

SUSTAINABLE REAL ESTATE

CLEAN ENERGY

SOCIAL ENTREPRENEURSHIP

"common sense in a conscious world"



Changetheworld.com is a free-to-use peer-to-peer online platform designed to simply help people help each other... the free eBay for socially conscious giving.

We provide a platform for incubating socially conscious ventures with "good capitalism" under the guidance of ethical and experienced business people.

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THE MISSION - "EMPOWERING AN ACT OF GRACE"

The mission of Changetheworld is to provide a community platform where socially conscious people from around the world can actively find and give to others personally... for free. People have problems. People have solutions. People inherently want to help other people. This online portal will serve as the platform to bring people together to actively improve the world... to serve the highest common denominator. By empowering people to give to their community, we are empowering them to do an "act of grace". And with the unlimited power and scale of the internet, we can empower ourselves to change the world.



SOCIAL ENTREPRENEURSHIP

Changetheworld provides a social network for incubating and launching socially conscious ventures with "good capitalism" provided by experienced business people. By applying the power of motivated business discipline, we can create long-term sustainability and dignity in the recipient enterprise. We can serve the mission of the venture more effectively.

Give a man a fish and you feed him for a day. Teach a man to fish and you feed him for a lifetime.

Chinese Proverb

Changetheworld provides a particularly suitable platform for universities and their students. This will be an effective network for collaboration of students seeking experience and business people looking to give their experience back. This platform could monetize those ideas coming from business students under the guidance of ethical, experienced alumni and friends of the school.

Our world has changed. Last year the membership in the Social Enterprise Club exceeded that of the Investment Bankers Club at Columbia University.

Henry Kravis



THE TECHNOLOGY

The website platform is comprehensively developed and utilizes proprietary technologies. People have a need - they post it. People want to give - they post it. The technology puts them together.

People who desire to help their world will have the tool to simply and personally connect with people that they can help. People who need help will likewise have the tool to simply and personally connect with people that can help them. This efficient introduction and connection of community is available with the proprietary technology of this online platform.

'The Reactor' is the core web tool of changetheworld. It will become the most effective online grouping of tools ever built, all of which activate the 'free market' community collaboration concept - the basis of changetheworld. Through the website, socially conscious citizens from around the world can find and help each other cure each other's smallest needs or establish grand projects toward solving the world's truly global concerns. This interactive platform will be accessed through the internet at no charge, allowing people to post charitable projects and other people to find those projects and contribute to them in any manner they wish – donations and gifts of time, goods, community support or resources of any kind.

Our open sharing and gifting technology facilitates innovative, efficient, personal giving to the community. There are no limits to the rate of potential growth, the size of the community, nor the good it can achieve. This is the social network that can change the world.

www.changetheworld.com



THE SUSTAINABILITY

Changetheworld will “give” while implementing fundamental business practices that empower the recipient to achieve their goals on a long-term, socially conscious, sustainable basis. By applying the power of capitalism (motivated business discipline), we can develop sustainability and dignity in the recipient enterprise. And serve the integrity of the mission more effectively.

ACTION

Changetheworld is designed to guide individuals to personal, sustainable, social responsibility by fulfilling their needs. It inspires citizens toward community action, rather than talk, to effect great change and evolve humanity on our planet.



THE ENTERPRISES

Our global benefit corporation will manage various enterprises to expand socially conscious practices. Our intended enterprises cover a spectrum of political, academic, environmental and economic areas and include the establishment of events, projects, businesses, alliances, endorsements, sponsorships and more.

THE NON-PROFIT

Our foundation is designed to facilitate the free exchange between the resources of would-be donors and international charities that are proving their effectiveness in serving their intended goals for beneficial impact in their specific region. The modern technology of the internet and the new social consciousness of 21st century business people that will provide new accountability and transparency for charitable giving.

“THE 1000”

Changetheworld will assemble 1000 experts from around the world, from 1000 different areas of specialization, (individuals, organizations, schools, professors, PhDs and professionals) to comprise a council we call THE 1000. Our goal is to create the world's most relevant, well meaning and inspired brain trust with more focused minds intent on discovering and implementing cures to the world's ills with more collaboration and numbers than what exists in any other organization.



UTNEHMER BIOGRAPHY

Mr. Utnehmer directs various socially conscious ventures. CW Development Partners is his environmentally sustainable real estate development company. Change the World, Inc. promotes social entrepreneurship through our internet based platform for incubating and investing in socially conscious ventures. SIG Energy is a clean energy developer of photovoltaic installations. And for the sake of his own children, he developed a Rudolf Steiner school in Los Angeles, whose pedagogy is based on social consciousness and environmental reverence.

Mr. Utnehmer is a member of the State Bar of California and is a licensed California real estate broker. Mr. Utnehmer serves as a member of the Counselors of Real Estate, University of Wisconsin Real Estate Alumni Association, the State Bar of California, Urban Land Institute, Westside Urban Forum, International Council of Shopping Centers and the U.S. Green Building Council.

An Open Letter to University Administrations

I would like to connect with students interested in social entrepreneurship. I am Development Director of Changetheworld, Inc., a global benefit corporation that provides a social network for incubating and launching socially conscious ventures, which will serve as an excellent platform for students to collaborate with experienced business people and angel investors.

Changetheworld provides a free-to-use peer-to-peer online platform designed to simply help people help each other... the free eBay for socially conscious giving. The mission of Changetheworld is to provide a community platform where socially conscious people can actively find and help each other personally. Secondly, and perhaps more importantly, Changetheworld will mentor and nurture disciplined business practices to develop long-term, socially conscious sustainable ventures. By applying the power of good capitalism (motivated business discipline), we can create sustainability and dignity in the recipient enterprise.

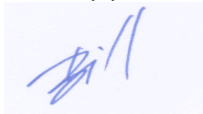
Changetheworld will serve a virtually infinite range of interests and projects and be an incubator platform for social entrepreneurs. This will be an effective platform for collaboration of business students seeking experience and business people looking to give their experience back. Further, this platform could monetize those ideas coming from the school under the guidance of ethical, experienced alumni and friends of the school.

The website platform is comprehensively developed and utilizes proprietary technologies. We believe motivated students would find this opportunity challenging, rewarding and widely appealing to a diversity of interests.

I am actively involved in other socially conscious areas: environmentally sustainable real estate development through my company CW Development Partners; progressive education through my development of a Rudolf Steiner school, which is based on social consciousness and environmental reverence; and clean energy technologies through my enterprise SIG Energy, which develops renewable energy through photovoltaic installations.

I would be very pleased to meet you and discuss your thoughts and interest in advancing the potential of this venture.

Sincerely yours,



William Utnehmer



**From the Notes of Vince Gerardis
Founder, Changetheworld**

"How It Started"

I watched the tsunami and knew I couldn't NOT do something. Not anymore. I jumped online and looked for something to do. But by the end of the day, I'd found nothing. No place to give something back. Everywhere I looked I found only this: "donate here". But the "here" was not there. And the donate was only money. And I had only time and muscle, eagerness and energy, smarts and stuff.

The deeper I dug, the more clear the truth became; nobody had done it. All those double-digit billions earmarked for salvation and nobody had built the tool. The one thing that any Sunday Web Surfer could use to do something good. Or the one safe place that any desperate person could go to seek an end to their plight. All there was was blogging. Talking. No field for action. But giving should be EASY! Not only for myself but also for anyone else ready to help!

So here it is. A non-denominational, bi-partisan, non-segregated, multi-racial, all-inclusive, safe, self-policing community for every one. A fair ground where all are welcome. No longer complicated. No more talk. No more excuses. From now on, everyone everywhere is only one degree of separation from whatever it is they need. And everyone everywhere is only a click away from making a difference.

Most non-profits operate from donations. They spend the money on operating expenses or, at best, on a project of their own. Once that money is spent, it's gone forever. The change, if any, from that single project, is the only residue. All of the profits from donations to our site go to establishing a fully transparent, technologically efficient, profitable global enterprise which can generate ongoing revenue streams. In turn, the profits from those businesses go to more programs and projects. The ongoing revenues allow us to maintain those projects or establish even more success stories based on the success of the initial ones.

For example, our Nike Run program could allow runners to generate changetheworld revenues for every mile they run. The money goes to amputee victims. Our weight control program would allow folks to generate changetheworld revenues for every pound they control. The money goes to hunger programs. The runner and the dieter can make a direct relationship with their actions to the benefit they are creating. I run for people who can't. I don't eat so that others will.

With the technology and scale available today, our community will change the world.

Vince

**Bill's (Long) Story
of
"Applying Business Discipline to Social Enterprise"**

Let me tell a long story about how this project began. Years ago I went to law school to empower myself for when I would later become a community activist, primarily for when my children would enroll in the dreadful public school system. Then when my daughter was about a year old, my wife overheard some mothers deriding some school that discouraged junk food and TV and encouraged recycling, growing your own vegetable garden, eating locally grown foods, packing home-prepared lunches using no pre-packaged foods, etc. My wife politely asked them the name of this "ridiculous" school and we discovered Rudolf Steiner Waldorf education. As a developer committed to environmental sustainability (and a wife who's kind of a hippy), this pedagogy was naturally appealing.

We moved from San Francisco to Los Angeles and enrolled in the Santa Monica Waldorf School. It was discovered that I was a real estate developer and lawyer and was therefore nominated to join their real estate committee. Momentarily flattered, I discovered that the school's lease was expiring at the end of the year and I was now saddled with the responsibility of finding a replacement site. Finding space suitable and affordable for a school dedicated to serving a diverse socio-economic student population in the booming real estate market of west LA was daunting... make that totally unrealistic.

Having learned a trick, I flattered another parent (who was an architect) with nomination to this so called real estate committee and commissioned him to analyze how small of a building the school could feasibly operate from. Although we currently occupied approximately 8,000 square feet, we hoped we could satisfactorily operate from much less. As is the nature of architects, he comes back with an analysis that approximately 17,000-square feet on about 1.5 acres of land would be ideal. Classic.

By chance, a vacant, dilapidated motel building on a large property was brought to my attention and I researched the ownership records. The property was part of a 14-acre site owned by the Self Realization Fellowship, a worldwide nonprofit organization dedicated to the world's religions established 90 years ago by Parmahansa Yogananda (about the same time Rudolf Steiner was establishing the Waldorf education in Stuttgart, Germany).

After reading a little about Yogananda (who introduced yoga to the western world), I recognized that the SRF and Waldorf shared a philosophy focused on critical thought, social harmony and ecological reverence. I contacted their real estate department and basically begged for an immediate meeting insisting that our organizations ironically share some philosophies whose goals could be mutually served by allowing our school on their property. Pretty much against his will, because he was a very polite member of the Fellowship, he courteously agreed to meet and by the end of that same afternoon of discussing education, philosophy, politics (and a little real estate) we shook hands on a well subsidized, below-market long-term ground lease. I didn't even know the square footage of the building yet, so he pulled out the blueprints. We've been talking about a 17,000 square foot building on 1.5 acres.

I went to the Board of Trustees with this miracle and they explained all the rational reasons why the school couldn't possibly afford to undertake a \$2 million redevelopment project: non-affluent parent body, non-existent school credit rating, deteriorating enrollment, blah, blah, blah. I thought: compared to the miracle of finding this site, financing it will be a piece of cake!

I had a strong opinion there was an opportunity for a very feasible financial investment platform for its financing: prime location (on Sunset Boulevard with a view of the Pacific Ocean), highly affluent demographic (Pacific Palisades, Malibu, Brentwood, Santa Monica), Steiner's highly desirable pedagogy (notwithstanding those two birds that unwittingly introduced him to my wife), the shortage of quality schools (this is California) and, of course, a well-subsidized, below market lease. With environmentalism finally gaining mainstream momentum, especially in west LA, I believed there would be tremendous demand for Steiner's ecologically minded education.

As many of you probably already know, when private schools contemplate a capital improvement project such as this, they conduct a capital campaign where all families are asked to make capital contributions of \$5,000 to \$25,000. Well here, I thought, for the sake of expediency, rather than asking for an outright donation, we could ask for a loan if we can demonstrate that tuition income from a stabilized enrollment can pay the debt service. You can't get away from the expectation to write that kind of check, but at least here you have a chance of getting your money back.

**Bill's (Long) Story
of
"Applying Business Discipline to Social Enterprise"**

Another Board member who was a builder was hired to do the construction work and prepared an itemized construction budget and schedule for the renovation. I prepared land and improvement valuations, a comprehensive analysis of the school's business model and historical and future cash flow projections, competing private school market information, equity and financing structure and description of "green design" elements and developer sponsorship. With this information, I drafted an Investment Offering Memorandum for parents to provide the equity in the form of loans to the school and to provide credit enhancements to the bank that would make the construction loan. After one year of stabilized operation, the loans could be refinanced with conventional permanent financing. This Offering Memorandum professionally outlined a financially viable conventional underwriting. At 76 percent of enrollment capacity, the school would generate more than \$700,000 in cash flow — a healthy 2.7 debt coverage ratio.

Naturally, the parent lenders and any construction lender would not be thrilled with the business inexperience of the school management/faculty to manage the financial aspects of this loan so I was appointed General Manager of the school's financial affairs. Naturally, the management/faculty was not thrilled with the pedagogical inexperience of myself; such a position carried too much individual power and therefor essentially manages, and perhaps compromises, the faculty and pedagogy as well. So I spent time with the faculty and management and reached agreement that I would be General Manager only in the event of a defined formulaic loan or lease default.

So we signed the lease. We convinced the landlord to waive the expensive deposit and bonding requirements. We convinced a plan checker at the City to temporarily re-characterize our property as "office" and grant us an over the counter tenant improvement permit. We began our \$2 million construction project with about \$200,000 in the bank. About thirty days later, we received a \$300,000 bank line of credit. About another ninety days later, we received about \$300,000 in parent loans. About another ninety days later we received a \$1.3 million short-term bridge loan from Rudolf Steiner Foundation from their socially responsible investment fund.

Shortly thereafter, through another fortuitous personal relationship, Zions Bank courteously agreed to visit the school, review the project and provide us strategic advice on how to obtain permanent financing. Zions would not place this type loan since it was too small and outside their lending parameters, but they were willing to contribute their expertise to our cause. The lead underwriter from Zions Bank and the Director of the School were introduced and while touring the school they slowly realized they had been next-door neighbors and best friends over forty years earlier as children growing up in New York. It was an absolutely unbelievable tearjerker moment. I walked out of that meeting knowing our deal would be done. In October 2006, we retired the debt through tax-exempt bond financing from the state of California's Infrastructure and Economic Development Bank, underwritten by Zions First National Bank, secured by a letter of credit from California Bank & Trust and personally guaranteed by ten parents.

On January 8, 2007, we opened at our new campus. Voila.

Later that year, I was honored with the Counselors of Real Estate Creative Counseling Award for outstanding achievement and ingenuity in real estate counseling. Not only was my service to my community tremendously moving, but in developing that school it became evident that capitalist tools can be effectively applied to otherwise typically independently unsustainable institutions. Wow. I hadn't realized the broader significance of applying business investment principles to social services.

So I called Vince, who had founded the non-profit enterprise Changetheworld and presented my idea to apply good business discipline to his leftie non-profit. Initially, he was aghast at the idea, but eventually after thinking more about the Waldorf story, he allowed me to become a shareholder and Director of Development.

I believe that people inherently want to give and this platform has the power to change the world.