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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation The Passport Foundation		A Employer identification number 26-1580196	
Number and street (or P O box number if mail is not delivered to street address) One Market Street, Steuart Tower		Room/suite 2200	B Telephone number (see instructions) (415) 321-4600
City or town, state, and ZIP code San Francisco CA 94105		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 27,020,330		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		(Part I, column (d) must be on cash basis)	

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)	518,821			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15	15		
	4 Dividends and interest from securities	290,459	290,459		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	117,847			
	b Gross sales price for all assets on line 6a 9,728,063				
	7 Capital gain net income (from Part IV, line 2)		150,044		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	157,335	157,335			
12 Total. Add lines 1 through 11	1,084,477	597,853			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	1,852			1,852
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	143,000			143,000
	17 Interest	6,039			
	18 Taxes (attach schedule) (see instructions)	32,700			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	19,423			19,423
	22 Printing and publications				
	23 Other expenses (attach schedule)	431,080	332,890		98,026
	24 Total operating and administrative expenses. Add lines 13 through 23	634,094	338,929	0	262,301
	25 Contributions, gifts, grants paid	1,580,830			1,580,830
26 Total expenses and disbursements. Add lines 24 and 25	2,214,924	338,929	0	1,843,131	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,130,447				
b Net investment income (if negative, enter -0-)		258,924			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2012)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	723,750	617,700	617,700
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	857,287		
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,805,164		
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	14,265,628	19,908,894	26,402,630
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,651,829	20,526,594	27,020,330
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	21,651,829	20,526,594	
	30 Total net assets or fund balances (see instructions)	21,651,829	20,526,594	
	31 Total liabilities and net assets/fund balances (see instructions)	21,651,829	20,526,594	

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	21,651,829
2 Enter amount from Part I, line 27a	2	-1,130,447
3 Other increases not included in line 2 (itemize) ▶ Returned Grants	3	5,212
4 Add lines 1, 2, and 3	4	20,526,594
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,526,594

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	150,044
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,959,624	34,859,477	0.056215
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
2 Total of line 1, column (d)			2 0.146054
3 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			3 0.029211
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 28,576,859
5 Multiply line 4 by line 3			5 834,759
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,589
7 Add lines 5 and 6			7 837,348
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,843,131

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 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	2,589	
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	2,589	
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	2,589	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	161,911		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	161,911		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8			
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	159,322		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 3,000 Refunded <input type="checkbox"/>	11	156,322		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address 	13	X	
14	The books are in care of The Passport Foundation Telephone no (415) 321-4610 Located at One Market Street, Steuart Tower, Suite 2200 San Francisco CA ZIP+4 94105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 	16	Yes <input type="checkbox"/>	No X <input checked="" type="checkbox"/>

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years , , , 		
b	Are there any years listed in 2a for which the foundation is not 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 , , , 		
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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012</i>)	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 2012?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870

X

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Foundation Source 55 Walls Drive, Suite 302, Fairfield, CT 06824 Cayman Islands	Administrative	91,066
Janet Maughan 363 62nd Street, Oakland, CA 94111	Philanthropic Consultant	142,000
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	221,520
b	Average of monthly cash balances	1b	3,323,750
c	Fair market value of all other assets (see instructions)	1c	25,466,770
d	Total (add lines 1a, b, and c)	1d	29,012,040
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	29,012,040
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	435,181
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,576,859
6	Minimum investment return. Enter 5% of line 5	6	1,428,843

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)

1	Minimum investment return from Part X, line 6	1	1,428,843
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,589
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,589
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,426,254
4	Recoveries of amounts treated as qualifying distributions	4	5,212
5	Add lines 3 and 4	5	1,431,466
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,431,466

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,843,131
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,843,131
5	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)	5	2,589
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,840,542

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) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,431,466
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,595,162	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,843,131				
a Applied to 2011, but not more than line 2a			1,595,162	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				247,969
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c 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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,183,497
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part 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) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	15	
4	Dividends and interest from securities			14	290,459	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	117,847	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a Passthrough K-1 Income			14	157,335	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		565,656	0
13	Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)				13 565,656	565,656

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

The Passport Foundation

26-1580196

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

Name of organization
The Passport Foundation

Employer identification number
26-1580196

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Carlson, Alison One Market St, Steuart Tower, Ste 2200 San Francisco CA 94105 Foreign State or Province _____ Foreign Country _____	\$ 518,821	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization The Passport Foundation	Employer identification number 26-1580196
--	---

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

[illegible]

Name of organization The Passport Foundation	Employer identification number 26-1580196
--	---

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations*

total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$

0

Use duplicate copies of Part III if additional space is needed

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

Part I, Line 11 (990-PF) - Other Income

		157,335	157,335	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Passthrough K-1 Income FORMATION8 PARTNERS FUND 1 L	171	171	0
2	Passthrough K-1 Income FPA APARTMENT OPPORTUNITY F	34,737	34,737	0
3	Passthrough K-1 Income INNOVATION WORKS DEVELOPME	245	245	0
4	Passthrough K-1 Income LEGACY CAPITAL FUND	97,105	97,105	0
5	Passthrough K-1 Income SILVER LAKE WATERMAN FUND, L	22,814	22,814	0
6	Passthrough K-1 Income TANDEM FUND II, LP	2,263	2,263	0

Part I, Line 16a (990-PF) - Legal Fees

		1,852	0	0	1,852
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Governance Matters and Counseling	1,852	0	0	1,852

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

		143,000	0	0	143,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Annual Report Preparation	1,000	0	0	1,000
2	Philanthropic Consultant	142,000	0	0	142,000

Part I, Line 18 (990-PF) - Taxes

		32,700	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	32,700	0	0	0

Part I, Line 23 (990-PF) - Other Expenses

		431,080	332,890	0	98,026
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	91,066	0	0	91,066
2	Bank Charges	648	648	0	0
3	Foundation Dues & Memberships	6,660	0	0	6,660
4	K-1 Expenses FORMATION8 PARTNERS FUND 1 L	15,599	15,599	0	0
5	K-1 Expenses FPA APARTMENT OPPORTUNITY F	14,127	14,127	0	0
6	K-1 Expenses INNOVATION WORKS DEVELOPME	25,234	25,234	0	0
7	K-1 Expenses IVP FUND II A, L P	30,611	30,611	0	0
8	K-1 Expenses LEGACY CAPITAL FUND	126,411	126,369	0	0
9	K-1 Expenses LEVEL EQUITY GROWTH PARTNER	43,462	43,462	0	0
10	K-1 Expenses SILVER LAKE WATERMAN FUND, L	34,325	34,325	0	0
11	K-1 Expenses TANDEM FUND II, LP	42,637	42,515	0	0
12	State or Local Filing Fees	300	0	0	300

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	EXPLORADOR INSTITUTIONAL FUND			1,000,000	965,298
2	FORMATION8 PARTNERS FUND 1 LP			134,572	145,696
3	FPA APARTMENT OPPORTUNITY FUND LP			612,245	725,684
4	IB HOLDING, LLC			1,500,001	1,500,001
5	INNOVATION WORKS DEVELOPMENT FUND			405,299	458,009
6	IVP FUND II A, L.P.			693,193	517,569
7	LEGACY CAPITAL FUND			1,550,089	2,101,956
8	LEVEL EQUITY GROWTH PARTNERS I, LP			565,639	592,213
9	M1 FUND LTD			2,000,000	2,282,240
10	MIDWAY MARKET NEUTRAL INT'L FUND LTD			2,000,000	2,477,857
11	CLEARGATE GLOBAL PARTNERS LTD SUB			200,000	153,236
12	CLEARGATE GLOBAL PARTNERS, LTD SUB			525,000	390,818
13	CLEARGATE GLOBAL PARTNERS SUBCLA			275,000	207,022
14	PINE RIVER FIXED INCOME FUND LTD. SE			1,500,000	3,326,588
15	PASSPORT ENERGY FUND LTD CLASS SP			6,113	17,537
16	PASSPORT GLOBAL STRATEGIES II OFFSH			145,527	45,006
17	PASSPORT MATERIALS FUND LTD CLASS			400,439	94,148
18	PASSPORT OFFSHORE LTD CLASS H			2,000,000	2,015,098
19	PROVIDENCE MBS OFFSHORE FUND LTD			3,040,419	6,729,140
20	SILVER LAKE WATERMAN FUND, L.P.			167,508	148,137
21	SKI TIME SQUARE LTD A			1,000,000	1,266,179
22	TANDEM FUND II, LP			187,850	243,198

Amount

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Part VII-A, Line 10 (990-PF) - Substantial Contributors

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country
1	Alison Carlson		One Market St, Steuart Twr, Ste 2200	San Francisco	CA	94105	

Part VII-A, Line 11 (990-PF) - Controlled Entity

0									
Transferred To or From	Name of Controlled Entity	EIN	Street Address	City	State	Zip Code	Country	Description of Transfer	Amount of Transfer
1	Cleargate Global Partners Ltd		PO Box 1348	Grand Cayman Island		KY1-108	Cayman Islands		

Part VII-B, Line 5c (990-PF) - Expenditure Responsibility

Grantee Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Am't Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Date of Verification	Verification
1 Forsythia Foundation		3053 Fillmore Street No. 310	San Francisco	CA	94123		12/30/2010	12,000,000	Capital Endowment	1,246,901	Not to the knowledge of grantor	8/21/11, 9/25/12, and 6/10/13		None necessary
2 Forsythia Foundation		3053 Fillmore Street No. 310	San Francisco	CA	94123		12/27/2011	10,000,000	Capital Endowment	0	Not to the knowledge of grantor	11/30/12 and 6/10/13		None necessary

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	John H Burbank III		One Market St Steuart Twr Ste 2200	San Francisco	CA	94105		Pres / Dir	1 00	0	0	0
2	Michele Clifford		One Market St Steuart Twr Ste 2200	San Francisco	CA	94105		Sec	1 00	0	0	0
3	Joanne Cormican		One Market St Steuart Twr Ste 2200	San Francisco	CA	94105		Treas	1 00	0	0	0
4	Jim Cunningham		One Market St Steuart Twr Ste 2200	San Francisco	CA	94105		Dir / Trustee	1 00	0	0	0
5	Walther Lovato		One Market St Steuart Twr Ste 2200	San Francisco	CA	94105		Dir / Trustee	1 00	0	0	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

COMING CLEAN INC

Street

28 VERNON ST STE 434

City

BRATTLEBORO

State

VT

Zip Code

05301

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Coming Clean's Communications Work on Environmental Health, particularly Flame Retardant Policies

Amount

50,000

Name

COMING CLEAN INC

Street

28 VERNON ST STE 434

City

BRATTLEBORO

State

VT

Zip Code

05301

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Safer Chemicals, Healthy Families

Amount

100,000

Name

COMMUNICATIONS CONSORTIUM MEDIA CENTER

Street

401 9TH ST NW STE 450

City

WASHINGTON

State

DC

Zip Code

20004

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Agent Orange in Vietnam Initiative

Amount

25,000

Name

COMMUNITY FOOD BANK INC

Street

3003 S COUNTRY CLUB RD

City

TUCSON

State

AZ

Zip Code

85713

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

100

Name

CYSTIC FIBROSIS FOUNDATION - NORTHERN CALIFORNIA CHAPTER

Street

455 MARKET ST, STE 640

City

SAN FRANCISCO

State

CA

Zip Code

94105

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,400

Name

DEVELOPMENTAL FX-THE DEVELOPMENTAL & 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 & Unrestricted

Amount

4,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

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 & Unrestricted

Amount

700

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

Environmental Health/Toxics

Amount

50,000

Name

EDGEWOOD CENTER FOR CHILDREN AND FAMILIES

Street

1801 VICENTE ST

City

SAN FRANCISCO

State

CA

Zip Code

94116

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

600

Name

ENORMOUS CHANGES INC

Street

1520 LYON ST

City

SAN FRANCISCO

State

CA

Zip Code

94115

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

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

Meeting for Chemicals Reform Strategy Development

Amount

15,000

Name

EQUALITY NOW INC

Street

250 W 57TH ST STE 1720

City

NEW YORK

State

NY

Zip Code

10107

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Adolescent Girls' Legal Defense Fund

Amount

100,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FARM FOUNDATION NFP

Street

1301 W 22ND ST STE 615

City

OAK BROOK

State

IL

Zip Code

60523

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

FRIENDS OF THE ALAMEDA ANIMAL SHELTER

Street

1590 FORTMAN WAY

City

ALAMEDA

State

CA

Zip Code

94501

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

150

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 & Unrestricted

Amount

5,000

Name

GLOBAL CONNECTION INTERNATIONAL

Street

9250 E COSTILLA AVE

City

GREENWOOD VILLAGE

State

CO

Zip Code

80112

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Sonrise School and Orphanage

Amount

25,000

Name

GRACE FELLOWSHIP CHURCH OF STEPHENVILLE

Street

1435 HIGHLAND AVE

City

STEPHENVILLE

State

TX

Zip Code

76401

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

H JOHN HEINZ III CENTER FOR SCIENCE ECONOMICS AND THE ENVIRONMENT

Street

1001 PENNSYLVANIA AVE NW 735S

City

WASHINGTON

State

DC

Zip Code

20004

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Expanding the Constituency for Environmental Health

Amount

75,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

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

Amount

50,000

Name

HEDGE FUNDS CARE INC

Street

330 7TH AVE STE 2B

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Bay Area Agencies Working to Reduce and Ameliorate Child Abuse

Amount

15,000

Name

HENRYS FORK FOUNDATION INC

Street

PO BOX 550

City

ASHTON

State

ID

Zip Code

83420

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

500

Name

INTERNATIONAL STUDENTS INC

Street

7222 COMMERCE CENTER 200

City

COLORADO SPRINGS

State

CO

Zip Code

80919

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

JUMPSTART FOR YOUNG CHILDREN INC

Street

308 CONGRESS ST FL 6

City

BOSTON

State

MA

Zip Code

02210

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

750

Name

LEAGUE OF CONSERVATION VOTERS EDUCATION FUND

Street

1920 L ST NW STE 800

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

LCV Education Fund

Amount

75,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LEUKEMIA AND LYMPHOMA SOCIETY - CONNECTICUT CHAPTER

Street

321 RESEARCH PKWY, STE 212

City

MERIDEN

State

CT

Zip Code

06450

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

400

Name

MALARIA NO MORE FUND

Street

432 PARK AVE S

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

100

Name

MOMSRISING EDUCATION FUND

Street

12011 BEL RED RD STE 206B

City

BELLEVUE

State

WA

Zip Code

98005

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

40,000

Name

MONTE VISTA HIGH SCHOOL ACADEMIC BOOSTER NONPROFIT ORANIZATION

Street

3131 STONE VALLEY RD

City

DANVILLE

State

CA

Zip Code

94526

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

350

Name

NATIONAL BRAIN TUMOR SOCIETY INC

Street

55 CHAPEL ST STE 200

City

NEWTON

State

MA

Zip Code

02458

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

100

Name

NAVY SEAL FOUNDATION INC

Street

P O BOX 5965

City

VIRGINIA BEACH

State

VA

Zip Code

23471

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

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 & Unrestricted

Amount

5,000

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 & Unrestricted

Amount

100

Name

PHYSICIANS FOR SOCIAL RESPONSIBILITY INC

Street

617 S OLIVE ST STE 200

City

LOS ANGELES

State

CA

Zip Code

90014

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Building Support for California Policies to Reduce Chemical Exposures

Amount

50,000

Name

PHYSICIANS FOR SOCIAL RESPONSIBILITY INC

Street

617 S OLIVE ST STE 200

City

LOS ANGELES

State

CA

Zip Code

90014

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Lead a Coalition of Organizations Fighting for a Change in California's Use of Chemical Flame Retardants

Amount

35,000

Name

POPULATION COUNCIL INC

Street

ONE DAG HAMMARSKJOLD PLZ

City

NEW YORK

State

NY

Zip Code

10017

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Add a Small Business Component to its Development and Leadership Program for Mayan girls in Guatemala

Amount

35,000

Name

PRESIDENT & FELLOWS OF HARVARD COLLEGE

Street

1350 MASSACHUSETTS AVE RM 371

City

CAMBRIDGE

State

MA

Zip Code

02138

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Champions Project - FXB Center for Health and Human Rights

Amount

100,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

R BABY FOUNDATION INC

Street

PO BOX 604

City

SHORT HILLS

State

NJ

Zip Code

07078

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

250

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 & Unrestricted

Amount

100

Name

SAN FRANCISCO SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

Street

201 ALABAMA ST

City

SAN FRANCISCO

State

CA

Zip Code

94103

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

100

Name

SCIENCE & ENVIRONMENTAL HEALTH NETWORK

Street

PO BOX 1808

City

JAMESTOWN

State

ND

Zip Code

58402

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Dr. Ted Schettler's Analysis, Research, Writing, and Science Translation

Amount

50,000

Name

SOCIAL & ENVIRONMENTAL ENTREPRENEURS SEE INC

Street

23532 CALABASAS RD STE A

City

CALABASAS

State

CA

Zip Code

91302

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Green Science Policy Institute Technical Assistance and Communications on Flame Retardant Chemicals

Amount

30,000

Name

ST VINCENT DE PAUL SCHOOL

Street

2350 GREEN ST

City

SAN FRANCISCO

State

CA

Zip Code

94123

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

250

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TECHNOSERVE INC

Street

1120 19TH ST, NW

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Shea Production Project Enabling Women in Ghana to Bridge Income Gaps for their Families

Amount

200,000

Name

THE GUARDSMEN

Street

1016 LINCOLN BLVD STE 205

City

SAN FRANCISCO

State

CA

Zip Code

94129

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

780

Name

THE PORTSMOUTH ABBEY SCHOOL

Street

285 CORY'S LN

City

PORTSMOUTH

State

RI

Zip Code

02871

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

250

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

Clean Production Action to advise on and advocate for California's green chemistry program

Amount

30,000

Name

TONY LARUSSAS ANIMAL RESCUE FOUNDATION

Street

PO BOX 30215

City

WALNUT CREEK

State

CA

Zip Code

94598

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

500

Name

TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, The Penn Fund

Street

601 FRANKLIN BLDG, 3451 WALNUT ST

City

PHILADELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

200

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF CALIFORNIA SAN FRANCISCO

Street

UCSF PAYROLL OFC BOX 0812 STE 42

City

SAN FRANCISCO

State

CA

Zip Code

94143

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

"Obstetricians A Force for Change"

Amount

100,000

Name

UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION

Street

PO BOX 45339

City

SAN FRANCISCO

State

CA

Zip Code

94145

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

VIRGINIA ORGANIZING INC

Street

703 CONCORD AVE

City

CHARLOTTESVILLE

State

VA

Zip Code

22903

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Environmental Health Sciences

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 & Environmental Funders Network

Amount

20,000

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

Science Communications Network

Amount

25,000

Name

VISALIA CHURCH OF RELIGIOUS SCIENCE

Street

117 S LOCUST ST

City

VISALIA

State

CA

Zip Code

93291

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,750

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

VISALIA RESCUE MISSION

Street

500 E RACE AVE

City

VISALIA

State

CA

Zip Code

93292

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

250

Name

WORLD OF CHILDREN INC

Street

6200 STONERIDGE MALL 3RD FL

City

PLEASANTON

State

CA

Zip Code

94588

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

100

Name

YEAR UP INC

Street

93 SUMMER ST

City

BOSTON

State

MA

Zip Code

02110

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Bay Area Program

Amount

100,000

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