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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**

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

**2017**

**Open to Public Inspection**

For calendar year 2017 or tax year beginning , 2017, 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): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite:

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 47,665,540.

J Accounting method: [X] 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) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | 6,229,557. | | | |
| | 2 Check ▶ [ ] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 14,583. | 14,583. | | |
| | 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 | 2,200,042. | | | |
| | b Gross sales price for all assets on line 6a 3,625. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 2,200,260. | | |
| | 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 | 739,231. | 641,642. | | |
| | 12 **Total.** Add lines 1 through 11 | 9,183,413. | 2,856,485. | | |
| Operating and Administrative Expenses | 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 | 988. | | | 988. |
| | b Accounting fees (attach schedule) ATCH 3 | 47,835. | | | 47,835. |
| | c Other professional fees (attach schedule) [4] | 137,000. | | | 137,000. |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) [5] | 21,765. | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | 976. | | | 976. |
| | 21 Travel, conferences, and meetings | 27,066. | 94. | | 26,972. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) ATCH 6 | 816,014. | 718,188. | | 92,384. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 1,051,644. | 718,282. | | 306,155. |
| | 25 Contributions, gifts, grants paid | 1,542,628. | | | 1,542,628. |
| | 26 Total expenses and disbursements Add lines 24 and 25 | 2,594,272. | 718,282. | 0. | 1,848,783. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 6,589,141. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 2,138,203. | | |
| | 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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|
| **Assets** | | | |
| 1 Cash - non-interest-bearing | | | |
| 2 Savings and temporary cash investments | 6,509,482. | 9,651,941. | 9,651,941. |
| 3 Accounts receivable ▶ | | | |
| Less allowance for doubtful accounts ▶ | 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) ATCH 7 | | 2,258. | 40,586. |
| 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 8 | 22,981,298. | 26,425,998. | 37,873,013. |
| 14 Land, buildings, and equipment basis ▶ | | | |
| Less accumulated depreciation (attach schedule) ▶ | | | |
| 15 Other assets (describe ▶ ATCH 9 ) | 100,000. | 100,000. | 100,000. |
| 16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 29,591,056. | 36,180,197. | 47,665,540. |
| **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 ▶ ☐ 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 | 29,591,056. | 36,180,197. | |
| 30 **Total net assets or fund balances** (see instructions) | 29,591,056. | 36,180,197. | |
| 31 **Total liabilities and net assets/fund balances** (see instructions) | 29,591,056. | 36,180,197. | |

## 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 | 29,591,056. |
| 2 Enter amount from Part I, line 27a | 2 | 6,589,141. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 36,180,197. |
| 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 | 36,180,197. |

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

| | (a) List and describe the kind(s) of property sold (for example, 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) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | |
| 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 | 2,200,260. |
| 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 doesn't 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)) |
|---|---|---|---|
| 2016 | 1,902,685. | 37,420,372. | 0.050846 |
| 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 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.243664 |
| 3 | Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.048733 |
| 4 | Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 | 4 | 40,896,780. |
| 5 | Multiply line 4 by line 3. | 5 | 1,993,023. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 21,382. |
| 7 | Add lines 5 and 6. | 7 | 2,014,405. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 1,848,783. |

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

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

| | | | |
|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] 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 ▶ [ ] and enter 1% of Part I, line 27b | 1 | 42,764. |
| 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 | 42,764. |
| 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 | 42,764. |
| 6 | Credits/Payments | | |
| a | 2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 46,566. | | |
| b | Exempt foreign organizations - tax withheld at source — 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c | | |
| d | Backup withholding erroneously withheld — 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 46,566. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | 3,802. |
| 11 | Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 3,802. **Refunded** ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition | 1b | | X |
| | If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | 2 | | 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 | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | X | |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | X | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T* | 5 | | 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? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered See instructions ▶ CA, | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ATCH 10 | 10 | X | |



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**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 ▶ ☐ | | | |
| | and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | | |
| 16 | At any time during calendar year 2017, 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**

| | | | Yes | No |
|---|---|---|---|---|
| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | |
| 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 | | X |
| | 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 2017? | 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017 ) | 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 2017? | 4b | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| **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 [X] 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 [X] No | | | |
| | **(3)** Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No | | | |
| | **(4)** Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions [ ] Yes [X] 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 [X] No | | | |
| **b** | If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions | 5b | | |
| | 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 [X] No | | | |
| **b** | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |
| | 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 [X] No | | | |
| **b** | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | 7b | | |

## 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 11 | | 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 12 | | 220,287. |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | 0. |

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

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 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 ▶ | |

**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 | 10,229. |
| b | Average of monthly cash balances | 1b | 6,168,258. |
| c | Fair market value of all other assets (see instructions) | 1c | 35,341,087. |
| d | **Total** (add lines 1a, b, and c) | 1d | 41,519,574. |
| 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 | 41,519,574. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 622,794. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 40,896,780. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 2,044,839. |

**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 | 2,044,839. |
| 2a | Tax on investment income for 2017 from Part VI, line 5 | 2a | 42,764. | | |
| b | Income tax for 2017 (This does not include the tax from Part VI ) | 2b | 3,163. | | |
| c | Add lines 2a and 2b | | | 2c | 45,927. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 1,998,912. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 1,998,912. |
| 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 | 1,998,912. |

**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 | 1,848,783. |
| 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 | 1,848,783. |
| 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 | 1,848,783. |

**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 2016 | (c) 2016 | (d) 2017 |
|---|---|---|---|---|
| 1 Distributable amount for 2017 from Part XI, line 7 | | | | 1,998,912. |
| 2 Undistributed income, if any, as of the end of 2017 | | | | |
| a Enter amount for 2016 only | | | 1,688,456. | |
| b Total for prior years 20 15 ,20 14 ,20 13 | | | | |
| 3 Excess distributions carryover, if any, to 2017 | | | | |
| a From 2012 | | | | |
| b From 2013 | | | | |
| c From 2014 | | | | |
| d From 2015 | | | | |
| e From 2016 | | | | |
| f Total of lines 3a through e | | | | |
| 4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 1,848,783. | | | | |
| a Applied to 2016, but not more than line 2a | | | 1,688,456. | |
| 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 2017 distributable amount | | | | 160,327. |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 | | | | 1,838,585. |
| 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 2012 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2013 | | | | |
| b Excess from 2014 | | | | |
| c Excess from 2015 | | | | |
| d Excess from 2016 | | | | |
| e Excess from 2017 | | | | |

## 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 2017, 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 | | | |
|---|---|---|---|---|---|
| | (a) 2017 | (b) 2016 | (c) 2015 | (d) 2014 | (e) Total |
| **2a** 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).)

JOHN H BURBANK III

**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 ▶ [X] 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, to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

**a** The name, address, and telephone number or email 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<br>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 13 | | | | |
| **Total** . . . . . . . . . . ▶ **3a** | | | | 1,542,628. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . . . ▶ **3b** | | | | |

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

| 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 | 14,583. | |
| 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 | 525990 | -218. | 18 | 2,200,260. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b ATCH 14 | | 28,922. | | 710,309. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | 28,704. | | 2,925,152. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,953,856.

(See worksheet in line 13 instructions to verify calculations )

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions ) |
|---|---|

## 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) (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

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | N/A | | N/A |

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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 |
|---|---|---|
| | | |

**Sign Here**

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

[signature] 11/14/18 Treasurer

Signature of officer or trustee | Date | Title

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 | 11/12/2018 | | 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



JSA
7E1493 1 000

**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.**
▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

**2017**

**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 foundation |

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

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

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 | BURBANK III, JOHN H.<br>ONE MARKET STREET, STEUART TOWER<br>SAN FRANCISCO, CA 94105 | $ 5,000,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions.) |
| 2 | JHB VENTURES, LLC<br>ONE MARKET STREET, STEUART TOWER<br>SAN FRANCISCO, CA 94105 | $ 303,857. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II for noncash contributions.) |
| 3 | NIMBLE VENTURES, LLC<br>ONE MARKET STREET, STEUART TOWER<br>SAN FRANCISCO, CA 94105 | $ 925,700. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II for noncash contributions.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(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 |
|---|---|---|---|
| 2 | UNIKOIN GOLD - CRYPTO<br>UNIKOINGOLD, 500000 SH. | $ 303,857. | 12/31/2017 |
| 3 | SHOPIN - CRYPTO(SAFT)<br>SHOPIN, 750 SH. | $ 241,873. | 12/29/2017 |
| 3 | POLK - CRYPTO(SAFT)<br>POLKADOT, 812 SH. | $ 246,247. | 12/29/2017 |
| 3 | AVENT COIN - CRYPTO<br>AVENTCOIN, 99000 SH. | $ 437,580. | 12/29/2017 |
| | | $ | |
| | | $ | |

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 |
|---|---|
| | |

| (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 |
|---|---|
| | |

| (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 |
|---|---|
| | |

| (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 |
|---|---|
| | |

The Passport Foundation
Taxable Year Ending: December 31, 2017

26-1580196

## Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

| Name | Date Acquired | Acquisition Method | Date Sold | Gross Sales Price | Book Basis | Net Gain/(Loss) |
|---|---|---|---|---|---|---|
| Passthrough K-1 Capital Gain/(Loss) - non UBI | | | | | | $ 2,199,062 |
| FPA Apartment Opportunity Fund A, LP | 3/9/2011 | P | 12/29/2017 | $ 3,625 | $ 2,427 | $ 1,198 |
| Total included in Part IV | | | | $ 3,625 | $ 2,427 | $ 2,200,260 |
| Passthrough K-1 Capital Gain/(Loss) - UBI | | | | | | $ (218) |
| Part I, Line 6a Total: | | | | | | $ 2,200,042 |

ATTACHMENT 1

## FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| K-1 INC/LOSS ARAB ANGEL FUND I, L.P | 729. | 729. |
| K-1 INC/LOSS BEE PARTNERS II LP | 1,100. | 1,100. |
| K-1 INC/LOSS BLOCKCHAIN CAPITAL IV, LP | 158. | 158. |
| K-1 INC/LOSS CLOCKTOWER TECHNOLOGIES I L | 8,148. | 8,148. |
| K-1 INC/LOSS CRATON CAPITAL, L.P | 1,668. | 1,668. |
| K-1 INC/LOSS FORMATION8 PARTNERS ENTREPR | 881. | 881. |
| K-1 INC/LOSS FORMATION8 PARTNERS FUND I | 3,276. | 3,276. |
| K-1 INC/LOSS FPA APARTMENT OPPORTUNITY F | -998. | -998. |
| K-1 INC/LOSS FYRFLY VENTURE PARTNERS FUN | 705. | 705. |
| K-1 INC/LOSS GOVTECH FUND I, L.P. | 1,272. | 1,272. |
| K-1 INC/LOSS HAVENCREST HEALTHCARE PARTN | 6. | 6. |
| K-1 INC/LOSS HEROIC VENTURES, L.P | 2,899. | 2,899. |
| K-1 INC/LOSS HUAXING CAPITAL PARTERS, LP | 539. | 539. |
| K-1 INC/LOSS HUAXING CAPITAL PARTNERS II | 102. | 102. |
| K-1 INC/LOSS INNOVATION WORKS DEVELOPMEN | 262. | 262. |
| K-1 INC/LOSS IVP FUND II A, L.P | 13. | 13. |
| K-1 INC/LOSS LEARN CAPITAL VENTURE PARTN | 1,457. | 1,457. |
| K-1 INC/LOSS LEERINK REVELATION HEALTHCA | 218. | 218. |
| K-1 INC/LOSS LEGACY CAPITAL, LP | 455,140. | 455,040. |
| K-1 INC/LOSS LEGION PARTNERS, LP II | 2,158. | 2,158. |
| K-1 INC/LOSS LEGP I AIV (B) LP | 4,061. | 4,061. |
| K-1 INC/LOSS LEVEL EQUITY GROWTH PARTNER | -6,747. | 30. |
| K-1 INC/LOSS MAVEN VENTURES FUND II, L.P | 391. | 391. |
| K-1 INC/LOSS MORTAR & MASH ONE, LLC | 5,212. | -30,736. |
| K-1 INC/LOSS NEXT COAST VENTURES I, LP | -16. | 496. |
| K-1 INC/LOSS ONE01 CAPITAL PARTNERS, L.P | 601. | 601. |
| K-1 INC/LOSS PARQUET CAPITAL I, LLC | 1,484. | 1,484. |
| K-1 INC/LOSS PASSPORT VENTURES, LLC | 172. | 172. |
| K-1 INC/LOSS PEAR VENTURES I, LP | 962. | 962. |
| K-1 INC/LOSS PEAR VENTURES II LP | 181. | 181. |
| K-1 INC/LOSS PRECURSOR VENTURES I, L.P | 3,350. | 3,300. |
| K-1 INC/LOSS SILVER LAKE WATERMAN FUND I | 21,910. | 21,910. |

ATTACHMENT 1 (CONT'D)

## FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| K-1 INC/LOSS SILVER LAKE WATERMAN FUND | 145,594. | 145,585. |
| K-1 INC/LOSS STREAMLINED VENTURES I, LP | 9,386. | 8,680. |
| K-1 INC/LOSS STREAMLINED VENTURES II, LP | 814. | 780. |
| K-1 INC/LOSS TANDEM FUND II, LP | -987. | -987. |
| K-1 INC/LOSS TANDEM FUND III, L.P. | 991. | 991. |
| FEDERAL TAX REFUND | 68,031. | |
| INTEREST INCOME - HUAXING CAPITAL | 4,108. | 4,108. |
| TOTALS | 739,231. | 641,642. |

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| GENERAL CONSULTATIONS | 988. | | | 988. |
| TOTALS | 988. | | | 988. |

ATTACHMENT 3

## FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| AUDIT FEES | 47,835. | | | 47,835. |
| TOTALS | 47,835. | | | 47,835. |

ATTACHMENT 4

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|---|---|---|
| PHILANTHROPIC CONSULTING SRVCS | 137,000. | 137,000. |
| TOTALS | 137,000. | 137,000. |

ATTACHMENT 5

FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS |
|---|---|
| 990-PF ESTIMATED TAX FOR 2017 | 20,400. |
| 990-T EXTENSION FOR 2016 | 800. |
| IRS MISCELLANEOUS FEE | 26. |
| STATE INCOME TAX | 539. |
| TOTALS | 21,765. |

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---|---|---|---|
| ADMINISTRATIVE FEES | 83,287. | | 83,287. |
| BANK CHARGES | 35. | 35. | |
| FOUNDATION DUES & MEMBERSHIPS | 8,750. | | 8,750. |
| K-1 EXP ARAB ANGEL FUND I, L.P | 8,891. | 8,891. | |
| K-1 EXP BEE PARTNERS II LP | 7,329. | 7,329. | |
| K-1 EXP BLOCKCHAIN CAPITAL IV, | 7,611. | 7,611. | |
| K-1 EXP CLOCKTOWER TECHNOLOGIE | 25,882. | 25,882. | |
| K-1 EXP CRATON CAPITAL, L.P | 1,249. | 1,249. | |
| K-1 EXP FORMATION8 PARTNERS EN | 206. | 206. | |
| K-1 EXP FORMATION8 PARTNERS FU | 19,579. | 19,579. | |
| K-1 EXP FPA APARTMENT OPPORTUN | 150. | 150. | |
| K-1 EXP FYRFLY VENTURE PARTNER | 14,457. | 14,457. | |
| K-1 EXP GOVTECH FUND I, L.P. | 57,600. | 57,546. | |
| K-1 EXP HAVENCREST HEALTHCARE | 10,006. | 9,997. | |
| K-1 EXP HEROIC VENTURES, L.P | 24,916. | 23,428. | |
| K-1 EXP HUAXING CAP PTR | 32,391. | 32,391. | |
| K-1 EXP HUAXING CAP PTR II | 8,303. | 8,303. | |
| K-1 EXP IB HOLDING, LLC | 12,179. | 12,179. | |
| K-1 EXP INNOVATION WORKS DEVEL | 25,557. | 25,551. | |
| K-1 EXP IVP FUND II A, L.P | 2,363. | 2,363. | |
| K-1 EXP LEARN CAPITAL VENTURE | 45,387. | 45,387. | |
| K-1 EXP LEERINK REVELATION HEA | 19,671. | 19,671. | |
| K-1 EXP LEGACY CAPITAL, LP | 172,688. | 171,973. | |
| K-1 EXP LEGION PARTNERS, LP II | 5,223. | 5,223. | |
| K-1 EXP LEGP I AIV (B) LP | 2,481. | 2,481. | |
| K-1 EXP LEVEL EQUITY GROWTH PA | 28,776. | 28,065. | |
| K-1 EXP MAVEN VENTURES FUND II | 12,615. | 12,615. | |
| K-1 EXP MITHRIL II LP | 14,989. | 14,989. | |
| K-1 EXP MORTAR & MASH ONE, LLC | 31. | 12. | |
| K-1 EXP NEXT COAST VENTURES I, | 26,850. | 26,841. | |
| K-1 EXP ONE01 CAPITAL PARTNERS | 2,044. | 2,044. | |
| K-1 EXP PARQUET CAPITAL I, LLC | 1,586. | 1,586. | |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---|---|---|---|
| K-1 EXP PASSPORT VENTURES, LLC | 642. | 642. | |
| K-1 EXP PEAR VENTURES I, LP | 10,384. | 10,384. | |
| K-1 EXP PEAR VENTURES II LP | 13,620. | 13,620. | |
| K-1 EXP PEAR VENTURES OPP I | 387. | 387. | |
| K-1 EXP PEAR VENTURES OPP II | 828. | 828. | |
| K-1 EXP PRECURSOR VENTURES I, | 18,408. | 17,745. | |
| K-1 EXP SILVER LAKE WATERMAN F | 7. | -24. | |
| K-1 EXP STREAMLINED VNTRS I | 23,008. | 22,543. | |
| K-1 EXP STREAMLINED VNTRS II | 12,411. | 11,139. | |
| K-1 EXP TANDEM FUND II, LP | 21,538. | 21,538. | |
| K-1 EXP TANDEM FUND III, L.P. | 31,352. | 31,352. | |
| POSTAGE/DELIVERY SERVICE | 71. | | 71. |
| WEBSITE HOSTING/SUPPORT | 96. | | 96. |
| STATE FILING FEES | 180. | | 180. |
| TOTALS | 816,014. | 718,188. | 92,384. |

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| FACEBOOK INC | 2,258. | 40,586. |
| TOTALS | 2,258. | 40,586. |

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| ARAB ANGEL FUND I, L.P | 241,838. | 247,305. |
| BEE PARTNERS II LP | 154,125. | 241,949. |
| BLOCKCHAIN CAPITAL IV, LP | 242,547. | 245,911. |
| CHANGE.ORG GROWTH LLC | 100,000. | 3,089. |
| CLOCKTOWER TECHNOLOGIES I LP | 694,286. | 816,110. |
| CRATON CAPITAL, L.P | 244,543. | 251,250. |
| DATAMINR INC. | 364,994. | 569,649. |
| EXCEL ALTA CAPITAL OFFSHORE FE | 250,000. | 396,931. |
| EXPLORADOR INSTITUTIONAL FUND | 1,000,000. | 865,360. |
| FORMATION8 PARTNERS ENTREPRENE | 229,460. | 233,045. |
| FORMATION8 PARTNERS FUND I LP | 975,207. | 3,123,285. |
| FYRFLY VENTURE PARTNERS FUND I | 244,917. | 280,561. |
| GOVTECH FUND I, L.P. | 1,097,756. | 1,472,119. |
| HAVENCREST HEALTHCARE PARTNERS | | 1. |
| HEROIC VENTURES, L.P | 238,187. | 236,907. |
| HUAXING CAPITAL PARTERS, LP | 757,793. | 2,120,248. |
| HUAXING CAPITAL PARTNERS II, L | 374,572. | 445,544. |
| IB HOLDING, LLC | 1,361,656. | 330,640. |
| INNOVATION WORKS DEVELOPMENT F | 556,598. | 1,844,873. |
| IVP FUND II A, L.P | 531,642. | 1,716,145. |
| LEARN CAPITAL VENTURE PARTNERS | 1,027,512. | 1,537,142. |
| LEERINK REVELATION HEALTHCARE | 253,599. | 436,344. |
| LEGACY CAPITAL, LP | 3,171,447. | 4,110,598. |
| LEGACY HARMONY LTD | 1,919,485. | 2,168,841. |
| LEGION PARTNERS, LP II | 261,478. | 322,546. |
| LEGP I AIV (B) LP | 112,829. | 123,661. |
| LEVEL EQUITY GROWTH PARTNERS I | 877,375. | 1,571,180. |
| MAPLE ROCK OFFSHORE FUND LP | 250,000. | 304,442. |
| MAVEN VENTURES FUND II, L.P | 246,977. | 359,656. |
| META STABLE CAPITAL OFFSHORE F | 125,000. | 431,485. |
| META STABLE CAPITAL OFFSHORE F | 125,000. | 356,876. |
| MITHRIL II LP | 11,732. | 6,584. |
| MORTAR & MASH ONE, LLC | 53,813. | 78,000. |

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| NEXT COAST VENTURES I, LP | 213,345. | 212,742. |
| NEXTHERA CAPITAL FUND LTD | 500,000. | 588,363. |
| ONE01 CAPITAL PARTNERS, L.P | 249,966. | 245,932. |
| PARQUET CAPITAL I, LLC | 249,133. | 249,640. |
| PASSPORT VENTURES, LLC | 83,888. | 83,890. |
| PEAR VENTURES I, LP | 724,443. | 1,518,787. |
| PEAR VENTURES II LP | 92,055. | 93,699. |
| PEAR VENTURES OPPORTUNITIES I, | 152,097. | 357,874. |
| PEAR VENTURES OPPORTUNITIES II | 511,007. | 672,673. |
| PRECURSOR VENTURES I, L.P | 451,924. | 542,099. |
| RTW OFFSHORE FUND ONE, LTD | 252,498. | 385,630. |
| SILVER LAKE WATERMAN FUND II, | 824,865. | 801,996. |
| SILVER LAKE WATERMAN FUND, L.P | 885,507. | 897,777. |
| STREAMLINED VENTURES I, LP | 815,150. | 1,234,752. |
| STREAMLINED VENTURES II, LP | 113,403. | 110,079. |
| TANDEM FUND II, LP | 389,629. | 652,283. |
| TANDEM FUND III, L.P. | 447,318. | 603,048. |
| THERAPYDIA, INC - CERTIFICATE | 143,845. | 143,915. |
| CRYPTOCURRENCY | 1,229,557. | 1,229,557. |
| TOTALS | 26,425,998. | 37,873,013. |

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| PRI - PRACTICE GREENHEALTH | 100,000. | 100,000. |
| TOTALS | 100,000. | 100,000. |

# 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/(LOSS) | | | | | | |
| | | | | | | | 2,199,062. | |
| | | FPA APARTMENT OPPORTUNITY FUND A, LP | | | | P | 03/09/2011 | 12/29/2017 |
| 3,625. | | 2,427. | | | | | 1,198. | |
| TOTAL GAIN(LOSS) | | | | | | | 2,200,260. | |

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 10

NAME AND ADDRESS

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

JHB VENTURES, LLC
ONE MARKET STREET, STEUART TOWER
SAN FRANCISCO, CA 94105

NIMBLE VENTURES, LLC
ONE MARKET STREET, STEUART TOWER
SAN FRANCISCO, CA 94105

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

ATTACHMENT 11

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

## 990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 12

| NAME AND ADDRESS | TYPE OF SERVICE | COMPENSATION |
|---|---|---|
| JANET MAUGHAN<br>428 LAGUNITAS AVENUE<br>OAKLAND, CA 94610 | PHILANTHROPIC CONSUL | 137,000. |
| FOUNDATION SOURCE<br>55 WALLS DRIVE<br>FAIRFIELD, CT 06824 | ADMINISTRATIVE | 83,287. |
| TOTAL COMPENSATION | | 220,287. |

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

ATTACHMENT 13

| 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<br>1776 BROADWAY STE 1804<br>NEW YORK, NY 10019 | N/A<br>PC | GENERAL & UNRESTRICTED | 5,000. |
| AMERICAN LEBANESE SYRIAN ASSOC CHAR INC<br>501 SAINT JUDE PL<br>MEMPHIS, TN 38105 | N/A<br>PC | EMPLOYEE MATCHING GRANT | 510. |
| BLUEGREEN ALLIANCE FOUNDATION<br>1300 GODWARD ST NE, #2625<br>MINNEAPOLIS, MN 55413 | N/A<br>PC | BPA AND WORKERS PROJECT | 40,000. |
| BREAST CANCER PREVENTION PARTNERS<br>1388 SUTTER ST STE 400<br>SAN FRANCISCO, CA 94109 | N/A<br>PC | EMPLOYEE MATCHING GRANT | 250. |
| BREAST CANCER PREVENTION PARTNERS<br>1388 SUTTER ST STE 400<br>SAN FRANCISCO, CA 94109 | N/A<br>PC | POLICY INITIATIVES PROJECT | 70,000. |
| BUSINESS EXECUTIVES FOR NATIONAL SECURITY<br>1030 15TH ST NW STE 200 E<br>WASHINGTON, DC 20005 | N/A<br>PC | GENERAL & UNRESTRICTED | 50,000. |

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

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| CALIFORNIA ACADEMY OF SCIENCES<br>55 MUSIC CONCOURSE DR GOLDEN GATE P<br>SAN FRANCISCO, CA 94118 | N/A<br>PC | ACADEMY FOR ALL· ACCESS FOR UNDERSERVED YOUTH | 25,000. |
| CALIFORNIA PRESERVATION FOUNDATION<br>5 3RD ST STE 424<br>SAN FRANCISCO, CA 94103 | N/A<br>PC | GENERAL & UNRESTRICTED | 800. |
| CAMPUS CRUSADE FOR CHRIST INC<br>100 LAKE HART DR #2400<br>ORLANDO, FL 32832 | N/A<br>PC | EMPLOYEE MATCHING GRANT | 600. |
| CENTER FOR ENVIRONMENTAL HEALTH<br>2201 BROADWAY STE 302<br>OAKLAND, CA 94612 | N/A<br>PC | ENDING HEALTH HAZARDS FROM ENDOCRINE-DISRUPTING CHEMICALS, AND THEIR REPLACEMENTS | 65,000. |
| CHILDRENS ENVIRONMENTAL HEALTH NETWORK<br>110 MARYLAND AVE NE<br>WASHINGTON, DC 20002 | N/A<br>PC | ENGAGING CANCER SCIENTISTS AND CANCER ORGANIZATIONS IN ENVIRONMENTAL CARCINOGENESIS AND SOLUTIONS | 40,000. |
| COMMONWEAL<br>PO BOX 316<br>BOLINAS, CA 94924 | N/A<br>PC | COLLABORATIVE ON HEALTH AND ENVIRONMENT FOR THE BECAUSE HEALTH PROJECT PROJECT | 35,000. |

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

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| CONSORTIUM FOR GRADUATE STUDY IN MANAGEMENT<br>229 CHESTERFIELD BUS PKWY<br>CHESTERFIELD, MO 63005 | N/A<br>PC | GENERAL & UNRESTRICTED | 500 |
| CONTRA COSTA GOSPEL CHURCH INC<br>2460 BUENA VISTA AVE<br>WALNUT CREEK, CA 94597 | N/A<br>PC | GENERAL & UNRESTRICTED | 3,109. |
| CUTTING BALL THEATER<br>141 TAYLOR ST<br>SAN FRANCISCO, CA 94102 | N/A<br>PC | GENERAL & UNRESTRICTED | 1,150. |
| CYSTIC FIBROSIS FOUNDATION<br>57 EXECUTIVE PARK S STE 380<br>ATLANTA, GA 30329 | N/A<br>PC | GENERAL & UNRESTRICTED | 100. |
| EARTHJUSTICE<br>50 CALIFORNIA ST, STE 500<br>SAN FRANCISCO, CA 94111 | N/A<br>PC | EMPLOYEE MATCHING GRANT | 3,000. |
| EARTHJUSTICE<br>50 CALIFORNIA ST, STE 500<br>SAN FRANCISCO, CA 94111 | N/A<br>PC | SECURING MAXIMUM HEALTH PROTECTIONS PROJECT | 100,000. |

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

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| EDGEWOOD CENTER FOR CHILDREN AND FAMILIES<br>1801 VICENTE ST<br>SAN FRANCISCO, CA 94116 | N/A<br>PC | GENERAL & UNRESTRICTED | 1,500. |
| EDGEWOOD CENTER FOR CHILDREN AND FAMILIES<br>1801 VICENTE ST<br>SAN FRANCISCO, CA 94116 | N/A<br>PC | EMPLOYEE MATCHING GRANT | 250. |
| EDUCATION FIRST<br>4701 SW ADMIRAL WAY BOX 149<br>SEATTLE, WA 98116 | N/A<br>PC | GENERAL & UNRESTRICTED | 140. |
| ENTERTAINMENT INDUSTRY FOUNDATION<br>10880 WILSHIRE BLVD STE 1400<br>LOS ANGELES, CA 90024 | N/A<br>PC | GENERAL & UNRESTRICTED | 135. |
| ENVIRONMENTAL DEFENSE FUND INCORPORATED<br>257 PARK AVE S<br>NEW YORK, NY 10010 | N/A<br>PC | SAFER FOOD FOR ALL PROJECT | 75,000. |
| ENVIRONMENTAL WORKING GROUP<br>1436 U ST NW STE 100<br>WASHINGTON, DC 20009 | N/A<br>PC | EWG GOVERNMENT AFFAIRS PROGRAM | 50,000. |

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

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| FOOD RUNNERS<br>2579 WASHINGTON ST<br>SAN FRANCISCO, CA 94115 | N/A<br>PC | GENERAL & UNRESTRICTED | 5,000. |
| GEORGE WASHINGTON UNIVERSITY<br>800 21ST ST, NW MARVIN CENTER GROUND FL<br>WASHINGTON, DC 20052 | N/A<br>PC | RESEARCH AND POLICY ANALYSIS ON PHTHALATES IN FAST FOOD | 65,000. |
| GREEN & HEALTHY HOMES INITIATIVE INC<br>2714 HUDSON ST<br>BALTIMORE, MD 21224 | N/A<br>PC | NATIONAL LEAD SUMMIT PROJECT | 25,000. |
| GREEN SCIENCE POLICY INSTITUTE<br>PO BOX 9127<br>BERKELEY, CA 94709 | N/A<br>PC | REDUCING HIGHLY FLUORINATED CHEMICALS AND PREVENTING HARMFUL INTERNATIONAL FLAMMABILITY STANDARDS | 50,000. |
| HABITAT FOR HUMANITY GREATER SAN FRANCISCO INC<br>645 HARRISON ST, STE 201<br>SAN FRANCISCO, CA 94107 | N/A<br>PC | GENERAL & UNRESTRICTED | 160. |
| HARVEY SCHOOL<br>260 JAY ST<br>KATONAH, NY 10536 | N/A<br>PC | EMPLOYEE MATCHING GRANT | 5,000. |

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

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| HEALTHY BUILDING NETWORK<br>1710 CONNECTICUT AVE, NW, 4TH FL<br>WASHINGTON, DC 20009 | N/A<br>PC | BUSINESS PLANNING PROJECT | 85,000. |
| HEDGE FUNDS CARE INC<br>330 7TH AVE STE 2B<br>NEW YORK, NY 10001 | N/A<br>PC | GENERAL & UNRESTRICTED | 10,000. |
| JAMESTOWN COMMUNITY CENTER INC<br>3382 26TH ST<br>SAN FRANCISCO, CA 94110 | N/A<br>PC | GENERAL & UNRESTRICTED | 259. |
| JUMPSTART FOR YOUNG CHILDREN<br>65 BATTERY ST, 2ND FL<br>SAN FRANCISCO, CA 94111 | N/A<br>PC | GENERAL & UNRESTRICTED | 1,000 |
| KITCHEN TABLE CAMPAIGNS<br>641 S ST NW 3RD FL<br>WASHINGTON, DC 20001 | N/A<br>PC | SAFER CHEMICALS, HEALTHY FAMILIES | 100,000. |
| LEAGUE OF CONSERVATION VOTERS EDUCATION FUND<br>740 15TH ST NW, 7TH FL<br>WASHINGTON, DC 20005 | N/A<br>PC | CHEMICAL POLICIES REFORM PROJECT | 75,000. |

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

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| LUPUS FOUNDATION OF AMERICA INC<br>2121 K ST NW STE 200<br>WASHINGTON, DC 20037 | N/A<br>PC | GENERAL & UNRESTRICTED | 140. |
| MEMORIAL SLOAN-KETTERING CANCER CENTER<br>885 2ND AVE 7TH FL<br>NEW YORK, NY 10017 | N/A<br>PC | GENERAL & UNRESTRICTED | 250. |
| MIRACLEFEET<br>410 W MAIN ST<br>CARRBORO, NC 27510 | N/A<br>PC | CLUBFOOT PROGRAM | 150,000. |
| NATURAL RESOURCES DEFENSE COUNCIL INC<br>40 W 20TH ST<br>NEW YORK, NY 10011 | N/A<br>PC | SUPPORT FOR HEALTH PROGRAM PROJECT | 100,000. |
| NEW VENTURE FUND<br>1201 CONNECTICUT AVE NW STE 300<br>WASHINGTON, DC 20036 | N/A<br>PC | GETTING ARSENIC AND PHTHALATES OUT OF BABY FOODS | 75,000. |
| PAN MASSACHUSETTS CHALLENGE TRUST<br>77 4TH AVE<br>NEEDHAM HGTS, MA 02494 | N/A<br>PC | EMPLOYEE MATCHING GRANT | 5,000. |

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

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| ROBIN HOOD FOUNDATION<br>826 BROADWAY 9TH FL<br>NEW YORK, NY 10003 | N/A<br>PC | GENERAL & UNRESTRICTED | 1,000. |
| SLEEPY HOLLOW PARENTS CLUB INC<br>20 WASHINGTON LN<br>ORINDA, CA 94563 | N/A<br>PC | GENERAL & UNRESTRICTED | 675. |
| SOUTH AFRICAN EDUCATION AND ENVIRONMENT PROJECT US<br>2116 CHESAPEAKE HARBOUR DR APT 102<br>ANNAPOLIS, MD 21403 | N/A<br>PC | GENERAL & UNRESTRICTED | 1,000. |
| SUSAN G KOMEN BREAST CANCER FOUNDATION<br>3525 PIEDMONT RD BLDG 5 STE 215<br>ATLANTA, GA 30305 | N/A<br>PC | GENERAL & UNRESTRICTED | 100. |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA AT SAN<br>PO BOX 45339<br>SAN FRANCISCO, CA 94145 | N/A<br>PC | CHEMICALS POLICY AND IMPLEMENTATION POST-TSCA PROJECT | 75,000. |
| TIPPING POINT COMMUNITY<br>220 MONTGOMERY ST<br>SAN FRANCISCO, CA 94104 | N/A<br>PC | GENERAL & UNRESTRICTED | 1,000. |

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

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| TOXIC-FREE FUTURE<br>4649 SUNNYSIDE AVE N STE 540<br>SEATTLE, WA 98103 | N/A<br>PC | GETTING TOUGH ON TEFLON· PROTECTING CHILDREN'S FOOD AND WATER | 60,000. |
| UPSTREAM POLICY INSTITUTE INC<br>PO BOX 1352<br>DAMARISCOTTA, ME 04543 | N/A<br>PC | PLASTICIZED HUMAN CONFERENCE PROJECT | 60,000. |
| WOMENS VOICES FOR THE EARTH<br>PO BOX 8743<br>MISSOULA, MT 59807 | N/A<br>PC | SAFE CLEANING PRODUCTS INITIATIVE PROJECT | 25,000. |
| | | TOTAL CONTRIBUTIONS PAID | 1,542,628. |

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

ATTACHMENT 14

| DESCRIPTION | BUSINESS CODE | AMOUNT | EXCLUSION CODE | AMOUNT | RELATED OR EXEMPT FUNCTION INCOME |
|---|---|---|---|---|---|
| K-1 INC/LOSS | 525990 | 28,922. | 14 | 638,170. | |
| FEDERAL TAX REFUND | | | 01 | 68,031. | |
| INTEREST INCOME - HUAXING CAPITAL | | | 14 | 4,108. | |
| TOTALS | | 28,922. | | 710,309. | |