

PUBLIC DISCLOSURE COPY

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2016 calendar year, or tax year beginning **OCT 1, 2016** and ending **SEP 30, 2017**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MAKING CHANGE Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 105 EAST MORENO AVENUE 200 City or town, state or province, country, and ZIP or foreign postal code COLORADO SPRINGS, CO 80903 F Name and address of principal officer: DAVID MCCONNELL 105 EAST MORENO AVE, STE 200, COLORADO SPRING	D Employer identification number 48-1003869 E Telephone number (719) 309-6742 G Gross receipts \$ 6,300,633. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.MAKINGCHANGE.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		
L Year of formation: 1985		M State of legal domicile: DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO FUND SELF-HELP COMMUNITY DEVELOPMENT PROGRAMS/PROJECTS IN THE UNITED STATES. 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 2016 (Part V, line 2a) 5 4 6 Total number of volunteers (estimate if necessary) 6 0 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0. 7b Net unrelated business taxable income from Form 990-T, line 34 7b 0.		
Revenue	8 Contributions and grants (Part VIII, line 1h) 4,585,884. Prior Year 6,049,982. Current Year 9 Program service revenue (Part VIII, line 2g) 0. 0. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 3,821. 483. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 168. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 4,589,705. 6,050,633.		
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 3,866,368. 5,387,848. 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) 514,251. 417,321. 16a Professional fundraising fees (Part IX, column (A), line 11e) 0. 0. b Total fundraising expenses (Part IX, column (D), line 25) ▶ 416,152. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 334,738. 465,127. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 4,715,357. 6,270,296. 19 Revenue less expenses. Subtract line 18 from line 12 -125,652. -219,663.		
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 913,054. Beginning of Current Year 731,216. End of Year 21 Total liabilities (Part X, line 26) 135,009. 172,834. 22 Net assets or fund balances. Subtract line 21 from line 20 778,045. 558,382.		

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 DAVID SCHOEDER, TREASURER Type or print name and title	Date		
Paid Preparer Use Only	Print/Type preparer's name MITCHELL DOWNS, CPA	Preparer's signature 	Date 	Check if self-employed <input type="checkbox"/> PTIN P00831972
	Firm's name ▶ OSBORNE, PARSONS & ROSACKER, LLP	Firm's EIN ▶ 84-0636698		
	Firm's address ▶ 601 NORTH NEVADA AVENUE COLORADO SPRINGS, CO 80903	Phone no. 719.636.2321		

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 or note to any line in this Part III

1 Briefly describe the organization's mission: MAKING CHANGE, FORMALLY KNOWN AS FICAH, WAS INCORPORATED ON JULY 23, 1985, FOR THE PURPOSE OF SOLICITING CONTRIBUTIONS FROM CORPORATE AND PRIVATE SOURCES WITHIN THE RETAIL INDUSTRY TO FUND SELF-HELP COMMUNITY DEVELOPMENT PROJECTS THROUGHOUT THE UNITED STATES.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 5,543,917. including grants of \$ 5,387,848.) (Revenue \$ 168.) MAKING CHANGE IS A 501(C)(3) NON-PROFIT ORGANIZATION THAT PROMOTES HUNGER RELIEF, HUMAN DIGNITY, WELLNESS, AND SELF-SUFFICIENT COMMUNITIES. WE DO THIS BY ENABLING OUR RETAIL PARTNERS TO SOLICIT DONATIONS FROM THEIR SHOPPERS TO PROVIDE SUPPORT OF NON-PROFIT AGENCIES (FULLY VETTED BY MAKING CHANGE AS A LEGITIMATE 501(C)(3) PRIOR TO DISBURSEMENT OF FUNDING) WHOSE MISSIONS ARE TO PROMOTE SELF-SUFFICIENCY WITHIN THE COMMUNITIES OUR RETAIL PARTNERS SERVE. WE FACILITATE THE COLLECTION OF THESE DONATIONS VIA THE DEVELOPMENT OF IN-STORE POINT-OF-PURCHASE MATERIALS (LOCATED AT THE CHECK STAND) THAT ALLOWS SHOPPERS (THE DONORS) TO CONTRIBUTE FUNDS AS THEY COMPLETE THEIR IN-STORE PURCHASES.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

4e Total program service expenses 5,543,917.

Part IV Checklist of Required Schedules

	Yes	No
1 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>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3 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>		X
4 Section 501(c)(3) organizations. 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>		X
5 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>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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>		X
7 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>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, 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>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 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.		
a 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>	X	
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>		X
c 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>		X
d 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>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f 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>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
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 and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 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>		X
18 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>		X
19 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>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 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>	X	
24a 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 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. 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>		X
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>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 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):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
c 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>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 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>		X
33 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>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, 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>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 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>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Input box for Schedule O check

Main table with columns for question numbers (1a-14b), Yes/No, and input fields. Includes questions about Form 1096, Form W-2G, Form W-3, and various IRS forms like 8886-T, 8899, 720, and 709.

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 or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a 18		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 18		
2	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?		X
3	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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	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		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
10b			
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12c		X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **NONE**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: **DAVID MCCONNELL - (719) 309-6742**
105 EAST MORENO AVENUE, STE 200, COLORADO SPRINGS, CO 80903

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

Check if Schedule O contains a response or note to any line 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 (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) ALFRED P. "SKIP" ALDRIDGE III TRUSTEE	2.00	X						0.	0.	0.
(2) MARK BATENIC TRUSTEE	2.00	X						0.	0.	0.
(3) DENNIS BELCASTRO VICE CHAIRMAN	2.00	X		X				0.	0.	0.
(4) JOE BIVONA TRUSTEE	2.00	X						0.	0.	0.
(5) RICK BRINDLE TRUSTEE	2.00	X						0.	0.	0.
(6) MARIA BROUS TRUSTEE	2.00	X						0.	0.	0.
(7) FRANCIS CAMERON TRUSTEE	2.00	X						0.	0.	0.
(8) PAUL COOKE TRUSTEE	2.00	X						0.	0.	0.
(9) DAGMAR FARR TRUSTEE	2.00	X						0.	0.	0.
(10) DAVE JONES CHAIRMAN	2.00	X		X				0.	0.	0.
(11) PETER LARKIN TRUSTEE	2.00	X						0.	0.	0.
(12) JOHN MAYER TRUSTEE	2.00	X						0.	0.	0.
(13) LARRY MCCURRY TRUSTEE	2.00	X						0.	0.	0.
(14) MICHAEL NEEDLER, JR. SECRETARY	2.00	X		X				0.	0.	0.
(15) DAVID ORGEL TRUSTEE	2.00	X						0.	0.	0.
(16) ART POTASH TRUSTEE	2.00	X						0.	0.	0.
(17) DAVID W. SCHOEDER TREASURER	2.00	X		X				0.	0.	0.

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes entries for Chris Witte and David McConnell.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 1

Table with 3 columns: Question number, Yes, No. Contains questions 3, 4, and 5 regarding compensation reporting.

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. Report compensation for the calendar year ending with or within the organization's tax year.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Includes a 'NONE' entry in column A.

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

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 6,049,982.					
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		6,049,982.				
Program Service Revenue	2 a _____	Business Code					
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		483.			483.	
	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	250,000.				
		c Gain or (loss)	250,000.				
		d Net gain or (loss)	0.				
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
		c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses		b					
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	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS	900099	168.	168.				
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d		168.					
12 Total revenue. See instructions.		6,050,633.	168.	0.	483.		

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).

Check if Schedule O contains a response or note to any line in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	5,387,848.	5,387,848.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	307,000.	111,280.	99,454.	96,266.
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	90,229.	32,706.	29,230.	28,293.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	20,092.	7,283.	6,509.	6,300.
11 Fees for services (non-employees):				
a Management				
b Legal	1,839.		1,839.	
c Accounting	47,892.		47,892.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.)	106,333.		25,619.	80,714.
12 Advertising and promotion	50,863.		50,863.	
13 Office expenses	12,388.	1,927.	9,637.	824.
14 Information technology	2,838.		2,838.	
15 Royalties				
16 Occupancy	8,825.	2,873.	3,363.	2,589.
17 Travel	19,087.		19,087.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	19,069.		2,598.	16,471.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,470.		1,470.	
23 Insurance	6,528.		6,528.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a POINT OF PURCHASE MATER	184,695.			184,695.
b PRODUCTION	2,345.		2,345.	
c PRINTING	955.		955.	
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	6,270,296.	5,543,917.	310,227.	416,152.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	859,340.	1	721,286.
	2 Savings and temporary cash investments	10,715.	2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	29,440.	4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other 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 instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	187.	8	187.
	9 Prepaid expenses and deferred charges	4,662.	9	4,603.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 9,739.		
	b Less: accumulated depreciation	10b 4,599.	10c	5,140.
	11 Investments - publicly traded securities		11	
	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	2,100.	15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	913,054.	16	731,216.	
Liabilities	17 Accounts payable and accrued expenses	11,353.	17	6,234.
	18 Grants payable	123,656.	18	166,600.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other 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		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	135,009.	26	172,834.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	778,045.	27	558,382.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	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 Total net assets or fund balances	778,045.	33	558,382.	
34 Total liabilities and net assets/fund balances	913,054.	34	731,216.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,050,633.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,270,296.
3	Revenue less expenses. Subtract line 2 from line 1	3	-219,663.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	778,045.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	558,382.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	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	
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 _____		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Open to Public Inspection

Name of the organization **MAKING CHANGE** Employer identification number **48-1003869**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4880348.	5923833.	4849550.	4585884.	6049982.	26289597.
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 Total. Add lines 1 through 3	4880348.	5923833.	4849550.	4585884.	6049982.	26289597.
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)						
6 Public support. Subtract line 5 from line 4.						26289597.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4	4880348.	5923833.	4849550.	4585884.	6049982.	26289597.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,763.	6,613.	5,902.	3,821.	483.	23,582.
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 VI.)					168.	168.
11 Total support. Add lines 7 through 10						26313347.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))	14	99.91 %
15 Public support percentage from 2015 Schedule A, Part II, line 14	15	99.87 %
16a 33 1/3% support test - 2016. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2015. 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 stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2016. 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 stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2015. 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 stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. 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 10 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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 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						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (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

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2016. 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 - 2015. 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

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	Yes	No
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions			
3 Excess distributions carryover, if any, to 2016:			
a			
b			
c From 2013			
d From 2014			
e From 2015			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2016 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions			
6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7:			
a			
b Excess from 2013			
c Excess from 2014			
d Excess from 2015			
e Excess from 2016			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

MISCELLANEOUS

2016 AMOUNT: \$ 168.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Open to Public Inspection

Name of the organization MAKING CHANGE Employer identification number 48-1003869

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two yes/no questions about donor property and grant fund usage.

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include purpose of easements, total number and acreage, number of easements on historic structures, and monitoring details.

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include reporting requirements for art and historical treasures.

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 XIII.

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" on 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 XIII 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, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on 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 current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Temporarily restricted endowment _____ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

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

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(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				
d Equipment		9,739.	4,599.	5,140.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				5,140.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. 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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	6,050,633.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	0.
3	Subtract line 2e from line 1		3	6,050,633.
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	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	6,050,633.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	6,270,296.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	0.
3	Subtract line 2e from line 1		3	6,270,296.
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	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	6,270,296.

Part XIII Supplemental Information.

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, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

MAKING CHANGE'S TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL, STATE, AND LOCAL AUTHORITIES. MAKING CHANGE IS NOT AWARE OF ANY ACTIVITIES THAT ARE SUBJECT TO TAX ON UNRELATED BUSINESS INCOME OR EXCISE OR OTHER TAXES.

**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" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Open to Public
Inspection

Name of the organization **MAKING CHANGE** Employer identification number **48-1003869**

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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that 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 noncash assistance	(h) Purpose of grant or assistance
100 BLACK MEN OF SOUTH FLORIDA, INC. - PO BOX 970997 - MIAMI, FL 33197	65-0138060	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
211 BROWARD 250 NE 33RD STREET OAKLAND, FL 33334	65-0589294	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
211 PALM BEACH/TREASURE COAST PO BOX 3588 LANTANA, FL 33465	23-7153017	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
2ND HARVEST FOOD BANK OF MIDDLE TENNESSEE - 331 GREAT CIRCLE RD. - NASHVILLE, TN 37228	62-1049447	501(C)(3)	176,549.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
4 KIDS OF SOUTH FLORIDA, INC. 2717 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309	61-1416525	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ACADEMY PREP - ST. PETE CAMPUS 2301 22ND AVENUE SOUTH ST. PETERSBURG, FL 33712	59-3622978	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **175.**

3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2016)

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
ACADEMY PREP - TAMPA CAMPUS 1407 EAST COLUMBUS DRIVE TAMPA, FL 33605	59-3622978	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ACHIEVEMENT CENTERS FOR CHILDREN AND FAMILIES - 555 NW 4TH STREET - DELRAY BEACH, FL 33444	59-1264435	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ACTION MINISTRIES 17 EXECUTIVE PARK DRIVE, SUITE 540 ATLANTA, GA 30329	58-2070427	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
AGAPE FOOD BANK C/O CATHOLIC CHARITIES - 625 MCCUE ROAD - LAKELAND, FL 33815	59-1214353	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ALL FAITHS FOOD BANK 8171 BLAIKIE COURT SARASOTA, FL 34240	65-0115814	501(C)(3)	75,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
AMERICAN CANCER SOCIETY 1801 MEYERS RD., SUITE 100 OAKBROOK TERRACE, IL 60181	13-1788491	501(C)(3)	13,729.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ANDERSON INTERFAITH MINISTRIES 1202 S. MURRAY AVE ANDERSON, SC 29624	57-0896524	501(C)(3)	14,089.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ANNISTON SOUP BOWL 1516 MOORE AVE ANNISTON, AL 36202	63-0882726	501(C)(3)	13,301.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ARC OF BROWARD COUNTY 10250 NW 53RD STREET SUNRISE, FL 33351	59-0809623	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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
ARC OF MARTIN COUNTY 2001 S KANNER HWY STUART, FL 34994	59-6153484	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ARC OF SOUTH FLORIDA 935 SE 14 STREET HIALEAH, FL 33010	59-0839562	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E. LOWERY BLVD NW ATLANTA, GA 30318	58-1376648	501(C)(3)	286,105.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
AUTISM SPEAKS SOUTH FLORIDA 5805 BLUE LAGOON DRIVE, SUITE 170 MIAMI, FL 33126	20-2329938	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
BARROW COUNTY FOOD PANTRY - 41 CANDLER STREET - 18 ROCKWELL CHURCH RD. NE - WINDER, GA 30680	58-2405217	501(C)(3)	16,001.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
BIG BROTHERS BIG SISTERS - BROWARD 4101 RAVENSWOOD ROAD, SUITE 202 FORT LAUDERDALE, FL 33312	59-1507595	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
BIG CHILDREN'S FOUNDATION 9700 NW 70 STREET TAMARAC, FL 33321	47-3552022	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
BRANCHES 11500 NW 12TH AVE MIAMI, FL 33168	65-0716969	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
BREAD OF THE MIGHTY FOOD BANK 325 NW 10TH AVE GAINESVILLE, FL 32601	59-2805577	501(C)(3)	64,694.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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
BROWARD CHILDREN'S CENTER INC. 200 SE 19TH AVENUE POMPANO BEACH, FL 33060	59-1378244	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
BROWARD PARTNERSHIP FOR HOMELESS 920 NW 7TH AVENUE FORT LAUDERDALE, FL 33311	65-0777033	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
BURTON MEMORIAL UNITED METHODIST CHURCH - 93001 OVERSEAS HIGHWAY - TAVERNIER, FL 33070	59-1817528	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CAMACOL DEVELOPMENT COUNCIL 1401 WEST FLAGLER STREET MIAMI, FL 33135	56-2365255	501(C)(3)	50,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CAMILIUS HOUSE 1603 NW 7TH AVENUE MIAMI, FL 33136	65-0032862	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CARROLL COUNTY EMERGENCY SHELTER, INC. - P.O. BOX 2192 - CARROLTON, GA 30112	58-1628205	501(C)(3)	6,147.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CENTRO HISPANIC CATHOLIC CHURCH 125 N.W. 25 STREET MIAMI, FL 33127	59-1279497	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CENTRO MATER CHILD CARE SERVICES, INC. - 8298 NW 103RD STREET - HIALEAH GARDENS, FL 33016	20-8083301	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CHAPMAN PARTNERSHIP 1550 NORTH MIAMI AVENUE MIAMI, FL 33136	65-0425069	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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
CHARLOTTE COUNTY HOMELESS COALITION - 1476 KENESAW STREET - PORT CHARLOTTE, FL 33948	65-0139525	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE RD. CHATTANOOGA, TN 37406	62-0867645	501(C)(3)	30,753.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CHEROKEE MUST P.O. BOX 1696 CANTON, GA 30169	58-2034725	501(C)(3)	26,414.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CHILDRENS HOME SOCIETY OF FLORIDA MIAMI DADE COUNTY - 800 NW 15TH ST - MIAMI, FL 33136	59-0192430	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CHILDREN'S RESTORATION NETWORK 11285 ELKINS ROAD SUITE C-4 ROSWELL, GA 30076	58-2068230	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CHRIST CHAPEL D/B/A LOAVES AND FISHES FOOD PANTRY - 3102 NORTHINGTON COURT - FLORENCE, AL 35633	63-0772356	501(C)(3)	20,552.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CHRISTIAN CITY 7345 RED OAK RD UNION CITY, GA 30291	58-0917609	501(C)(3)	11,596.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CLEMSON COMMUNITY CARE 105 ANDERSON HIGHWAY CLEMSON, SC 29631	57-0868065	501(C)(3)	11,628.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
COMMUNITIES IN SCHOOL OF GEORGIA 260 PEACHTREE STREET SUITE 700 ATLANTA, GA 30303	58-1912923	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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

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CRU INNER CITY (CAMPUS CRUSADE FOR CHRIST) - 5860 MT. CARMEL TERRACE - JACKSONVILLE, FL 32216	95-6006173	501(C)(3)	11,065.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
CULLMAN CARING FOR KIDS 402 ARNOLD STREET NE CULLMAN, AL 35055	57-0889446	501(C)(3)	16,525.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
DAN MARINO FOUNDATION 400 NORTH ANDREWS AVE., FORT LAUDERDALE, FL 33300	65-0320556	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
EAST ALABAMA FOOD BANK 375 INDUSTRY DR. AUBURN, AL 36832	63-1112492	501(C)(3)	5,869.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
EDIBLE EXTRAS FOOD PANTRY, INC. 4700 NW 59TH WAY CORAL SPRINGS, FL 33067	27-4012877	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FAMILY CHRISTIAN ASSOCIATION OF AMERICA - 14701 NW 7TH AVENUE - MIAMI, FL 33168	59-2371125	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FARM SHARE, INC. 14125 SW 320 STREET HOMESTEAD, FL 33033	65-0342192	501(C)(3)	155,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FEED MORE 1415 RHOADMILLER STREET RICHMOND, VA 23220	54-1150923	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FEEDING AMERICA OF SOUTHWEST VIRGINIA - 1025 ELECTRIC ROAD - SALEM, VA 24153	54-1939556	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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FEEDING AMERICA OF TAMPA BAY 4702 TRANSPORT DRIVE BUILDING 6 TAMPA, FL 33605	59-2116576	501(C)(3)	72,500.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FEEDING NORTHEAST FLORIDA 1116 EDGEWOOD AVENUE NORTH, UNITS D JACKSONVILLE, FL 32254	46-5014769	501(C)(3)	60,809.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FEEDING PALM BEACH 4925 PARK RIDGE BLVD BOYNTON BEACH, FL 33426	59-2097520	501(C)(3)	150,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FEEDING SOUTH FLORIDA 2501 SW 32 TERRACE PEMBROKE PARK, FL 33023	59-2097520	501(C)(3)	150,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FEEDING THE GULF COAST 5248 MOBILE SOUTH STREET THEODORE, AL 36582	63-0821997	501(C)(3)	5,298.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FIRST UNITED METHODIST OF FT. PIERCE - 616 ORANGE AVENUE - FORT PIERCE, FL 34950	59-0662290	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FLORIDA BAPTIST CHILDREN'S HOME 1015 SIKES BLVD. LAKELAND, FL 33805	59-0657326	501(C)(3)	12,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FOOD BANK OF CENTRAL AND EASTERN NC - 1924 CAPITAL BLVD - RALEIGH, NC 27604	56-1283426	501(C)(3)	5,753.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FOOD BANK OF GREENWOOD COUNTY 222 EAST AVENUE GREENWOOD, SC 29648	57-0775160	501(C)(3)	5,205.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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FOOD BANK OF NORTH ALABAMA 2000 VERNON AVE., SW HUNTSVILLE, AL 35805	63-0884372	501(C)(3)	48,319.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FOOD FOR LIFE NETWORK, INC. 3510 BISCAYNE BLVD. #209 MIAMI, FL 33137	59-2815277	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FOOD FOR LIFE OUTREACH MINISTRIES INC. - 15110 SW 297 STREET - HOMESTEAD, FL 33033	01-0939609	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
FOREVER FAMILY 501 NE 8TH ST. FORT LAUDERDALE, FL 33304	20-0297838	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
GLAD TIDINGS TABERNACLE INC. 1209 UNITED STREET KEY WEST, FL 33040	59-1431599	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
GOLDEN HARVEST FOOD BANK 3310 COMMERCE DR. AUGUSTA, GA 30909	58-1466516	501(C)(3)	11,051.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
GOODMAN JEWISH FAMILY SERVICES OF BROWARD COUNTY, INC. - 100 SOUTH PINE ISLAND ROAD #220 - PLANTATION, FL 33324	59-0995106	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
GOODWILL INDUSTRIES OF SOUTH FLORIDA INC. - 2121 NW 21 STREET - MIAMI, FL 33142	59-0866126	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
GRACE PLACE PO BOX 990531 NAPLES, FL 34116	65-1229558	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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GREENE COUNTY FOOD PANTRY 501 MORNINGSIDE DR. GREENSBORO, GA 30642	26-2135416	501(C)(3)	6,864.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
GREENHOUSE MINISTRIES 309 S. SPRING ST. MURFREESBORO, TN 37130	62-1802432	501(C)(3)	20,815.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
GUADALUPE CENTER OF IMMOKALEE 509 HOPE CIRCLE IMMOKALEE, FL 34142	59-2617151	501(C)(3)	27,500.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
H.A.N.D.Y. 501 NE 8TH ST. FORT LAUDERDALE, FL 33304	59-2507617	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
HARRY CHAPIN FOOD BANK OF SOUTHWEST - 3760 FOWLER STREET - FORT MYERS, FL 33901	59-2332120	501(C)(3)	55,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
HARVEST FOOD DRIVE 5190 NW 165TH ST. MIAMI, FL 33014	27-301-2602	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
HARVEST HOPE FOOD BANK P.O. BOX 451 COLUMBIA, SC 29202	57-0725560	501(C)(3)	53,978.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
HEARTLAND FOODBANK 928 STATE ROAD 17 NORTH SEBRING, FL 33870	20-8234466	501(C)(3)	12,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
HELPING IN HIS NAME MINISTRIES, INC. - 85 BELLAMY PLACE, SUITE A - STOCKBRIDGE, GA 30281	58-1960667	501(C)(3)	34,246.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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HELPING PEOPLE SUCCEED P. O. BOX 597 STUART, FL 34995	59-1051699	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
HERE'S HELP 15100 NW 27 AVE OPA LOCKA, FL 33054	59-1298067	501(C)(3)	36,035.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
HIS SERVANTS PLACE, REDEEMER LUTHERAN CHURCH AND SCHOOL, INC. - 2450 SE OCEAN BOULEVARD - STUART, FL 34996	59-1273436	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
HISPANIC UNITY OF FLORIDA 5840 JOHNSON ST HOLLYWOOD, FL 33021	59-2230272	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
HOSEA FEED THE HUNGRY 732 JOSEPH E. LOWERY BLVD NW ATLANTA, GA 30318	58-1340903	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
IMMOKALEE CHILD CARE CENTER 3775 AIRPORT ROAD NORTH UNIT B NAPLES, FL 34105	59-1209842	501(C)(3)	27,500.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
INTER-FAITH FOOD SHUTTLE P.O. BOX 14638 RALEIGH, NC 27620	56-1753180	501(C)(3)	6,220.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ISLAND DOLPHIN CARE 150 LORELANE PLACE KEY LARGO, FL 33037	65-0728047	501(C)(3)	40,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
JEWISH COMMUNITY SERVICES OF S. FLORIDA - 735 NE 125TH ST - N. MIAMI, FL 33161	59-0637867	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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JOSHUA'S HEART FOUNDATION INC. P. O BOX 640342 MIAMI, FL 33164	14-2012279	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
JUBLIEE CENTER OF SOUTH BROWARD INC. - 2020 SCOTT STREET - HOLLYWOOD, FL 33020	65-0609182	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
KIDS IN DISTRESS 819 NE 26TH STREET FORT LAUDERDALE, FL 33305	59-1927289	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
KID'S PACK 3725 FRONTAGE ROAD NORTH SUITE 1 LAKELAND, FL 33810	80-0830473	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
LAKE CARES FOOD PANTRY 2001 WEST OLD HIGHWAY 441 SUITE 1 MOUNT DORA, FL 32757	26-4223345	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
LAUREN'S KIDS, INC 18851 NE 29TH AVENUE, SUITE 1010 AVENTURA, FL 33180	26-1252588	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
LIFEMOVES 181 CONSTITUTION DRIVE MENLO PARK, CA 94025	77-0160469	501(C)(3)	5,255.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
LIFENET4 FAMILIES COOPERATIVE FEEDING PROGRAM - 1 NW 33RD TERRACE - LAUDERHILL, FL 33311	59-2696451	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
LOAVES N FISHES 25 WOODS LAKE RD, SUITE #810 GREENVILLE, SC 29607	57-0931804	501(C)(3)	79,184.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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LOW COUNTRY FOOD BANK 2864 AZALEA DR. CHARLESTON, SC 29405	57-0751835	501(C)(3)	101,694.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MACON OUTREACH AT MULBERRY 267 FIRST ST MACON, GA 31202	36-2167731	501(C)(3)	11,120.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MANNA CAFE MINISTRIES MAILING: 1960-J MADISON STREET, #31 CLARKSVILLE, TN 37043	27-1699146	501(C)(3)	17,116.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MANNA FOOD BANK 627 SWANNANOA RIVER ROAD ASHEVILLE, NC 28805	58-1514800	501(C)(3)	5,015.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MANNA SHARE A MEAL 7946 NW 10TH STREET PLANTATION, FL 33322	65-0637594	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MARSHALL COUNTY CHRISTIAN SERVICES P.O. BOX 1463 ALBERTVILLE, AL 35950	63-1212476	501(C)(3)	5,126.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MAYOR'S FEED THE HUNGRY PROGRAM PO BOX 1992 SARASOTA, FL 34230	65-0369363	501(C)(3)	35,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MEALS ON WHEELS ATLANTA 1705 COMMERCE DRIVE NW ATLANTA, GA 30318	58-0960309	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MEALS ON WHEELS PLUS OF MANATEE 811 23RD AVENUE EAST BRADENTON, FL 34208	59-1420986	501(C)(3)	35,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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MEALS ON WHEEL SOUTH FLORIDA HUMAN SERVICES NETWORK - 451 N. STATE ROAD 7 - PLANTATION, FL 33317	59-2450043	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MIAMI RESCUE MISSION/BROWARD OUTREACH CENTERS - 2159 NW 1ST COURT - MIAMI, FL 33127	59-1743865	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY, AL 36108	63-0931864	501(C)(3)	11,442.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MUST MINISTRIES 1407 COBB PARKWAY NORTH, P.O. BOX 1 MARIETTA, GA 30061	58-2034725	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
MUSTARD SEED MINISTRIES 3230 S US HWY 1 FORT PIERCE, FL 34982	65-0017366	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
NEIGHBORLY CARE NETWORK, SUNSHINE CENTER - 13945 EVERGREEN AVENUE - CLEARWATER, FL 33762	59-1218100	501(C)(3)	22,500.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
NEIGHBORS 4 NEIGHBORS 8900 NW 18 TERRACE DORAL, FL 33172	65-0364391	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
NEW JERUSALEM MINISTRY 5400 SW 122 AVENUE MIAMI, FL 33175	59-2732176	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
OCONEE AREA RESOURCE COUNCIL INC. P.O. BOX 149 WATKINSVILLE, GA 30677	27-1366585	501(C)(3)	8,588.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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OVERTOWN YOUTH CENTER 450 NW 14TH STREET MIAMI, FL 33136	65-1048896	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
PACE CENTER FOR GIRLS 7545 LITTLE ROAD NEW PORT RICHEY, FL 34654	59-2414492	501(C)(3)	12,669.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
PALM BEACH COUNTY FOOD BANK INC. 525 GATOR DRIVE LANTANA, FL 33462	90-0788707	501(C)(3)	50,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
PARTNERSHIP AGAINST DOMESTIC VIOLENCE FOOD PANTRY - P.O. BOX 170225 - ATLANTA, GA 30317	58-1314556	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
POWDER SPRINGS SENIOR CITIZEN CENTER - 4181 ATLANTA ST., BLDG. #3 - POWDER SPRINGS, GA 30127	58-6005266	501(C)(3)	24,206.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
PREVENT CHILD ABUSE ATHENS 1551 JENNINGS MILL RD, SUITE 700-A BOGART, GA 30622	58-1775882	501(C)(3)	6,184.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
REAL LIFE CHILDREN'S RANCH 7777 US HIGHWAY 441 SE OKEECHOBEE, FL 34974	59-6173061	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
RELIGIOUS COMMUNITY SERVICES (RCS) 503 SOUTH MARTIN LUTHER KING JR. AV CLEARWATER, FL 33756	59-1309186	501(C)(3)	35,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ROCKDALE EMERGENCY RELIEF FUND 350 TALL OAK RD CONYERS, GA 30013	51-0195410	501(C)(3)	15,809.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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
SALVATION ARMY P.O. BOX 838 NEWNAN, GA 30264	58-0660607	501(C)(3)	9,395.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SALVATION ARMY 5631 VAN DYKE ROAD LUTZ, FL 33558	58-0660607	501(C)(3)	154,802.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SALVATION ARMY - BROWARD 1445 W BROWARD BLVD. FORT LAUDERDALE, FL 33312	58-0660607	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SALVATION ARMY - CLEARWATER 1625 NORTH BELCHER ROAD CLEARWATER, FL 33765	58-0660607	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SALVATION ARMY - HERNANDO 15464 CORTEZ BLVD BROOKSVILLE, FL 34613	58-0660607	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SALVATION ARMY - MIAMI AREA COMMAND - 1907 NW 38TH STREET - MIAMI, FL 33142	58-0660607	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SALVATION ARMY (HUNTSVILLE) 2114 OAKWOOD AVE HUNTSVILLE, AL 35810	58-0660607	501(C)(3)	48,319.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SALVATION ARMY ROME 310 EAST SECOND AVE. ROME, GA 30161	58-0660606	501(C)(3)	5,671.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SAMUEL'S HOUSE 1614 TRUESDELL COURT KEY WEST, FL 33040	65-0951120	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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
SECOND HARVEST FOOD BANK OF BREVARD - 6928A VICKIE CIRCLE - WEST MELBOURNE, FL 32904	59-2142315	501(C)(3)	36,182.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SECOND HARVEST FOOD BANK OF CENTRAL FL - 411 MERCY DRIVE - ORLANDO, FL 32805	59-2142315	501(C)(3)	115,420.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SECOND HARVEST FOOD BANK OF EAST TENNESSEE - 136 HARVEST LANE - MARYVILLE, TN 37801	58-1450139	501(C)(3)	14,529.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SECOND HARVEST FOOD BANK OF METROLINA - 500-B SPRATT STREET - CHARLOTTE, NC 28206	56-1352593	501(C)(3)	42,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SECOND HARVEST OF COASTAL GEORGIA 2501 E. PRESIDENT STREET SAVANNAH, GA 31404	58-1442013	501(C)(3)	21,694.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SECOND HARVEST OF SOUTH GEORGIA 1411 HARBIN CIRCLE VALDOSTA, GA 31601	58-2208545	501(C)(3)	6,112.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SEVIER COUNTY FOOD PANTRY 890 OLD KNOXVILLE HWY SEVIERVILLE, TN 37862	58-2087293	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ST. LOUIS CATHOLIC CHURCH 7270 SW 120 ST PINECREST, FL 33156	59-1055646	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
ST. MARY'S SOUP KITCHEN 2706 FLAGLER AVE. #12 KEY WEST, FL 33040	59-0799897	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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
ST. PETE FREE CLINIC 863 3RD AVENUE NORTH ST. PETERSBURG, FL 33701	23-7208280	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
STAR OF THE SEA FOUNDATION 5640 MALONEY AVE. KEY WEST, FL 33040	30-0496670	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
STETSON BAPTIST CHURCH 1025 W. MINNESOTA AVE. DELAND, FL 32720	59-6031891	501(C)(3)	7,500.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SUN SENTINEL CHILDREN'S FUND 500 E. BROWARD BLVD., #900 FORT LAUDERDALE, FL 33394	36-3689171	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
SUNRISE COMMUNITIES, INC. 9040 SUNSET DRIVE MIAMI, FL 33173	65-0118730	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE CENTER FOR FAMILY RESOURCES 995 ROSWELL STREET, NE, SUITE 100 MARIETTA, GA 30060	58-0876634	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE COMMUNITY FOOD BANK OF CENTRAL ALABAMA - 107 WALTER DAVIS DR. - BIRMINGHAM, AL 35209	63-0837956	501(C)(3)	166,857.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE PANTRY OF BROWARD 610 NW 3RD AVE FORT LAUDERDALE, FL 33311	74-3215234	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE PLACE 2550 THE PLACE CIRCLE CUMMING, GA 30040	58-2355072	501(C)(3)	49,933.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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
THE POVERELLO CENTER, INC. 2056 NORTH DIXIE HIGHWAY WILTON MANORS, FL 33305	65-0056218	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE RAINBOW HOUSE CHILDREN'S RESOURCE CENTER - P.O. BOX 1239 - ROBINS, GA 31099	58-1651220	501(C)(3)	11,847.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE RUSSELL EDUCATION FOUNDATION 5400 S. UNIVERSITY DRIVE , SUITE 20 DAVIE, FL 33328	65-0922490	501(C)(3)	30,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE SALVATION ARMY 8460 COURTHOUSE SQ. E, SUITE 100-A DOUGLASVILLE, GA 30134	58-0660607	501(C)(3)	17,217.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE SALVATION ARMY - HILLSBOROUGH COUNTY - 1603 NORTH FLORIDA AVENUE - TAMPA, FL 33602	58-0660607	501(C)(3)	35,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE SALVATION ARMY HALL COUNTY 681 DORSEY ST, GAINESVILLE, GA 30501	58-0660607	501(C)(3)	30,026.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE SALVATION ARMY OF INDIAN RIVER COUNTY - PO BOX 2864 - VERO BEACH, FL 32961	59-0631403	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE SALVATION ARMY, CARTERSVILLE BRANCH - 16 FELTON PLACE - CARTERSVILLE, GA 30120	58-0660606	501(C)(3)	5,887.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
THE VALLEY RESCUE MISSION, INC. 2903 SECOND AVE. COLUMBUS, GA 31904	58-0901848	501(C)(3)	11,644.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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
THE VOLUNTEER WAY 7820 CONGRESS STREET NEW PORT RICHEY, FL 34653	59-3555687	501(C)(3)	35,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
TREASURE COAST FOOD BANK 401 ANGLE ROAD FORT PIERCE, FL 34947	65-0123281	501(C)(3)	150,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
TRINITY CAFE 100 EAST MADISON STREET SUITE 300 TAMPA, FL 33602	59-3733387	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
UNITED CHRISTIAN MINISTRIES 303 DACUSVILLE HWY EASLEY, SC 29640	57-0892533	501(C)(3)	5,585.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
UNITED FOOD BANK OF PLANT CITY 702 EAST ALSOBROOK STREET SUITE H PLANT CITY, FL 33563	59-3069728	501(C)(3)	25,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
UNITED WAY OF SOUTH CENTRAL GEORGIA - 211 4TH STREET W - TIFTON, GA 31794	58-0948599	501(C)(3)	5,249.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
UNITED WAY OF THE LOWCOUNTRY, INC. P.O. BOX 202 BEAUFORT, SC 29901	57-0405847	501(C)(3)	33,825.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
URBAN LEAGUE OF BROWARD COUNTY 560 NW 27TH AVE FORT LAUDERDALE, FL 33311	59-1564384	501(C)(3)	15,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
VISTE 1232 EAST MAGNOLIA STREET LAKELAND, FL 33801	59-2625297	501(C)(3)	12,500.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

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
WASTE NOT WANT NOT, INC. P.O. BOX 119 ORANGE PARK, FL 32067	35-2244427	501(C)(3)	12,936.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
WE CARE FOOD PANTRY P.O. BOX 331 HOMOSASSA, FL 34487	80-0552092	501(C)(3)	11,002.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
WHITE SPRINGS BAPTIST CHURCH 4411 RAINBOW DRIVE RAINBOW CITY, AL 35906	63-0413219	501(C)(3)	8,904.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
WIREGRASS AREA UNITED WAY FOOD BANK - 382 TWITCHELL ROAD - DOTHAN, AL 36303	63-1075810	501(C)(3)	7,885.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
WOMEN IN DISTRESS OF BROWARD COUNTY - PO BOX 50187 - LIGHTHOUSE POINT, FL 33064	59-1592524	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
YMCA OF METRO ATLANTA 100 EDGEWOOD AVE NE #100 ATLANTA, GA 30303	58-0566253	501(C)(3)	20,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.
YMCA OF SOUTH FLORIDA 900 SE 3RD AVE FORT LAUDERDALE, FL 33316	59-0624464	501(C)(3)	10,000.	0.			TO HELP FULFILL MAKING CHANGE'S CORPORATE MISSION OF ALLEVIATING HUNGER.

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on 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 noncash assistance

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

CAMPAIGN PARTICIPANTS MAY NOMINATE COMMUNITY 501(C)(3) NONPROFITS TO
 RECEIVE AN AGREED UPON AMOUNT OF THE TOTAL FUNDS COLLECTED. BECAUSE
 CAMPAIGN FUNDS ARE COLLECTED USING MAKING CHANGE'S CHARITABLE TAX
 EXEMPTION, ALL RECIPIENTS OF LOCAL GRANTS MUST BE CHARITABLE ORGANIZATIONS
 DULY REGISTERED AND IN GOOD STANDING WITH THE IRS. THE NON-PROFIT'S
 "501(C)(3) DETERMINATION LETTER" OR OTHER PROOF OF THEIR NON-PROFIT STATUS
 MUST BE READILY AVAILABLE. THE ORGANIZATION'S VICE PRESIDENT FOR PROGRAM
 DEVELOPMENT REVIEWS THE 501(C)(3) PUBLIC CHARITIES THAT ARE NOMINATED BY

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2016

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

MAKING CHANGE

Employer identification number

48-1003869

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2016

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) DAVID MCCONNELL PRESIDENT/CEO	(i)	307,000.	0.	0.	0.	0.	307,000.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 3:

THE EXECUTIVE BOARD SETS THE COMPENSATION FOR THE PRESIDENT/CEO AT HIRING
AND ANNUALLY.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2016

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
Attach to Form 990 or Form 990-EZ.
Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization: MAKING CHANGE
Employer identification number: 48-1003869

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

Table with 4 columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

Table with 9 columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization? (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Total \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 5 columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
DAVID MCCONNELL	PRESIDENT & CEO OF	30,000.	DAVID MCCON		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: DAVID MCCONNELL

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

PRESIDENT & CEO OF ORGANIZATION

(D) DESCRIPTION OF TRANSACTION: DAVID MCCONNELL'S WIFE, ANN MCCONNELL, IS EMPLOYED BY THE ORGANIZATION AS THE FINANCE MANAGER/BOOKKEEPER.

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Open to Public
Inspection

Name of the organization

MAKING CHANGE

Employer identification number

48-1003869

FORM 990, PART VI, SECTION B, LINE 11B:

FORM 990 IS MAILED TO EACH TRUSTEE FOR REVIEW AND COMMENT BEFORE IT IS
FILED.

FORM 990, PART VI, SECTION B, LINE 12C:

EACH TRUSTEE SHALL BE RESPONSIBLE FOR DISCLOSING TO THE CORPORATION ANY
MATTER THAT WOULD MAKE SUCH TRUSTEE AN "INTERESTED PERSON" WITHIN THE
MEANING OF THE LAW. IN ADDITION, AT ANY TIME THE BOARD OF TRUSTEES OR THE
EXECUTIVE BOARD SHALL HAVE NOT MORE THAN FORTY-NINE PERCENT (49%) OF THE
TRUSTEES OR MEMBERS AS "INTERESTED PERSONS" DEFINED AS (A) ANY PERSON BEING
COMPENSATED BY THE CORPORATION FOR SERVICES RENDERED TO IT WITHIN THE
PREVIOUS 12 MONTHS, WHETHER AS A FULL-TIME OR PART-TIME EMPLOYEE,
INDEPENDENT CONTRACTOR OR OTHERWISE; AND (B) ANY BROTHER, SISTER, ANCESTOR,
DESCENDANT, SPOUSE, BROTHER-IN-LAW, SISTER-IN-LAW, SON-IN-LAW,
DAUGHTER-IN-LAW, MOTHER-IN-LAW OR FATHER-IN-LAW OF ANY SUCH PERSON.
NOTWITHSTANDING THE FOREGOING, ANY VIOLATION OF THE PROVISION OF THIS
SECTION SHALL NOT AFFECT THE VALIDITY OR ENFORCEABILITY OF ANY TRANSACTION
ENTERED INTO BY THE CORPORATION.

FORM 990, PART VI, SECTION B, LINE 15A:

CHIEF EXECUTIVE OFFICER (CEO) COMPENSATION IS DETERMINED BY THE EXECUTIVE
BOARD OF TRUSTEES UTILIZING INDEPENDENT PERSONS, COMPARABILITY DATA, AND
CONTEMPORANEOUS SUBSTANTIATION OF THE DECISION MAKING PROCESS. THE
PRESIDENT/CEO DETERMINES ALL OTHER OFFICER AND/OR KEY EMPLOYEE
COMPENSATION.

Name of the organization

MAKING CHANGE

Employer identification number

48-1003869

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST
POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.