501(c)(3)  501(c) ( ) (insert no.)  4947(a)(1) or  527

**J Website:** **BUILDINGCHANGES.ORG**

**K Form of organization:**  Corporation  Trust  Association  Other

**L Year of formation:** **1988** **M State of legal domicile:** **WA**

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <b>ENDING HOMELESSNESS IN WASHINGTON STATE</b>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	18
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	18
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	31
	6 Total number of volunteers (estimate if necessary)	6	25
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	11,698,146.	5,128,003.
	9 Program service revenue (Part VIII, line 2g)	182,354.	1,985.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	22,850.	202,466.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-54,017.	-41,912.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,849,333.	5,290,542.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		1,770,465.	1,857,505.
16a Professional fundraising fees (Part IX, column (A), line 11e)		5,450.	0.
b Total fundraising expenses (Part IX, column (D), line 25)		264,490.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		1,817,442.	1,658,721.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,593,357.	6,534,186.	
19 Revenue less expenses. Subtract line 18 from line 12	8,255,976.	-1,243,644.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 20,598,200.	End of Year 20,027,182.
	21 Total liabilities (Part X, line 26)	6,279,152.	6,957,233.
	22 Net assets or fund balances. Subtract line 21 from line 20	14,319,048.	13,069,949.

**Part II Signature Block**

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 officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
 Signature of officer: *[Signature]* Date: *11/01/11*  
**BETSY LIEBERMAN, EXECUTIVE DIRECTOR**  
 Type or print name and title

**Paid Preparer Use Only**  
 Print/Type preparer's name: **HOWARD DONKIN, CPA** Preparer's signature: *[Signature]* Date: **11/01/11** Check if self-employed  PTIN  
 Firm's name: **JACOBSON JARVIS & CO, PLLC** Firm's EIN:  
 Firm's address: **600 STEWART STREET, SUITE 1900 SEATTLE, WA 98101-1219** Phone no. **(206) - 628-8990**

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: OUR FOCUS IS ON ENDING HOMELESSNESS IN WA STATE BY PARTNERING WITH PUBLIC AND PRIVATE RESOURCES TO CREATE LASTING SOLUTIONS FOR HOUSING SERVICES, HEALTH AND JOB OPPORTUNITIES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [X] Yes [ ] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [X] Yes [ ] No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 3,615,767. including grants of \$ 2,992,960.) (Revenue \$ ) GRANTMAKING & EVALUATION - SINCE 2005 BC HAS LED THE WASHINGTON FAMILIES FUND (WFF), A PUBLIC-PRIVATE PARTNERSHIP WHICH MAKES GRANTS TO FUND SERVICES TO SUPPORT HOUSING STABILITY AND INCREASE THE ECONOMIC INDEPENDENCE OF HOMELESS FAMILIES ACROSS WASHINGTON STATE. IN 2008, BC EXPANDED THE SCOPE OF WFF TO INCLUDE A FOCUS ON TESTING EVIDENCE-BASED PRACTICES IN KING, PIERCE AND SNOHOMISH COUNTIES WITH THE GOAL OF BETTER ALIGNING MAINSTREAM RESOURCES AND DEVELOPING MORE EFFECTIVE AND SYSTEMATIC APPROACHES TO PREVENT AND END HOMELESSNESS. FROM ITS INCEPTION, BC HAS AWARDED NEARLY \$16 MILLION IN WFF GRANTS TO 48 NONPROFIT ORGANIZATIONS PROVIDING 662 UNITS OF SERVICE-ENRICHED HOUSING TO HOMELESS FAMILIES STATEWIDE. IN 2010, BC AWARDED \$2.3 MILLION IN NEW WFF GRANTS AND GRANTS TOTTALLING \$600 THOUSAND WERE MADE THROUGH THE

4b (Code: ) (Expenses \$ 989,040. including grants of \$ 25,000.) (Revenue \$ 1,985.) CONSULTING AND TECHNICAL ASSISTANCE - BC PROVIDES RESULTS-BASED TRAINING, CONSULTING AND TECHNICAL ASSISTANCE, BOTH STATEWIDE AND NATIONNALLY, TO NONPROFIT AND GOVERNMENT AGENCIES. THESE SERVICES INCLUDE CONSULTATION TO HIV/AIDS RESIDENCES, RENTAL PROGRAMS, LOW-INCOME HOUSING DEVELOPERS; NEEDS ASSESSMENTS AND HOUSING PLANS; PUBLIC EDUCATION AND INFORMATION; AND TRAINING AND TECHNIAL ASSISTANCE WITHIN THE ECONOMIC OPPORTUNITIES INITIATIVE (SEE ABOVE).

4c (Code: ) (Expenses \$ 344,242. including grants of \$ ) (Revenue \$ ) ADVOCACY AND POLICY - BC WORKS WITH PUBLIC, PRIVATE AND NON-PROFIT SECTOR PARTNERS TO IDENTIFY AND PROMOTE STATE-LEVEL CHANGES THAT WILL HELP END HOMELESSNESS, USES DATA TO INFLUENCE POLICY DECISIONS AT THE COUNTY AND STATE LEVEL, AND PARTNERS WITH ADVOCACY ORGANIZATIONS TO PASS LEGISLATION AT THE STATE AND FEDERAL LEVELS.

4d Other program services. (Describe in Schedule O.) (Expenses \$ 470,671. including grants of \$ ) (Revenue \$ )

4e Total program service expenses 5,419,720.

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>2</b> Is the organization required to complete Schedule B, Schedule of Contributors? .....	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>4</b> <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> .....	<input type="checkbox"/>	<input type="checkbox"/>
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>9</b> Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>10</b> Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> .....	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>b</b> Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>c</b> Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i> .....	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States? .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>20a</b> Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>b</b> If "Yes" to line 20a, did the organization attach its audited financial statements to this return? <b>Note.</b> Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions) .....	<input type="checkbox"/>	<input type="checkbox"/>

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	<b>X</b>	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		<b>X</b>
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....		<b>X</b>
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....		<b>X</b>
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		<b>X</b>
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		<b>X</b>
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		<b>X</b>
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> .....		<b>X</b>
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		<b>X</b>
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		<b>X</b>
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		<b>X</b>
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....		<b>X</b>
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		<b>X</b>
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		<b>X</b>
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		<b>X</b>
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		<b>X</b>
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> .....	<b>X</b>	
<b>35</b> Is any related organization a controlled entity within the meaning of section 512(b)(13)? .....		<b>X</b>
<b>a</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		<b>X</b>
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		<b>X</b>
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O .....	<b>X</b>	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, question text, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year		
	<b>1a</b>		<b>18</b>
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent		
	<b>1b</b>		<b>18</b>
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		<b>X</b>
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		<b>X</b>
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<b>X</b>
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?		<b>X</b>
<b>6</b>	Does the organization have members or stockholders?		<b>X</b>
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		<b>X</b>
<b>b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		<b>X</b>
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body?	<b>X</b>	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	<b>X</b>	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		<b>X</b>

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
<b>10a</b>		<b>X</b>
<b>b</b>		
<b>11a</b>	<b>X</b>	
<b>b</b>		
<b>12a</b>	<b>X</b>	
<b>b</b>	<b>X</b>	
<b>c</b>	<b>X</b>	
<b>13</b>	<b>X</b>	
<b>14</b>	<b>X</b>	
<b>15</b>		
<b>a</b>		<b>X</b>
<b>b</b>		<b>X</b>
<b>16a</b>		<b>X</b>
<b>b</b>		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **WA, OR**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **►**  
**DENISE MC DONALD, DIR OF FINANCE - (206)805-6115**  
**2014 EAST MADISON ST, SUITE 200, SEATTLE, WA 98122**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BETSY LIEBERMAN EXECUTIVE DIRECTOR	50.00	X		X			127,839.	0.	6,986.	
SAMUEL "TRIPP" HUNTER PRESIDENT	1.00	X		X			0.	0.	0.	
MICHAEL BROWN VICE PRESIDENT	1.00	X		X			0.	0.	0.	
SUSAN JAMES VICE PRESIDENT	1.00	X		X			0.	0.	0.	
ERIC BROWN SECRETARY	1.00	X		X			0.	0.	0.	
BARBARA HERR TREASURER	1.00	X		X			0.	0.	0.	
BRIAN ABEEL DIRECTOR	1.00	X					0.	0.	0.	
TERENCE BROWN DIRECTOR	1.00	X					0.	0.	0.	
SHELLY CROCKER DIRECTOR	1.00	X					0.	0.	0.	
BARBARA DINGFIELD DIRECTOR	1.00	X					0.	0.	0.	
TOM GRECHIS DIRECTOR	1.00	X					0.	0.	0.	
DEBBIE GREIFF DIRECTOR	1.00	X					0.	0.	0.	
W. GREGORY GUEDEL DIRECTOR	1.00	X					0.	0.	0.	
AANA LAUCKHART DIRECTOR	1.00	X					0.	0.	0.	
MARSHAL MCREAL DIRECTOR	1.00	X					0.	0.	0.	
STEPHEN NORMAN DIRECTOR	1.00	X					0.	0.	0.	
JAY PATRIKIOS DIRECTOR	1.00	X					0.	0.	0.	

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOANNA SIKES DIRECTOR	1.00	X						0.	0.	0.
SARAH WEBER DIRECTOR	1.00	X						0.	0.	0.
SALLY WOLF DIRECTOR, IMMEDIATE PAST P	1.00	X						0.	0.	0.
DENISE MCDONALD DIRECTOR OF FINANCE/OPS	45.00			X				96,687.	0.	8,909.
ALICE SHOBE DEPUTY DIRECTOR	50.00					X		103,647.	0.	9,695.
<b>1b Sub-total</b> .....								328,173.	0.	25,590.
<b>c Total from continuation sheets to Part VII, Section A</b> .....								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b> .....								328,173.	0.	25,590.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization 2

	Yes	No
3 Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual .....	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual .....	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person .....	5	X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. **NONE**

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization 0

**Part VIII Statement of Revenue**

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns						
	b	Membership dues						
	c	Fundraising events	172,349.					
	d	Related organizations						
	e	Government grants (contributions)	3575948.					
	f	All other contributions, gifts, grants, and similar amounts not included above	1379706.					
	g	Noncash contributions included in lines 1a-1f: \$						
	h	<b>Total.</b> Add lines 1a-1f		5128003.				
	Program Service Revenue	2 a	CONFERENCE FEES	611600	1,985.	1,985.		
b								
c								
d								
e								
f		All other program service revenue						
g		<b>Total.</b> Add lines 2a-2f		1,985.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		183,664.		183,664.		
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real					
			(ii) Personal					
			b	Less: rental expenses				
			c	Rental income or (loss)				
	d	Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities					
			(ii) Other					
			b	Less: cost or other basis and sales expenses	3,013,221.			
			c	Gain or (loss)	2,994,419.			
	d	Net gain or (loss)	18,802.	18,802.		18,802.		
	8 a	Gross income from fundraising events (not including \$ 172,349. of contributions reported on line 1c). See Part IV, line 18	a	0.				
			b	Less: direct expenses	40,667.			
c			Net income or (loss) from fundraising events		-40,667.		-40,667.	
9 a	Gross income from gaming activities. See Part IV, line 19	a						
		b	Less: direct expenses					
		c	Net income or (loss) from gaming activities					
10 a	Gross sales of inventory, less returns and allowances	a						
		b	Less: cost of goods sold					
		c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue			Business Code					
11 a	LOSS ON LYONS LP	531110	-1,245.		-1,245.			
b								
c								
d	All other revenue							
e	<b>Total.</b> Add lines 11a-11d		-1,245.					
12	<b>Total revenue.</b> See instructions.		5290542.	1,985.	0.	160,554.		

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.  
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 .....	3,017,960.	3,017,960.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 .....				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 .....				
4 Benefits paid to or for members .....				
5 Compensation of current officers, directors, trustees, and key employees .....	224,526.	27,550.	179,257.	17,719.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....				
7 Other salaries and wages .....	1,313,058.	938,281.	254,630.	120,147.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) .....	32,940.	19,645.	11,348.	1,947.
9 Other employee benefits .....	136,589.	86,727.	38,564.	11,298.
10 Payroll taxes .....	150,392.	92,891.	44,116.	13,385.
11 Fees for services (non-employees):				
a Management .....				
b Legal .....	41,765.	21,668.	20,097.	
c Accounting .....	56,005.	6,630.	49,375.	
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees .....				
g Other .....	568,679.	387,725.	124,970.	55,984.
12 Advertising and promotion .....	4,029.	2,284.	1,695.	50.
13 Office expenses .....	177,235.	110,008.	46,057.	21,170.
14 Information technology .....	1,994.	617.	1,267.	110.
15 Royalties .....				
16 Occupancy .....	185,614.	120,969.	48,281.	16,364.
17 Travel .....	79,830.	76,884.	2,616.	330.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings .....	84,194.	38,302.	5,962.	39,930.
20 Interest .....				
21 Payments to affiliates .....				
22 Depreciation, depletion, and amortization .....	65,001.	41,345.	18,117.	5,539.
23 Insurance .....	13,473.	8,665.	3,624.	1,184.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a <b>CLIENT SERVICE ASSISTAN</b>	388,692.	388,692.		
b <b>TENANT RENT SUBSIDY</b>	32,877.	32,877.		
c <b>DIRECT EXPENSES OF SPEC</b>	-40,667.			-40,667.
d .....				
e .....				
f All other expenses .....				
25 <b>Total functional expenses.</b> Add lines 1 through 24f	6,534,186.	5,419,720.	849,976.	264,490.
26 <b>Joint costs.</b> Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation .....				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year		
<b>Assets</b>	1	Cash - non-interest-bearing .....	940,044.	1	534,461.	
	2	Savings and temporary cash investments .....	6,893,018.	2	8,579,842.	
	3	Pledges and grants receivable, net .....	9,850,429.	3	8,038,451.	
	4	Accounts receivable, net .....		4		
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5		
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) .....		6		
	7	Notes and loans receivable, net .....	2,281,457.	7	2,305,185.	
	8	Inventories for sale or use .....		8		
	9	Prepaid expenses and deferred charges .....	499,520.	9	483,308.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a	505,872.		
	b	Less: accumulated depreciation .....	10b	436,901.	10c	68,971.
	11	Investments - publicly traded securities .....	12,525.	11	16,964.	
	12	Investments - other securities. See Part IV, line 11 .....		12		
	13	Investments - program-related. See Part IV, line 11 .....		13		
	14	Intangible assets .....		14		
	15	Other assets. See Part IV, line 11 .....		15		
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	20,598,200.	16	20,027,182.		
<b>Liabilities</b>	17	Accounts payable and accrued expenses .....	177,391.	17	287,354.	
	18	Grants payable .....	5,744,382.	18	6,311,255.	
	19	Deferred revenue .....		19		
	20	Tax-exempt bond liabilities .....		20		
	21	Escrow or custodial account liability. Complete Part IV of Schedule D .....		21		
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22		
	23	Secured mortgages and notes payable to unrelated third parties .....	320,000.	23	320,000.	
	24	Unsecured notes and loans payable to unrelated third parties .....		24		
25	Other liabilities. Complete Part X of Schedule D .....	37,379.	25	38,624.		
26	<b>Total liabilities.</b> Add lines 17 through 25 .....	6,279,152.	26	6,957,233.		
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>					
	27	Unrestricted net assets .....	2,286,093.	27	2,523,991.	
	28	Temporarily restricted net assets .....	12,032,955.	28	10,545,958.	
	29	Permanently restricted net assets .....		29		
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>					
	30	Capital stock or trust principal, or current funds .....		30		
	31	Paid-in or capital surplus, or land, building, or equipment fund .....		31		
	32	Retained earnings, endowment, accumulated income, or other funds .....		32		
33	<b>Total net assets or fund balances</b> .....	14,319,048.	33	13,069,949.		
34	<b>Total liabilities and net assets/fund balances</b> .....	20,598,200.	34	20,027,182.		

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,290,542.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,534,186.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,243,644.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,319,048.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-5,455.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	13,069,949.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	2,320,158.	2,729,324.	7,570,380.	11,698,146.	5,128,003.	29,446,011.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
3 The value of services or facilities furnished by a governmental unit to the organization without charge .....						
4 <b>Total.</b> Add lines 1 through 3 .....	2,320,158.	2,729,324.	7,570,380.	11,698,146.	5,128,003.	29,446,011.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						12,356,947.
6 <b>Public support.</b> Subtract line 5 from line 4.						17,089,064.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4 .....	2,320,158.	2,729,324.	7,570,380.	11,698,146.	5,128,003.	29,446,011.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	15,331.	16,216.	35,931.	18,871.	183,664.	270,013.
9 Net income from unrelated business activities, whether or not the business is regularly carried on .....						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....	50,000.	29,769.	19,310.	60.	-1,245.	97,894.
11 <b>Total support.</b> Add lines 7 through 10						29,813,918.
12 Gross receipts from related activities, etc. (see instructions) .....					12	917,375.
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) .....	14	57.32 %
15 Public support percentage from 2009 Schedule A, Part II, line 14 .....	15	54.64 %
16a <b>33 1/3% support test - 2010.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>	
b <b>33 1/3% support test - 2009.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
17a <b>10% -facts-and-circumstances test - 2010.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
b <b>10% -facts-and-circumstances test - 2009.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>	

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.) .....						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12.) .....						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** .....

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2009 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2009 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

**b 33 1/3% support tests - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions .....



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

### Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

# 2010

Name of the organization

Employer identification number

**BUILDING CHANGES**

91-1410450

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( 3 ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

#### General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

#### Special Rules

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

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ..... ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

**BUILDING CHANGES**

**91-1410450**

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 475,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 105,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 913,163.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 801,927.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 1,782,115.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization  <b>BUILDING CHANGES</b>	Employer identification number  <b>91-1410450</b>
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**Part II Noncash Property** (see instructions)

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

Name of organization	Employer identification number  <b>91-1410450</b>
----------------------	---

**BUILDING CHANGES**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

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

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2010**

Department of the Treasury  
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

Open to Public  
Inspection

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.

▶ See separate instructions.

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35a (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization **BUILDING CHANGES** Employer identification number **91-1410450**

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ..... ▶ \$ \_\_\_\_\_
- 3 Volunteer hours .....

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? .....  Yes  No
- 4a Was a correction made? .....  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ..... ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file Form 1120-POL for this year? .....  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

**Part II-A** Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check  if the filing organization belongs to an affiliated group.  
 B Check  if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying) .....	1,251.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying) .....	1,577.													
c	Total lobbying expenditures (add lines 1a and 1b) .....	2,828.													
d	Other exempt purpose expenditures .....	6,531,358.													
e	Total exempt purpose expenditures (add lines 1c and 1d) .....	6,534,186.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	476,709.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f) .....	119,177.													
h	Subtract line 1g from line 1a. If zero or less, enter -0- .....	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0- .....	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No												

**4-Year Averaging Period Under Section 501(h)**  
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a	Lobbying nontaxable amount		329,668.	476,709.	806,377.
b	Lobbying ceiling amount (150% of line 2a, column(e))				1,209,566.
c	Total lobbying expenditures		7,393.	2,828.	10,221.
d	Grassroots nontaxable amount		82,417.	119,177.	201,594.
e	Grassroots ceiling amount (150% of line 2d, column (e))				302,391.
f	Grassroots lobbying expenditures		2,363.	1,251.	3,614.

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers? .....			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
<b>c</b> Media advertisements? .....			
<b>d</b> Mailings to members, legislators, or the public? .....			
<b>e</b> Publications, or published or broadcast statements? .....			
<b>f</b> Grants to other organizations for lobbying purposes? .....			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? .....			
<b>i</b> Other activities? If "Yes," describe in Part IV .....			
<b>j</b> Total. Add lines 1c through 1i .....			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? .....			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members? .....	<b>1</b>	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? .....	<b>2</b>	
<b>3</b> Did the organization agree to carryover lobbying and political expenditures from the prior year? .....	<b>3</b>	

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members .....	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year .....	<b>2a</b>	
<b>b</b> Carryover from last year .....	<b>2b</b>	
<b>c</b> Total .....	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .....	<b>3</b>	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? .....	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions) .....	<b>5</b>	

**Part IV Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

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**SCHEDULE D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11, or 12.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2010**  
Open to Public  
Inspection

Name of the organization **BUILDING CHANGES** Employer identification number **91-1410450**

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate contributions to (during year) .....		
3 Aggregate grants from (during year) .....		
4 Aggregate value at end of year .....		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).  
 Preservation of land for public use (e.g., recreation or education)  Preservation of an historically important land area  
 Protection of natural habitat  Preservation of a certified historic structure  
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 .....

(ii) Assets included in Form 990, Part X .....

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 .....

b Assets included in Form 990, Part X .....

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If "Yes," explain the arrangement in Part XIV.

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ▶ \_\_\_\_\_ %
- b Permanent endowment ▶ \_\_\_\_\_ %
- c Term endowment ▶ \_\_\_\_\_ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? \_\_\_\_\_

4 Describe in Part XIV the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		143,739.	135,363.	8,376.
d Equipment		362,133.	301,538.	60,595.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				68,971.

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely-held equity interests .....		
(3) Other .....		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) <b>INVESTMENT IN PARTNERSHIP</b>	<b>38,624.</b>
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶ **38,624.**

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under

2. FIN 48 (ASC 740).

<b>Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements</b>		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	5,290,542.
2	Total expenses (Form 990, Part IX, column (A), line 25)	6,534,186.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	-1,243,644.
4	Net unrealized gains (losses) on investments	-5,455.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.)	
9	Total adjustments (net). Add lines 4 through 8	-5,455.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	-1,249,099.

<b>Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return</b>		
1	Total revenue, gains, and other support per audited financial statements	5,558,299.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	-5,455.
b	Donated services and use of facilities	
c	Recoveries of prior year grants	
d	Other (Describe in Part XIV.)	273,212.
e	Add lines 2a through 2d	267,757.
3	Subtract line 2e from line 1	5,290,542.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	
b	Other (Describe in Part XIV.)	
c	Add lines 4a and 4b	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5,290,542.

<b>Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return</b>		
1	Total expenses and losses per audited financial statements	6,833,584.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a	Donated services and use of facilities	
b	Prior year adjustments	
c	Other losses	
d	Other (Describe in Part XIV.)	299,398.
e	Add lines 2a through 2d	299,398.
3	Subtract line 2e from line 1	6,534,186.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	
b	Other (Describe in Part XIV.)	
c	Add lines 4a and 4b	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	6,534,186.

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART XII, LINE 2D - OTHER ADJUSTMENTS:****AFFILIATED NONPROFIT REVENUE INCLUDED IN CONSOLIDATED**

**STATEMENTS** 206,945.

**IN-KIND INTEREST** 25,600.

**DIRECT COST OF SPECIAL EVENTS** 40,667.

**TOTAL TO SCHEDULE D, PART XII, LINE 2D** 273,212.

**Part XIV** Supplemental Information *(continued)*

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

AFFILIATED NONPROFIT EXPENSES INCLUDED IN CONSOLIDATED STATEMENTS	233,131.
IN-KIND INTEREST	25,600.
DIRECT COST OF SPECIAL EVENTS	40,667.
TOTAL TO SCHEDULE D, PART XIII, LINE 2D	299,398.



**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		LUNCHEON (event type)	DINNER (event type)	NONE (total number)	
Revenue	1	Gross receipts	161,849.	10,500.	172,349.
	2	Less: Charitable contributions	161,849.	10,500.	172,349.
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	4,000.	675.	4,675.
	7	Food and beverages	18,092.	5,210.	23,302.
	8	Entertainment		250.	250.
	9	Other direct expenses	12,160.	280.	12,440.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			( 40,667 )
	11	Net income summary. Combine line 3, column (d), and line 10			-40,667.

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			( )
	8	Net gaming income summary. Combine line 1, column d, and line 7			

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_  
 a Is the organization licensed to operate gaming activities in each of these states?  Yes  No

b If "No," explain: \_\_\_\_\_  
 \_\_\_\_\_

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No

b If "Yes," explain: \_\_\_\_\_  
 \_\_\_\_\_



**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

OMB No. 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

**BUILDING CHANGES**

Employer identification number  
**91-1410450**

**Part I General Information on Grants and Assistance**

**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No

**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ASSOCIATED MINISTRIES OF TACOMA - PIERCE COUNTY - 1224 SOUTH I ST - TACOMA, WA 98405	91-0847534	501(C)(3)	255,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
BENTON FRANKLIN COMMUNITY ACTION COMMITTEE - 720 W COURT ST - PASCO, WA 99301	91-0792238	501(C)(3)	290,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
CATHOLIC CHARITIES OF SPOKANE - ST MARGARET'S SHELTER - 101 E HARTSON - SPOKANE, WA 99202	91-0569880	501(C)(3)	31,544.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
CATHOLIC CHARITIES HOUSING SVCS 5301 TIETON DRIVE, SUITE G YAKIMA, WA 98908	91-1955616	501(C)(3)	20,760.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
CATHOLIC COMMUNITY SERVICES OF WESTERN WA - 100 23RD AVE S - SEATTLE, WA 98144	91-1585652	501(C)(3)	62,872.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
CRISIS SUPPORT NETWORK P.O. BOX 311 RAYMOND, WA 98577	91-1258998	501(C)(3)	1,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE

**2** Enter total number of section 501(c)(3) and government organizations **31.**

**3** Enter total number of other organizations **31.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2010)

**BUILDING CHANGES**

**Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)**

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ENTIAT VALLEY COMMUNITY SERVICES FOOD BANK - 2530 ENTIAT WAY - ENTIAT WA 98822	26-0901943	501(C)(3)	16,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
FAMILY FINANCE RESOURCE CENTER 1312 HEMLOCK ST LONGVIEW, WA 98632	91-2130028	501(C)(3)	25,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
HELPING HAND HOUSE 11701 100 FIRST AVENUE EAST PUYALLUP, WA 98373	91-1275046	501(C)(3)	84,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
HOUSING AUTHORITY OF THE CITY OF LONGVIEW - 1207 COMMERCE AVE - LONGVIEW, WA 98632	91-1012000	MUNICIPAL GOV'T	38,326.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
LOWER COLUMBIA COMMUNITY ACTION PROGRAM - 1526 COMMERCE AVE - LONGVIEW, WA 98632	91-0814141	501(C)(3)	28,800.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
MASON COUNTY SHELTER PO BOX 1777 SHELTON, WA 98584	91-1569401	501(C)(3)	14,710.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
MID-POINT PLACE 302 27TH NW EAST WENATCHEE, WA 98802	80-0605454	501(C)(3)	16,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
NORTHWEST YOUTH SERVICES 1020 N STATE ST BELLINGHAM, WA 98225	91-0970561	501(C)(3)	15,403.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
OKANAGAN COUNTY COMMUNITY ACTION COUNCIL - PO BOX 1067 - OKANOGAN, WA 98840	91-0814162	501(C)(3)	29,848.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE

LHA  
Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OPPORTUNITY COUNCIL 1111 CORNWALL AVE, STE C BELLINGHAM, WA 98225	91-0787820	501(C)(3)	39,500.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
RELIABLE ENTERPRISES 203 W REYNOLDS AVENUE CENTRALIA, WA 98531	91-1040643	501(C)(3)	23,066.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
SALVATION ARMY OF SPOKANE 222 E INDIANA AVE SPOKANE, WA 99207	91-0565002	501(C)(3)	31,726.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
SECOND STEP HOUSING 2500 MAIN ST, STE 120 VANCOUVER, WA 98660	91-1691325	501(C)(3)	12,455.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
SERENITY HOUSE OF CLALLAM COUNTY P.O. BOX 4047 FORT ANGELES, WA 98363	91-1180069	501(C)(3)	93,061.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
TACOMA HOUSING AUTHORITY 902 SOUTH L STREET TACOMA, WA 98405	91-6000980	MUNICIPAL GOV'T	120,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
TRANSITIONS 1002 N SUPERIOR ST SPOKANE, WA 99202	91-1307272	501(C)(3)	32,341.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
VOLUNTEERS OF AMERICA OF WESTERN WASHINGTON - P.O. BOX 839 - EVERETT, WA 98206	91-0577129	501(C)(3)	112,750.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
WASHINGTON HOME OF YOUR OWN PO BOX 2569 EVERETT, WA 98213 LHA	912021016	501(C)(3)	18,500.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WASHINGTON WORKING FAMILIES PROSPERITY CENTER - 132 SW 153RD ST #202 - BURLIN, WA 98166	27-1433355	501(C)(3)	25,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
WEST END OUTREACH SERVICES (C/O FORKS COMMUNITY HOSPITAL) - 530 BOGACHIEL WAY - FORKS, WA 98331	91-6001732	MUNICIPAL GOV'T	22,955.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
WEST SOUND TREATMENT CENTER 1415 LUMSDEN RD FORT ORCHARD, WA 98367	91-1109429	501(C)(3)	400,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
WOMEN'S RESOURCE CENTER OF N CENTRAL WA - P.O. BOX 2051 - WENATCHEE, WA 98807	91-1109429	501(C)(3)	26,023.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
TACOMA/PIERCE COUNTY EMPLOYMENT & TRAINING CONSORTIUM DBA WORKFORCE CENTRAL - 3650 S CEDAR ST - TACOMA, WA 98409	91-1185418	MUNICIPAL GOV'T	135,000.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
YAKIMA NEIGHBORHOOD HEALTH SERVICES - 12 8TH S 8TH ST - YAKIMA, WA 98901	91-0928817	501(C)(3)	782,850.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
YWCA OF SEATTLE - KING COUNTY - SNOHOMISH COUNTY - 1118 FIFTH AVENUE - SEATTLE, WA 98101	91-0482890	501(C)(3)	168,600.	0.			TO PROVIDE SERVICES TO SUPPORT HOMELESS FAMILIES ACROSS WA STATE
LHA							

**Part III** Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

**Part IV** Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: GRANTEES ARE REQUIRED TO SUBMIT QUARTERLY REPORTS TO BC WHICH INCLUDE A FINANCIAL ACTIVITY REPORT AND A SERVICE ACTIVITY REPORT. ON AN ANNUAL BASIS, GRANTEES PROVIDE BC WITH COPIES OF THEIR AUDITED FINANCIAL STATEMENTS AND 990. BC STAFF CONDUCTS BI-ANNUAL, ON SITE MONITORING OF EACH GRANTEE TO ENSURE THAT GRANTEES ARE FULFILLING CONTRACT REQUIREMENTS INCLUDING THE APPROPRIATE USE OF GRANT FUNDS. GRANTEES ARE REQUIRED TO FILL OUT A EXTENSIVE MONITORING REPORT PRIOR TO THE VISIT. DURING THE SITE VISIT, BC STAFF REVIEW A RANDOM SAMPLE OF FINANCIAL RECORDS AND CASE FILES, AS WELL AS MEET WITH PROJECT STAFF TO



**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2010**  
Open to Public  
Inspection

Name of the organization

**BUILDING CHANGES**

Employer identification number  
**91-1410450**

**FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:**

IN LATE 2009, BC RECEIVED A TWO YEAR \$1 MILLION STRENGTHENING  
COMMUNITIES FUND GRANT FROM THE U.S. DEPARTMENT OF HEALTH AND HUMAN  
SERVICES AND LAUNCHED THE ECONOMIC OPPORTUNITIES INITIATIVE (EOI), A  
GRANTMAKING AND TRAINING PROGRAM TO ASSIST 25 AGENCIES ACROSS WA STATE  
TO BOOST CORE EDUCATION AND EMPLOYMENT SERVICES THAT GIVE PEOPLE THE  
TOOLS TO GET BACK ON THEIR FEET.

**FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:**

2010 WAS THE FIRST FULL YEAR IN WHICH THE WASHINGTON FAMILIES FUND  
OPERATED AS A PROGRAM OF BUILDING CHANGES (BC). AS SUCH, ALL WFF  
GRANTMAKING REVENUES AND EXPENSES ARE ACCRUED AND RECORDED AS FUNDS ARE  
DONATED BY PRIVATE PHILANTHROPY AND GRANTS ARE AWARDED TO NONPROFIT  
ORGANIZATIONS. IN THE PAST, BUILDING CHANGES WAS THE PAID  
ADMINISTRATOR/AGENT FOR WFF AND THE ONLY REVENUES AND EXPENSES RECORDED  
WERE FOR THE GRANTMAKING ACTIVITIES, TECHNICAL ASSISTANCE AND  
EVALUATION ACTIVITIES PROVIDED BY BC. PRIVATE FUNDS DONATED FOR WFF  
WERE HELD AND FULLY ACCRUED IN WFF AGENCY ACCOUNTS ON THE BALANCE  
SHEET.

**FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:**

ECONOMIC OPPORTUNITIES INITIATIVE TO 25 AGENCIES TO BOOST CORE  
EDUCATION AND EMPLOYMENT SERVICES THROUGHOUT WASHINGTON STATE.

**FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:**

**OTHER PROGRAM SERVICES: HOUSING AND CLIENT SERVICES - BC HAS PARTNERED**

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

Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

BUILDING CHANGES

Employer identification number

91-1410450

WITH LOCAL HOUSING AND SERVICE PROVIDERS TO CREATE 168 UNITS OF SERVICE-ENRICHED HOUSING FOR LOW-INCOME INDIVIDUALS AND FAMILIES WITH HIV/AIDS. OF THOSE UNITS, BC IS CURRENTLY THE MANAGING PARTNER OR SPONSOR AGENCY FOR THE LYON BUILDING WITH 64 UNITS; CHRISTOPHER HOUSING WITH 8 UNITS; SHIRLEY BRIDGE BUNGALOWS, WITH 6 UNITS; AND 8 UNITS OF LEASE BUY-DOWN APARTMENTS.

EXPENSES \$ 470,671. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11: THE 2010 990 DRAFT WAS REVIEWED AND DISCUSSED BY THE FINANCE, AUDIT AND HOUSING COMMITTEE ON OCTOBER 19. ONE WEEK PRIOR TO THE OCTOBER BOARD MEETING, THE 2010 990 DRAFT WAS EMAILED TO THE ENTIRE BOARD ALONG WITH A MEMO WHICH IDENTIFIED SIGNIFICANT ITEMS AND THEIR LOCATION WITHIN THE 990. AT THE OCTOBER 28 BOARD MEETING THE TREASURER AND DIRECTOR OF FINANCE GAVE A PRESENTATION ON THE 990 AND THE FINANCE, AUDIT AND HOUSING COMMITTEE BROUGHT FORTH A FORMAL RESOLUTION TO APPROVE AND FILE THE 2010 990. THE MOTION WAS APPROVED AND THE 990 WAS SIGNED AND FILED.

FORM 990, PART VI, SECTION B, LINE 12C: ALL BOARD AND STAFF MEMBERS ARE REQUIRED TO REVIEW AND SIGN THE CONFLICT OF INTEREST POLICY ANNUALLY. THROUGH THIS PROCESS BOARD MEMBERS AND STAFF ARE REMINDED OF THE REQUIREMENT TO DISCLOSE ALL MATERIAL FACTS OF EVERY ACTUAL OR POTENTIAL CONFLICT OF INTEREST TO THE EXECUTIVE DIRECTOR, DIRECTOR OF FINANCE AND OPERATIONS, OR BOARD CHAIR. BC MANAGEMENT AND THE BOARD EXECUTIVE COMMITTEE HAVE THE RESPONSIBILITY TO IDENTIFY RELATED PARTY TRANSACTIONS AND REAL OR POTENTIAL CONFLICTS OF INTEREST. ALL IDENTIFIED RELATED PARTY TRANSACTIONS AND REAL OR POTENTIAL CONFLICT OF INTERESTS ARE PRESENTED AND DISCUSSED BY THE APPROPRIATE COMMITTEE OR FULL BOARD AND ARE RECORDED IN THE MINUTES OF

Name of the organization

BUILDING CHANGES

Employer identification number

91-1410450

THAT MEETING.

FORM 990, PART VI, LINE 15:

ED COMPENSATION IS RECOMMENDED BY THE BOARD EXECUTIVE COMMITTEE AND APPROVED BY THE BOARD IN CLOSED SESSION. THE ED IS EVALUATED BY THE BOARD EVERY 2 YEARS. OTHER KEY EMPLOYEE COMPENSATION IS SET BY THE EXEC DIRECTOR. THE BC HR MANAGMENT REVIEWS THE BI-ANNUAL UNITED WAY NON-PROFIT SALARY SURVEY AND CONFERS WITH AGENCIES DOING COMPARABLE WORK TO REVIEW SALARIES FOR POSITIONS WITH NO DIRECT COMPS IN THE UWKC SURVEY. ED AND SENIOR MANAGEMENT COMPENSATION HAS BEEN FLAT FOR SEVERAL YEARS. THEY HAVE RECEIVED ONLY A STAFF-WIDE COLA IN EARLY 2009, AND MODEST STAFF-WIDE BONUS IN LATE 2010.

FORM 990, PART VI, SECTION C, LINE 19: OUR ANNUAL AUDITED FINANCIAL STATEMENTS, INTERIM FINANCIAL STATEMENTS, GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS: -5,455.

PART XI FINANCIAL STATEMENTS AND REPORTING

QUESTION 2C

THE AUDIT COMMITTEE HAS NOT CHANGED ITS REVIEW PROCEDURE FOR THE ORGANIZATION'S AUDITED FINANCIAL STATEMENTS.





**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
<b>b</b> Gift, grant, or capital contribution to other organization(s)		X
<b>c</b> Gift, grant, or capital contribution from other organization(s)		X
<b>d</b> Loans or loan guarantees to or for other organization(s)		X
<b>e</b> Loans or loan guarantees by other organization(s)		X
<b>f</b> Sale of assets to other organization(s)		X
<b>g</b> Purchase of assets from other organization(s)		X
<b>h</b> Exchange of assets		X
<b>i</b> Lease of facilities, equipment, or other assets to other organization(s)		X
<b>j</b> Lease of facilities, equipment, or other assets from other organization(s)		X
<b>k</b> Performance of services or membership or fundraising solicitations for other organization(s)		X
<b>l</b> Performance of services or membership or fundraising solicitations by other organization(s)		X
<b>m</b> Sharing of facilities, equipment, mailing lists, or other assets		X
<b>n</b> Sharing of paid employees		X
<b>o</b> Reimbursement paid to other organization for expenses		X
<b>p</b> Reimbursement paid by other organization for expenses		X
<b>q</b> Other transfer of cash or property to other organization(s)		X
<b>r</b> Other transfer of cash or property from other organization(s)		X

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	LYON BUILDING LIMITED PARTNERSHIP	D	1,880,893.BOOK VALUE	
(2)				
(3)				
(4)				
(5)				
(6)				





