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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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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) (800) 839-1754
FOUNDATION SOURCE 501 SILVERSIDE RD		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here. ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation. ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 37,215,626.		E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐
J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

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)
1 Contributions, gifts, grants, etc., received (attach schedule)		6,000.			
2 Check ☐ if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments.		7,356.	7,356.		
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		2,269,274.			
b Gross sales price for all assets on line 6a 572,927.					
7 Capital gain net income (from Part IV, line 2)			2,269,274.		
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		200,766.	196,553.		
12 Total. Add lines 1 through 11		2,483,396.	2,473,183.		
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH. 2		360.			360.
b Accounting fees (attach schedule) ATCH. 3		20,110.			20,110.
c Other professional fees (attach schedule) [4]		150,800.			150,800.
17 Interest		869.	869.		
18 Taxes (attach schedule) (see instructions) [5]		38,143.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy		1,871.			1,871.
21 Travel, conferences, and meetings		19,980.			19,980.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH. 6		712,874.	628,877.		82,740.
24 Total operating and administrative expenses. Add lines 13 through 23.		945,007.	629,746.		275,861.
25 Contributions, gifts, grants paid		1,545,258.			1,545,258.
26 Total expenses and disbursements. Add lines 24 and 25		2,490,265.	629,746.	0.	1,821,119.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-6,869.			
b Net investment income (if negative, enter -0-)			1,843,437.		
c Adjusted net income (if negative, enter -0-)					

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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	7,957,573.	6,509,482.	6,509,482.
	3	Accounts receivable ▶ 276.			
		Less allowance for doubtful accounts ▶	57,738.	276.	276.
	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			
	10a	Investments - U S and state government obligations (attach schedule). .			
	b	Investments - corporate stock (attach schedule)	51,383.		
	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) ATCH 7	21,531,231.	22,981,298.	30,605,868.
14		Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15		Other assets (describe ▶ ATCH 8)		100,000.	100,000.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	29,597,925.	29,591,056.	37,215,626.
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.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, 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 . .	29,597,925.	29,591,056.	
	30	Total net assets or fund balances (see instructions)	29,597,925.	29,591,056.	
	31	Total liabilities and net assets/fund balances (see instructions)	29,597,925.	29,591,056.	

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	29,597,925.
2	Enter amount from Part I, line 27a	2	-6,869.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	29,591,056.
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	29,591,056.

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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.)
1 a 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	2,269,274.	
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.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(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))
2015	1,429,564.	36,770,366.	0.038878
2014	1,690,751.	32,956,491.	0.051303
2013	1,224,514.	32,030,431.	0.038230
2012	1,840,542.	28,576,859.	0.064407
2011	1,959,624.	34,859,477.	0.056215
2 Total of line 1, column (d)			2 0.249033
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 0.049807
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 37,420,372.
5 Multiply line 4 by line 3.			5 1,863,796.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 18,434.
7 Add lines 5 and 6.			7 1,882,230.
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 1,921,119.

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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 ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754		
Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ 15		
16 At any time during calendar year 2016, 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	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ 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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2016 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 2016)	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 2016?	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 4945(d)(4)(A)? (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 ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 10		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 11		225,740.
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 LOAN TO PRACTICE GREENHEALTH INC., TO PROVIDE MANAGEMENT SRVCS FOR ORGS. WHO WILL EXCHANGE UNDERSIREABLE PRODUCTS FOR PRODUCTS THAT DO NOT POSE INAPPROPRIATE HEALTH RISKS.	100,000.
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	► 100,000.

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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	37,006.
b	Average of monthly cash balances	1b	7,380,223.
c	Fair market value of all other assets (see instructions).	1c	30,572,996.
d	Total (add lines 1a, b, and c)	1d	37,990,225.
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	37,990,225.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	569,853.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,420,372.
6	Minimum investment return. Enter 5% of line 5	6	1,871,019.

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	1,871,019.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	18,434.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18,434.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,852,585.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,852,585.
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	1,852,585.

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	1,821,119.
b	Program-related investments - total from Part IX-B	1b	100,000.
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	1,921,119.
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	18,434.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,902,685.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,852,585.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only,			1,756,990.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,921,119.</u>				
a Applied to 2015, but not more than line 2a			1,756,990.	
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 2016 distributable amount,				164,129.
e Remaining amount distributed out of corpus,				
5 Excess distributions carryover applied to 2016 . (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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017,				1,688,456.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

NOT APPLICABLE

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 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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					
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))

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 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**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 12				
Total			▶ 3a	1,545,258.
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	7,356.		
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	2,269,274.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory. .						
11 Other revenue a _____						
b ATCH 13 _____		656.		200,110.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		656.		2,476,740.		
13 Total. Add line 12, columns (b), (d), and (e) . .					13	2,477,396.

(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

- | | | Yes | No |
|----------|---|--------------|----|
| 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? | | |
| 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, correct, and complete. 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 _____

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

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 ☐ if self-employed	PTIN
	JEFFREY D HASKELL	JEFFREY D HASKELL	11/06/2017	☒	P01345770
	Firm's name ▶ FOUNDATION SOURCE	Firm's EIN ▶ 510398347			
	Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042	Phone no 800-839-1754			

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.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

THE PASSPORT FOUNDATION

Employer identification number

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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't 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	LEOF, DAVID B. 2907 FILMORE STREET SAN FRANCISCO, CA 94123	\$ 6,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization **THE PASSPORT FOUNDATION**

Employer identification number

26-1580196

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** 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.) ► \$ _____

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	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990PF, PART I - OTHER INCOMEATTACHMENT 1

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS BEE PARTNERS II LP	2,860.	2,860.
K-1 INC/LOSS FORMATION8 PARTNERS ENTREPR	826.	826.
K-1 INC/LOSS FORMATION8 PARTNERS FUND I	666.	666.
K-1 INC/LOSS FYRFLY VENTURE PARTNERS FUN	1,123.	1,123.
K-1 INC/LOSS GOVTECH FUND I, L.P.	2,414.	2,414.
K-1 INC/LOSS HUAXING CAPITAL PARTNERS II	113.	113.
K-1 INC/LOSS IB HOLDING, LLC	3.	3.
K-1 INC/LOSS INNOVATION WORKS DEVELOPMEN	162.	162.
K-1 INC/LOSS IVP FUND II A, L.P	680.	680.
K-1 INC/LOSS LEARN CAPITAL VENTURE PARTN	1,421.	1,421.
K-1 INC/LOSS LEERINK REVELATION HEALTHCA	28.	28.
K-1 INC/LOSS LEGACY CAPITAL, LP	40,382.	40,290.
K-1 INC/LOSS LEGION PARTNERS, LP II	1,998.	1,998.
K-1 INC/LOSS LEGP I AIV (B) LP	5,553.	5,553.
K-1 INC/LOSS LEVEL EQUITY GROWTH PARTNER	1,601.	3,502.
K-1 INC/LOSS MAVEN VENTURES FUND II, L.P	37.	37.
K-1 INC/LOSS MORTAR & MASH ONE, LLC	-22,278.	-25,404.
K-1 INC/LOSS NEXT COAST VENTURES I, LP	-315.	366.
K-1 INC/LOSS ONE MARKET MENA PARTNERS LP	168.	168.
K-1 INC/LOSS PEAR VENTURES I, LP	1,137.	1,137.
K-1 INC/LOSS PEAR VENTURES II LP	47.	47.
K-1 INC/LOSS PRECURSOR VENTURES I, L.P	857.	857.
K-1 INC/LOSS SILVER LAKE WATERMAN FUND I	-16,421.	-16,421.
K-1 INC/LOSS SILVER LAKE WATERMAN FUND,	141,678.	141,863.
K-1 INC/LOSS STREAMLINED VENTURES I, LP	5,775.	5,570.
K-1 INC/LOSS TANDEM FUND II, LP	6.	6.
K-1 INC/LOSS TANDEM FUND III, L.P.	2,396.	2,396.
FEDERAL TAX REFUND	3,557.	
INVESTMENT LOSS - IVP FUND II	-708.	-708.
INVESTMENT MANAGEMENT FEE REVERSAL	25,000.	25,000.
TOTALS	<u>200,766.</u>	<u>196,553.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	360.			360.
TOTALS	<u>360.</u>			<u>360.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT FEES	20,110.			20,110.
TOTALS	<u>20,110.</u>			<u>20,110.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PHILANTHROPIC CONSULTING SRVCS	146,000.	146,000.
GRAPHIC DESIGN SERVICES	4,800.	4,800.
TOTALS	<u>150,800.</u>	<u>150,800.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF TAX FOR 2016	37,300.
990-T TAX FOR 2015	533.
STATE INCOME TAX	310.
TOTALS	<u>38,143.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	82,740.		82,740.
K-1 EXP BEE PARTNERS II LP	6,867.	6,867.	
K-1 EXP CLOCKTOWER TECHNOLOGIE	28,389.	28,389.	
K-1 EXP FORMATION8 PARTNERS EN	227.	227.	
K-1 EXP FORMATION8 PARTNERS FU	18,947.	18,947.	
K-1 EXP FPA APARTMENT OPPORTUN	4,201.	4,201.	
K-1 EXP FYRFLY VENTURE PARTNER	16,469.	16,469.	
K-1 EXP GOVTECH FUND I, L.P.	41,981.	41,807.	
K-1 EXP HUAXING CAPITAL PARTER	53,187.	53,187.	
K-1 EXP HUAXING CAPITAL PARTNE	6,889.	6,889.	
K-1 EXP IB HOLDING, LLC	6,111.	6,111.	
K-1 EXP INNOVATION WORKS DEVEL	40,007.	39,998.	
K-1 EXP IVP FUND II A, L.P	16,964.	16,964.	
K-1 EXP LEARN CAPITAL VENTURE	40,950.	40,950.	
K-1 EXP LEERINK REVELATION HEA	15,230.	15,230.	
K-1 EXP LEGACY CAPITAL, LP	133,457.	133,184.	
K-1 EXP LEGION PARTNERS, LP II	5,429.	5,429.	
K-1 EXP LEGP I AIV (B) LP	1,297.	1,297.	
K-1 EXP LEVEL EQUITY GROWTH PA	33,024.	32,730.	
K-1 EXP MAVEN VENTURES FUND II	15,836.	15,836.	
K-1 EXP MORTAR & MASH ONE, LLC	6.		
K-1 EXP NEXT COAST VENTURES I,	9,474.	9,468.	
K-1 EXP ONE MARKET MENA PARTNE	257.	257.	
K-1 EXP PASSPORT VENTURES, LLC	1,685.	1,685.	
K-1 EXP PEAR VENTURES I, LP	9,795.	9,795.	
K-1 EXP PEAR VENTURES II LP	10,803.	10,803.	
K-1 EXP PEAR VENTURES OPPORTUN	471.	471.	
K-1 EXP PRECURSOR VENTURES I,	15,073.	15,073.	
K-1 EXP SILVER LAKE WATERMAN F	1.		
K-1 EXP STREAMLINED VENTURES I	26,826.	26,332.	
K-1 EXP TANDEM FUND II, LP	22,119.	22,119.	
K-1 EXP TANDEM FUND III, L.P.	47,020.	47,020.	

ATTACHMENT 6 (CONT'D)FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
K-1 EXP PEAR VENTURES OPP II	1,142.	1,142.	
TOTALS	<u>712,874.</u>	<u>628,877.</u>	<u>82,740.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BEE PARTNERS II LP	114,019.	139,365.
CHANGE.ORG GROWTH LLC	100,000.	32,222.
CLOCKTOWER TECHNOLOGIES I LP	462,020.	472,870.
DATAMINR INC.	364,994.	364,994.
EXCEL ALTA CAPITAL OFFSHORE FE	250,000.	307,892.
EXPLORADOR INSTITUTIONAL FUND	1,000,000.	744,078.
FORMATION8 PARTNERS ENTREPRENE	225,677.	270,033.
FORMATION8 PARTNERS FUND I LP	974,469.	2,339,027.
FPA APARTMENT OPPORTUNITY FUND	21,000.	29,805.
FYRFLY VENTURE PARTNERS FUND I	182,419.	194,782.
GOVTECH FUND I, L.P.	932,635.	1,259,111.
HUAXING CAPITAL PARTERS, LP	839,717.	1,740,092.
HUAXING CAPITAL PARTNERS II, L	210,550.	234,175.
IB HOLDING, LLC	1,373,835.	322,252.
INNOVATION WORKS DEVELOPMENT F	676,671.	2,019,718.
IVP FUND II A, L.P	552,125.	1,739,643.
LEARN CAPITAL VENTURE PARTNERS	924,285.	929,566.
LEERINK REVELATION HEALTHCARE	311,393.	409,069.
LEGACY CAPITAL, LP	3,417,779.	4,511,930.
LEGACY HARMONY LTD	1,987,944.	2,035,003.
LEGION PARTNERS, LP II	219,903.	235,852.
LEGP I AIV (B) LP	106,176.	181,212.
LEVEL EQUITY GROWTH PARTNERS I	1,217,481.	1,994,343.
MAPLE ROCK OFFSHORE FUND LP	250,000.	281,291.
MAVEN VENTURES FUND II, L.P	134,201.	133,863.
MORTAR & MASH ONE, LLC	55,771.	78,055.
NEXT COAST VENTURES I, LP	40,211.	50,000.
NEXThera CAPITAL FUND LTD	500,000.	505,288.
PASSPORT VENTURES, LLC	998,313.	1,101,501.
PEAR VENTURES I, LP	688,633.	1,252,065.
PEAR VENTURES II LP	64,244.	63,274.
PEAR VENTURES OPPORTUNITIES I,	152,484.	322,066.
PEAR VENTURES OPPORTUNITIES II	511,835.	561,265.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRECURSOR VENTURES I, L.P.	306,738.	311,213.
RTW OFFSHORE FUND ONE, LTD	252,498.	222,582.
SILVER LAKE WATERMAN FUND II,	202,954.	200,310.
SILVER LAKE WATERMAN FUND, L.P	870,869.	870,106.
STREAMLINED VENTURES I, LP	790,485.	1,105,867.
TANDEM FUND II, LP	322,104.	581,880.
TANDEM FUND III, L.P.	243,670.	327,012.
THERAPYDIA, INC	131,196.	131,196.
TOTALS	<u>22,981,298.</u>	<u>30,605,868.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRI - PRACTICE GREENHEALTH	100,000.	100,000.
TOTALS	<u>100,000.</u>	<u>100,000.</u>

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)	
380,317.		PUBLICLY-TRADED SECURITIES 51,383.					328,934.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					2,067,207.	
276.		PASSPORT GLOBAL STRATEGIES II OFFSHORE L 48,334.				P	07/01/2008 -48,058.	12/31/2016
2,853.		PASSPORT MATERIALS FUND LTD CLASS A2 81,662.				P	07/01/2008 -78,809.	09/30/2016
189,481.		ONE MARKET MENA PARTNERS LP 189,481.				P	02/02/2015	02/29/2016
TOTAL GAIN (LOSS)							<u>2,269,274.</u>	

ATTACHMENT 9FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: JOHN MERCK FUND
GRANTEE'S ADDRESS: 2 OLIVER STREET 8TH FL
CITY, STATE & ZIP: BOSTON, MA 02109
GRANT DATE: 11/26/2014
GRANT AMOUNT: 75,000.
GRANT PURPOSE: TO SUPPORT THE FIRST 1000 DAYS PROJECT.
AMOUNT EXPENDED: 75,000.
ANY DIVERSION? NO
DATES OF REPORTS: 6/25/15 AND 5/13/16
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN H BURBANK III FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR 1.00	0.	0.	0.
JIM CUNNINGHAM FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR / TRUSTEE 1.00	0.	0.	0.
WALTHER LOVATO FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR / TRUSTEE 1.00	0.	0.	0.
JOANNE POILE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TREAS 1.00	0.	0.	0.
ROBERT PURCELL FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JANET MAUGHAN 428 LAGUNITAS AVENUE OAKLAND, CA 94610	PHILANTHROPIC CONSUL	143,000.
FOUNDATION SOURCE 55 WALLS DRIVE FAIRFIELD, CT 06824	ADMINISTRATIVE	82,740.
	TOTAL COMPENSATION	<u>225,740.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD ST, 18TH FL NEW YORK, NY 10004	N/A PC	GENERAL & UNRESTRICTED	500
AMERICAN LEBANESE SYRIAN ASSOC CHAR INC 501 SAINT JUDE PL MEMPHIS, TN 38105	N/A PC	EMPLOYEE MATCHING - TEAM MIKYLA FINA	510
ARTHRITIS FOUNDATION INC 1355 PEACHTREE ST NE STE 600 ATLANTA, GA 30309	N/A PC	EMPLOYEE MATCHING - WALK TO CURE ARTHRITIS	500
BELLARMIINE COLLEGE PREPARATORY 960 W HEDDING ST SAN JOSE, CA 95126	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	250
BOSTON CHINESE EVANGELICAL CHURCH 249 HARRISON AVE BOSTON, MA 02111	N/A PC	GENERAL & UNRESTRICTED	200
BREAST CANCER PREVENTION PARTNERS 1388 SUTTER ST STE 400 SAN FRANCISCO, CA 94109	N/A PC	SUPPORT FOR POLICY WORK	70,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BUSINESS EXECUTIVES FOR NATIONAL SECURITY 1030 15TH ST NW STE 200 E WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED	50,000
CALIFORNIA PRESERVATION FOUNDATION 5 3RD ST STE 424 SAN FRANCISCO, CA 94103	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	1,000
CANARY FUND 805 VETERANS BLVD REDWOOD CITY, CA 94063	N/A PC	GENERAL & UNRESTRICTED	500
CENTER FOR ENVIRONMENTAL HEALTH 2201 BROADWAY STE 302 OAKLAND, CA 94612	N/A PC	ENDING HEALTH HAZARDS FROM ENDOCRINE-DISRUPTING CHEMICALS, AND THEIR REPLACEMENTS	65,000
CHILDREN INTERNATIONAL 2000 E RED BRIDGE RD KANSAS CITY, MO 64131	N/A PC	GENERAL & UNRESTRICTED	294
CHILDRENS ENVIRONMENTAL HEALTH NETWORK 110 MARYLAND AVE NE STE 402 WASHINGTON, DC 20002	N/A PC	EVALUATION, ASSESSMENT, PROMOTION OF CHILDREN'S ENVIRONMENTAL HEALTH INDICATORS	40,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CODE FOR AMERICA LABS 155 9TH ST SAN FRANCISCO, CA 94103	N/A PC	CLEAR MY RECORD PROGRAM	100,000
COMMITTEE FOR A RESPONSIBLE FEDERAL BUDGET 1900 M ST NW STE 850 WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED	25,000
COMMONWEAL PO BOX 316 BOLINAS, CA 94924	N/A PC	SAFETYNEST BUSINESS PLAN DEVELOPMENT	25,000
COMMUNITY INITIATIVES 354 PINE ST STE 700 SAN FRANCISCO, CA 94104	N/A PC	GENERAL & UNRESTRICTED	250
COMMUNITY INITIATIVES 354 PINE ST STE 700 SAN FRANCISCO, CA 94104	N/A PC	EMPLOYEE MATCHING - DALAI LAMA FELLOWS	100
CONTRA COSTA GOSPEL CHURCH INC 2460 BUENA VISTA AVE WALNUT CREEK, CA 94597	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CONTRA COSTA GOSPEL CHURCH INC 2460 BUENA VISTA AVE WALNUT CREEK, CA 94597	N/A PC	GENERAL & UNRESTRICTED	826
CUTTING BALL THEATER 141 TAYLOR ST SAN FRANCISCO, CA 94102	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	1,600
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	300
EARTHJUSTICE 50 CALIFORNIA ST, STE 500 SAN FRANCISCO, CA 94111	N/A PC	SECURING MAXIMUM HEALTH PROTECTIONS PROJECT	100,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC	SAFER FOOD FOR ALL PROJECT	75,000.
ENVIRONMENTAL HEALTH STRATEGY CENTER 565 CONGRESS ST STE 204 PORTLAND, ME 04101	N/A PC	CAMPAIGN TO DRIVE PHTHALATES FROM OUR FOOD SUPPLY	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EVERY MOTHER COUNTS 180 VARICK ST RM 1116 NEW YORK, NY 10014	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	250
FOOD RUNNERS 2579 WASHINGTON ST SAN FRANCISCO, CA 94115	N/A PC	GENERAL & UNRESTRICTED	1,000.
GEORGE WASHINGTON UNIVERSITY 800 21ST ST, NW MARVIN CENTER GROUND FL WASHINGTON, DC 20052	N/A PC	PROMOTING POLICIES AND INTERVENTION STRATEGIES TO REDUCE PHTHALATE EXPOSURE FROM FAST FOOD	55,000
GLIDE MEMORIAL UNITED METHODIST CHURCH 330 ELLIS ST SAN FRANCISCO, CA 94102	N/A PC	GENERAL & UNRESTRICTED	500
HEDGE FUNDS CARE INC 70 W 36TH ST 11TH FLR NEW YORK, NY 10018	N/A PC	IN SUPPORT OF BAY AREA AGENCIES WORKING TO REDUCE AND AMELIORATE CHILD ABUSE	10,000
HOMELESS PRENATAL PROGRAM INC 2500 18TH ST SAN FRANCISCO, CA 94110	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	200

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JDRF INTERNATIONAL 26 BROADWAY, 14TH FL NEW YORK, NY 10004	N/A PC		EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	250
KITCHEN TABLE CAMPAIGNS 1050 30TH ST NW WASHINGTON, DC 20007	N/A PC		SAFER CHEMICALS, HEALTHY FAMILIES	75,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L ST NW STE 800 WASHINGTON, DC 20036	N/A PC		ENVIRONMENTAL HEALTH & CHEMICAL POLICY REFORM	60,000
LEARNING DISABILITIES ASSOC OF AMERICA 4156 LIBRARY RD CASTLE SHANNON, PA 15234	N/A PC		TO RETAIN COMMUNICATIONS CONSULTANTS AS NEEDED TO PUBLICIZE THE TENDR CONSENSUS STATEMENT	25,000
LEUKEMIA & LYMPHOMA SOCIETY INC 3 INTERNATIONAL DR STE 200 RYE BROOK, NY 10573	N/A PC		GENERAL & UNRESTRICTED	1,000
LUCILE PACKARD FOUNDATION FOR CHILDRENS HEALTH 400 HAMILTON AVE STE 340 PALO ALTO, CA 94301	N/A PC		EMPLOYEE MATCHING - TEAM MIKYLA FINAS'S PARTICIPATION IN THE SUMMER SCAMPER	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MERCY SHIPS PO BOX 1930 LINDALE, TX 75771	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	800
MERITUS COLLEGE FUND PO BOX 29024 SAN FRANCISCO, CA 94129	N/A PC	GENERAL & UNRESTRICTED	100
MIRACLEFRET 410 W MAIN ST CARRBORO, NC 27510	N/A PC	CLUBFOOT PROGRAM	150,000
MIRACLEFRET 410 W MAIN ST CARRBORO, NC 27510	N/A PC	TO SUPPORT TRAVEL TO DIALOG GLOBAL 2016	5,000
NATIONAL BRAIN TUMOR SOCIETY INC 55 CHAPEL ST STE 200 NEWTON, MA 02458	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	100
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON, MA 02117	N/A PC	EMPLOYEE MATCHING - NEW YORK ABORTION ACCESS FUND BOWL-A-THON	103

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL STROKE ASSOCIATION 9707 E EASTER LN STE B CENTENNIAL, CO 80112	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	800
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A PC	SUPPORT FOR HEALTH PROGRAM	100,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON, DC 20036	N/A PC	BRIGHT CHOICES INTEGRATED FLAME RETARDANT CAMPAIGN	150,000
OAKLAND LACROSSE CLUB PO BOX 3153 OAKLAND, CA 94609	N/A PC	GENERAL & UNRESTRICTED	1,000
OAKLAND LACROSSE CLUB PO BOX 3153 OAKLAND, CA 94609	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	1,000
OUTWARD BOUND CALIFORNIA 1539 PERSHING DR SAN FRANCISCO, CA 94129	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	100.

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PACIFIC PRIMARY 1501 GROVE ST SAN FRANCISCO, CA 94117	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	1,200
PALO ALTO PARTNERS IN EDUCATION PO BOX 1557 PALO ALTO, CA 94302	N/A PC	GENERAL & UNRESTRICTED	500
PAN MASSACHUSETTS CHALLENGE TRUST 77 4TH AVE NEEDHAM HGTS, MA 02494	N/A PC	GENERAL & UNRESTRICTED	5,000
PATH MINISTRIES INTERNATIONAL PO BOX 7931 BEND, OR 97708	N/A PC	GENERAL & UNRESTRICTED	5,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	250
PLANNED PARENTHOOD SHASTA DIABLO INC 2185 PACHECO ST CONCORD, CA 94520	N/A PC	GENERAL & UNRESTRICTED	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
POLICYLINK 1438 WEBSTER ST STE 303 OAKLAND, CA 94612	N/A PC		ADVANCING HEALTHY, NON-TOXIC HOUSING AND COMMUNITIES	75,000
PORTFOLIOS WITH PURPOSE INC 295 MADISON AVE FL 34 NEW YORK, NY 10017	N/A PC		CHARITABLE EVENT	10,000
RAGGED WING ENSEMBLE 1540 BROADWAY OAKLAND, CA 94612	N/A PC		EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	150
SAN FRANCISCO ARCHITECTURAL HERITAGE 2007 FRANKLIN ST SAN FRANCISCO, CA 94109	N/A PC		GENERAL & UNRESTRICTED	700
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A PC		EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	250
ST RAYMONDS CATHOLIC CHURCH 1100 SANTA CRUZ AVE MENLO PARK, CA 94025	N/A PC		GENERAL & UNRESTRICTED	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUSAN G KOMEN BREAST CANCER FOUNDATION 3525 PIEDMONT RD BLDG 5 STE 215 BU ATLANTA, GA 30305	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	125
THE GREAT COMMISSION FOUNDATION OF CAMPUS CRUSADE 100 LAKE HART DR 3900 ORLANDO, FL 32832	N/A PC	GENERAL & UNRESTRICTED	600
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA AT SAN PO BOX 45339 SAN FRANCISCO, CA 94145	N/A PC	CHEMICALS POLICY AND IMPLEMENTATION POST-TSCA	75,000
TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE, WA 98103	N/A PC	IMPACTING TSCA IMPLEMENTATION	50,000
VERA INSTITUTE OF JUSTICE INC 233 BROADWAY NEW YORK, NY 10279	N/A PC	EMPLOYEE MATCHING - GENERAL & UNRESTRICTED	250
VETTECHTREK INC 1041 MARKET ST STE 165 SAN DIEGO, CA 92101	N/A PC	GENERAL & UNRESTRICTED	100

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VIRGINIA ORGANIZING INC 703 CONCORD AVE CHARLOTTESVILLE, VA 22903	N/A PC		BEYOND TSCA REFORM BRINGING PHILANTHROPY TO THE NEXT LEVEL OF IMPACT	25,000
WEST HARLEM ENVIRONMENTAL ACTION INC 1854 AMERSTERDAM AVE 2ND FL NEW YORK, NY 10031	N/A PC		JUST IMPLEMENTATION OF TSCA REFORM	50,000
WIKIMEDIA FOUNDATION INC 1 MONTGOMERY ST STE 1600 SAN FRANCISCO, CA 94104	N/A PC		GENERAL & UNRESTRICTED	100

TOTAL CONTRIBUTIONS PAID
1,545,258

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
K-1 INC/LOSS	525990	656.	14	172,261.	
FEDERAL TAX REFUND			01	3,557.	
INVESTMENT FEE REVERSAL			01	25,000.	
INVESTMENT LOSS - IVP FUND II			14	-708.	
TOTALS		656.		200,110.	