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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

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)	Room/suite	B Telephone number (see instructions) (415) 321-4600						
ONE MARKET ST., STEUART TOWER City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105								
G Check all that apply <table border="0"><tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr><tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr><tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr></table>		<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	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<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							
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								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 30,224,961.		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)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,731.	3,731.		
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,367,857.			
b	Gross sales price for all assets on line 6a 15,426,424.				
7	Capital gain net income (from Part IV, line 2)		6,367,857.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 1	447,631.	447,631.		
12	Total. Add lines 1 through 11	6,819,219.	6,819,219.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) *	136,000.			136,000.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 3	13,600.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	23,701.			23,701.
22	Printing and publications	29.			29.
23	Other expenses (attach schedule) ATCH 4	452,313.	377,327.		74,259.
24	Total operating and administrative expenses Add lines 13 through 23	625,643.	377,327.		233,989.
25	Contributions, gifts, grants paid	990,525.			990,525.
26	Total expenses and disbursements Add lines 24 and 25	1,616,168.	377,327.		1,224,514.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	5,203,051.			
b	Net investment income (if negative, enter -0-)		6,441,892.		
c	Adjusted net income (if negative, enter -0-)				

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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		617,700.	4,990,185.	4,990,185.
	3	Accounts receivable ▶ 1,136.				
		Less allowance for doubtful accounts ▶			1,136.	1,136.
	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)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 5		19,908,894.	20,838,494.	25,233,640.	
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)		20,526,594.	25,829,815.	30,224,961.	
Liabilities	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 ▶ <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, . . . ▶ <input checked="" type="checkbox"/>					
	check here 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 . .		20,526,594.	25,829,815.	
30	Total net assets or fund balances (see instructions)		20,526,594.	25,829,815.		
31	Total liabilities and net assets/fund balances (see instructions)		20,526,594.	25,829,815.		

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	20,526,594.
2	Enter amount from Part I, line 27a	2	5,203,051.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	100,170.
4	Add lines 1, 2, and 3	4	25,829,815.
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	25,829,815.

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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V 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					
b					
c					
d					
e					
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	6,367,857.	
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))
2012	1,840,542.	28,576,859.	0.064407
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
2 Total of line 1, column (d)			2 0.210461
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 0.042092
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 32,030,431.
5 Multiply line 4 by line 3			5 1,348,225.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 64,419.
7 Add lines 5 and 6			7 1,412,644.
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 1,224,514.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	128,838.
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	
3 Add lines 1 and 2		3	128,838.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	128,838.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	134,200.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	47,901.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	182,101.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	874.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	52,389.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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.	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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 N/A				
14	The books are in care of THE PASSPORT FOUNDATION Telephone no 415-321-4610 Located at ONE MARKET ST, STEUART TWR, #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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, 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			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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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	
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 2013 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 2013.)	3b	
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 2013?	4b	X

Form 990-PF (2013)

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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATCH 7		0	0	0

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				

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
ATCH 8		193,259.

Total number of others receiving over \$50,000 for professional services ▶

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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2013)

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	
b	Average of monthly cash balances	1b	5,981,356.
c	Fair market value of all other assets (see instructions)	1c	26,536,848.
d	Total (add lines 1a, b, and c)	1d	32,518,204.
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	32,518,204.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	487,773.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	32,030,431.
6	Minimum investment return. Enter 5% of line 5	6	1,601,522.

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	1,601,522.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	128,838.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	128,838.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,472,684.
4	Recoveries of amounts treated as qualifying distributions	4	100,170.
5	Add lines 3 and 4	5	1,572,854.
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	1,572,854.

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	1,224,514.
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	1,224,514.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,224,514.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,572,854.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,183,497.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,224,514.</u>				
a Applied to 2012, but not more than line 2a			1,183,497.	
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 2013 distributable amount				41,017.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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				
b Prior years' undistributed income Subtract line 4b from line 2b				
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,531,837.
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

2a 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) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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))

N/A

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

N/A

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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year ATCH 9				
Total ► 3a				990,525.
b Approved for future payment				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	3,731.	
4 Dividends and interest from securities					
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	6,367,857.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 10 _____				447,631.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				6,819,219.	
13 Total. Add line 12, columns (b), (d), and (e)				13	6,819,219.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations





- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true and correct. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here    

Signature of officer or trustee Date Title

11/13/2015 Treasurer

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/12/2014	<input checked="" type="checkbox"/> self-employed	P01345770
Firm's name ► FOUNDATION SOURCE			Firm's EIN ► 510398347	
Firm's address ► ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 8008391754	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
IVP FUND II A, L.P. INTEREST INC	34,466.	34,466.
SILVER LAKE WATERMAN FUND INTEREST INC	649.	649.
LEGACY CAPITAL, LP INTEREST INC	19,421.	19,421.
BRIGHT MEDIA CORP CONV NOTE INTEREST INC	17,251.	17,251.
K-1 INC/LOSS FORMATION8 PARTNERS FUND 1	933.	933.
K-1 INC/LOSS FPA APARTMENT OPPORTUNITY F	38,342.	38,342.
K-1 INC/LOSS IB HOLDING, LLC	84.	84.
K-1 INC/LOSS INNOVATION WORKS DEVELOPMEN	431.	431.
K-1 INC/LOSS IVP FUND II A, L.P.	-753.	-753.
K-1 INC/LOSS LEGACY CAPITAL, LP	59,482.	59,482.
K-1 INC/LOSS LEGP I AIV (B) LP	10,177.	10,177.
K-1 INC/LOSS PASSPORT VENTURES, LLC	179,611.	179,611.
K-1 INC/LOSS PEJMAN MAR VENTURES, L.P.	64.	64.
K-1 INC/LOSS SILVER LAKE WATERMAN FUND,	81,096.	81,096.
K-1 INC/LOSS STREAMLINED VENTURES I, LP	962.	962.
K-1 INC/LOSS TANDEM FUND II, LP	5,415.	5,415.
TOTALS	<u>447,631.</u>	<u>447,631.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PHILANTHROPIC CONSULTING SVCS	124,000.	124,000.
PHILANTHROPIC EVALUATION SVCS	12,000.	12,000.
TOTALS	<u>136,000.</u>	<u>136,000.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ESTIMATED TAX FOR 2013	13,600.
TOTALS	<u>13,600.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	69,259.		69,259.
BANK CHARGES	93.	93.	
FOUNDATION DUES & MEMBERSHIPS	5,000.		5,000.
K-1 EXP FORMATION8 PARTNERS FU	18,680.	18,680.	
K-1 EXP FPA APARTMENT OPPORTUN	14,631.	14,631.	
K-1 EXP IB HOLDING, LLC	139.	139.	
K-1 EXP INNOVATION WORKS DEVEL	27,772.	27,772.	
K-1 EXP IVP FUND II A, L.P.	36,617.	36,617.	
K-1 EXP LEGACY CAPITAL, LP	81,506.	81,173.	
K-1 EXP LEGP I AIV (B) LP	937.	937.	
K-1 EXP LEVEL EQUITY GROWTH PA	53,519.	53,519.	
K-1 EXP PASSPORT VENTURES, LLC	17,341.	17,341.	
K-1 EXP PEJMAN MAR VENTURES, L	7,907.	7,907.	
K-1 EXP SILVER LAKE WATERMAN F	62,340.	62,340.	
K-1 EXP STREAMLINED VENTURES I	11,418.	11,418.	
K-1 EXP TANDEM FUND II, LP	45,154.	44,760.	
TOTALS	<u>452,313.</u>	<u>377,327.</u>	<u>74,259.</u>

ATTACHMENT 5FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BRIGHT MEDIA CORPORATION SERIE	2,670,585.	4,025,084.
CLEARGATE GLOBAL PTNR LTD 0611	200,000.	180,154.
CLEARGATE GLOBAL PTNR LTD 1011	275,000.	243,388.
CLEARGATE GLOBAL PRNRS, LTD 3	525,000.	459,470.
EXPLORADOR INSTITUTIONAL FUND	1,000,000.	887,321.
FORMATION8 PARTNERS FUND 1 LP	416,358.	468,026.
FPA APARTMENT OPPORTUNITY FUND	773,637.	1,028,338.
IB HOLDING, LLC	1,639,032.	475,061.
INNOVATION WORKS DEVELOPMENT F	534,789.	904,162.
IVP FUND II A, L.P.	597,968.	776,841.
LEGACY CAPITAL, LP	1,613,861.	2,970,768.
LEGP I AIV (B) LP	227,228.	339,987.
LEVEL EQUITY GROWTH PARTNERS I	766,564.	892,451.
PASSPORT GLOBAL STRATEGIES II	145,527.	28,050.
PASSPORT MATERIALS FUND LTD CL	250,147.	34,058.
PASSPORT OFFSHORE LTD CLASS H	2,000,000.	3,072,971.
PASSPORT VENTURES, LLC	5,590,419.	5,986,573.
PEJMAN MAR VENTURES, L.P.	242,157.	275,702.
PROVIDENCE MBS OFFSHORE FUND L	428,505.	977,389.
SILVER LAKE WATERMAN FUND, L.P	454,062.	452,472.
STREAMLINED VENTURES I, LP	139,544.	135,095.
TANDEM FUND II, LP	348,111.	620,279.
TOTALS	<u>20,838,494.</u>	<u>25,233,640.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

RETURNED GRANTS

100,170.

TOTAL

100,170.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PASSTHROUGH K1 CAPITAL GAIN					209,751.	
10,066.		PASSPORT MATERIALS FUND LTD CLASS A2 49,717.				P	07/01/2008 -39,651.	05/31/2013
19,714.		PASSPORT MATERIALS FUND LTD CLASS A2 100,574.				P	07/01/2008 -80,860.	09/01/2013
16,993.		PASSPORT ENERGY FUND LTD CLASS SP C2 6,113.				P	07/01/2008 10,880.	11/01/2013
1,967,569.		M1 FUND LTD 2,000,000.				P	04/01/2012 -32,431.	10/01/2013
4,729,140.		PROVIDENCE MBS OFFSHORE FUND LTD CL A 20 2,136,762.				P	08/03/2009 2,592,378.	01/01/2013
1,108,861.		PROVIDENCE MBS OFFSHORE FUND LTD CL A 20 475,152.				P	08/03/2009 633,709.	04/30/2013
1,537,263.		MIDWAY MARKET NEUTRAL INT'L FUND LTD CLA 1,211,453.				P	08/01/2011 325,810.	03/31/2013
974,834.		MIDWAY MARKET NEUTRAL INT'L FUND LTD CLA 788,547.				P	VARIOUS 186,287.	09/01/2013
1,174,033.		PINE RIVER FIXED INCOME FUND LTD. 499,950.				P	08/03/2009 674,083.	03/29/2013
1,181,754.		PINE RIVER FIXED INCOME FUND LTD. 500,025.				P	08/03/2009 681,729.	06/30/2013
1,203,521.		PINE RIVER FIXED INCOME FUND LTD. 500,025.				P	08/03/2009 703,496.	09/30/2013

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
440,000.		SKI TIME SQUARE LTD A 301,518.				P	02/02/2012 138,482.	06/01/2013
1,062,676.		SKI TIME SQUARE LTD A 698,482.				P	02/02/2012 364,194.	09/01/2013
TOTAL GAIN(LOSS)							<u>6,367,857.</u>	

• The Passport Foundation
Taxable Year Ending December 31, 2013

26-1580196

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

Name of Controlled Entity Cleargate Global Partners Ltd

EIN N/A

Street Address PO Box 1348, Grand Cayman, Cayman Islands KY1-1108

This entity is not an excess business holding

No transfers were made during 2013 from the Foundation to this entity or from this entity to the Foundation

ATTACHMENT 7FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: FORSYTHIA FOUNDATION
GRANTEE'S ADDRESS: 3053 FILLMORE STREET NO. 310
CITY, STATE & ZIP: SAN FRANCISCO, CA 94123
GRANT DATE: 12/30/2010
GRANT AMOUNT: 12,000,000.
GRANT PURPOSE: CAPITAL ENDOWMENT
AMOUNT EXPENDED: 1,246,901.
ANY DIVERSION? NO
DATES OF REPORTS: 8/21/11, 9/25/12 AND 6/10/13
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: FORSYTHIA FOUNDATION
GRANTEE'S ADDRESS: 3053 FILLMORE STREET NO. 310
CITY, STATE & ZIP: SAN FRANCISCO, CA 94123
GRANT DATE: 12/27/2011
GRANT AMOUNT: 10,000,000.
GRANT PURPOSE: CAPITAL ENDOWMENT
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: 11/30/12 AND 6/10/13
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

THE PASSPORT FOUNDATION

26-1580196.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JOHN H BURBANK III
ONE MARKET ST., STEUART TOWER
2200
SAN FRANCISCO, CA 94105

PRES / DIR
1.00

MICHELE CLIFFORD
ONE MARKET ST., STEUART TOWER
2200
SAN FRANCISCO, CA 94105

SECRETARY
1.00

JIM CUNNINGHAM
ONE MARKET ST., STEUART TOWER
2200
SAN FRANCISCO, CA 94105

DIR / TRUSTEE
1.00

WALTHER LOVATO
ONE MARKET ST., STEUART TOWER
2200
SAN FRANCISCO, CA 94105

DIR / TRUSTEE
1.00

JOANNE POILE
ONE MARKET ST., STEUART TOWER
2200
SAN FRANCISCO, CA 94105

TREASURER
1.00

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FOUNDATION SOURCE 55 WALLS DRIVE, STE 302 FAIRFIELD, CT 06824	ADMINISTRATIVE	69,259.
JANET MAUGHAN 363 62ND ST OAKLAND, CA 94111	PHILANTH CONSULTING	124,000.
TOTAL COMPENSATION		<u>193,259.</u>

THE PASSPORT FOUNDATION

26-1580196

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN ASSOCIATES OF THE ROYAL NATIONAL THEATRE 1776 BROADWAY STE 1804 NEW YORK, NY 10019	N/A PC	GENERAL & UNRESTRICTED	5,000
AMERICAN NATIONAL RED CROSS, MILFORD CHAPTER 1 PLYMOUTH PLACE MILFORD, CT 06460	N/A PC	GENERAL & UNRESTRICTED	100
AVON WALK FOR BREAST CANCER - SAN FRANCISCO 180 MONTGOMERY ST, STE 1980 SAN FRANCISCO, CA 94104	N/A PC	GENERAL & UNRESTRICTED	100
BLUEGREEN ALLIANCE FOUNDATION 1300 GODWARD ST NE, #2625 MINNEAPOLIS, MN 55413	N/A PC	SUPPORT FOR PUTTING BREAST CANCER OUT OF WORK	25,000
BREAST CANCER FUND 1388 SUTTER ST STE 400 SAN FRANCISCO, CA 94109	N/A PC	GENERAL & UNRESTRICTED	50,000
BREAST CANCER FUND 1388 SUTTER ST STE 400 SAN FRANCISCO, CA 94109	N/A PC	WASHINGTON, DC FORUM	11,000

ATTACHMENT 9

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BUCKINGHAM FRIENDS SCHOOL PO BOX 159 LAHASKA, PA 18931	N/A PC	GENERAL & UNRESTRICTED	100
BURLINGAME COMMUNITY FOR EDUCATION FOUNDATION PO BOX 117730 BURLINGAME, CA 94011	N/A PC	GENERAL & UNRESTRICTED	5,000
CENTER FOR ENVIRONMENTAL HEALTH 2201 BROADWAY STE 302 OAKLAND, CA 94612	N/A PC	GENERAL & UNRESTRICTED	40,000
CENTER FOR PROGRESSIVE REFORM INC 455 MASSACHUSETTS AVE NW, #150-513 WASHINGTON, DC 20001	N/A PC	SUPPORT RESEARCH ON THE ROLE OF THE AMERICAN CHEMISTRY COUNCIL IN THE SMALL BUSINESS ADMINISTRATION'S OFFICE OF ADVOCACY	25,000
CHALLENGED ATHLETES INC 9591 WAPLES ST SAN DIEGO, CA 92121	N/A PC	GENERAL & UNRESTRICTED	150
CLEAN PRODUCTION ACTION 1310 BROADWAY STE 101 SOMERVILLE, MA 02144	N/A PC	SUPPORT OF POLICY WORK IN SACRAMENTO AND DC	30,000

THE PASSPORT FOUNDATION

26-1580196

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLIMATE RIDE INC 114 W PINE ST MISSOULA, MT 56802	N/A PC	GENERAL & UNRESTRICTED	150
COMMONWEAL PO BOX 316 SOLINAS, CA 94924	N/A PC	THE COLLABORATIVE ON HEALTH AND THE ENVIRONMENT (CHE)	55,000
COMMUNITY FOOD BANK INC 3003 S COUNTRY CLUB RD TUCSON, AZ 85713	N/A PC	GENERAL & UNRESTRICTED	100
CONNECTICUT FOOD BANK INC PO BOX 8686 NEW HAVEN, CT 06512	N/A PC	GENERAL & UNRESTRICTED	100
CORNELL UNIVERSITY PO BOX 752 ITHACA, NY 14851	N/A PC	COLLEGE OF ARTS AND SCIENCES A&S UNDERGRADUATE SCHOLARSHIP FUND	100
DANVILLE FOURSQUARE CHURCH 2615 CAMINO TASSAJARA DANVILLE, CA 94506	N/A PC	GENERAL & UNRESTRICTED	5,000

THE PASSPORT FOUNDATION

26-1580196

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EARLY ALERT CANINES 1641 CHALLENGE DR STE 300 CONCORD, CA 94520	N/A PC	GENERAL & UNRESTRICTED	300.
EARTHJUSTICE 50 CALIFORNIA ST, STE 500 SAN FRANCISCO, CA 94111	N/A PC	TOXIC CHEMICALS AND THE PUBLIC'S RIGHT TO KNOW PROGRAM	65,000
EL CERRITO PRE-SCHOOL CENTER 7200 MOESER LN EL CERRITO, CA 94530	N/A PC	GENERAL & UNRESTRICTED	250
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC	ENVIRONMENTAL HEALTH PROGRAM	75,000
ENVIRONMENTAL HEALTH STRATEGY CENTER 565 CONGRESS ST STE 204 PORTLAND, ME 04101	N/A PC	HAZARDOUS HUNDRED CAMPAIGN	50,000
EXCELLENCE IN INVESTING FOR CHILDRENS CAUSES INC PO BOX 22112 SAN FRANCISCO, CA 94122	N/A PC	GENERAL & UNRESTRICTED	1,000

THE PASSPORT FOUNDATION

26-1580196

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEORGE MARK CHILDRENS FUND 2121 GEORGE MARK LN SAN LEANDRO, CA 94578	N/A PC	GENERAL & UNRESTRICTED	10,000
HEALTHY BUILDING NETWORK 2001 S. ST NW, STE 570 WASHINGTON, DC 20009	N/A PC	AVOIDED HAZARDS INDEX	75,000
HEDGE FUNDS CARE INC 330 7TH AVE STE 2B NEW YORK, NY 1001	N/A PC	SUPPORT BAY AREA AGENCIES WORKING TO REDUCE AND AMELIORATE CHILD ABUSE	15,000
HOMELESS PRENATAL PROGRAM INC 2500 18TH ST SAN FRANCISCO, CA 94110	N/A PC	GENERAL & UNRESTRICTED	100
IPA SOHN CONFERENCE FOUNDATION INC 590 MADISON AVE 28 FL NEW YORK, NY 10022	N/A PC	GENERAL & UNRESTRICTED	5,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L ST NW STE 800 WASHINGTON, DC 20036	N/A PC	TO EDUCATE POLICY MAKERS ABOUT THE NEED TO STRENGTHEN CHEMICALS POLICIES	50,000

THE PASSPORT FOUNDATION

26-1580196

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEUKEMIA & LYMPHOMA SOCIETY-GREATER SAN FRANCISCO 221 MAIN ST, STE 1650 SAN FRANCISCO, CA 94105	N/A PC	GENERAL & UNRESTRICTED	12,000.
MARIN MONTESSORI SCHOOL INC 5200 PARADISE DR CORTE MADERA, CA 94925	N/A PC	GENERAL & UNRESTRICTED	300.
MIRACLEFEET 1289 FORDHAM BLVD STE 220 CHAPEL HILL, NC 27514	N/A PC	MATCHING GRANT TO LAUNCH AND OPERATE A PROGRAM TO TREAT CLUBFOOT IN SOUTHERN AFRICA	58,500
NATIONAL MULTIPLE SCLEROSIS SOCIETY 733 3RD AVE FL 3 NEW YORK, NY 10017	N/A PC	GENERAL & UNRESTRICTED	100
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A PC	SUPPORT OF TSCA REFORM	75,000
OPERATION SMILE INC 3641 FACULTY BLVD VIRGINIA BEACH, VA 23453	N/A PC	GENERAL & UNRESTRICTED	500.

THE PASSPORT FOUNDATION

26-1580196

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHILLIPS EXETER ACADEMY 20 MAIN ST EXETER, NH 03833	N/A PC	GENERAL & UNRESTRICTED	100.
REDF 221 MAIN ST STE 1550 SAN FRANCISCO, CA 94105	N/A PC	GENERAL & UNRESTRICTED	250
REGENTS OF THE UNIVERSITY OF CALIFORNIA - UC DAVIS 1 SHIELDS AVE DAVIS, CA 95616	N/A PC	GENERAL & UNRESTRICTED	1,000
RICHMOND RESCUE MISSION 135 MACDONALD AVE RICHMOND, CA 94801	N/A PC	GENERAL & UNRESTRICTED	100
SAN FRANCISCO COURT APPOINTED SPECIAL ADVOCATE 2535 MISSION ST SAN FRANCISCO, CA 94110	N/A PC	GENERAL & UNRESTRICTED	410.
SAN RAMON VALLEY EDUCATION FOUNDATION PO BOX 1463 SAN RAMON, CA 94583	N/A PC	GENERAL & UNRESTRICTED	75.

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SCIENCE & ENVIRONMENTAL HEALTH NETWORK 3703 WOODLAND ST AMES, IA 50014	N/A PC	TO SUPPORT DR TED SCHETTLER'S ANALYSIS, RESEARCH, WRITING, AND SCIENCE TRANSLATION	25,000
SOCIAL & ENVIRONMENTAL ENTREPRENEURS SEE INC 23532 CALABASAS RD STE A CALABASAS, CA 91302	N/A PC	TO SUPPORT DR ARLENE BLUM'S WORK ON FLAME RETARDANTS	30,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 501 ST. JUDE'S PL MEMPHIS, TN 38105	N/A PC	GENERAL & UNRESTRICTED	100
ST VINCENT DE PAUL SCHOOL 2350 GREEN ST SAN FRANCISCO, CA 94123	N/A PC	GENERAL & UNRESTRICTED	500.
ST JOHN'S PREPARATORY SCHOOL 72 SPRING ST DANVERS, MA 01923	N/A PC	GENERAL & UNRESTRICTED	2,500
SUSTAINABLE MARKETS FOUNDATION 45 W 36TH ST 6TH FL NEW YORK, NY 10018	N/A PC	SUPPORT FOR SAFER CHEMICALS, HEALTHY FAMILIES POLICY AND MARKET WORK	175,000

THE PASSPORT FOUNDATION

26-1580196

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TECHNOSERVE INC 1120 19TH ST, NW WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED	4,000
THE CITIZENS FOUNDATION USA 2425 TOUHY AVE ELK GROVE VILLAGE, IL 60007	N/A PC	GENERAL & UNRESTRICTED	5,040.
UNITED STATES FUND FOR UNICEF 125 MAIDEN LN FL 10 NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	1,000
YEAR UP INC 93 SUMMER ST BOSTON, MA 02110	N/A PC	GENERAL & UNRESTRICTED	500
TOTAL CONTRIBUTIONS PAID			<u>990,525</u>

THE PASSPORT FOUNDATION

26-1580196

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
K-1 INC/LOSS			14	375,392.	
OTHER INVESTMENT INTEREST			14	72,239.	
TOTALS				<u>447,631.</u>	