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# HURRICANE SANDY EXTENDED DEADLINE

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

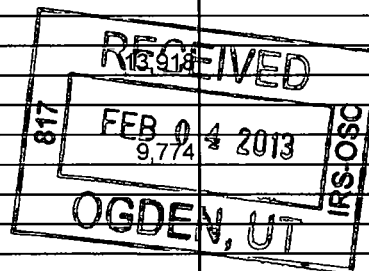
**2011**

For calendar year 2011 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                         |                           |                                                                                                                                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>The Passport Foundation</b>                                                                                                                                                                                                                                                                    |                           | <b>A</b> Employer identification number<br><b>26-1580196</b>                                                                                                                        |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>One Market Street, Steuart Tower</b>                                                                                                                                                                                             | Room/suite<br><b>2200</b> | <b>B</b> Telephone number (see instructions)<br><b>(415) 321-4600</b>                                                                                                               |
| City or town, state, and ZIP code<br><b>San Francisco CA 94105</b>                                                                                                                                                                                                                                                      |                           | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| <b>G</b> Check all that apply<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change |                           | <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                 |                           | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 24,741,418</b>                                                                                                                                                                                                           |                           | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |
| <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br>Other (specify) _____                                                                                                                                                                                           |                           |                                                                                                                                                                                     |

| 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 instructions)) |                                                                                               | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                            | 1 Contributions, gifts, grants, etc., received (attach schedule)                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 3 Interest on savings and temporary cash investments                                          | 6,626                              | 6,626                     |                         |                                                             |
|                                                                                                                                                                    | 4 Dividends and interest from securities                                                      | 297,636                            | 297,636                   |                         |                                                             |
|                                                                                                                                                                    | 5 a Gross rents                                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Net rental income or (loss)                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 6 a Net gain or (loss) from sale of assets not on line 10                                     | 13,092,197                         |                           |                         |                                                             |
|                                                                                                                                                                    | b Gross sales price for all assets on line 6a 21,579,962                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2)                                              |                                    | 13,092,197                |                         |                                                             |
|                                                                                                                                                                    | 8 Net short-term capital gain                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 9 Income modifications                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 10 a Gross sales less returns and allowances                                                  |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                              | b Less Cost of goods sold                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | c Gross profit or (loss) (attach schedule)                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 11 Other income (attach schedule)                                                             | 29,832                             | 24,296                    |                         |                                                             |
|                                                                                                                                                                    | 12 Total. Add lines 1 through 11                                                              | 13,426,291                         | 13,420,755                |                         |                                                             |
|                                                                                                                                                                    | 13 Compensation of officers, directors, trustees, etc                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 14 Other employee salaries and wages                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 15 Pension plans, employee benefits                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 16 a Legal fees (attach schedule)                                                             | 16,847                             |                           |                         | 2,929                                                       |
|                                                                                                                                                                    | b Accounting fees (attach schedule)                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | c Other professional fees (attach schedule)                                                   | 148,945                            |                           |                         | 148,945                                                     |
|                                                                                                                                                                    | 17 Interest                                                                                   | 9,774                              |                           |                         |                                                             |
|                                                                                                                                                                    | 18 Taxes (attach schedule) (see instructions)                                                 | 319,757                            |                           |                         |                                                             |
|                                                                                                                                                                    | 19 Depreciation (attach schedule) and depletion                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 20 Occupancy                                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 21 Travel, conferences, and meetings                                                          | 12,606                             |                           |                         | 12,606                                                      |
|                                                                                                                                                                    | 22 Printing and publications                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 23 Other expenses (attach schedule)                                                           | 302,482                            | 193,888                   |                         | 108,542                                                     |
|                                                                                                                                                                    | 24 Total operating and administrative expenses. Add lines 13 through 23                       | 810,411                            | 217,580                   |                         | 273,022                                                     |
|                                                                                                                                                                    | 25 Contributions, gifts, grants paid                                                          | 11,818,634                         |                           |                         | 1,818,634                                                   |
|                                                                                                                                                                    | 26 Total expenses and disbursements. Add lines 24 and 25                                      | 12,629,045                         | 217,580                   |                         | 2,091,656                                                   |
|                                                                                                                                                                    | 27 Subtract line 26 from line 12                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | a Excess of revenue over expenses and disbursements                                           | 797,246                            |                           |                         |                                                             |
|                                                                                                                                                                    | b Net investment income (if negative, enter -0-)                                              |                                    | 13,203,175                |                         |                                                             |
|                                                                                                                                                                    | c Adjusted net income (if negative, enter -0-)                                                |                                    |                           |                         |                                                             |



For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

314-7604

SCANNED FEB 11 2013

| Part II Balance Sheets      |      | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)          |                                                     |                       |
|-----------------------------|------|-----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|-----------------------|
|                             |      | Beginning of year<br>(a) Book Value                                                                                         | End of year<br>(b) Book Value (c) Fair Market Value |                       |
| Assets                      | 1    | Cash—non-interest-bearing                                                                                                   |                                                     |                       |
|                             | 2    | Savings and temporary cash investments                                                                                      | 3,844,659                                           | 723,750 723,750       |
|                             | 3    | Accounts receivable <input type="checkbox"/> 857,287                                                                        |                                                     |                       |
|                             |      | Less allowance for doubtful accounts <input type="checkbox"/>                                                               |                                                     | 857,287 857,287       |
|                             | 4    | Pledges receivable <input type="checkbox"/>                                                                                 |                                                     |                       |
|                             |      | Less allowance for doubtful accounts <input type="checkbox"/>                                                               |                                                     |                       |
|                             | 5    | Grants receivable                                                                                                           |                                                     |                       |
|                             | 6    | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)     |                                                     |                       |
|                             | 7    | Other notes and loans receivable (attach schedule) <input type="checkbox"/>                                                 |                                                     |                       |
|                             |      | Less allowance for doubtful accounts <input type="checkbox"/>                                                               |                                                     |                       |
|                             | 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)                                                                               | 3,508,706                                           | 5,805,164 5,616,000   |
|                             | c    | Investments—corporate bonds (attach schedule)                                                                               |                                                     |                       |
| Liabilities                 | 11   | Investments—land, buildings, and equipment basis <input type="checkbox"/>                                                   |                                                     |                       |
|                             |      | Less accumulated depreciation (attach schedule) <input type="checkbox"/>                                                    |                                                     |                       |
|                             | 12   | Investments—mortgage loans                                                                                                  |                                                     |                       |
|                             | 13   | Investments—other (attach schedule)                                                                                         | 13,475,866                                          | 14,265,628 17,544,381 |
|                             | 14   | Land, buildings, and equipment basis <input type="checkbox"/>                                                               |                                                     |                       |
|                             |      | Less accumulated depreciation (attach schedule) <input type="checkbox"/>                                                    |                                                     |                       |
|                             | 15   | Other assets (describe <input type="checkbox"/> )                                                                           |                                                     |                       |
|                             | 16   | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                  | 20,829,231                                          | 21,651,829 24,741,418 |
|                             | 17   | Accounts payable and accrued expenses                                                                                       |                                                     |                       |
|                             | 18   | Grants payable                                                                                                              |                                                     |                       |
| Net Assets or Fund Balances | 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 <input type="checkbox"/> )                                                                      |                                                     |                       |
|                             | 23   | Total liabilities (add lines 17 through 22)                                                                                 | 0                                                   | 0                     |
|                             |      | Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                     |                       |
|                             | 24   | Unrestricted                                                                                                                |                                                     |                       |
|                             | 25   | Temporarily restricted                                                                                                      |                                                     |                       |
|                             | 26   | Permanently restricted                                                                                                      |                                                     |                       |
|                             |      | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.   |                                                     |                       |
|                             | 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                                                            | 20,829,231                                          | 21,651,829            |
|                             | 30   | Total net assets or fund balances (see instructions)                                                                        | 20,829,231                                          | 21,651,829            |
|                             | 31   | Total liabilities and net assets/fund balances (see instructions)                                                           | 20,829,231                                          | 21,651,829            |

## 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 | 20,829,231 |
| 2 | Enter amount from Part I, line 27a                                                                                                                       | 2 | 797,246    |
| 3 | Other increases not included in line 2 (itemize) <input type="checkbox"/> Returned grants                                                                | 3 | 25,352     |
| 4 | Add lines 1, 2, and 3                                                                                                                                    | 4 | 21,651,829 |
| 5 | Decreases not included in line 2 (itemize) <input type="checkbox"/>                                                                                      | 5 |            |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30                                                      | 6 | 21,651,829 |

**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<br>P—Purchase<br>D—Donation    | (c) Date acquired<br>(mo., day, yr.)                                                            | (d) Date sold<br>(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<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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                                                                                                             |                                            |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                  |
| (i) F M V as of 12/31/69                                                                                                                                                                                | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>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<br>If (loss), enter -0- in Part I, line 7 }                                                              |                                            | <b>2</b>                                        | 13,092,197                                                                                      |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                        | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2010                                                                                                                                                                                                                        | 1,144,713                                | 42,918,872                                   | 0.026672                                                    |
| 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                                                    |
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                        |                                          |                                              | <b>2</b> 0.089839                                           |
| <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> 0.022460                                           |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                                                       |                                          |                                              | <b>4</b> 34,859,477                                         |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                          |                                          |                                              | <b>5</b> 782,944                                            |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                         |                                          |                                              | <b>6</b> 132,032                                            |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                  |                                          |                                              | <b>7</b> 914,976                                            |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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. |                                          |                                              | <b>8</b> 2,091,656                                          |

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

|                                                                                                                                                                                                                                        |    |         |         |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|---------|--|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter ..... (attach copy of letter if necessary—see instructions) |    |         |         |  |
| 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 .....                                                                     |    | 1       | 132,032 |  |
| 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       | 132,032 |  |
| 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       | 132,032 |  |
| 6 Credits/Payments                                                                                                                                                                                                                     |    |         |         |  |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                                                                                    | 6a | 261,300 |         |  |
| b Exempt foreign organizations—tax withheld at source .....                                                                                                                                                                            | 6b |         |         |  |
| c Tax paid with application for extension of time to file (Form 8868) .....                                                                                                                                                            | 6c | 0       |         |  |
| d Backup withholding erroneously withheld .....                                                                                                                                                                                        | 6d |         |         |  |
| 7 Total credits and payments. Add lines 6a through 6d .....                                                                                                                                                                            | 7  | 261,300 |         |  |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached .....                                                                                                   | 8  | 57      |         |  |
| 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 | 129,211 |         |  |
| 11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 129,211 Refunded <input type="checkbox"/>                                                                                                 | 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? .....                                                                                                                                                            | 1a  | 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)? .....                                                                                                                                                                             | 1b  | X   |
| 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                                                                                                                                              |     |     |
| c Did the foundation file Form 1120-POL for this year? .....                                                                                                                                                                                                                                                                              | 1c  | X   |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input type="checkbox"/> \$ ..... (2) On foundation managers <input type="checkbox"/> \$ .....                                                                                                               |     |     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ .....                                                                                                                                                                  |     |     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? .....                                                                                                                                                                                                                                   | 2   | X   |
| If "Yes," attach a detailed description of the activities                                                                                                                                                                                                                                                                                 |     |     |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes .....                                                                                                        | 3   | X   |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....                                                                                                                                                                                                                                     | 4a  | X   |
| b If "Yes," has it filed a tax return on Form 990-T for this year? .....                                                                                                                                                                                                                                                                  | 4b  | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....                                                                                                                                                                                                                                    | 5   | X   |
| If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                                                                                                          |     |     |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? ..... | 6   | 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                                                                                                                                                                                                        | 7   | X   |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA .....                                                                                                                                                                                                  |     |     |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .....                                                                                                                       | 8b  | 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV .....                                                                              | 9   | X   |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses .....                                                                                                                                                                                               | 10  | X   |

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

|                                |                                                                                                                                                                                                                                 |    |     |    |
|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                             | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                         | 11 |     | X  |
| 12                             | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                        | 12 |     | X  |
| 13                             | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                                                             | 13 | X   |    |
| Website address <b>▶</b> _____ |                                                                                                                                                                                                                                 |    |     |    |
| 14                             | The books are in care of <b>▶</b> The Passport Foundation Telephone no. <b>▶</b> (415) 321-4610                                                                                                                                 |    |     |    |
|                                | Located at <b>▶</b> One Market Street, Steuart Tower, Suite 2200 San Francisco CA ZIP+4 <b>▶</b> 94105                                                                                                                          |    |     |    |
| 15                             | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here <b>▶</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>▶</b> 15 |    |     |    |
| 16                             | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?                                       | 16 | Yes | No |
|                                | See the instructions for exceptions and filing requirements for 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  |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1a  | During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                             |     |     |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <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   | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <b>▶</b> <input type="checkbox"/>                                                                                                                                                                                                                                         | 1b  | N/A |
| c   | 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 2011? <b>▶</b> <input type="checkbox"/>                                                                                                                                                                                                                                                                      | 1c  | X   |
| 2   | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                  |     |     |
| a   | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                          |     |     |
|     | If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                               |     |     |
| 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 instructions)                                                                                                                                                                                  | 2b  | N/A |
| c   | 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____                                                                                                                                                                                                                                                                                                                                        |     |     |
| 3a  | 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   | If "Yes," did it have excess business holdings in 2011 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 2011) | 3b  | N/A |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                | 4a  | X   |
| 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 2011?                                                                                                                                                                                                                                                              | 4b  | X   |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

|                                                                                                                                                                                                                                         |                                         |                                        |           |     |                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------|-----------|-----|-------------------------------------|
| <b>5a</b> 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))?                                                                                                                                               | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |           |     |                                     |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                                                                                     | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |           |     |                                     |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                                      | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> 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 instructions)                                                               | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> 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?                                                                   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |           |     |                                     |
| <b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? |                                         |                                        | <b>5b</b> |     | <input checked="" type="checkbox"/> |
| Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                      |                                         | <input type="checkbox"/>               |           |     |                                     |
| <b>c</b> 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?                                                                     | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            |           |     |                                     |
| <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>                                                                                                                                                      |                                         |                                        |           |     |                                     |
| <b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                               | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |           |     |                                     |
| <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                     |                                         |                                        | <b>6b</b> |     | <input checked="" type="checkbox"/> |
| <i>If "Yes" to 6b, file Form 8870</i>                                                                                                                                                                                                   |                                         |                                        |           |     |                                     |
| <b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                          | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |           |     |                                     |
| <b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                                      |                                         |                                        | <b>7b</b> | 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 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 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.....                                                     | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |
| .....                                                         | .00                                                       |                  |                                                                       |                                       |

**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 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<br>55 Walls Drive, Suite 302, Fairfield, CT 06824             | Administrative           | 107,345          |
| Janet Maughan<br>363 62nd Street, Oakland, CA 94111                             | Philanthropic Consulting | 142,945          |
|                                                                                 |                          |                  |
|                                                                                 |                          |                  |
|                                                                                 |                          |                  |
| <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 |
|----------------|----------|
| <b>1</b> ..... |          |
| <b>2</b> ..... |          |
| <b>3</b> ..... |          |
| <b>4</b> ..... |          |

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

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

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



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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> | 5,413,475  |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 11,689,646 |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | 18,287,211 |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 35,390,332 |
| <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>  | 35,390,332 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)  | <b>4</b>  | 530,855    |
| <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>  | 34,859,477 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 1,742,974  |

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

|           |                                                                                                           |           |           |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 1,742,974 |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5                                                    | <b>2a</b> | 132,032   |
| <b>b</b>  | Income tax for 2011. (This does not include the tax from Part VI)                                         | <b>2b</b> | 0         |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 132,032   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 1,610,942 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | 25,352    |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 1,636,294 |
| <b>6</b>  | Deduction from distributable amount (see 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>  | 1,636,294 |

**Part XII Qualifying Distributions** (see 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> | 2,091,656 |
| <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>  | 2,091,656 |
| <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 instructions) | <b>5</b>  | 132,032   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 1,959,624 |

**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 instructions)**

|                                                                                                                                                                                             | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 1,636,294   |
| <b>2</b> Undistributed income, if any, as of the end of 2011                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2010 only . . . . .                                                                                                                                               |               |                            | 2,050,524   |             |
| <b>b</b> Total for prior years 20____, 20____, 20____ . . . . .                                                                                                                             |               | 0                          |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2011                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2006 . . . . .                                                                                                                                                                | 0             |                            |             |             |
| <b>b</b> From 2007 . . . . .                                                                                                                                                                | 0             |                            |             |             |
| <b>c</b> From 2008 . . . . .                                                                                                                                                                | 0             |                            |             |             |
| <b>d</b> From 2009 . . . . .                                                                                                                                                                | 0             |                            |             |             |
| <b>e</b> From 2010 . . . . .                                                                                                                                                                | 0             |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 0             |                            |             |             |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>2,091,656</u>                                                                                                      |               |                            |             |             |
| <b>a</b> Applied to 2010, but not more than line 2a . . . . .                                                                                                                               |               |                            | 2,050,524   |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .                                                                                      |               | 0                          |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .                                                                                              |               |                            |             |             |
| <b>d</b> Applied to 2011 distributable amount . . . . .                                                                                                                                     |               |                            |             | 41,132      |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | 0             |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2011 (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 instructions . . . . .                                                                                                           |               | 0                          |             |             |
| <b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .                                                                              |               |                            | 0           |             |
| <b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .                                                              |               |                            |             | 1,595,162   |
| <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 instructions)                                            |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)                                                                                        | 0             |                            |             |             |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 0             |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2007 . . . . .                                                                                                                                                         | 0             |                            |             |             |
| <b>b</b> Excess from 2008 . . . . .                                                                                                                                                         | 0             |                            |             |             |
| <b>c</b> Excess from 2009 . . . . .                                                                                                                                                         | 0             |                            |             |             |
| <b>d</b> Excess from 2010 . . . . .                                                                                                                                                         | 0             |                            |             |             |
| <b>e</b> Excess from 2011 . . . . .                                                                                                                                                         | 0             |                            |             |             |





**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)                                                         |
|-----------------------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-------------------------------------------------------------|
|                                                                             | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount | Related or exempt<br>function income<br>(See instructions ) |
| <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                                   | 6,626         |                                                             |
| <b>4</b> Dividends and interest from securities . . . . .                   |                           |               | 14                                   | 297,636       |                                                             |
| <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                                   | 13,092,197    |                                                             |
| <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> K-1 Pass-Through Income                    |                           |               | 14                                   | 24,136        |                                                             |
| <b>b</b> Federal Tax Refund                                                 |                           |               | 01                                   | 5,536         |                                                             |
| <b>c</b> Foreign Currency Gain                                              |                           |               | 01                                   | 160           |                                                             |
| <b>d</b> _____                                                              |                           |               |                                      |               |                                                             |
| <b>e</b> _____                                                              |                           |               |                                      |               |                                                             |
| <b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .                 |                           | 0             |                                      | 13,426,291    | 0                                                           |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .           |                           |               |                                      | 13            | 13,426,291                                                  |

(See worksheet in line 13 instructions 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**

| <b>TOTAL:</b> |                                                                                    |                             |                                 | 29,832                        | 24,296 | 0 |
|---------------|------------------------------------------------------------------------------------|-----------------------------|---------------------------------|-------------------------------|--------|---|
|               | Description                                                                        | (a)<br>Revenue<br>per Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted<br>Net Income |        |   |
| <b>1</b>      | Federal Tax Refund                                                                 | 5,536                       | 0                               | 0                             |        |   |
| <b>2</b>      | INNOVATION WORKS DEVELOPMENT FUND, LP K-1 Pass-Through Share of Partnership Income | 3,024                       | 3,024                           | 0                             |        |   |
| <b>3</b>      | LEGACY CAPITAL FUND K-1 Pass-Through Share of Partnership Income                   | 20,542                      | 20,542                          | 0                             |        |   |
| <b>4</b>      | LEVEL EQUITY GROWTH PARTNERS I, LP K-1 Pass-Through Share of Partnership Income    | 1                           | 1                               | 0                             |        |   |
| <b>5</b>      | Foreign Currency Gain                                                              | 160                         | 160                             | 0                             |        |   |
| <b>6</b>      | TANDEM FUND II, LP K-1 Pass-Through Share of Partnership Income                    | 569                         | 569                             | 0                             |        |   |
| <b>7</b>      |                                                                                    |                             |                                 |                               |        |   |
| <b>8</b>      |                                                                                    |                             |                                 |                               |        |   |
| <b>9</b>      |                                                                                    |                             |                                 |                               |        |   |
| <b>10</b>     |                                                                                    |                             |                                 |                               |        |   |

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

|           |                                              | <b>TOTAL:</b>                |                                 |                               |                              |  |  |
|-----------|----------------------------------------------|------------------------------|---------------------------------|-------------------------------|------------------------------|--|--|
|           | Description                                  | (a)<br>Expenses per<br>Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted Net<br>Income | (d)<br>Charitable<br>Purpose |  |  |
| <b>1</b>  | General Governance Matters and Counseling    | 2,929                        | 0                               | 0                             | 2,929                        |  |  |
| <b>2</b>  | Legal Fees related to Foundation Investments | 13,918                       | 13,918                          | 0                             | 0                            |  |  |
| <b>3</b>  |                                              |                              |                                 |                               |                              |  |  |
| <b>4</b>  |                                              |                              |                                 |                               |                              |  |  |
| <b>5</b>  |                                              |                              |                                 |                               |                              |  |  |
| <b>6</b>  |                                              |                              |                                 |                               |                              |  |  |
| <b>7</b>  |                                              |                              |                                 |                               |                              |  |  |
| <b>8</b>  |                                              |                              |                                 |                               |                              |  |  |
| <b>9</b>  |                                              |                              |                                 |                               |                              |  |  |
| <b>10</b> |                                              |                              |                                 |                               |                              |  |  |



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

|    |                             | TOTAL:                       |                                 | 148,945                       | 0                            | 0 | 0 | 148,945 |
|----|-----------------------------|------------------------------|---------------------------------|-------------------------------|------------------------------|---|---|---------|
|    | Description                 | (a)<br>Expenses per<br>Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted Net<br>Income | (d)<br>Charitable<br>Purpose |   |   |         |
| 1  | Philanthropic Consultants   | 142,945                      | 0                               | 0                             | 142,945                      |   |   |         |
| 2  | Foundation Proposal Reviews | 6,000                        | 0                               | 0                             | 6,000                        |   |   |         |
| 3  |                             |                              |                                 |                               |                              |   |   |         |
| 4  |                             |                              |                                 |                               |                              |   |   |         |
| 5  |                             |                              |                                 |                               |                              |   |   |         |
| 6  |                             |                              |                                 |                               |                              |   |   |         |
| 7  |                             |                              |                                 |                               |                              |   |   |         |
| 8  |                             |                              |                                 |                               |                              |   |   |         |
| 9  |                             |                              |                                 |                               |                              |   |   |         |
| 10 |                             |                              |                                 |                               |                              |   |   |         |

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

|    |                     | <b>TOTAL:</b>                |                                 | 319,757                       | 0                            | 0 | 0 | 0 |
|----|---------------------|------------------------------|---------------------------------|-------------------------------|------------------------------|---|---|---|
|    | Description         | (a)<br>Expenses per<br>Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted Net<br>Income | (d)<br>Charitable<br>Purpose |   |   |   |
| 1  | Excise Tax for 2011 | 261,300                      | 0                               | 0                             | 0                            |   |   |   |
| 2  | Excise Tax for 2010 | 58,457                       | 0                               | 0                             | 0                            |   |   |   |
| 3  |                     |                              |                                 |                               |                              |   |   |   |
| 4  |                     |                              |                                 |                               |                              |   |   |   |
| 5  |                     |                              |                                 |                               |                              |   |   |   |
| 6  |                     |                              |                                 |                               |                              |   |   |   |
| 7  |                     |                              |                                 |                               |                              |   |   |   |
| 8  |                     |                              |                                 |                               |                              |   |   |   |
| 9  |                     |                              |                                 |                               |                              |   |   |   |
| 10 |                     |                              |                                 |                               |                              |   |   |   |

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

| TOTAL: |                                                    | 302,482                      | 193,888                         | 0                             | 108,542                      |
|--------|----------------------------------------------------|------------------------------|---------------------------------|-------------------------------|------------------------------|
|        | Description                                        | (a)<br>Expenses per<br>Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted Net<br>Income | (d)<br>Charitable<br>Purpose |
| 1      | Administrative Fees                                | 107,345                      | 0                               | 0                             | 107,345                      |
| 2      | Bank Charges                                       | 80                           | 80                              | 0                             | 0                            |
| 3      | Foundation Dues & Memberships                      | 1,197                        | 0                               | 0                             | 1,197                        |
| 4      | FPA APARTMENT OPPORTUNITY FUND LP K-1 Expenses     | 8,579                        | 8,579                           | 0                             | 0                            |
| 5      | INNOVATION WORKS DEVELOPMENT FUND, LP K-1 Expenses | 41,130                       | 41,130                          | 0                             | 0                            |
| 6      | LEGACY CAPITAL FUND K-1 Expenses                   | 60,340                       | 60,340                          | 0                             | 0                            |
| 7      | LEVEL EQUITY GROWTH PARTNERS I, LP K-1 Expenses    | 29,889                       | 29,889                          | 0                             | 0                            |
| 8      | TANDEM FUND II, LP K-1 Expenses                    | 26,746                       | 26,694                          | 0                             | 0                            |
| 9      | IVP FUND II A, L.P. K-1 Expenses                   | 27,176                       | 27,176                          | 0                             | 0                            |
| 10     |                                                    |                              |                                 |                               |                              |

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

| TOTAL: |                                       |         |                           | 5,805,164          | 5,616,000 |
|--------|---------------------------------------|---------|---------------------------|--------------------|-----------|
|        | Description                           | Shares  | Book Value<br>End of Year | FMV<br>End of Year |           |
| 1      | AMERICAN CAPITAL AGENCY CORP (AMAGCY) | 200,000 | 5,805,164                 | 5,616,000          |           |
| 2      |                                       |         |                           |                    |           |
| 3      |                                       |         |                           |                    |           |
| 4      |                                       |         |                           |                    |           |
| 5      |                                       |         |                           |                    |           |
| 6      |                                       |         |                           |                    |           |
| 7      |                                       |         |                           |                    |           |
| 8      |                                       |         |                           |                    |           |
| 9      |                                       |         |                           |                    |           |
| 10     |                                       |         |                           |                    |           |

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

| <b>TOTAL:</b> |                                                    |                                   | <b>14,265,628</b>          | <b>17,544,381</b> |
|---------------|----------------------------------------------------|-----------------------------------|----------------------------|-------------------|
|               | <b>Asset Description</b>                           | <b>Book Value<br/>End of Year</b> | <b>FMV<br/>End of Year</b> |                   |
| 1             | ENERGY D2 MIASOLE II SER 08/10                     | 10,449                            | 8,568                      |                   |
| 2             | EXPLORADOR INSTITUTIONAL FUND                      | 1,000,000                         | 868,137                    |                   |
| 3             | FPA APARTMENT OPPORTUNITY FUND LP                  | 187,671                           | 182,697                    |                   |
| 4             | INNOVATION WORKS DEVELOPMENT FUND, LP              | 261,894                           | 300,593                    |                   |
| 5             | IVP FUND II A, L.P.                                | 394,268                           | 393,034                    |                   |
| 6             | LEGACY CAPITAL FUND                                | 323,216                           | 297,405                    |                   |
| 7             | LEVEL EQUITY GROWTH PARTNERS I, LP                 | 477,948                           | 528,998                    |                   |
| 8             | MIDWAY MARKET NEUTRAL INT'L FUND LTD               | 2,000,000                         | 1,947,565                  |                   |
| 9             | CLEARGATE GLOBAL PARTNERS LTD SUB CL 3 SER 0611    | 200,000                           | 173,121                    |                   |
| 10            | CLEARGATE GLOBAL PARTNERS, LTD SUB-CLASS 3         | 525,000                           | 441,531                    |                   |
| 11            | CLEARGATE GLOBAL PARTNERS SUBCLASS 3 SER 1011      | 275,000                           | 233,885                    |                   |
| 12            | PINE RIVER FIXED INCOME FUND LTD CL B              | 2,000,000                         | 3,289,315                  |                   |
| 13            | PASSPORT ENERGY FUND D2 MIASOLE 10/10 F            | 31,237                            | 25,692                     |                   |
| 14            | PASSPORT ENERGY FUND LTD CLASS D2                  | 500,000                           | 0                          |                   |
| 15            | PASSPORT ENERGY FUND LTD CLASS SP C2               | 9,593                             | 24,453                     |                   |
| 16            | PASSPORT GLOBAL STRATEGIES II OFFSHORE LTD CL B IV | 145,528                           | 72,936                     |                   |
| 17            | PASSPORT MATERIALS FUND LTD CLASS A2               | 1,800,000                         | 658,136                    |                   |
| 18            | PROVIDENCE MBS OFFSHORE FUND LTD CL 201101A        | 4,000,000                         | 7,979,378                  |                   |
| 19            | TANDEM FUND II, LP                                 | 123,824                           | 118,937                    |                   |

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

|               | (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 |
|---------------|----------------------------------------------------|--------|------------------|-------------------|---------------|-----------------------|---------------------|----------------|------------------|
| <b>1</b>      | Publicly-traded Securities                         |        |                  |                   |               | 9,127,466             |                     | 3,508,706      | 5,618,760        |
| <b>2</b>      | PASSPORT GLOBAL STRATEGIES II OFFSHORE LTD CL B IV | 10     | P                | 7/1/2008          | 2/28/2011     | 7,147                 |                     | 9,639          | -2,492           |
| <b>3</b>      | PASSPORT GLOBAL STRATEGIES II OFFSHORE LTD CL B IV | 5      | P                | 7/1/2008          | 7/1/2011      | 4,023                 |                     | 5,479          | -1,456           |
| <b>4</b>      | PASSPORT ENERGY FUND LTD CLASS SP C2               | 68     | P                | 7/1/2008          | 4/30/2011     | 249,420               |                     | 68,288         | 181,132          |
| <b>5</b>      | PASSPORT ENERGY FUND LTD CLASS SP C2               | 54     | P                | 7/1/2008          | 5/31/2011     | 181,876               |                     | 53,802         | 128,074          |
| <b>6</b>      | PASSPORT ENERGY FUND LTD CLASS SP C2               | 16     | P                | 7/1/2008          | 10/31/2011    | 45,792                |                     | 15,571         | 30,221           |
| <b>7</b>      | PASSPORT ENERGY FUND, LTD CLASS D1                 | 275    | P                | 10/28/2009        | 4/30/2011     | 2,448,990             |                     | 282,853        | 2,166,137        |
| <b>8</b>      | PASSPORT ENERGY FUND, LTD CLASS D1                 | 275    | P                | 10/28/2009        | 6/30/2011     | 1,884,759             |                     | 282,853        | 1,601,906        |
| <b>9</b>      | STRUCTURED SERVICING HOLDINGS (OFFSHORE) LTD 2011  | 9908   | P                | 3/3/2010          | 1/31/2011     | 7,630,489             |                     | 4,260,574      | 3,369,915        |
| <b>10</b>     |                                                    |        |                  |                   |               |                       |                     |                |                  |
| <b>TOTAL:</b> |                                                    |        |                  |                   |               | 21,579,962            | 0                   | 8,487,765      | 13,092,197       |

**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, 2011, The Passport Foundation (the "Foundation") made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$9,768,110. This amount represents over 25% of the Foundation's net assets of \$35,530,917 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2011. 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.

## Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility

| Grantee Name         | Street                       | City          | State | Zip Code | Grant Date | Grant Amount | Grant Purpose     | Amt. Expended by Grantee | Any Diversion by Grantee?                                     | Dates of Reports by Grantee | Verification   |
|----------------------|------------------------------|---------------|-------|----------|------------|--------------|-------------------|--------------------------|---------------------------------------------------------------|-----------------------------|----------------|
| Forsythia Foundation | 3053 Fillmore Street No. 310 | San Francisco | CA    | 94123    | 12/30/10   | 12,000,000   | Capital Endowment | 396,608                  | To the knowledge of the grantor, no funds have been diverted. | 8/21/11 and 9/25/12         | None necessary |
| 1                    |                              |               |       |          |            |              |                   |                          |                                                               |                             |                |
| Forsythia Foundation | 3053 Fillmore Street No. 310 | San Francisco | CA    | 94123    | 12/27/11   | 10,000,000   | Capital Endowment | 0                        | To the knowledge of the grantor, no funds have been diverted. | 11/30/12                    | None necessary |
| 2                    |                              |               |       |          |            |              |                   |                          |                                                               |                             |                |
| 3                    |                              |               |       |          |            |              |                   |                          |                                                               |                             |                |
| 4                    |                              |               |       |          |            |              |                   |                          |                                                               |                             |                |
| 5                    |                              |               |       |          |            |              |                   |                          |                                                               |                             |                |
| 6                    |                              |               |       |          |            |              |                   |                          |                                                               |                             |                |
| 7                    |                              |               |       |          |            |              |                   |                          |                                                               |                             |                |
| 8                    |                              |               |       |          |            |              |                   |                          |                                                               |                             |                |
| 9                    |                              |               |       |          |            |              |                   |                          |                                                               |                             |                |



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

|    |                    |                                                   |               |       |          | TOTAL:               |         |      |          |              |  |  |  |
|----|--------------------|---------------------------------------------------|---------------|-------|----------|----------------------|---------|------|----------|--------------|--|--|--|
|    | Name               | Street                                            | City          | State | Zip Code | Title                | Avg Hrs | Comp | Benefits | Expense Acct |  |  |  |
| 1  | John H Burbank III | One Market Street,<br>Steuart Tower Suite<br>2200 | San Francisco | CA    | 94105    | President / Director | 1       | 0    | 0        | 0            |  |  |  |
| 2  | Michele Clifford   | One Market Street,<br>Steuart Tower Suite<br>2200 | San Francisco | CA    | 94105    | Secretary            | 1       | 0    | 0        | 0            |  |  |  |
| 3  | Joanne Cormican    | One Market Street,<br>Steuart Tower Suite<br>2200 | San Francisco | CA    | 94105    | Treasurer            | 1       | 0    | 0        | 0            |  |  |  |
| 4  | Jim Cunningham     | One Market Street,<br>Steuart Tower Suite<br>2200 | San Francisco | CA    | 94105    | Director / Trustee   | 1       | 0    | 0        | 0            |  |  |  |
| 5  | Walther Lovato     | One Market Street,<br>Steuart Tower Suite<br>2200 | San Francisco | CA    | 94105    | 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**

DANVILLE FOURSQUARE CHURCH

**Street**

2615 CAMINO TASSAJARA

**City**

DANVILLE

**State**

CA

**Zip Code**

94506

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

DEVELOPMENTAL FX-THE DEVELOPMENTAL &amp; FRAGILE X RESOURCE CENTRE

**Street**

7770 E ILIFF AVE STE C

**City**

DENVER

**State**

CO

**Zip Code**

80231

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

DIG DEEP

**Street**

117 GREENWICH ST

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94111

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

250

**Name**

EARTHJUSTICE

**Street**

50 CALIFORNIA ST, STE 500

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94111

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Chemicals Policy Reform Project Right to Know Program

**Amount**

50,000

**Name**

EAST HARLEM NEIGHBORHOOD BASED ALLIANCE CORPORATION

**Street**

2253 3RD AVE FRNT 2

**City**

NEW YORK

**State**

NY

**Zip Code**

10035

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

InVenture Foundation Division

**Amount**

25,000

**Name**

ENVIRONMENTAL DEFENSE FUND INCORPORATED

**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

**Amount**

150,000

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

Recipient(s) paid during the year

**Name**

ENVIRONMENTAL WORKING GROUP

**Street**

1436 U ST NW STE 100

**City**

WASHINGTON

**State**

DC

**Zip Code**

20009

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Educating Consumers About Chemicals and Health

**Amount**

50,000

**Name**

FOOD RUNNERS

**Street**

2579 WASHINGTON ST

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94115

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

500

**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**

10,000,000

**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**

GLOBAL CONNECTION INTERNATIONAL

**Street**

9250 E COSTILLA AVE STE 600

**City**

GREENWOOD VLG

**State**

CO

**Zip Code**

80112

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Rwanda Leadership Fdn: Computers &amp; Tech Equipment for the Sonrise Orphanage and School

**Amount**

25,000

**Name**

GRID ALTERNATIVES

**Street**

1171 OCEAN AVE

**City**

OAKLAND

**State**

CA

**Zip Code**

94608

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

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

Recipient(s) paid during the year

**Name**

HARVARD COLLEGE

**Street**

OFC OF THE RECORDING SECRETARY

**City**

CAMBRIDGE

**State**

MA

**Zip Code**

02138

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100

**Name**

HEALTH CARE WITHOUT HARM

**Street**

12355 SUNRISE VALLEY DR STE 680

**City**

RESTON

**State**

VA

**Zip Code**

20191

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Healthier Hospitals Initiative

**Amount**

50,000

**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**

15,500

**Name**

INDEGO AFRICA PROJECT

**Street**

507 ARCHWOOD TRL

**City**

HOUSTON

**State**

TX

**Zip Code**

77007

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Women Artisan Cooperatives in Rwanda

**Amount**

25,000

**Name**

INTERNATIONAL RESCUE COMMITTEE INC

**Street**

122 E 42ND ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10168

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100

**Name**

JAPANESE AMERICAN ASSOCIATION CHARITABLE FUND

**Street**

15 W 44TH ST FL 11

**City**

NEW YORK

**State**

NY

**Zip Code**

10036

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Earthquake Relief Fund

**Amount**

1,000

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

Recipient(s) paid during the year

**Name**

KENTUCKY ENVIRONMENTAL FOUNDATION INC

**Street**

PO BOX 467

**City**

BEREA

**State**

KY

**Zip Code**

40403

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Coming Clean Collaborative

**Amount**

50,000

**Name**

LEUKEMIA &amp; LYMPHOMA SOCIETY-GREATER SAN FRANCISCO BAY AREA

**Street**

221 MAIN ST, STE 1650

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94105

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

6,600

**Name**

MARIN AGRICULTURAL LAND TRUST

**Street**

PO BOX 809

**City**

PT REYES STA

**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 LIBRARY FOUNDATION

**Street**

95 NELSON AVE

**City**

MILL VALLEY

**State**

CA

**Zip Code**

94941

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100

**Name**

MOUNT SINAI SCHOOL OF MEDICINE OF NEW YORK UNIVERSITY

**Street**

ONE GUSTAVE L LEVY PL

**City**

NEW YORK

**State**

NY

**Zip Code**

10029

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Environmental Chemical Exposure in the Neonatal Intensive Care Unit

**Amount**

50,000

**Name**

NATIONAL MULTIPLE SCLEROSIS SOCIETY

**Street**

2508 S CAROLYN AVE

**City**

SIOUX FALLS

**State**

SD

**Zip Code**

57106

**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**

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**

"Make the Case" for Environmental Health

**Amount**

25,500

**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

**Amount**

200,000

**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**

Triclosan, Environmental Phenols, and Phthalates in Two Groups of Healthcare Providers

**Amount**

39,875

**Name**

NYU LANGONE MEDICAL CENTER

**Street**

550 1ST AVE

**City**

NEW YORK

**State**

NY

**Zip Code**

10016

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Prenatal Methylmercury Exposure and its Impact on Adult Cognitive and Cardiovascular Outcomes

**Amount**

23,446

**Name**

PAN MASSACHUSETTS CHALLENGE TRUST

**Street**

77 4TH AVE

**City**

NEEDHAM

**State**

MA

**Zip Code**

02494

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

PHILLIPS EXETER ACADEMY

**Street**

20 MAIN ST

**City**

EXETER

**State**

NH

**Zip Code**

03833

**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**

REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY

**Street**

2195 HEARST AVE RM 120 MC 1104

**City**

BERKELEY

**State**

CA

**Zip Code**

94720

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Impact of Pyrethroid Pesticide Exposures on the Neurodevelopment of School-Age Children

**Amount**

49,973

**Name**

SAN FRANCISCO AIDS FOUNDATION

**Street**

1035 MARKET ST, STE 400

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94103

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100

**Name**

SAVE THE CHILDREN FEDERATION INC

**Street**

54 WILTON RD

**City**

WESTPORT

**State**

CT

**Zip Code**

06880

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,100

**Name**

TECHNOSERVE INC

**Street**

148 E AVE, STE 3H

**City**

NORWALK

**State**

CT

**Zip Code**

06851

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Increasing Incomes of Women Shea Butter Producers in Ghana

**Amount**

100,000

**Name**

THE ASPEN INSTITUTE INC

**Street**

1000 N 3RD ST

**City**

ASPEN

**State**

CO

**Zip Code**

81611

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

ANDE Membership Fund

**Amount**

10,000

**Name**

TIDES CENTER

**Street**

P.O. BOX 29907

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94129

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Chicken and Egg Pictures to Support the Distribution of Semper Fi

**Amount**

10,000

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

Recipient(s) paid during the year

**Name**

TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK

**Street**

100 HAVEN AVE, TOWER III, STE 25F

**City**

NEW YORK

**State**

NY

**Zip Code**

10032

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Understanding Pathways of Early Childhood Exposure to Polybrominated Diphenyl Ethers (PBDEs)

**Amount**

32,000

**Name**

TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, THE PENN FUND

**Street**

601 FRANKLIN BLDG, 3451 WALNUT

**City**

PHILADELPHIA

**State**

PA

**Zip Code**

19104

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100

**Name**

UNIVERSITY OF CALIFORNIA SAN FRANCISCO

**Street**

UCSF PAYROLL OFC BOX 0812 STE 42

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94103

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

New Frontiers in Expanding our Understanding of Chemicals in Pregnant Women

**Amount**

40,000

**Name**

UNIVERSITY OF CALIFORNIA SAN FRANCISCO

**Street**

UCSF PAYROLL OFC BOX 0812 STE 42

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94103

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Phthalate Mixtures in Early Pregnancy and Effects on Placental-Fetal Interactions

**Amount**

40,840

**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**

ALS Center

**Amount**

3,500

**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**

ALS Center

**Amount**

500



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

Recipient(s) paid during the year

**Name**

UNIVERSITY OF CINCINNATI

**Street**

3223 EDEN AVE

**City**

CINCINNATI

**State**

OH

**Zip Code**

45267

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Prenatal Exposure to PBDEs and Child Neurobehavior at 3 Years of Age

**Amount**

30,000

**Name**

UNIVERSITY OF CINCINNATI

**Street**

3223 EDEN AVE

**City**

CINCINNATI

**State**

OH

**Zip Code**

45267

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Satellite Symposium in Conjunction with Annual Mtg of Euro Society of Obesity Istanbul, Turkey

**Amount**

4,000

**Name**

UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL

**Street**

104 AIRPORT DR A0B STE 3600

**City**

CHAPEL HILL

**State**

NC

**Zip Code**

27599

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Decreasing Exposure to Chlorinated Volatile Organic Compounds in Indoor Air

**Amount**

46,460

**Name**

UNIVERSITY OF ROCHESTER

**Street**

910 GENESEE ST STE 200

**City**

ROCHESTER

**State**

NY

**Zip Code**

14611

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Concentrations of Bisphenol A in Central vs Subcutaneous Fat of Adult Decedents at Autopsy

**Amount**

26,390

**Name**

UNIVERSITY OF TEXAS MEDICAL BRANCH AT GALVESTON

**Street**

P O BOX 4786-750

**City**

HOUSTON

**State**

TX

**Zip Code**

77210

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Nongenomic Xenoestrogenic Actions of the New Substitute Plastics Monomer Bisphenol-S

**Amount**

45,000

**Name**

UNIVERSITY OF THE PEOPLE

**Street**

225 S LAKE AVE STE 300

**City**

PASADENA

**State**

CA

**Zip Code**

91101

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

25,000

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

Recipient(s) paid during the year

**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

**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 Environment Funders Network

**Amount**

10,000

**Name**

VIRGINIA POLYTECHNIC INSTITUTE AND STATE UNIVERSITY

**Street**

1880 PRATT DR STE 2006 (MC 0170)

**City**

BLACKSBURG

**State**

VA

**Zip Code**

24060

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Are Quat Disinfectants a Reproductive Toxicant or Teratogen?

**Amount**

48,000

**Name**

WESTERN STATES CENTER INC

**Street**

PO BOX 40305

**City**

PORTLAND

**State**

OR

**Zip Code**

97240

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

MomsRising to Expand its Environmental Health Program

**Amount**

40,000

**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