

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation

THE PASSPORT FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

A Employer identification number

26-1580196

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

Final return

Address change

Initial return of a former public charity

Amended return

Name change

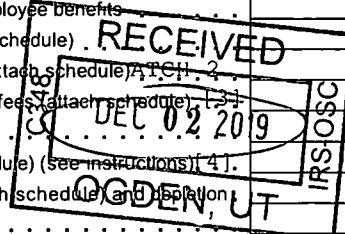
H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) ▶ \$ 49,734,991.J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐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)	10,000.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.	35,744.	35,744.		
4 Dividends and interest from securities	22,208.	22,208.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	922,812.			
b Gross sales price for all assets on line 6a 1,978,745.				
7 Capital gain net income (from Part IV, line 2) .		923,930.		
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) ATTCH. 1 . .	413,792.	439,244.		
12 Total. Add lines 1 through 11	1,404,556.	1,421,126.		
13 Compensation of officers, directors, trustees, etc . .	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATTCH. 2	24,150.	525.		23,625.
b Accounting fees (attach schedule) ATTCH. 2 . .	137,000.			137,000.
c Other professional fees (attach schedule) ATTCH. 3 . .	12,455.	12,455.		
17 Interest	56,300.			
18 Taxes (attach schedule) (see instructions) ATTCH. 4 . .				
19 Depreciation (attach schedule) and depletion	908.			908.
20 Occupancy	13,134.	54.		13,080.
21 Travel, conferences, and meetings	15.			15.
22 Printing and publications	971,955.	835,626.		101,975.
23 Other expenses (attach schedule) ATTCH. 5 . .				
24 Total operating and administrative expenses. Add lines 13 through 23.	1,215,917.	848,660.		276,603.
25 Contributions, gifts, grants paid	1,703,770.			1,703,770.
26 Total expenses and disbursements Add lines 24 and 25	2,919,687.	848,660.	0.	1,980,373.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,515,131.			
b Net investment income (if negative, enter -0-)		572,466.		
c Adjusted net income (if negative, enter -0-)				

ENVELOPE
POSTMARK DATE NOV 15 2019m/5
2020 JAN 01
SCANNEDReceived
111519

944

11/12

Taxable Year Ending: December 31, 2018

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						\$ 1,447,415
Publicly-traded Securities				\$ 1,417,056	\$ 1,502,230	\$ (85,174)
Explorador Institutional Fund	<u>1/1/2011</u>	P	<u>7/31/2018</u>	\$ 318,010	\$ 500,000	\$ (181,990)
Explorador Institutional Fund	<u>1/1/2011</u>	P	<u>10/31/2018</u>	\$ 243,679	\$ 500,000	\$ (256,321)
Total included in Part IV				<u>\$ 1,978,745</u>	<u>\$ 2,502,230</u>	<u>\$ 923,930</u>
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ (1,118)
Part I, Line 6a Total						<u><u>\$ 922,812</u></u>

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ARAB ANGEL FUND I, L.P	1,495.	1,495.
K-1 INC/LOSS ATOMIC LABS II L.P	831.	831.
K-1 INC/LOSS BEE PARTNERS II LP	487.	473.
K-1 INC/LOSS BEE PARTNERS III LP	37.	36.
K-1 INC/LOSS BIG LEAGUE ADVANCE FUND II,	916.	916.
K-1 INC/LOSS BLOCKCHAIN CAPITAL IV, LP	1,658.	1,658.
K-1 INC/LOSS CLOCKTOWER TECHNOLOGIES I L	-4,818.	10,542.
K-1 INC/LOSS CRATON CAPITAL, L.P	-2,150.	-2,150.
K-1 INC/LOSS FORMATION8 PARTNERS ENTREPR	865.	865.
K-1 INC/LOSS FORMATION8 PARTNERS FUND I	729.	729.
K-1 INC/LOSS FYRELY VENTURE PARTNERS FUN	470.	470.
K-1 INC/LOSS GOVTECH FUND I, L.P	1,305.	1,305.
K-1 INC/LOSS GOVTECH FUND II, L.P	1,395.	1,395.
K-1 INC/LOSS HAVENCREST HEALTHCARE PARTN	-1,073.	11.
K-1 INC/LOSS HEROIC VENTURES, L.P	1,343.	1,343.
K-1 INC/LOSS HUAXING CAPITAL PARTNERS II	33.	33.
K-1 INC/LOSS IB HOLDING, LLC	149.	149.
K-1 INC/LOSS IBEX DRIVERLESS FUND LP	1,263.	1,263.
K-1 INC/LOSS INNOVATION WORKS DEVELOPMEN	14,055.	14,055.
K-1 INC/LOSS LEARN CAPITAL VENTURE PARTN	5,081.	5,081.
K-1 INC/LOSS LEERINK REVELATION HEALTHCA	292.	292.
K-1 INC/LOSS LEGACY CAPITAL, LP	170,506.	167,544.
K-1 INC/LOSS LEGION PARTNERS, LP II	2,943.	2,943.
K-1 INC/LOSS LEGP I AIV (B) LP	3,638.	3,638.
K-1 INC/LOSS LEVEL EQUITY GROWTH PARTNER	-19,668.	220.
K-1 INC/LOSS MAVEN VENTURES FUND II, L.P	413.	413.
K-1 INC/LOSS MITHRIL II LP	42.	42.
K-1 INC/LOSS MORTAR & MASH ONE, LLC	8,183.	2,269.
K-1 INC/LOSS NEXT COAST VENTURES I, LP	1,540.	951.
K-1 INC/LOSS ONE01 CAPITAL PARTNERS, L.P	-2,335.	-2,335.
K-1 INC/LOSS PARQUET CAPITAL I, LLC	9,062.	9,069.
K-1 INC/LOSS PASSPORT VENTURES, LLC	347.	347.

ATTACHMENT 1 (CONT'D)FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS PEAR VENTURES I, LP	933.	933.
K-1 INC/LOSS PEAR VENTURES II LP	1,192.	1,192.
K-1 INC/LOSS PRECURSOR VENTURES I, L.P	823.	823.
K-1 INC/LOSS PRECURSOR VENTURES II, L.P	1,277.	1,279.
K-1 INC/LOSS QUIET GROWTH I, L.P	547.	
K-1 INC/LOSS SILVER LAKE WATERMAN FUND I	90,869.	90,869.
K-1 INC/LOSS SILVER LAKE WATERMAN FUND,	109,659.	109,659.
K-1 INC/LOSS SKY9 CAPITAL FUND III, L.P	1,017.	1,017.
K-1 INC/LOSS STREAMLINED VENTURES I, LP	2,862.	2,862.
K-1 INC/LOSS STREAMLINED VENTURES II, LP	2,390.	2,328.
K-1 INC/LOSS TANDEM FUND II, LP	230.	230.
K-1 INC/LOSS TANDEM FUND III, L.P	862.	862.
FEDERAL TAX REFUND	800.	
INTEREST INCOME - HAVENCREST HEALTHCARE	1,297.	1,297.
TOTALS	<u>413,792.</u>	<u>439,244.</u>

ATTACHMENT 2FORM 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 SUPPORT	24,150.	525.		23,625.
TOTALS	<u>24,150.</u>	<u>525.</u>		<u>23,625.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PHILANTHROPIC CONSULTING SRVCS	137,000.	137,000.
TOTALS	<u>137,000.</u>	<u>137,000.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2018	47,900.
990-T 1ST EXTENSION FOR 2017	5,300.
STATE INCOME TAX 2017	3,100.
TOTALS	<u>56,300.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	91,495.		91,495.
FOUNDATION DUES & MEMBERSHIPS	9,598.		9,598.
K-1 EXP ARAB ANGEL FUND I, L.P	6,763.	6,763.	
K-1 EXP ATOMIC LABS II L.P	15,338.	15,338.	
K-1 EXP BEE PARTNERS II LP	6,871.	6,812.	
K-1 EXP BEE PARTNERS III LP	6,780.	6,630.	
K-1 EXP BIG LEAGUE ADVANCE FUN	6,029.	5,978.	
K-1 EXP BLOCKCHAIN CAPITAL IV,	25,430.	25,430.	
K-1 EXP BULLPEN CAPITAL IV, L.	10,479.	9,060.	
K-1 EXP CLOCKTOWER TECHNOLOGIE	24,876.	24,203.	
K-1 EXP CLOCKTOWER TECHNOLOGIE	1,888.	1,888.	
K-1 EXP CRATON CAPITAL, L.P	7,583.	7,583.	
K-1 EXP FLEX CAPITAL FUND I, L	1,478.	1,478.	
K-1 EXP FORMATION8 PARTNERS EN	222.	222.	
K-1 EXP FORMATION8 PARTNERS FU	19,852.	19,852.	
K-1 EXP FYRFLY VENTURE PARTNER	15,398.	15,398.	
K-1 EXP GOVTECH FUND I, L.P	56,922.	56,850.	
K-1 EXP GOVTECH FUND II, L.P	20,066.	20,064.	
K-1 EXP HAVENCREST HEALTHCARE	25,039.	24,960.	
K-1 EXP HEROIC VENTURES, L.P	20,888.	19,926.	
K-1 EXP HUAXING CAPITAL PARTNE	10,051.	10,051.	
K-1 EXP HUAXING CAPITAL PARTNE	22,966.	22,966.	
K-1 EXP IB HOLDING, LLC	2,735.	2,735.	
K-1 EXP IBEX DRIVERLESS FUND L	5,341.	5,341.	
K-1 EXP INNOVATION WORKS DEVEL	33,763.	33,763.	
K-1 EXP IVP FUND II A, L.P	4,909.	4,909.	
K-1 EXP LEARN CAPITAL VENTURE	54,179.	54,179.	
K-1 EXP LEERINK REVELATION HEA	14,290.	14,290.	
K-1 EXP LEGACY CAPITAL, LP	127,622.	127,507.	
K-1 EXP LEGION PARTNERS, LP II	6,634.	6,634.	
K-1 EXP LEGP I AIV (B) LP	1,383.	1,383.	
K-1 EXP LEVEL EQUITY GROWTH PA	26,137.	124.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
K-1 EXP MAVEN VENTURES FUND II	14,474.	14,474.	
K-1 EXP MITHRIL II LP	16,262.	16,260.	
K-1 EXP MORTAR & MASH ONE, LLC	1,069.	908.	
K-1 EXP NEXT COAST VENTURES I,	20,875.	18,128.	
K-1 EXP ONE01 CAPITAL PARTNERS	1,491.	1,491.	
K-1 EXP PARQUET CAPITAL I, LLC	7,615.	7,615.	
K-1 EXP PASSPORT VENTURES, LLC	68.	68.	
K-1 EXP PEAR VENTURES I, LP	9,459.	9,459.	
K-1 EXP PEAR VENTURES II LP	14,121.	14,121.	
K-1 EXP PEAR VENTURES OPPORTUN	368.	368.	
K-1 EXP PEAR VENTURES OPPORTUN	751.	751.	
K-1 EXP PRECURSOR VENTURES I,	14,888.	14,888.	
K-1 EXP PRECURSOR VENTURES II,	18,187.	17,238.	
K-1 EXP QUIET GROWTH I, L.P	20,628.	20,628.	
K-1 EXP SILVER LAKE WATERMAN F	5.	5.	
K-1 EXP SKY9 CAPITAL FUND III,	73,085.	73,085.	
K-1 EXP STREAMLINED VENTURES I	22,374.	22,374.	
K-1 EXP STREAMLINED VENTURES I	12,669.	11,769.	
K-1 EXP TANDEM FUND II, LP	15,939.	15,939.	
K-1 EXP TANDEM FUND III, L.P	23,722.	23,722.	
OFFICE & SUPPLIES	64.		64.
POSTAGE/DELIVERY SERVICE	18.		
REGISTERED AGENT	101.		101.
STATE OR LOCAL FILING FEES	160.		160.
WEBSITE HOSTING/SUPPORT	557.		557.
TOTALS	<u>971,955.</u>	<u>835,626.</u>	<u>101,975.</u>

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		9,651,941.	2,834,772.	2,834,772.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	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 6		2,258.	1,474,805.	1,478,493.
	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 7		26,425,998.	30,255,489.	45,321,726.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ ATCH 8)		100,000.	100,000.	100,000.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		36,180,197.	34,665,066.	49,734,991.	
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		36,180,197.	34,665,066.	
	30	Total net assets or fund balances (see instructions).		36,180,197.	34,665,066.	
	31	Total liabilities and net assets/fund balances (see instructions)		36,180,197.	34,665,066.	

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	36,180,197.
2	Enter amount from Part I, line 27a.	2	-1,515,131.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	34,665,066.
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	34,665,066.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FACEBOOK INC	2,258.	30,151.
ISHARES MSCI SAUDI ARABIA ETF	1,472,547.	1,448,342.
TOTALS	<u>1,474,805.</u>	<u>1,478,493.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ARAB ANGEL FUND I, L.P	235,104.	259,302.
ATOMIC LABS II L.P	236,857.	283,903.
AVENTUS	437,580.	12,544.
BEE PARTNERS II LP	191,491.	393,423.
BEE PARTNERS III LP	18,257.	18,338.
BIG LEAGUE ADVANCE FUND II, LP	143,796.	143,796.
BLOCKCHAIN CAPITAL IV, LP	469,609.	551,892.
BULLPEN CAPITAL IV, L.P	89,521.	102,032.
CHANGE.ORG GROWTH LLC	100,000.	3,090.
CLOCKTOWER TECHNOLOGIES I LP	914,592.	1,509,713.
CLOCKTOWER TECHNOLOGIES II, L.	48,112.	40,806.
CRATON CAPITAL, L.P	228,691.	127,455.
DATAMINR INC.	364,994.	569,649.
DISTRIBUTED GLOBAL OFFSHORE FU	500,000.	230,561.
ELECTRIC CAPITAL PARTNERS FRON	500,000.	358,034.
EXCEL ALTA CAPITAL OFFSHORE FE	250,000.	365,070.
FLEX CAPITAL FUND I, L.P	48,522.	50,000.
FORMATION8 PARTNERS ENTREPRENE	230,978.	278,236.
FORMATION8 PARTNERS FUND I LP	978,284.	3,054,892.
FYRFLY VENTURE PARTNERS FUND I	272,489.	278,601.
GOVTECH FUND I, L.P	1,223,693.	1,621,078.
GOVTECH FUND II, L.P	231,329.	229,830.
HAVENCREST HEALTHCARE PARTNERS	218,888.	227,202.
HEROIC VENTURES, L.P	202,028.	387,977.
HUAXING CAPITAL PARTNERS II, L	451,109.	651,040.
HUAXING CAPITAL PARTNERS, LP	593,764.	1,755,541.
IB HOLDING, LLC	1,359,070.	328,054.
IBEX DRIVERLESS FUND LP	250,281.	195,570.
INNOVATION WORKS DEVELOPMENT F	513,756.	1,931,886.
IVP FUND II A, L.P	547,925.	1,711,039.
LEARN CAPITAL VENTURE PARTNERS	1,308,191.	1,983,917.
LEERINK REVELATION HEALTHCARE	469,411.	732,618.
LEGACY CAPITAL, LP	2,687,573.	3,585,803.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LEGACY HARMONY LTD	1,619,070.	2,059,263.
LEGION PARTNERS, LP II	337,361.	327,346.
LEGP I AIV (B) LP	128,816.	144,738.
LEVEL EQUITY GROWTH PARTNERS I	818,753.	1,797,797.
MAPLE ROCK OFFSHORE FUND LP	250,000.	276,210.
MAVEN VENTURES FUND II, L.P	373,254.	519,828.
META STABLE EDGE OFFSHORE FUND	1,000,000.	412,497.
MITHRIL II LP	94,777.	83,183.
MORTAR & MASH ONE, LLC	49,822.	112,320.
NEXT COAST VENTURES I, LP	472,292.	573,790.
NEXThera CAPITAL FUND LTD	500,000.	436,433.
ONE01 CAPITAL PARTNERS, L.P	258,184.	259,914.
PARQUET CAPITAL I, LLC	250,684.	228,097.
PASSPORT VENTURES, LLC	2,579.	2,580.
PEAR VENTURES I, LP	801,581.	2,512,885.
PEAR VENTURES II LP	178,701.	222,669.
PEAR VENTURES OPPORTUNITIES I,	151,729.	1,011,483.
PEAR VENTURES OPPORTUNITIES II	510,256.	1,831,914.
POLK - CRYPTO(SAFT)	246,247.	246,247.
PRECURSOR VENTURES I, L.P	426,572.	634,159.
PRECURSOR VENTURES II, L.P	356,451.	343,343.
QUIET GROWTH I, L.P	204,919.	208,468.
RTW OFFSHORE FUND ONE, LTD	252,498.	568,557.
SHOPIN - CRYPTO(SAFT)	241,873.	241,873.
SILVER LAKE WATERMAN FUND II,	933,330.	930,932.
SILVER LAKE WATERMAN FUND, L.P	720,850.	733,595.
SKY9 CAPITAL FUND III, L.P	427,467.	841,024.
STREAMLINED VENTURES I, LP	718,605.	1,859,440.
STREAMLINED VENTURES II, LP	240,624.	243,299.
TANDEM FUND II, LP	473,920.	820,762.
TANDEM FUND III, L.P	450,676.	709,945.
THERAPYDIA, INC - CERTIFICATE	143,845.	143,845.
UNIKOINGOLD	303,858.	10,398.

TOTALS

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
	<u>30,255,489.</u>	<u>45,321,726.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 8

<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>

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	923,930.	
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.

(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))
2017	1,848,783.	40,896,780.	0.045206
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
2 Total of line 1, column (d)			2 0.224463
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 0.044893
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 50,368,546.
5 Multiply line 4 by line 3.			5 2,261,195.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 5,725.
7 Add lines 5 and 6.			7 2,266,920.
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 1,980,373.

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)	
1,417,056.		PUBLICLY-TRADED SECURITIES 1,502,230.					-85,174.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					1,447,415.	
318,010.		EXPLORADOR INSTITUTIONAL FUND 500,000.				P	01/01/2011 -181,990.	07/31/2018
243,679.		EXPLORADOR INSTITUTIONAL FUND 500,000.				P	01/01/2011 -256,321.	10/31/2018
TOTAL GAIN (LOSS)							<u>923,930.</u>	

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	11,449.
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	11,449.
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	11,449.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	51,702.
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	51,702.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	40,253.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 40,253. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		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?		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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by <i>General Instruction T</i>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	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? Website address ► N/A	13	X
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 2018, 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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ 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 2018 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 2018)	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 2018?	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		Yes	No
(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.		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	☒ 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	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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 9		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 10		228,559

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

Form **990-PF** (2018)

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<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	DIR, PRES 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		<u>0.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JANET MAUGHAN 428 LAGUNITAS AVENUE OAKLAND, CA 94610	PHILANTHROPIC CONSUL	137,064.
FOUNDATION SOURCE 55 WALLS DRIVE FAIRFIELD, CT 06824	ADMINISTRATIVE	91,495.
TOTAL COMPENSATION		<u>228,559.</u>

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	1,071,363.
b	Average of monthly cash balances	1b	5,790,251.
c	Fair market value of all other assets (see instructions).	1c	44,273,966.
d	Total (add lines 1a, b, and c)	1d	51,135,580.
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	51,135,580.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	767,034.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,368,546.
6	Minimum investment return. Enter 5% of line 5	6	2,518,427.

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	2,518,427.
2a	Tax on investment income for 2018 from Part VI, line 5 2a		11,449.
b	Income tax for 2018 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	11,449.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,506,978.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	2,506,978.
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	2,506,978.

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	1,980,373.
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	1,980,373.
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	1,980,373.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,506,978.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			1,838,585.	
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u>				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>1,980,373.</u>				
a Applied to 2017, but not more than line 2a			1,838,585.	
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 2018 distributable amount.				141,788.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				2,365,190.
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 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

3 Grants and Contributions Paid During the Year or Approved for Future Payment

JSA
8E1491 1 000

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

ATTACHMENT 11

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		EMPLOYEE MATCHING PROJECT	250
BLACK WOMEN FOR WELLNESS 4340 11TH AVE LOS ANGELES, CA 90008	N/A PC		TAKING STOCK	50,000
BREAST CANCER PREVENTION PARTNERS 1388 SUTTER ST STE 400 SAN FRANCISCO, CA 94109	N/A PC		BCPP'S POLICY WORK PROJECT	75,000
BUSINESS EXECUTIVES FOR NATIONAL SECURITY 1030 15TH ST NW STE 200 E WASHINGTON, DC 20005	N/A PC		GENERAL & UNRESTRICTED	50,000
CENTER FOR ENVIRONMENTAL HEALTH 2201 BROADWAY STE 508 OAKLAND, CA 94612	N/A PC		REDUCING TOXIC CHEMICALS IN FOODWARE PROJECT	65,000
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW INC 1101 15TH ST NW 11TH FL WASHINGTON, DC 20005	N/A PC		TOXIC STREAM, TOXIC TIDE EXPOSING THE LIFECYCLE HEALTH IMPACT OF PLASTICS FROM WELLHEAD TO OCEANS PROGRAM	65,000

ATTACHMENT 11

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEAN AND HEALTHY NEW YORK INC 25 ELK ST GARDEN STE ALBANY, NY 12207		N/A PC		CLEAN AND HEALTHY NEW YORK'S NEW YORK DISCLOSURE POLICIES AS NATIONAL MODELS TO REDUCE CHEMICALS OF CONCERN PROJECT	50,000
CLEAN PRODUCTION ACTION 1310 BROADWAY STE 101 SOMERVILLE, MA 02144		N/A PC		SAFER ALTERNATIVES TO FLUORINATED CHEMICALS IN FOOD PACKAGING/ FOOD SERVICE WARE AND FIREFIGHTING FOAM PROJECT	70,000
CODE FOR AMERICA LABS INC 155 9TH ST SAN FRANCISCO, CA 94103		N/A PC		CODE FOR AMERICA BRIGADE NETWORK PROJECT	50,000
COMING CLEAN INC 28 VERNON ST STE 434 BRATTLEBORO, VT 05301		N/A PC		COMING CLEAN'S CAMPAIGN FOR HEALTHIER SOLUTIONS PROJECT	50,000
COMMONWEAL PO BOX 316 BOLINAS, CA 94924		N/A PC		COLLABORATIVE ON HEALTH AND THE ENVIRONMENT FOR BECAUSE HEALTH	50,000
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVE LOS ANGELES, CA 90027		N/A PC		EMPLOYEE MATCHING	250

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
EARTHJUSTICE 50 CALIFORNIA ST, STE 500 SAN FRANCISCO, CA 94111	N/A PC		GENERAL & UNRESTRICTED	3,500
EARTHJUSTICE 50 CALIFORNIA ST, STE 500 SAN FRANCISCO, CA 94111	N/A PC		SECURING MAXIMUM HEALTH PROTECTIONS FROM THE NEW FEDERAL CHEMICAL SAFETY LAW	100,000
EDGEWOOD CENTER FOR CHILDREN AND FAMILIES 1801 VICENTE ST SAN FRANCISCO, CA 94116	N/A PC		GENERAL & UNRESTRICTED	2,600
EDGEWOOD CENTER FOR CHILDREN AND FAMILIES 1801 VICENTE ST SAN FRANCISCO, CA 94116	N/A PC		EMPLOYEE MATCHING PROJECT	500
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		FOOD FIGHT' CAMPAIGN PROJECT	60,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	N/A PC		GENERAL & UNRESTRICTED	500
FOUNDATION FOR SECOND CHANCES 3734 W SLAUSON AVE LOS ANGELES, CA 90043	N/A PC		GENERAL & UNRESTRICTED	100
GEORGE WASHINGTON UNIVERSITY 2033 K ST STE 300 WASHINGTON, DC 20052	N/A PC		UPDATE OF DOUBT IS THEIR PRODUCT BY DAVID MICHAEL	10,000
GIRLVENTURES 3543 18TH ST STE 18 SAN FRANCISCO, CA 94110	N/A PC		GENERAL & UNRESTRICTED	250
GLOBAL FUND FOR WOMEN INC 800 MARKET ST, 7TH FL SAN FRANCISCO, CA 94102	N/A PC		GENERAL & UNRESTRICTED	120
GREEN SCIENCE POLICY INSTITUTE PO BOX 9127 BERKELEY, CA 94709	N/A PC		SUPPORT FOR EDUCATION AND ADVOCACY ON PFAS AND FLAME RETARDANTS	50,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
HEALTHY BUILDING NETWORK 1710 CONNECTICUT AVE, NW, 4TH FL WASHINGTON, DC 20009	N/A PC		SUPPORT TO INCREASE PRODUCT TRANSPARENCY	85,000
HIP HOP CAUCUS EDUCATION FUND 1638 R ST NW STE 120 WASHINGTON, DC 20009	N/A PC		GENERAL & UNRESTRICTED	250
HOMELESS PRENATAL PROGRAM INC 2500 18TH ST SAN FRANCISCO, CA 94110	N/A PC		GENERAL & UNRESTRICTED	250
INNOCENCE PROJECT INC 40 WORTH ST RM 701 NEW YORK, NY 10013	N/A PC		GENERAL & UNRESTRICTED	250
KITCHEN TABLE CAMPAIGNS 641 S ST NW 3RD FL WASHINGTON, DC 20001	N/A PC		SAFER CHEMICALS HEALTHY FAMILIES PROGRAM	75,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 740 15TH ST NW, 7TH FL WASHINGTON, DC 20005	N/A PC		ENVIRONMENTAL HEALTH PROGRAM	75,000

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEUKEMIA & LYMPHOMA SOCIETY-GREATER SAN FRANCISCO 101 MONTGOMERY ST, STE 750 SAN FRANCISCO, CA 94104	N/A PC	GENERAL & UNRESTRICTED	1,000
LIFEWATER INC P O BOX 3131 SAN LUIS OBISPO, CA 93403	N/A PC	GENERAL & UNRESTRICTED	1,000
MEDECINS SANS FRONTIERES USA INC - DOCTORS WITHOUT PO BOX 5030 HAGERSTOWN, MD 21741	N/A PC	GENERAL & UNRESTRICTED	250
MEMORIAL SLOAN-KETTERING CANCER CENTER 885 2ND AVE 7TH FL NEW YORK, NY 10017	N/A PC	GENERAL & UNRESTRICTED	250
MEMORIAL SLOAN-KETTERING CANCER CENTER 885 2ND AVE 7TH FL NEW YORK, NY 10017	N/A PC	EMPLOYEE MATCHING PROJECT	100
MIRACLEFEET 107 CONNOR DR STE 230 CHAPEL HILL, NC 27514	N/A PC	CLUBFOOT PROGRAM	150,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NATIONAL CHRISTIAN CHARITABLE FOUNDATION INC 11625 RAINWATER DR STE 500 ALPHARETTA, GA 30009	N/A	PC	GENERAL & UNRESTRICTED	5,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A	PC	PROTECTING THE PUBLIC FROM TOXIC CHEMICALS	100,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON, DC 20036	N/A	PC	NVF HBBF INTEGRATED FLAME RETARDANT CAMPAIGN	75,000
PATH MINISTRIES INTERNATIONAL PO BOX 7931 BEND, OR 97708	N/A	PC	EMPLOYEE MATCHING PROJECT	5,000
PUBLIC HEALTH INSTITUTE 555 12TH ST FL 10TH OAKLAND, CA 94607	N/A	PC	STARTING STRONG IN CALIFORNIA CREATING FOCUSED PRIORITY RECOMMENDATIONS FOR THE NEXT GOVERNOR	25,000
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVE SAN FRANCISCO, CA 94107	N/A	PC	EMPLOYEE MATCHING PROJECT	500

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTH AFRICAN EDUCATION AND ENVIRONMENT PROJECT US 2116 CHESAPEAKE HARBOUR DR APT 102 ANNAPOLIS, MD 21403	N/A PC		EMPLOYEE MATCHING PROJECT	1,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 501 ST JUDE'S PL MEMPHIS, TN 38105	N/A PC		EMPLOYEE MATCHING PROJECT	250
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA AT SAN PO BOX 45339 SAN FRANCISCO, CA 94145	N/A PC		DEFENDING SCIENCE AND PROMOTING EVIDENCE-BASED DECISION MAKING ABOUT TOXIC ENVIRONMENTAL CHEMICALS	100,000
TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE, WA 98103	N/A PC		INTEGRATED PFAS CAMPAIGN	50,000
TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE, WA 98103	N/A PC		PFAS CAMPAIGN PROJECT	75,000
VERA INSTITUTE OF JUSTICE INC 34 35TH ST 42A BROOKLYN, NY 11232	N/A PC		GENERAL & UNRESTRICTED	250

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

ATTACHMENT 11 (CONT'D)		
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION AMOUNT
WIKIMEDIA FOUNDATION INC PO BOX 98204 WASHINGTON, DC 20090	N/A PC	GENERAL & UNRESTRICTED 100
YEAR UP INC - BAY AREA CHAPTER 80 SUTTER ST SAN FRANCISCO, CA 94104	N/A PC	EMPLOYEE MATCHING PROJECT 250
TOTAL CONTRIBUTIONS PAID		1,703,770

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	35,744.	
4 Dividends and interest from securities			14	22,208.	
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	-1,118.	18	923,930.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 12 _____		-26,799.		440,591.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		-27,917.		1,422,473.	
13 Total. Add line 12, columns (b), (d), and (e)					1,394,556.

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

[illegible]

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
K-1 INC/LOSS	525990	-26,799.	14	438,494.	
FEDERAL TAX REFUND			01	800.	
INTEREST INCOME - HAVENCREST HEALTHCARE			14	1,297.	
TOTALS		-26,799.		440,591.	

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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 
 Date 11/14/19
 Title President

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 JEFFREY D HASKELL	Preparer's signature JEFFREY D HASKELL	Date 11/14/2019	Check ☐ if self-employed	PTIN 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	

Form **990-PF** (2018)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2018▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

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 (entering "N/A" in column (b) instead of the contributor name and address), 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	GRANT'S FINANCIAL PUBLISHING C/O ACCOUNTING DEPT., 2 WALL ST., STE. 6 NEW YORK, NY 10005	\$ 10,000.	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)

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