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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

**2010**

For calendar year 2010, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Name of foundation <b>The Passport Foundation</b>		<b>A Employer identification number</b> 26-1580196
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see page 10 of the instructions)</b>
<b>30 Hotaling Place</b>	<b>300</b>	<b>(415) 321-4600</b>
City or town, state, and ZIP code <b>San Francisco CA 94111</b>		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16)</b> <b>\$ 35,530,917</b>		<b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
		<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
<b>3</b> Interest on savings and temporary cash investments	1	1		
<b>4</b> Dividends and interest from securities	15,000	15,000		
<b>5 a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	5,942,766			
<b>b</b> Gross sales price for all assets on line 6a	18,842,609			
<b>7</b> Capital gain net income (from Part IV, line 2)		5,942,766		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)	-1,858	-1,858		
<b>12 Total.</b> Add lines 1 through 11	5,955,909	5,955,909		
<b>13</b> Compensation of officers, directors, trustees, etc				
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16 a</b> Legal fees (attach schedule)	165			165
<b>b</b> Accounting fees (attach schedule)				
<b>c</b> Other professional fees (attach schedule)	145,000			145,000
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	600			
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	13,179			13,179
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)	101,632	206		101,426
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	260,576	206		259,770
<b>25</b> Contributions, gifts, grants paid	12,944,500			944,500
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	13,205,076	206		1,204,270
<b>27 Subtract line 26 from line 12</b>				
<b>a</b> Excess of revenue over expenses and disbursements	-7,249,167			
<b>b</b> Net investment income (if negative, enter -0-)		5,955,703		
<b>c</b> Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form **990-PF** (2010)

11 614

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	11,717,528	3,844,659	3,844,659
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,022,550	3,508,706	9,127,598
	c Investments—corporate bonds (attach schedule)			
<b>Liabilities</b>	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	13,311,473	13,475,866	22,558,660
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	28,051,551	20,829,231	35,530,917
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	28,051,551	20,829,231	
<b>Net Assets or Fund Balances</b>	30 <b>Total net assets or fund balances</b> (see page 17 of the instructions)	28,051,551	20,829,231	
	31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	28,051,551	20,829,231	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	28,051,551
2 Enter amount from Part I, line 27a	2	-7,249,167
3 Other increases not included in line 2 (itemize) ▶ Returned grants	3	26,847
4 Add lines 1, 2, and 3	4	20,829,231
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,829,231

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> See Attached Statement			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	5,942,766
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,488,935	29,770,004	0.050015
2008	411,891	31,318,073	0.013152
2007	0	2,471,119	0.000000
2006			0.000000
2005			0.000000

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.063167
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.021056
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	42,918,872
<b>5</b> Multiply line 4 by line 3	<b>5</b>	903,700
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	59,557
<b>7</b> Add lines 5 and 6	<b>7</b>	963,257
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18	<b>8</b>	1,204,270

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	59,557
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	59,557
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	59,557
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,100		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 58,457		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	59,557
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 0 Refunded		11	0

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	<b>11</b>		X
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	X	
Website address <b>▶</b> _____				
<b>14</b>	The books are in care of <b>▶</b> The Passport Foundation Telephone no <b>▶</b> (415) 321-4610			
	Located at <b>▶</b> 30 Hotaling Place, Ste 300 San Francisco CA ZIP+4 <b>▶</b> 94111			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year <b>▶</b> <b>15</b>			
<b>16</b>	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	<b>16</b>	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>			X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <input type="checkbox"/>	<b>1b</b>	N/A
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	<b>1c</b>	X
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
<b>a</b>	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	<b>2b</b>	N/A
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b> 20____, 20____, 20____, 20____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	<b>4b</b>	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**5b****6b****7b**

X

X

N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

**2** Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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



**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Foundation Source 55 Walls Drive, 3rd Floor, Fairfield, CT 06824	Administrative Services	99,718
Janet Maughan 363 62nd Street, Oakland, CA 94111	Philanthropic Services	137,000
<b>Total</b> number of others receiving over \$50,000 for professional services		0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions	
<b>Total.</b> Add lines 1 through 3	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,922,486
<b>b</b>	Average of monthly cash balances	<b>1b</b>	7,336,631
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	31,313,342
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	43,572,459
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	43,572,459
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	653,587
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	42,918,872
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,145,944

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,145,944
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	59,557
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	59,557
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,086,387
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	26,847
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,113,234
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,113,234

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,204,270
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,204,270
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	59,557
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,144,713

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				2,113,234
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			1,141,560	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	0			
<b>b</b> From 2006	0			
<b>c</b> From 2007	0			
<b>d</b> From 2008	0			
<b>e</b> From 2009	0			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,204,270				
<b>a</b> Applied to 2009, but not more than line 2a			1,141,560	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2010 distributable amount				62,710
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				2,050,524
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	0			
<b>b</b> Excess from 2007	0			
<b>c</b> Excess from 2008	0			
<b>d</b> Excess from 2009	0			
<b>e</b> Excess from 2010	0			

<b>Part XIV</b>	<b>Private Operating Foundations</b> (see page 27 of the instructions and Part VII-A, question 9)	<b>N/A</b>
-----------------	---------------------------------------------------------------------------------------------------	------------

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
<b>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					

**Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

### 1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed

- b** The form in which applications should be submitted and information and materials they should include

- c Any submission deadlines**

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
A L S THERAPY DEVELOPMENT FOUNDATION 215 1ST ST CAMBRIDGE MA 02142	N/A	509(a)(1)	General & Unrestricted	2,000
ALLIANCE FOR CHOICE IN EDUCATION 1201 E COLFAX AVE STE 302 DENVER CO 80218	N/A	509(a)(1)	General & Unrestricted	2,500
BREAST CANCER FUND 1388 SUTTER ST STE 400 SAN FRANCISCO CA 94109	N/A	509(a)(1)	Dietary intervention to minimize exposure to common food pkging	21,700
BREAST CANCER FUND 1388 SUTTER ST STE 400 SAN FRANCISCO CA 94109	N/A	509(a)(1)	State of the Evidence Breast Cancer Publication Project	50,000
BUTLER UNIVERSITY 4600 SUNSET AVE INDIANAPOLIS IN 46208	N/A	509(a)(1)	Butler General Fund	550
CENTER FOR PROGRESSIVE REFORM INC 221 LURGAN LN CENTREFILLE MD 21617	N/A	509(a)(1)	Bisphenol-A (BPA) A Regulatory Agenda for Reform Project	30,000
CENTER FOR RESPONSIVE POLITICS 1101 14TH ST NW STE 1030 WASHINGTON DC 20005	N/A	509(a)(1)	General & Unrestricted	500
COMMONWEAL PO BOX 316 BOLINAS CA 94924	N/A	509(a)(1)	The Collaborative on Health and the Environment Project	50,000
CURATORS OF THE UNIVERSITY OF MISSOURI 118 UNIVERSITY HALL COLUMBIA MO 65211	N/A	509(a)(1)	Endocrine disrupting activity in water in nat gas drilling dense areas	45,000
THE DEVELOP & FRAGILE X RESOURCE CENTRE 2000 S DAHLIA ST DENVER CO 80222	N/A	509(a)(2)	General & Unrestricted	5,000
EDGEWOOD CTR FOR CHILDREN & FAMILIES 1801 VICENTE ST SAN FRANCISCO CA 94116	N/A	509(a)(1)	General & Unrestricted	500
<b>Total</b> See Attached Statement			▶ <b>3a</b>	12,944,500 *
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			▶ <b>3b</b>	0

\* TOTAL Form 990-PF, Part I, Line 25, Column (a) and Part XV, Line 3a. \$12,944,500

Less grant made to a private foundation \$12,000,000

TOTAL Form 990-PF, Part I, Line 25, Column (d) \$ 944,500

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments			14	1	
<b>4</b>	Dividends and interest from securities			14	15,000	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	5,942,766	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> Foreign currency loss			14	-1,858	
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		0		5,955,909	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	5,955,909

(See worksheet in line 13 instructions on page 29 to verify calculations )

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



**Form 990-PF, Part I, Line 11 - Other Income**

		TOTAL:	-1,858	-1,858
			(a) Revenue per Books	(b) Net Investment Income
1	Foreign Currency Loss		-1,858	-1,858
2				
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part I, Line 16a - Legal Fees

TOTAL:					165	0	0	165
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	General Governance Matters and Counseling	165	0		165			
2								
3								
4								
5								
6								
7								
8								
9								
10								



Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		145,000	0	0	0	145,000
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose	
1	Philanthropic Consulting Services	137,000	0		137,000	
2	Other Consulting Services	8,000	0		8,000	
3						
4						
5						
6						
7						
8						
9						
10						

**Form 990-PF, Part I, Line 18 - Taxes**

		TOTAL:				0	0	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose				
1	Estimated Tax for 2010	600	0			0			
2									
3									
4									
5									
6									
7									
8									
9									
10									

**Form 990-PF, Part I, Line 23 - Other Expenses**

<b>TOTAL:</b>		101,632	206	0	101,426
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
<b>1</b>	Administrative Fees	99,718	0	0	99,718
<b>2</b>	Bank Charges	206	206		0
<b>3</b>	Foundation Dues & Memberships	1,690	0		1,690
<b>4</b>	Postage Fees	18	0		18
<b>5</b>					
<b>6</b>					
<b>7</b>					
<b>8</b>					
<b>9</b>					
<b>10</b>					

## Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				3,508,706	9,127,598
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(c)
1	RIVERSIDE MINING LTD	525,000	3,508,706	9,127,598	
2	RIVERSDALE				
3					
4					
5					
6					
7					
8					
9					
10					

## Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			13,475,866	22,558,660
	Asset Description	(b) Book Value	(c) Fair Market Value	
1	ENERGY D2 MIASOLE II SER 08/10 (MIASOLE0810)	10,449	10,480	
2	NISSWA FIXED INCOME FUND LTD SERIES 1 (NISSWA1)	2,000,000	3,139,306	
3	PASSPORT ENERGY FUND D2 MIASOLE 10/10 F (ENERGYF)	31,237	31,167	
4	PASSPORT ENERGY FUND LTD CLASS D2 (1418D2407809)	500,000	184,805	
5	PASSPORT ENERGY FUND LTD CLASS SP C2 (3S1C281609)	147,254	443,158	
6	PASSPORT ENERGY FUND LTD CLASS D1 (ENERGYD1HRT)	565,706	3,887,268	
7	PASSPORT GLOBAL STRATEGIES II OFFSHORE LTD CL B IV (1114SPV590109)	160,646	118,706	
8	PASSPORT MATERIALS FUND LTD CLASS A2 (18A21112809)	1,800,000	880,880	
9	PROVIDENCE MBS OFFSHORE FUND LTD CL 201001A (MBS201001A)	4,000,000	6,357,446	
10	STRUCTURED SERVICING HDGS (OFFSHORE ) LTD 2010-03 (STRUC201003)	4,260,574	7,505,444	

**Form 990-PF, Part IV, Line 1 - Capital Gains and Losses for Tax on Investment Income**

							TOTAL:		0	12,899,843	5,942,766
	(a) Description of Property Sold	Shares	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Deprec Allowed	(g) Cost Basis	(h) Gain or Loss		
1	Publicly-traded Securities										
2	PASSPORT GLOBAL STRATEGIES II OFFSHORE LTD CL B IV	2	P	7/1/2008	6/30/2010	2,896,333		3,022,550	-126,217		
3	PASSPORT ENERGY FUND LTD CLASS SP C2	6	P	7/1/2008	2/26/2010	1,749		1,887	-138		
4	PASSPORT ENERGY FUND LTD CLASS SP C2	38	P	7/1/2008	8/31/2010	6,322		6,322	0		
5	PASSPORT ENERGY FUND LTD CLASS SP C2	21	P	7/1/2008	10/1/2010	39,379		38,077	1,302		
6	PASSPORT ENERGY FUND, LTD CLASS D1	87	P	10/28/2009	12/31/2010	43,221		21,155	22,066		
7	STRUCTURED SERVICING HDGS (OFFSHORE ) LTD 2010-03	9169	P	3/3/2010	11/1/2010	483,933		70,426	413,507		
8	STRUCTURED SERVICING HDGS (OFFSHORE ) LTD 2010-03	13521	P	5/1/2009	7/31/2010	6,799,153		3,943,374	2,855,779		
9	STRUCTURED SERVICING HDGS (OFFSHORE ) LTD 2010-03	770	P	5/1/2009	11/1/2010	8,000,000		5,589,744	2,410,256		
10						572,519		206,308	366,211		

**Form 990-PF, Part VII-A, Line 5 - Substantial Contraction**

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This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions.

During the taxable year ending December 31, 2010, The Passport Foundation (the "Foundation") made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$11,802,940. This amount represents over 25% of the Foundation's net assets of \$31,050,202 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2010. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a, each such grant was made solely for the charitable purpose specified therein.

**The Passport Foundation**  
**EIN: 26-1580196**  
**Taxable Year Ending December 31, 2010**

**Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statement for 2010**

Pursuant to IRC Regulation 53.4945-5(d)(2), The Passport Foundation provides the following information for one grant:

- |             |                                    |                                                                                                                                                               |
|-------------|------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)         | <b>Grantee</b>                     | Forsythia Foundation<br>3053 Fillmore Street #310<br>San Francisco, CA 94123                                                                                  |
| (ii)        | <b>Date of Grant</b>               | December 30, 2010                                                                                                                                             |
|             | <b>Amount of Grant</b>             | \$12,000,000                                                                                                                                                  |
| (iii)       | <b>Purpose of Grant</b>            | Capital Endowment                                                                                                                                             |
| (iv) & (vi) | <b>Reports of Amounts Expended</b> | Forsythia Foundation is expected to submit a full and complete report of its expenditure of the December 2010 grant in 2011.                                  |
| (v)         | <b>Diversions</b>                  | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.                 |
| (vii)       | <b>Verification</b>                | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made. |
-



**Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers**

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
1	John H Burbank III	30 Hotaling Place, Suite 300	San Francisco	CA	94111	President / Director	1	0	0	0
2	Michele Clifford	30 Hotaling Place, Suite 300	San Francisco	CA	94111	Secretary	1	0	0	0
3	Joanne Cornican	30 Hotaling Place, Suite 300	San Francisco	CA	94111	Treasurer	1	0	0	0
4	Jim Cunningham	30 Hotaling Place, Suite 300	San Francisco	CA	94111	Director / Trustee	1	0	0	0
5	Walther Lovato	30 Hotaling Place, Suite 300	San Francisco	CA	94111	Director / Trustee	1	0	0	0
6										
7										
8										
9										
10										

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

ENVIRONMENTAL DEFENSE FUND INC

**Street**

1875 CONNECTICUT AVE NW STE 600

**City**

WASHINGTON

**State**

DC

**Zip Code**

20009

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Educating Decision Makers and Citizens About Chemicals Policy Reform Project

**Amount**

75,000

**Name**

ENVIRONMENTAL HEALTH FUND INC

**Street**

41 OAKVIEW TER

**City**

BOSTON

**State**

MA

**Zip Code**

02130

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Safer Chemicals, Safer Families Campaign

**Amount**

75,000

**Name**

FORSYTHIA FOUNDATION

**Street**

3053 FILLMORE ST STE 310

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94123

**Foreign Country****Relationship**

N/A

**Foundation Status**

PF

**Purpose of grant/contribution**

Expenditure Responsibility Grant

**Amount**

12,000,000

**Name**

GEORGE MARK CHILDRENS FUND

**Street**

2121 GEORGE MARK LN

**City**

SAN LEANDRO

**State**

CA

**Zip Code**

94578

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

GRID ALTERNATIVES

**Street**

3833 MANILA AVE

**City**

OAKLAND

**State**

CA

**Zip Code**

94609

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Solar Affordable Housing Program

**Amount**

5,000

**Name**

HEDGE FUNDS CARE INC

**Street**

70 W 36TH ST RM 1404

**City**

NEW YORK

**State**

NY

**Zip Code**

10018

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

15,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

LEAGUE OF CONSERVATION VOTERS ED FUND

**Street**

1920 L ST NW STE 800

**City**

WASHINGTON

**State**

DC

**Zip Code**

20036

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

LCV Education Fund

**Amount**

75,000

**Name**

LEUKEMIA &amp; LYMPHOMA SOCIETY-GR SAN FRAN BAY AREA

**Street**

1390 MARKET ST

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94102

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,900

**Name**

MARIN AGRICULTURAL LAND TRUST

**Street**

PO BOX 809

**City**

PT REYES STATION

**State**

CA

**Zip Code**

94956

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100

**Name**

MARIN COUNTY FIRE DEPARTMENT

**Street**

P O BOX 518

**City**

WOODACRE

**State**

CA

**Zip Code**

94973

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

500

**Name**

NATIONAL PHILANTHROPIC TR

**Street**

165 TOWNSHIP LINE RD

**City**

JENKINTOWN

**State**

PA

**Zip Code**

19046

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100

**Name**

NATURAL RESOURCES DEFENSE COUNCIL INC

**Street**

40 W 20TH ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10011

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Chemicals Policy Reform Project

**Amount**

75,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

OMEGA BOYS CLUB OF SAN FRANCISCO

**Street**

1060 TENNESSEE ST RM NO 4

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94107

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

200

**Name**

REGENTS OF THE UNIVERSITY OF IDAHO

**Street**

415 W 6TH ST

**City**

MOSCOW

**State**

ID

**Zip Code**

83844

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Impact of BPA on the Developing Heart's Protein Expression Project

**Amount**

20,000

**Name**

S E A L - NAVAL SPECIAL WARFARE FOUNDATION

**Street**

P O BOX 5965

**City**

VIRGINIA BEACH

**State**

VA

**Zip Code**

23471

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,500

**Name**

SCIENCE &amp; ENVIRONMENTAL HEALTH NETWORK

**Street**

PO BOX 1808

**City**

JAMESTOWN

**State**

ND

**Zip Code**

58402

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Science and Law for Chemicals Policy Reform Project

**Amount**

30,000

**Name**

THE LEUKEMIA &amp; LYMPHOMA SOCIETY

**Street**

6033 CENTURY BLVD STE 300

**City**

LOS ANGELES

**State**

CA

**Zip Code**

90045

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100

**Name**

THE MULTIPLE MYELOMA RESEARCH FOUNDATION INC

**Street**

383 MAIN AVE FL 5

**City**

NORWALK

**State**

CT

**Zip Code**

06851

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

THE PORTSMOUTH ABBEY SCHOOL

**Street**

285 CORY'S LN

**City**

PORTSMOUTH

**State**

RI

**Zip Code**

02871

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

250

**Name**

TIDES CENTER

**Street**

PO BOX 29907

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94129

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Clean Production Action Project

**Amount**

75,000

**Name**

TRUSTEES OF TUFTS COLLEGE

**Street**

200 BOSTON AVE

**City**

MEDFORD

**State**

MA

**Zip Code**

02155

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Effects of gestational exposure to BPA on mammary gland a comp btwn the primate &amp; rodent models

**Amount**

25,000

**Name**

UNIVERSITY OF CALIFORNIA SAN FRANCISCO

**Street**

UCSF PAYROLL OFC BOX 0812 STE 42

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94143

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Program in Reproductive Health and the Environment Project

**Amount**

75,000

**Name**

UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION

**Street**

220 MONTGOMERY ST 5TH FL

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94104

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

3,000

**Name**

UNIVERSITY OF MASSACHUSETTS AMHERST FOUNDATION INC

**Street**

134 HICKS WAY

**City**

AMHERST

**State**

MA

**Zip Code**

01003

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Thyroid Disruption at the Genomic Level in Human Development Project

**Amount**

45,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

UNIVERSITY OF MISSOURI-COLUMBIA

**Street**

401 REYNOLDS ALUMNI CENTER

**City**

COLUMBIA

**State**

MO

**Zip Code**

65211

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Implications of Transdermal Exposure to BPA from Handling Thermal Receipt Paper

**Amount**

45,000

**Name**

VIRGINIA ORGANIZING INC

**Street**

703 CONCORD AVE

**City**

CHARLOTTESVILLE

**State**

VA

**Zip Code**

22903

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Environmental Health Sciences Division

**Amount**

75,000

**Name**

VIRGINIA ORGANIZING INC

**Street**

703 CONCORD AVE

**City**

CHARLOTTESVILLE

**State**

VA

**Zip Code**

22903

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Health and Environmental Funders Network Division

**Amount**

10,000

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0