

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

OMB No 1545-0047

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

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, 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
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 foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **56,923,169.**

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
26-1580196

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

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.	99,597.	99,597.		
	4 Dividends and interest from securities	15,087.	15,087.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,624,187.			
	b Gross sales price for all assets on line 6a 8,589,766.				
	7 Capital gain net income (from Part IV, line 2)		6,622,278.		
	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	329,674.	389,970.			
12 Total. Add lines 1 through 11	7,068,545.	7,126,932.			
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	215.			215.
	b Accounting fees (attach schedule) ATCH. 3	13,079.			13,079.
	c Other professional fees (attach schedule) [4]	141,000.			141,000.
	17 Interest	9.	9.		
	18 Taxes (attach schedule) (see instructions) [5]	134,563.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	824.			824.
	21 Travel, conferences, and meetings	17,696.	125.		17,572.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 6	1,101,221.	943,550.		112,324.
	24 Total operating and administrative expenses. Add lines 13 through 23.	1,408,607.	943,684.		285,014.
	25 Contributions, gifts, grants paid	2,164,403.			2,164,403.
26 Total expenses and disbursements. Add lines 24 and 25	3,573,010.	943,684.	0.	2,449,417.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	3,495,535.				
b Net investment income (if negative, enter -0-)		6,183,248.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,834,772.	6,510,531.	6,510,531.
	3	Accounts receivable ▶ 28,129.			
		Less allowance for doubtful accounts ▶		28,129.	28,129.
	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	1,474,805.	23,580.	320,877.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)		
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 8	30,255,489.	31,498,361.	49,963,632.
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)	34,665,066.	38,160,601.	56,923,169.
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 FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30.			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg, and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds . .	34,665,066.	38,160,601.	
	29	Total net assets or fund balances (see instructions)	34,665,066.	38,160,601.	
30	Total liabilities and net assets/fund balances (see instructions)	34,665,066.	38,160,601.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	34,665,066.
2	Enter amount from Part I, line 27a	2	3,495,535.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	38,160,601.
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 29	6	38,160,601.

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) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	6,622,278.	
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))
2018	1,980,373.	50,368,546.	0.039318
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
2 Total of line 1, column (d)			2 0.225551
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 0.045110
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 55,229,655.
5 Multiply line 4 by line 3.			5 2,491,410.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 61,832.
7 Add lines 5 and 6.			7 2,553,242.
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 2,449,417.

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)	1	123,665.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
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	123,665.
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	123,665.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	174,753.
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	174,753.
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	51,088.
11	Enter the amount of line 10 to be Credited to 2020 estimated tax ▶ 51,088. 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 If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? 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 2019 or the tax year beginning in 2019? 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.		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.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	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 ▶ 15		
16 At any time during calendar year 2019, 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?		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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)	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 2019?	4b	X

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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	☒ 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.		☒
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) ATCH 10		
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?		☒
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?		
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 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		242,182.

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** (2019)

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	1,498,107.
b	Average of monthly cash balances	1b	5,801,780.
c	Fair market value of all other assets (see instructions).	1c	48,770,829.
d	Total (add lines 1a, b, and c)	1d	56,070,716.
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	56,070,716.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	841,061.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	55,229,655.
6	Minimum investment return. Enter 5% of line 5	6	2,761,483.

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	2,761,483.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	123,665.
b	Income tax for 2019 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	123,665.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,637,818.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	2,637,818.
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	2,637,818.

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	2,449,417.
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	2,449,417.
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	2,449,417.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				2,637,818.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			2,365,190.	
b Total for prior years 20 <u>17</u> , 20 <u>16</u> , 20 <u>15</u>				
3 Excess distributions carryover, if any, to 2019				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e				
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>2,449,417.</u>				
a Applied to 2018, but not more than line 2a			2,365,190.	
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 2019 distributable amount.				84,227.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2019 (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 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020.				2,553,591.
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 2014 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, 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)

	Prior 3 years				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income.					

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

1 Information Regarding Foundation Managers:

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

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 ☒ 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 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	2,164,403.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .				14	99,597.	
4 Dividends and interest from securities				14	15,087.	
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	1,909.	18	6,622,278.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 14 _____			-60,296.		389,970.	
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)			-58,387.		7,126,932.	
13 Total. Add line 12, columns (b), (d), and (e)				13		7,068,545.

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

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						
Publicly-traded Securities						\$ 1,471,388
Nexterra Capital Fund	8/3/2015	P	2/26/2019	\$ 7,370,349	\$ 2,152,564	\$ 5,217,785
Nexterra Capital Fund	8/3/2015	P	3/29/2019	\$ 111,366	\$ 125,000	\$ (13,634)
Ibex Driverless Fund LP	1/1/2018	P	3/1/2019	\$ 341,622	\$ 375,000	\$ (33,378)
One01 Capital Partners, LP	10/27/2017	P	12/31/2019	\$ 222,469	\$ 222,470	\$ (1)
Write off worthless Shopin cryptocurrency	12/21/2017	D	12/31/2019	\$ 320,759	\$ 320,246	\$ 513
RTW Offshore Fund One, Ltd Distrib in excess of basis	12/31/2015	P	10/23/2019	\$ -	\$ 241,873	\$ (241,873)
Passport Ventures, LLC	6/25/2013	P	12/31/2019	\$ 221,477	\$ -	\$ 221,477
				\$ 1,724	\$ 1,723	\$ 1
Total included in Part IV				\$ 8,589,766	\$ 3,438,876	\$ 6,622,278
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 1,909
Part I, Line 6a Total						\$ 6,624,187

FORM 990PF, PART I - OTHER INCOMEATTACHMENT 1

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ARAB ANGEL FUND I, L.P	308.	308.
K-1 INC/LOSS ATOMIC LABS II L.P	836.	836.
K-1 INC/LOSS BEE PARTNERS II LP	282.	282.
K-1 INC/LOSS BEE PARTNERS III LP	36.	34.
K-1 INC/LOSS BIG LEAGUE ADVANCE FUND II,	767.	767.
K-1 INC/LOSS BLOCKCHAIN CAPITAL IV, LP	1,911.	1,911.
K-1 INC/LOSS CLOCKTOWER TECHNOLOGIES I L	-19,564.	18,006.
K-1 INC/LOSS CLOCKTOWER TECHNOLOGIES II,	301.	301.
K-1 INC/LOSS CRATON CAPITAL, L.P	5,403.	5,403.
K-1 INC/LOSS CRE VENTURE CAPITAL FUND II	1,077.	1,077.
K-1 INC/LOSS FORMATION8 PARTNERS ENTREPR	783.	783.
K-1 INC/LOSS FORMATION8 PARTNERS FUND I	23.	23.
K-1 INC/LOSS FYRFLY VENTURE PARTNERS FUN	690.	690.
K-1 INC/LOSS GOVTECH FUND I, L.P	2,825.	2,825.
K-1 INC/LOSS GOVTECH FUND II, L.P	6,300.	6,300.
K-1 INC/LOSS HAVENCREST HEALTHCARE PARTN	-13,521.	
K-1 INC/LOSS HEROIC VENTURES, L.P	440.	440.
K-1 INC/LOSS HUAXING CAPITAL PARTNERS II	403.	403.
K-1 INC/LOSS HUAXING CAPITAL PARTNERS, L	1,972.	1,972.
K-1 INC/LOSS IB HOLDING, LLC	312.	312.
K-1 INC/LOSS IBEX DRIVERLESS FUND LP	172.	172.
K-1 INC/LOSS INNOVATION WORKS DEVELOPMEN	-235.	-235.
K-1 INC/LOSS LEARN CAPITAL VENTURE PARTN	12,785.	12,785.
K-1 INC/LOSS LEARNSTART I, L.P	839.	839.
K-1 INC/LOSS LEERINK REVELATION HEALTHCA	-408.	-408.
K-1 INC/LOSS LEGACY CAPITAL, LP	120,089.	120,089.
K-1 INC/LOSS LEGION PARTNERS, LP II	2,883.	2,733.
K-1 INC/LOSS LEGP I AIV (B) LP	1,462.	1,462.
K-1 INC/LOSS LEVEL EQUITY GROWTH PARTNER	-23,191.	362.
K-1 INC/LOSS MAVEN VENTURES FUND II, L.P	80.	80.
K-1 INC/LOSS MORTAR & MASH ONE, LLC	16,068.	1,297.
K-1 INC/LOSS NEXT COAST VENTURES FUND II	48.	37.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS NEXT COAST VENTURES I, LP	-4,838.	-4,819.
K-1 INC/LOSS ONE01 CAPITAL PARTNERS, L.P	-121.	-121.
K-1 INC/LOSS PARQUET CAPITAL I, LLC	6,637.	6,295.
K-1 INC/LOSS PEAR VENTURES I, LP	311.	311.
K-1 INC/LOSS PEAR VENTURES II LP	2,264.	2,264.
K-1 INC/LOSS PRECURSOR VENTURES I, L.P	181.	181.
K-1 INC/LOSS PRECURSOR VENTURES II, L.P	2,625.	2,625.
K-1 INC/LOSS QUIET GROWTH I, L.P	60.	60.
K-1 INC/LOSS ROCANA VENTURE PARTNERS II,	-484.	542.
K-1 INC/LOSS SIGNALFIRE FUND III, L.P.	41.	41.
K-1 INC/LOSS SILVER LAKE WATERMAN FUND I	113,887.	113,887.
K-1 INC/LOSS SILVER LAKE WATERMAN FUND,	70,255.	70,255.
K-1 INC/LOSS SKY9 CAPITAL FUND III, L.P	564.	564.
K-1 INC/LOSS STREAMLINED VENTURES I, LP	2,871.	2,871.
K-1 INC/LOSS STREAMLINED VENTURES II, LP	3,348.	3,231.
K-1 INC/LOSS STREAMLINED VENTURES III, L	49.	49.
K-1 INC/LOSS TANDEM FUND II, LP	330.	330.
K-1 INC/LOSS TANDEM FUND III, L.P	894.	894.
K-1 INC/LOSS THE CXO FUND, LLC	2,874.	2,874.
K-1 INC/LOSS TRIBE CAPITAL FUND I, L.P.	3,260.	3,260.
K-1 INC/LOSS TRIBE CAPITAL LLC SERIES 8	557.	557.
K-1 INC/LOSS WILL VENTURES FUND I, L.P	679.	679.
K-1 INC/LOSS YASI VENTURES, L.P	25.	25.
INTEREST FROM SK9 CAPITAL MVP FUND, LP	1,215.	1,215.
INTEREST FROM CLOCKTOWER TECHNOLOGIES II	14.	14.
TOTALS	<u>329,674.</u>	<u>389,970.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	215.			215.
TOTALS	<u>215.</u>			<u>215.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT SUPPORT	13,079.			13,079.
TOTALS	<u>13,079.</u>			<u>13,079.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PHILANTHROPIC CONSULTING SRVCS	141,000.	141,000.
TOTALS	<u>141,000.</u>	<u>141,000.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2019	134,500.
STATE INCOME TAX FOR 2017	63.
TOTALS	<u>134,563.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	101,182.		101,182.
BANK CHARGES	15.	15.	
FOUNDATION DUES & MEMBERSHIPS	10,925.		
K-1 EXP ARAB ANGEL FUND I, L.P	6,192.	6,192.	
K-1 EXP ATOMIC LABS II L.P	13,750.	13,750.	
K-1 EXP BEE PARTNERS II LP	7,091.	7,091.	
K-1 EXP BEE PARTNERS III LP	5,580.	5,231.	
K-1 EXP BIG LEAGUE ADVANCE FND	27,504.	27,394.	
K-1 EXP BLOCKCHAIN CAPITAL IV	28,178.	28,178.	
K-1 EXP BULLPEN CAPITAL IV, LP	13,898.	12,960.	
K-1 EXP CLOCKTOWER TECH I, LP	27,133.	9,850.	
K-1 EXP CLOCKTOWER TECH II, LP	11,160.	11,160.	
K-1 EXP COURTSIDE VENTURES II	2,170.	2,170.	
K-1 EXP CRATON CAPITAL, L.P	4,703.	4,703.	
K-1 EXP CRE VENTURE CAP FND II	13,330.	13,330.	
K-1 EXP ELEFUND II, L.P	5,421.	5,421.	
K-1 EXP FLEX CAPITAL FUND I LP	8,105.	8,105.	
K-1 EXP FORMATION8 PTRS ENT FD	189.	189.	
K-1 EXP FORMATION8 PTRS FUND I	18,513.	18,513.	
K-1 EXP FYRFLY VENTURE PTRS FD	14,565.	14,565.	
K-1 EXP GLOBAL VENTURES L.P	14,563.	14,563.	
K-1 EXP GOVTECH FUND I, L.P	40,308.	40,258.	
K-1 EXP GOVTECH FUND II, L.P	22,768.	22,750.	
K-1 EXP HAVENCREST HEALTHCARE	19,516.	19,426.	
K-1 EXP HEROIC VENTURES, L.P	2,203.	2,195.	
K-1 EXP HUAXING CAP PTRS II	17,702.	17,702.	
K-1 EXP HUAXING CAP PARTNERS	12,892.	12,892.	
K-1 EXP IB HOLDING, LLC	25,520.	25,520.	
K-1 EXP IBEX DRIVERLESS FUND	881.	881.	
K-1 EXP INNOVATION WORKS DEV	39,519.	39,519.	
K-1 EXP IVP FUND II A, L.P	15,029.	15,029.	
K-1 EXP LEARN CAP VENTURES PTR	44,591.	44,591.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
K-1 EXP LEARNSTART I, L.P	15,774.	15,753.	
K-1 EXP LEERINK REVELATION HEA	15,993.	15,993.	
K-1 EXP LEGACY CAPITAL, LP	128,922.	128,917.	
K-1 EXP LEGION PARTNERS, LP II	4,989.	4,729.	
K-1 EXP LEGP I AIV (B) LP	1,173.	1,173.	
K-1 EXP LEVEL EQUITY GROWTH PA	22,079.	20,751.	
K-1 EXP MAVEN VENTURES FND III	11,364.	11,364.	
K-1 EXP MAVEN VENTURES FND III	5,401.	5,401.	
K-1 EXP MITHRIL II LP	16,333.	16,330.	
K-1 EXP MORTAR & MASH ONE, LLC	207.	7.	
K-1 EXP MOXXIE VENTURES, L.P	2,411.	2,411.	
K-1 EXP NEXT COAST VTRS FD II	2,271.	1,669.	
K-1 EXP NEXT COAST VENTURES I	20,467.	18,774.	
K-1 EXP ONE01 CAPITAL PARTNERS	1,531.	1,531.	
K-1 EXP PARQUET CAPITAL I, LLC	10,644.	10,644.	
K-1 EXP PASSPORT VENTURES, LLC	22.	22.	
K-1 EXP PEAR VENTURES I, LP	9,496.	9,496.	
K-1 EXP PEAR VENTURES II LP	13,430.	13,430.	
K-1 EXP PEAR VENTURES III, L.P	2,485.	2,485.	
K-1 EXP PEAR VENTURES OPP I	1,104.	1,104.	
K-1 EXP PEAR VENTURES OPP II	2,111.	2,111.	
K-1 EXP PRECURSOR VENTURES I	14,484.	14,484.	
K-1 EXP PRECURSOR VENTURES II	14,613.	14,613.	
K-1 EXP QUIET GROWTH I, L.P	6,722.	6,722.	
K-1 EXP ROCANA VENTURE PTRS II	20,546.	72.	
K-1 EXP SIGNALFIRE BREAKOUT FD	13,969.	13,790.	
K-1 EXP SIGNALFIRE FUND III	3,878.	3,791.	
K-1 EXP SKY9 CAPITAL FUND III	21,311.	21,311.	
K-1 EXP SKY9 CAPITAL FUND IV	3,655.	3,655.	
K-1 EXP SKY9 CAPITAL MVP FUND	260.	260.	
K-1 EXP STREAMLINED VTRS I	23,034.	23,034.	
K-1 EXP STREAMLINED VTRS II	14,561.	13,727.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
K-1 EXP STREAMLINED VTRS III	3,333.	2,526.	
K-1 EXP TANDEM FUND II, LP	21,243.	21,243.	
K-1 EXP TANDEM FUND III, L.P	23,300.	23,300.	
K-1 EXP THE CXO FUND, LLC	7,422.	7,422.	
K-1 EXP TRIBE CAPITAL FUND I	10,095.	10,087.	
K-1 EXP TRIBE CAPITAL LLC	10,497.	10,497.	
K-1 EXP WILL VENTURES FUND I	6,599.	6,599.	
K-1 EXP YASI VENTURES, L.P	2,638.	2,638.	
STATE OR LOCAL FILING FEES	160.		160.
TRAINING & PROFESSIONAL DEV	57.		57.
PARTNERSHIP EXP - HAVENCREST	372.	372.	
PARTNERSHIP EXP - SK9 CAP MVP	4,325.	4,325.	
PARTNERSHIP EXP - ROCANA VENT	10,844.	10,844.	
TOTALS	<u>1,101,221.</u>	<u>943,550.</u>	<u>112,324.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ZOOM VIDEO COMMUNICATIONS INC	23,580.	320,877.
TOTALS	<u>23,580.</u>	<u>320,877.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
8-BIT CAPITAL I, L.P.	75,000.	75,000.
ARAB ANGEL FUND I, L.P.	220,335.	279,928.
ATOMIC LABS II L.P.	295,050.	481,658.
AVENTUS	437,580.	7,905.
BEE PARTNERS II LP	170,700.	283,774.
BEE PARTNERS III LP	37,713.	42,507.
BIG LEAGUE ADVANCE FUND II, LP	164,464.	164,464.
BLOCKCHAIN CAPITAL IV, LP	691,931.	768,214.
BULLPEN CAPITAL IV, L.P.	225,623.	282,403.
CHANGE.ORG GROWTH LLC	100,000.	3,090.
CLOCKTOWER TECHNOLOGIES I LP	1,063,733.	3,518,938.
CLOCKTOWER TECHNOLOGIES II, LP	83,503.	86,147.
COURTSIDE VENTURES II, L.P.	42,830.	42,831.
CRATON CAPITAL, L.P.	191,545.	166,437.
CRE VENTURE CAPITAL FUND II LP	71,080.	72,874.
DATAMINR INC.	364,994.	569,649.
DISTRIBUTED GLOBAL OFFSHORE FU	500,000.	286,340.
ELECTRIC CAPITAL PARTNERS FRON	379,087.	225,116.
ELEFUND II, L.P.	94,579.	103,753.
EXCEL ALTA CAPITAL OFFSHORE FE	250,000.	420,979.
FLEX CAPITAL FUND I, L.P.	140,417.	138,825.
FORMATION8 PTRS ENTRE FUND II	221,841.	286,155.
FORMATION8 PARTNERS FUND I LP	959,574.	3,293,080.
FYRFLY VENTURE PTRS FUND II	304,476.	346,482.
GLOBAL VENTURES L.P.	160,437.	195,846.
GOVTECH FUND I, L.P.	1,264,529.	1,697,279.
GOVTECH FUND II, L.P.	314,861.	383,875.
HAVENCREST HEALTHCARE PARTNERS	216,280.	300,342.
HEROIC VENTURES, L.P.	192,846.	511,286.
HUAXING CAPITAL PARTNERS II LP	421,831.	587,736.
HUAXING CAPITAL PARTNERS, LP	529,511.	1,304,664.
IB HOLDING, LLC	1,333,862.	302,846.
INNOVATION WORKS DEVELOPMENT F	452,218.	1,770,375.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
IVP FUND II A, L.P	693,550.	2,072,201.
LEARN CAPITAL VENTURE PARTNERS	1,308,148.	2,242,666.
LEARNSTART I, L.P	113,745.	119,092.
LEERINK REVELATION HEALTHCARE	427,519.	610,631.
LEGACY CAPITAL, LP	2,457,728.	3,159,986.
LEGACY HARMONY LTD	1,619,070.	2,305,570.
LEGION PARTNERS, LP II	168,370.	188,712.
LEGP I AIV (B) LP	18,139.	12.
LEVEL EQUITY GROWTH PARTNERS I	658,139.	1,866,647.
MAPLE ROCK OFFSHORE FUND LP	250,000.	328,066.
MAVEN VENTURES FUND II, L.P	475,917.	975,250.
MAVEN VENTURES FUND III, L.P	19,599.	19,117.
META STABLE EDGE OFFSHORE FUND	561,295.	127,045.
MITHRIL II LP	218,231.	224,498.
MORTAR & MASH ONE, LLC	49,095.	112,320.
MOXXIE VENTURES, L.P	35,089.	34,599.
NEXT COAST VENTURES FUND II LP	22,777.	22,390.
NEXT COAST VENTURES I, LP	795,014.	941,823.
PARQUET CAPITAL I, LLC	256,092.	258,480.
PEAR VENTURES I, LP	704,329.	3,327,462.
PEAR VENTURES II LP	262,158.	425,498.
PEAR VENTURES III, L.P	6,265.	5,740.
POLK - CRYPTO(SAFT)	246,247.	504,559.
PRECURSOR VENTURES I, L.P	411,628.	863,827.
PRECURSOR VENTURES II, L.P	467,291.	504,399.
QUIET GROWTH I, L.P	423,257.	422,507.
ROCANA VENTURE PARTNERS II LP	116,470.	126,279.
RTW OFFSHORE FUND ONE, LTD		132,680.
SIGNALFIRE BREAKOUT FUND II, L	88,031.	87,368.
SIGNALFIRE FUND III, L.P.	44,163.	43,609.
SILVER LAKE WATERMAN FUND II	1,049,241.	1,048,276.
SILVER LAKE WATERMAN FUND, L.P	742,944.	753,635.
SKY9 CAPITAL FUND III, L.P	721,720.	1,179,602.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SKY9 CAPITAL FUND IV, L.P.	8,845.	7,854.
SKY9 CAPITAL MVP FUND, L.P.	154,740.	152,799.
STREAMLINED VENTURES I, LP	673,381.	2,101,656.
STREAMLINED VENTURES II, LP	404,411.	457,782.
STREAMLINED VENTURES III, L.P.	71,716.	69,101.
TANDEM FUND II, LP	426,114.	822,355.
TANDEM FUND III, L.P.	512,467.	788,002.
THE CXO FUND, LLC	162,788.	183,592.
THERAPYDIA, INC	153,083.	153,083.
TRIBE CAPITAL FUND I, L.P.	368,165.	364,197.
TRIBE CAPITAL LLC SERIES 8	489,860.	489,648.
UNIKOINGOLD	303,857.	4,790.
WILL VENTURES FUND I, L.P.	117,856.	88,603.
YASI VENTURES, L.P.	247,387.	244,826.
TOTALS	<u>31,498,361.</u>	<u>49,963,632.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 9

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,370,349.		PUBLICLY-TRADED SECURITIES 2,152,564.					5,217,785.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					1,471,388.	
222,469.		IBEX DRIVERLESS FUND LP 222,470.				P	01/01/2018 -1.	03/01/2019
111,366.		NEXTERA CAPITAL FUND LTD 125,000.				P	08/03/2015 -13,634.	02/26/2019
341,622.		NEXTERA CAPITAL FUND LTD 375,000.				P	08/03/2015 -33,378.	03/29/2019
320,759.		ONE01 CAPITAL PARTNERS, L.P 320,246.				P	10/27/2017 513.	12/31/2019
		WRITE OFF WORTHLESS SHOPIN CRYPTOCURRENC 241,873.				D	12/21/2017 -241,873.	12/31/2019
1,724.		PASSPORT VENTURES, LLC 1,723.				P	06/25/2013 1.	12/31/2019
221,477.		RTW OFFSHORE FUND ONE, LTD DISTRIB IN EX					221,477.	
TOTAL GAIN(LOSS)							<u>6,622,278.</u>	

ATTACHMENT 10FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: ZERO WASTE EUROPE
GRANTEE'S ADDRESS: CHAUSSEE DE VLEURGAT 15
CITY, STATE & ZIP: BRUSSELS
FOREIGN COUNTRY: BELGIUM 1050
GRANT DATE: 07/26/2019
GRANT AMOUNT: 25,000.
GRANT PURPOSE: TO SUPPORT THE OPERATION PLASTIC IN THE SPOTLIGHT
PROJECT
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: EXPECTED IN 2020
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

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 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.
JULIE KIM FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC 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 * REMOVED FROM POSITION IN 2019	SEC* 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JANET MAUGHAN 428 LAGUNITAS AVENUE OAKLAND, CA 94610	PHILANTHROPIC CONSLT	141,000.
FOUNDATION SOURCE 55 WALLS DRIVE FAIRFIELD, CT 06824	ADMINISTRATIVE	101,182.
TOTAL COMPENSATION		<u>242,182.</u>

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 CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD ST, 18TH FL NEW YORK, NY 10004	N/A PC		GENERAL & UNRESTRICTED	500
ARTHRITIS FOUNDATION INC 1355 PEACHTREE ST NE STE 600 ATLANTA, GA 30309	N/A PC		GENERAL & UNRESTRICTED	200
BOSTON COLLEGE TRUSTEES 140 COMMONWEALTH AVE CHESTNUT HILL, MA 02467	N/A PC		COMMISSION ON HUMAN HEALTH AND OCEAN POLLUTION	15,000
BREAST CANCER PREVENTION PARTNERS 1388 SUTTER ST STE 400 SAN FRANCISCO, CA 94109	N/A PC		CHEMICAL POLICY WORK	70,000
CAMPUS CRUSADE FOR CHRIST INC 100 LAKE HART DR #2400 ORLANDO, FL 32832	N/A PC		GENERAL & UNRESTRICTED	1,275
CENTER FOR ENVIRONMENTAL HEALTH 2201 BROADWAY STE 302 OAKLAND, CA 94612	N/A PC		REDUCING PFAS	65,000

ATTACHMENT 13

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW INC 1101 15TH ST NW 11TH FL WASHINGTON, DC 20005	N/A PC		ENVIRONMENTAL HEALTH AND TOXIC RISKS	80,000
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L ST NW STE 300 WASHINGTON, DC 20005	N/A PC		OBESITY AND CHEMICALS IN FOOD ASSESSING THE EVIDENCE AND COLLABORATING ON STRATEGY	50,000
CHILDRENS ENVIRONMENTAL HEALTH NETWORK 110 MARYLAND AVE NE WASHINGTON, DC 20002	N/A PC		GENERAL & UNRESTRICTED	10,000
CLEAN AND HEALTHY NEW YORK INC 25 ELK ST GARDEN STE ALBANY, NY 12207	N/A PC		NEW YORK STATE ENVIRONMENTAL HEALTH POLICIES AS NATIONAL MODELS	50,000
CLEAN PRODUCTION ACTION 1310 BROADWAY STE 101 SOMERVILLE, MA 02144	N/A PC		IMPLEMENTING SB 6413 AND HB 2658 IN WASHINGTON STATE	50,000
COMING CLEAN INC 28 VERNON ST STE 434 BRATTLEBORO, VT 05301	N/A PC		CAMPAIGN FOR HEALTHIER SOLUTIONS	60,000

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
COMMUNITY INITIATIVES 1000 BROADWAY STE 480 OAKLAND, CA 94607			N/A	PC	EMPLOYEE MATCHING	250
CONTRA COSTA GOSPEL CHURCH INC 2460 BUENA VISTA AVE WALNUT CREEK, CA 94597			N/A	PC	GENERAL & UNRESTRICTED	100
CONTRA COSTA GOSPEL CHURCH INC 2460 BUENA VISTA AVE WALNUT CREEK, CA 94597			N/A	PC	EMPLOYEE MATCHING	1,000
CUTTING BALL THEATER 141 TAYLOR ST SAN FRANCISCO, CA 94102			N/A	PC	GENERAL & UNRESTRICTED	250
D A R E AMERICA 400 CORPORATE PTE 500 CULVER CITY, CA 90230			N/A	PC	GENERAL & UNRESTRICTED	1,000
EARTHJUSTICE 50 CALIFORNIA ST, STE 500 SAN FRANCISCO, CA 94111			N/A	PC	GENERAL & UNRESTRICTED	5,000

ATTACHMENT 13 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (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		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	2,750
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC		SAFER FOOD FOR ALL	100,000
ENVIRONMENTAL HEALTH STRATEGY CENTER 565 CONGRESS ST STE 204 PORTLAND, ME 04101	N/A PC		CHEMICAL TESTING FUND	75,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	N/A PC		GENERAL & UNRESTRICTED	500
FOOD RUNNERS 2579 WASHINGTON ST SAN FRANCISCO, CA 94115	N/A PC		GENERAL & UNRESTRICTED	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		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
GREEN SCIENCE POLICY INSTITUTE 1400 SHATTUCK AVE STE 8 BERKELEY, CA 94709	N/A PC		REDUCING FLAME RETARDANTS IN ELECTRONICS & PEAS IN CONSUMER PRODUCTS/DRINKING WATER	50,000
HARPER FOR KIDS 2920 BUCHANAN ST APT 9 SAN FRANCISCO, CA 94123	N/A PC		GENERAL & UNRESTRICTED	160
HEALTHY BUILDING NETWORK 1710 CONNECTICUT AVE, NW, 4TH FL WASHINGTON, DC 20009	N/A PC		GENERAL & UNRESTRICTED	75,000
INFUSING HOPE 1550 W PLANO PKWY APT 2250 PLANO, TX 75075	N/A PC		EMPLOYEE MATCHING	1,000
INNOCENCE PROJECT INC 40 WORTH ST RM 701 NEW YORK, NY 10013	N/A PC		GENERAL & UNRESTRICTED	500
KITCHEN TABLE CAMPAIGNS 641 S ST NW 3RD FL WASHINGTON, DC 20001	N/A PC		SAFER CHEMICALS, HEALTHY FAMILIES	80,000

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
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 740 15TH ST NW, 7TH FL WASHINGTON, DC 20005			N/A PC		ENVIRONMENTAL HEALTH PROGRAM	75,000
LEARNING DISABILITIES ASSOCIATION OF AMERICA PO BOX 10369 PITTSBURGH, PA 15234			N/A PC		PROJECT TENDR MEDIA AND DISSEMINATION PLAN	25,000
LEGAL SERVICES NYC 40 WORTH ST 6TH FL NEW YORK CITY, NY 10013			N/A PC		GENERAL & UNRESTRICTED	918
LEUKEMIA & LYMPHOMA SOCIETY-GREATER SAN FRANCISCO 101 MONTGOMERY ST, STE 750 SAN FRANCISCO, CA 94104			N/A PC		GENERAL & UNRESTRICTED	2,600
MIRACLEFEET 107 CONNOR DR STE 230 CHAPEL HILL, NC 27514			N/A PC		AFRICA PROPOSAL	250,000
MIRAMONTE HIGH SCHOOL PARENTS CLUB INC PO BOX 171 ORINDA, CA 94563			N/A PC		EMPLOYEE MATCHING	450

ATTACHMENT 13 (CONT'D)

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
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST 11TH FL NEW YORK, NY 10011		N/A PC		PROTECTING THE PUBLIC FROM TOXIC CHEMICALS	100,000
PAN MASSACHUSETTS CHALLENGE TRUST 77 4TH AVE NEEDHAM HGTS, MA 02494		N/A PC		GENERAL & UNRESTRICTED	5,000
PAN MASSACHUSETTS CHALLENGE TRUST 77 4TH AVE NEEDHAM HGTS, MA 02494		N/A PC		EMPLOYEE MATCHING	4,900
PATH MINISTRIES INTERNATIONAL 20481 SE BYRON AVE BEND, OR 97702		N/A PC		EMPLOYEE MATCHING	5,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038		N/A PC		EMPLOYEE MATCHING	500
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 W 48TH ST 10TH FL NEW YORK, NY 10036		N/A PC		PLASTIC SOLUTIONS FUND OTHER ORGANIZATION	200,000

ATTACHMENT 13 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
SOUTH AFRICAN EDUCATION AND ENVIRONMENT PROJECT US 2116 CHESAPEAKE HARBOUR RD ANNAPOLIS, MD 21403	N/A PC		EMPLOYEE MATCHING	5,000
THE ARC OF THE UNITED STATES 1825 K ST NW STE 1200 WASHINGTON, DC 20006	N/A PC		PROJECT TENDR	50,000
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.
THE SALVATION ARMY 3755 N FREEWAY BLVD SACRAMENTO, CA 95834	N/A PC		EMPLOYEE MATCHING	200
TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE, WA 98103	N/A PC		SAFER PRODUCTS FOR WASHINGTON AND BEYOND	100,000
TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE, WA 98103	N/A PC		SAFER STATES DARK WATERS STATE SCREENINGS	15,000

FORM 990-EF, 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
TOXIC-FREE FUTURE 1649 SUNNYSIDE AVE N STE 540 SEATTLE, WA 98103		N/A PC		SAFER STATES PFAS CAMPAIGN	75,000
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 16 SPROUL HALL #1960 BERKELEY, CA 94720		N/A PC		GENERAL & UNRESTRICTED	100
VERA INSTITUTE OF JUSTICE INC 34 35TH ST 42A BROOKLYN, NY 11232		N/A PC		GENERAL & UNRESTRICTED	250
VIRGINIA ORGANIZING INC 703 CONCORD AVE CHARLOTTESVILLE, VA 22903		N/A PC		HBBF FLAME RETARDANT CAMPAIGN	75,000
WEST HARLEM ENVIRONMENTAL ACTION INC 1854 AMERSTERDAM AVE 2ND FL NEW YORK, NY 10031		N/A PC		TOXIC COSMETICS USE AND HEALTH IMPLICATIONS RESEARCH	70,000
WOMENS VOICES FOR THE EARTH PO BOX 8743 MISSOULA, MT 59807		N/A PC		CALIFORNIA FRAGRANCE RIGHT-TO-KNOW	30,000

ATTACHMENT 13 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ZERO WASTE EUROPE
CHAUSSEE DE VLEURGAT 15
BRUSSELS
BELGIUM 1050

N/A
NC

EXPENDITURE RESPONSIBILITY GRANT

25,000

TOTAL CONTRIBUTIONS PAID

2,164,403

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME	
		AMOUNT	CODE	AMOUNT	
K-1 INC/LOSS	525990	-60,296.	14	388,741.	
INTEREST FROM SK9 CAPITAL MVP FUND			14	1,215.	
INTEREST FROM CLOCKTOOWER TECHNOLOGIES II			14	14.	
TOTALS		-60,296.		389,970.	