

**Return of Private Foundation**

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

▶ **Do not enter social security numbers on this form as it may be made public.**  
▶ **Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.**

**Open to Public Inspection**

**For calendar year 2020, or tax year beginning 01-01-2020 , and ending 12-31-2020**

Name of foundation The Passport Foundation		<b>A Employer identification number</b> 26-1580196
% Foundation Source	Room/suite	<b>B Telephone number</b> (see instructions) (800) 839-1754
Number and street (or P.O. box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ..... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>60,315,855</u>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ..... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions.)</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	1,750,185			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	23,688	23,688		
	<b>4</b> Dividends and interest from securities	0			
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	2,384,148			
	<b>b</b> Gross sales price for all assets on line 6a	6,098,106			
	<b>7</b> Capital gain net income (from Part IV, line 2)		3,736,911		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	632,484	645,723			
<b>12 Total.</b> Add lines 1 through 11	4,790,505	4,406,322			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	0			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)	10,956	10,397	0	559
	<b>b</b> Accounting fees (attach schedule)	81,923	0	0	81,923
	<b>c</b> Other professional fees (attach schedule)	147,000			147,000
	<b>17</b> Interest	9,456	9,456		
	<b>18</b> Taxes (attach schedule) (see instructions)	29,600			
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy	764	49		715
	<b>21</b> Travel, conferences, and meetings	6,051			6,051
	<b>22</b> Printing and publications	20,490	13,615		6,875
	<b>23</b> Other expenses (attach schedule)	1,375,235	1,267,952		94,656
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	1,681,475	1,301,469	0	337,779
<b>25</b> Contributions, gifts, grants paid	2,312,934			2,312,934	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	3,994,409	1,301,469	0	2,650,713	
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	796,096				
<b>b Net investment income</b> (if negative, enter -0-)		3,104,853			
<b>c Adjusted net income</b> (if negative, enter -0-)					

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	6,510,531	1,194,518	1,194,518
	<b>3</b> Accounts receivable ▶ <u>9,084</u>			
	Less: allowance for doubtful accounts ▶ _____	28,129	9,084	9,084
	<b>4</b> Pledges receivable ▶ _____			
	Less: allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____			
	Less: allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	23,580		
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ _____			
Less: accumulated depreciation (attach schedule) ▶ _____				
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) . . . . .	31,498,361	38,283,095	59,012,253	
<b>14</b> Land, buildings, and equipment: basis ▶ _____				
Less: accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)	100,000	100,000	100,000	
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	38,160,601	39,586,697	60,315,855	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue. . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .	630,000	630,000	
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	630,000	630,000	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24, 25, 29 and 30.</b>			
	<b>24</b> Net assets without donor restrictions . . . . .			
	<b>25</b> Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 26 through 30.</b>			
	<b>26</b> Capital stock, trust principal, or current funds . . . . .			
<b>27</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
<b>28</b> Retained earnings, accumulated income, endowment, or other funds . . . . .	38,160,601	38,956,697		
<b>29 Total net assets or fund balances</b> (see instructions) . . . . .	38,160,601	38,956,697		
<b>30 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	38,790,601	39,586,697		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	38,160,601
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	796,096
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	38,956,697
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29.	<b>6</b>	38,956,697

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1 a</b> Publicly-traded Securities			
<b>b</b> Passthrough K1 Capital Gain/(Loss)			
<b>c</b> BITCOIN USD	P	2017-09-27	2020-09-17
<b>d</b> BITCOIN USD	P	2017-09-27	2020-09-30
<b>e</b> BITCOIN USD	P	2017-09-27	2020-10-07
BITCOIN USD	P	2017-09-27	2020-11-12
BITCOIN USD	P	2017-09-27	2020-11-24
CRATON CAPITAL, L.P	P	2017-10-02	2020-05-13
EXCEL ALTA CAPITAL OFFSHORE FEEDER FUND LTD	P	2014-08-04	2020-01-24
KUSAMA COIN	P	2017-09-27	2020-09-23
LEGION PARTNERS, LP II	P	2014-07-31	2020-10-01
PARQUET CAPITAL I, LLC	P	2017-09-01	2020-12-31

(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)
<b>a</b> 4,151,232		2,384,860	1,766,372
<b>b</b>			1,119,555
<b>c</b> 14,542		4,153	10,389
<b>d</b> 392,769		113,911	278,858
<b>e</b> 73,639		21,581	52,058
130,644		25,910	104,734
75,278		12,193	63,085
63,637		131,535	-67,898
420,979		250,000	170,979
257,055		32,469	224,586
181,675		167,482	14,193
336,656		336,656	

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
<b>a</b>			1,766,372
<b>b</b>			
<b>c</b>			10,389
<b>d</b>			278,858
<b>e</b>			52,058
			104,734
			63,085
			-67,898
			170,979
			224,586
			14,193

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 }	<b>2</b>	3,736,911
<b>3</b> 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	}	<b>3</b>	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

**SECTION 4940(e) REPEALED ON DECEMBER 20, 2019 - DO NOT COMPLETE**

<b>1</b> Reserved	(a) Reserved	(b) Reserved	(c) Reserved	(d) Reserved
<b>2</b> Reserved				<b>2</b>
<b>3</b> Reserved				<b>3</b>
<b>4</b> Reserved				<b>4</b>
<b>5</b> Reserved				<b>5</b>
<b>6</b> Reserved				<b>6</b>
<b>7</b> Reserved				<b>7</b>
<b>8</b> Reserved				<b>8</b>

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 Reserved 1 43,157
c All other domestic foundations enter 1.39% 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 43,157
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . . 5 43,157
6 Credits/Payments:
a 2020 estimated tax payments and 2019 overpayment credited to 2020 6a 80,688
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 80,688
8 Enter any penalty for underpayment of estimated tax. Check here [x] if Form 2220 is attached. 8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. 10 37,531
11 Enter the amount of line 10 to be: Credited to 2021 estimated tax Refunded 11 37,531

Part VII-A Statements Regarding Activities

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? Yes No
1a No No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). Yes No
1b No No
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?. Yes No
1c No No
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? Yes No
2 No No
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 Yes No
3 No No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? Yes Yes
4a Yes Yes
b If "Yes," has it filed a tax return on Form 990-T for this year? Yes Yes
4b Yes Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? Yes No
5 No No
If "Yes," attach the statement required by General Instruction T.
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? Yes
6 Yes Yes
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. Yes Yes
7 Yes Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation Yes
8b Yes Yes
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 2020 or the taxable year beginning in 2020? See the instructions for Part XIV. If "Yes," complete Part XIV Yes No
9 No No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. Yes No
10 No No

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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			
		<b>11</b>	<b>Yes</b>	
<b>12</b>	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			<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of  Foundation Source <span style="float:right;">(800) 839- Telephone no.  1754</span> Located at  501 Silverside Road Suite 123 Wilmington DE <span style="float:right;">ZIP+4 </span> <u>198091377</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here  and enter the amount of tax-exempt interest received or accrued during the year <span style="float:right;"><b>15</b></span>			
<b>16</b>	At any time during calendar year 2020, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly):		<b>Yes</b>	<b>No</b>
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2020?	<b>1c</b>		<b>No</b>
<b>2</b>	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)):			
<b>a</b>	At the end of tax year 2020, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2020? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years  20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions.)	<b>2b</b>		<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.  20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2020 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 2020.)	<b>3b</b>		<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2020?	<b>4b</b>		<b>No</b>

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3)** Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4)** Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.  Yes  No
  - (5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here.
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b** If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No
- 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 during the year?  Yes  No

	Yes	No
<b>5b</b>		
<b>6b</b>		
<b>7b</b>		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation. See instructions**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John H Burbank III Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir, Pres 1.0	0	0	0
Jim Cunningham Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir, Trustee 1.0	0	0	0
Julie Kim Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Sec 1.0	0	0	0
Walther Lovato Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir, Trustee 1.0	0	0	0
Joanne Poile Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Treas 1.0	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

**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
Janet Maughan 428 Lagunitas Avenue Oakland, C A 94610	Philanthropic	148,852
Foundation Source 55 Walls Drive Fairfield, C T 06824	Administrative	76,188
Susan Chen 277 Elder View Drive Las Vegas, N V 89138	Philanthropic	55,578

**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
<b>1</b> _____ _____	
<b>2</b> _____ _____	
<b>3</b> _____ _____	
<b>4</b> _____ _____	

**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
<b>1</b> _____ _____	
<b>2</b> _____ _____	
All other program-related investments. See instructions. <b>3</b> _____ _____	

**Total.** Add lines 1 through 3 . . . . . ▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	716,465
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	2,803,475
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	56,702,073
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	60,222,013
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	60,222,013
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	903,330
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	59,318,683
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	2,965,934

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	2,965,934
<b>2a</b>	Tax on investment income for 2020 from Part VI, line 5. . . . .	<b>2a</b>	43,157
<b>b</b>	Income tax for 2020. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	43,157
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	2,922,777
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	2,922,777
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	2,922,777

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. . . . .	<b>1a</b>	2,650,713
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,650,713
<b>5</b>	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. . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	2,650,713

**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 2019	(c) 2019	(d) 2020
<b>1</b> Distributable amount for 2020 from Part XI, line 7				2,922,777
<b>2</b> Undistributed income, if any, as of the end of 2020:				
<b>a</b> Enter amount for 2019 only. . . . .			2,553,591	
<b>b</b> Total for prior years: 2018, 2017, 2016				
<b>3</b> Excess distributions carryover, if any, to 2020:				
<b>a</b> From 2015. . . . .				
<b>b</b> From 2016. . . . .				
<b>c</b> From 2017. . . . .				
<b>d</b> From 2018. . . . .				
<b>e</b> From 2019. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2020 from Part XII, line 4: ▶ \$ <u>2,650,713</u>				
<b>a</b> Applied to 2019, but not more than line 2a			2,553,591	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2020 distributable amount				97,122
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2020. (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2019. Subtract line 4a from line 2a. Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				2,825,655
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2015 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2021. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2016				
<b>b</b> Excess from 2017				
<b>c</b> Excess from 2018. . . . .				
<b>d</b> Excess from 2019				
<b>e</b> Excess from 2020	0			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2020, enter the date of the ruling

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

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years			(e) Total
(a) 2020	(b) 2019	(c) 2018	(d) 2017	
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
<b>e</b> 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	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
Name and address (home or business)				
<i>a Paid during the year</i>				
ABOLISH PRIVATE PRISONS 125 N 2ND ST STE 110 521 PHOENIX,AZ 85004	N/A	P C	General & Unrestricted	500
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD ST 18TH FLOOR NEW YORK,NY 10004	N/A	P C	General & Unrestricted	500
ARMENIA FUND INC 111 N JACKSON ST STE 205 GLENDALE,CA 91206	N/A	P C	General & Unrestricted	15,000
BREAST CANCER PREVENTION PARTNERS 1388 SUTTER ST STE 400 SAN FRANCISCO,CA 94109	N/A	P C	Support for BCPP's Policy Work	70,000
BUSINESS EXECUTIVES FOR NATIONAL SECURITY 1030 15TH ST NW STE 200 E WASHINGTON,DC 20005	N/A	P C	General & Unrestricted	25,000
CALIFORNIA POLICY CENTER 18002 IRVINE BLVD STE 110 TUSTIN,CA 92780	N/A	P C	General & Unrestricted	100,000
CENTER FOR ENVIRONMENTAL HEALTH 2201 BROADWAY STE 302 OAKLAND,CA 94612	N/A	P C	To promote project for Food Packaging, Carpets & Flooring without PFAS	75,000
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW INC 1101 15TH ST NW 11TH FLOOR WASHINGTON,DC 20005	N/A	P C	General Support - Environmental Health Program	80,000
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L ST NW STE 300 WASHINGTON,DC 20005	N/A	P C	Obesity and Chemicals in Food	100,000
CLEAN AND HEALTHY NEW YORK INC 69 STATE ST ST1400C ALBANY,NY 12207	N/A	P C	General Support	60,000
CLEAN PRODUCTION ACTION 1310 BROADWAY STE 101 SOMERVILLE,MA 02144	N/A	P C	Demonstrating a National Model for Replacing Toxic chemicals with safer alternatives in Washington State	55,000
COASTSIDE LAND TRUST PO BOX 3205 HALF MOON BAY,CA 94019	N/A	P C	General & Unrestricted	1,000
COMING CLEAN INC 28 VERNON ST STE 434 BRATTLEBORO,VT 05301	N/A	P C	Campaign for Healthier Solutions	65,000
CONTRA COSTA GOSPEL CHURCH INC 2460 BUENA VISTA AVE WALNUT CREEK,CA 94597	N/A	P C	General & Unrestricted	2,200
EARTHJUSTICE 50 CALIFORNIA ST SUITE 500 SAN FRANCISCO,CA 94111	N/A	P C	General & Unrestricted	10,000
EARTHJUSTICE 50 CALIFORNIA ST SUITE 500 SAN FRANCISCO,CA 94111	N/A	P C	Protecting Communities from Toxic Chemical Exposure	100,000
EDGEWOOD CENTER FOR CHILDREN AND FAMILIES 1801 VICENTE ST SAN FRANCISCO,CA 94116	N/A	P C	General & Unrestricted	500
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE SOUTH NEW YORK,NY 10010	N/A	P C	Safer Food for All	100,000
ENVIRONMENTAL PROTECTION NETWORK 2925 LEGATION ST NW WASHINGTON,DC 20015	N/A	P C	Defense of Public Health, the Environment, and the Reset Project	40,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY,AL 36104	N/A	P C	General & Unrestricted	515
FEED THE CHILDREN INC 333 N MERIDIAN AVE OKLAHOMA CITY,OK 73107	N/A	P C	General & Unrestricted	2,101
FIRST GENERATION SWIM FOUNDATION 2713 NEWLANDS AVE	N/A	P C	General & Unrestricted	105

BELMONT,CA 94002				
GREEN SCIENCE POLICY INSTITUTE 1400 SHATTUCK AVE STE 8 BERKELEY,CA 94709	N/A	P C	Reducing Harmful PFAS & Flame Retardants	60,000
HEALTHY BUILDING NETWORK 4911 7TH ST NW WASHINGTON,DC 20011	N/A	P C	ChemFoward's Chemical Optimization Collaboration for Safe & Circular Food Packaging	100,000
HEALTHY BUILDING NETWORK 4911 7TH ST NW WASHINGTON,DC 20011	N/A	P C	General & Unrestricted	75,000
HEALTHY BUILDING NETWORK 4911 7TH ST NW WASHINGTON,DC 20011	N/A	P C	Athletic Turf Research	50,000
HOOVER INSTITUTION -STANFORD UNIVERSITY 434 GALVEZ MALL STANFORD UNIVERSI STANFORD,CA 94305	N/A	P C	General & Unrestricted	1,000
HUGZ4HAITI 42 LAKE AVE EXT STE 302 DANBURY,CT 06811	N/A	P C	General & Unrestricted	720
INNOCENCE PROJECT INC 40 WORTH ST RM 701 NEW YORK,NY 10013	N/A	P C	General & Unrestricted	525
INTERNATIONAL POLLUTANTS ELIMINATION NETWORK BOX 7256 GOTHENBURG 40235 SW	N/A	Other	Expenditure Responsibility Grant	75,000
INTL SOCIETY FOR CHILDRENS HEALTH & THE ENVIRONMT 1100 E WOODFIELD RD SCHAUMBURG,IL 60173	N/A	P C	The Impact of Toxic Chemicals on Brain Development: A Turn Towards Prevention	50,000
MEDECINS SANS FRONTIERES USA-DOCTORS WTHOUT BORDER PO BOX 5030 HAGERSTOWN,MD 21741	N/A	P C	General & Unrestricted	375
MEMORIAL SLOAN-KETTERING CANCER CENTER PO BOX 5028 HAGERSTOWN,MD 21741	N/A	P C	General & Unrestricted	100
MIRACLEFEET 107 CONNOR DR STE 230 CHAPEL HILL,NC 27514	N/A	P C	Africa proposal	250,000
NATIONAL DIAPER BANK NETWORK 155 E ST 101 NEW HAVEN,CT 06511	N/A	P C	General & Unrestricted	104
NATURAL RESOURCES DEFENSE COUNCIL INC 40 WEST 20TH ST 11TH FLOOR NEW YORK,NY 10011	N/A	P C	General & Unrestricted	250
NATURAL RESOURCES DEFENSE COUNCIL INC 40 WEST 20TH ST 11TH FLOOR NEW YORK,NY 10011	N/A	P C	Protecting the Public from Toxic Chemicals	100,000
ORGANIZATION OF HUMANITARIAN SERVICE FOR ARMENIA 3375 LOMBARDY RD PASADENA,CA 91107	N/A	P C	General & Unrestricted	100
PATH MINISTRIES INTERNATIONAL 20481 SE BYRON AVE BEND,OR 97702	N/A	P C	General & Unrestricted	5,000
PESTICIDE ACTION NETWORK NORTH AMER REGIONAL CTR 2029 UNIVERSITY AVE STE 200 BERKELEY,CA 94704	N/A	P C	Californians for Pesticide Reform for the Campaign ban Telone	50,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 123 WILLIAMS ST 10TH FL NEW YORK,NY 10038	N/A	P C	General & Unrestricted	500
SUPPORT FOR FAMILIES OF CHILDREN WITH DISABILITIES 1663 MISSION ST STE 700 SAN FRANCISCO,CA 94103	N/A	P C	General & Unrestricted	1,039
THE ARC OF THE UNITED STATES 1825 K ST NW STE 1200 WASHINGTON,DC 20006	N/A	P C	Project TENDR (Targeting Environmental Neuro-Development Risks)	60,000
TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE,WA 98103	N/A	P C	Protecting Communities and the Environment from Toxic Chemicals	75,000
TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE,WA 98103	N/A	P C	Safer States PFAS campaign	75,000
TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE,WA 98103	N/A	P C	SAFER States for the Toxic Chemicals and the Circular Economy	25,000

TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE, WA 98103	N/A	P C	Safer Chemicals Healthy Families/Mind the Store	80,000
UNIV OF CALIFORNIA SAN FRANCISCO - UC REGENTS PO BOX 45339 SAN FRANCISCO, CA 94145	N/A	P C	Defending Science and Promoting Evidence-Based Decision Making about Toxic Environmental Chemicals	100,000
UNIVERSITY OF MASSACHUSETTS FOUNDATION INC ONE BEACON ST 31ST FLOOR BOSTON, MA 02108	N/A	P C	Creating a compelling economic and business case for investment in green and sustainable chemistry - Lowell Center for Sustainable Production	75,000
WEST HARLEM ENVIRONMENTAL ACTION INC 1854 AMERSTERDAM AVE 2ND FL NEW YORK, NY 10031	N/A	P C	A Northern Manhattan Survey on Toxic Cosmetics	70,000
WOMENS VOICES FOR THE EARTH PO BOX 8743 MISSOULA, MT 59807	N/A	P C	Uncovering Ingredients in Cleaning Products	30,000
YOUNG WARRIORS 21201 KITTRIDGE ST WOODLAND HILLS, CA 91303	N/A	P C	General & Unrestricted	800
<b>Total . . . . .</b>			<b>▶ 3a</b>	<b>2,312,934</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	





## **Additional Data**

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**Software ID:**

**Software Version:**

**Form 990PF - Special Condition Description:**

**Special Condition Description**

Name of the organization The Passport Foundation	<b>Employer identification number</b> 26-1580196
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**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

- 501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other 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<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990PF, 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	Ventures LLC JHB 1 Letterman Drive Building A Suite San Francisco, C A 94129	\$ 1,750,185	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)

Name of organization  
The Passport Foundation

**Employer identification number**  
26-1580196

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	QUOTIENT TECHNOLOGY INC QUOT, 207000 sh.	\$ 1,750,185	2020-10-16
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____

Name of organization The Passport Foundation	Employer identification number 26-1580196
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	

## **Additional Data**

**Return to Form**

**Software ID:**

**Software Version:**

# TY 2020 IRS 990 e-File Render

**Name:** The Passport Foundation

**EIN:** 26-1580196

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT SUPPORT	81,923			81,923

**Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.**

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Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**Name:** The Passport Foundation

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Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
ZERO WASTE EUROPE	CHAUSSEE DE VLEURGAT 15 BRUSSELS 1050 BE	2019-07-26	25,000	TO SUPPORT THE OPERATION PLASTIC IN THE SPOTLIGHT PROJECT	25,000	NO	12/10/2020		NONE NECESSARY
INTERNATIONAL POLLUTANTS ELIMINATION NET	BOX 7256 GOTHENBURG 40235 SW	2020-06-02	75,000	support leveraging data on toxic chemicals in plastics to advance environmental health goals	13,560	NO	08/30/2021		NONE NECESSARY

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Identifier	Return Reference	Explanation
PART I, LINE 6A	PART I LINE 6A (990-PF)	RECONCILIATION OF NET GAIN/(LOSS) FROM SALES OF ASSETS NOT INCLUDED IN PART IV TOTAL INCLUDED IN PART IV: (DETAILS BELOW) NET GAIN/(LOSS): \$2,384,290 TOTAL NOT INCLUDED IN PART IV: PASSTHROUGH K-1 CAPITAL GAIN/(LOSS) - UBI NET GAIN/(LOSS): \$(142) TOTAL PART I, LINE 6A: \$2,384,148 DETAILS OF ASSETS INCLUDED IN PART IV: PUBLICLY-TRADED SECURITIES GROSS SALES PRICE: \$4,151,232 BOOK BASIS: \$3,737,481 NET GAIN/(LOSS): \$413,751 PASSTHROUGH K-1 CAPITAL GAIN/(LOSS) - NON UBI NET GAIN/(LOSS): \$1,119,555 SALES OF OTHER ITEMIZED ASSETS GROSS SALES PRICE: \$1,946,875 BOOK BASIS: \$1,095,891 NET GAIN/(LOSS): \$850,984
Form 926	Form 926	The Foundation has prepared this form to the best of its ability based on the limited information provided to it by the investment on which the Foundation is reporting and on the basis of having received no information to the contrary. Any missing or incomplete information is due to the Foundation's inability to obtain such information and is not a willful attempt to withhold such information.
Forms 8865	Forms 8865	The Foundation has prepared these forms to the best of its ability based on the limited information provided to it by the investment on which the Foundation is reporting and on the basis of having received no information to the contrary. Any missing or incomplete information is due to the Foundation's inability to obtain such information and is not a willful attempt to withhold such information.

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**Name:** The Passport Foundation

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Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AVENTUS		437,580	10,514
BIG LEAGUE ADVANCE FUND II, LP		239,321	239,321
BITCOIN USD		36,029	342,797
BULLPEN CAPITAL IV, L.P		294,627	355,054
CH VENTURES 1, L.P.		138,197	136,086
CHANGE.ORG GROWTH LLC		100,000	3,089
CIVILIZATION VENTURES II, L.P.		47,963	50,861
COURTSIDE VENTURES II, L.P		167,566	278,225
CRE VENTURE CAPITAL FUND II, L		52,873	59,068
DATAMINR INC.		364,994	569,649
DISTRIBUTED GLOBAL OFFSHORE FU		500,000	1,329,294
ELECTRIC CAPITAL PARTNERS FRON		379,087	557,198
FORMATION8 PARTNERS ENTREPRENE		209,072	402,034
FYRFLY VENTURE PARTNERS FUND I		346,944	575,281
GLOBAL VENTURES L.P		214,424	311,700
GOVTECH FUND I, L.P		1,171,715	1,390,734
GOVTECH FUND II, L.P		495,238	573,530
HAVENCREST HEALTHCARE PARTNERS		303,173	482,068
HEROIC VENTURES, L.P		178,722	462,212
HUAXING CAPITAL PARTNERS II, L		324,015	664,681
HUAXING CAPITAL PARTNERS, LP		501,042	1,251,144
INNOVATION WORKS DEVELOPMENT F		412,071	1,990,030
LEARNSTART I, L.P		183,157	233,518
LEGACY CAPITAL, LP		2,033,085	3,520,118
LEGACY HARMONY LTD		1,178,009	2,531,561
LEGP I AIV (B) LP		18,091	160
LEVEL EQUITY GROWTH PARTNERS I		685,210	2,305,945
MAPLE ROCK OFFSHORE FUND LP		7,545	99,226
MAVEN VENTURES FUND II, L.P		551,149	1,033,026
MAVEN VENTURES FUND III, L.P		38,131	44,487
META STABLE EDGE OFFSHORE FUND		522,818	307,823
MITHRIL II LP		542,243	598,352
MORTAR & MASH ONE, LLC		33,247	78,000
NEW FORM CAPITAL I, L.P.		189,562	182,584
NIMBLE PARTNERS FUND I, LP		20,618,328	29,161,904
QUIET GROWTH I, L.P		418,751	501,765
ROCANA VENTURE PARTNERS II, L.		147,765	162,391
RTW OFFSHORE FUND ONE LTD			80,908
SAVAGE X HOLDING, LLC		69,111	96,245
SILVER LAKE WATERMAN FUND, L.P		426,080	400,381
SKY9 CAPITAL FUND III, L.P		795,043	1,431,093
SKY9 CAPITAL FUND IV, L.P		68,554	101,382
SKY9 CAPITAL MVP FUND, L.P		291,657	383,856
TANDEM FUND II, LP		410,621	1,431,175
TECHSTYLE, INC		877,997	1,222,706
TFG HOLDING, INC		137,659	191,705
THE CXO FUND, LLC		242,582	286,045
THERAPYDIA, INC - CERTIFICATE		153,083	153,083
UNIKOINGOLD		303,858	243
WILL VENTURES FUND I, L.P		185,620	188,218
YASI VENTURES, L.P		239,486	249,783

## TY 2020 IRS 990 e-File Render

**Name:** The Passport Foundation

**EIN:** 26-1580196

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Consultations	559			559
INVESTMENT CONSULTATIONS	10,397	10,397		

**TY 2020 IRS 990 e-File Render****Name:** The Passport Foundation**EIN:** 26-1580196

<b>Item No.</b>	1
<b>Lender's Name</b>	JOHN H BURBANK III
<b>Lender's Title</b>	
<b>Original Amount of Loan</b>	630000
<b>Balance Due</b>	630000
<b>Date of Note</b>	2020-12
<b>Maturity Date</b>	2021-01
<b>Repayment Terms</b>	BALANCE DUE WITHIN 30 DAYS
<b>Interest Rate</b>	0.
<b>Security Provided by Borrower</b>	NONE
<b>Purpose of Loan</b>	CHARITABLE PURPOSES
<b>Description of Lender Consideration</b>	CASH OF \$630,000
<b>Consideration FMV</b>	

# TY 2020 IRS 990 e-File Render

**Name:** The Passport Foundation

**EIN:** 26-1580196

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PRI - PRACTICE GREENHEALTH		100,000	100,000

**TY 2020 IRS 990 e-File Render**

**Name:** The Passport Foundation  
**EIN:** 26-1580196

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	76,188			76,188
Bank Charges	125	125		
Computers/Electronic Devices	1,852			1,852
Foundation Dues & Memberships	16,436			16,436
K-1 Exp ARAB ANGEL FUND I, L.P	1,363	1,363		
K-1 Exp ATOMIC LABS II L.P	6,350	6,350		
K-1 Exp ATOMIC LABS III, L.P	13,637	13,637		
K-1 Exp AVF I, L.P	2,386	2,386		
K-1 Exp BEE PARTNERS II LP	1,616	1,616		
K-1 Exp BEE PARTNERS III LP	1,224	1,224		
K-1 Exp BIG LEAGUE ADVANCE FUN	23,242	23,191		
K-1 Exp BLOCKCHAIN CAPITAL IV,	10,095	10,095		
K-1 Exp BULLPEN CAPITAL IV, L.	14,199	14,199		
K-1 Exp CH VENTURES 1, L.P.	15,200	15,200		
K-1 Exp CIVILIZATION VENTURES	13,424	13,424		
K-1 Exp CLOCKTOWER TECHNOLOGIE	2,627	2,627		
K-1 Exp CLOCKTOWER TECHNOLOGIE	2,698	2,698		
K-1 Exp COURTSIDE VENTURES II,	15,662	15,662		
K-1 Exp CRATON CAPITAL, L.P	692	692		
K-1 Exp CRE VENTURE CAPITAL FU	21,141	21,141		
K-1 Exp FLEX CAPITAL FUND I, L	2,132	2,132		
K-1 Exp FORMATION8 PARTNERS EN	305	305		
K-1 Exp FORMATION8 PARTNERS FU	4,198	4,198		
K-1 Exp FYRFLY VENTURE PARTNER	14,919	14,919		
K-1 Exp GLOBAL VENTURES L.P	21,013	21,013		
K-1 Exp GOVTECH FUND I, L.P	39,055	39,041		
K-1 Exp GOVTECH FUND II, L.P	23,453	23,449		
K-1 Exp HAVENCREST HEALTHCARE	20,872	20,807		
K-1 Exp HEROIC VENTURES, L.P	3,222	408		
K-1 Exp HUAXING CAPITAL PARTNE	7,911	7,911		
K-1 Exp HUAXING CAPITAL PARTNE	5,900	5,900		
K-1 Exp IB HOLDING, LLC	250,905	250,905		
K-1 Exp INNOVATION WORKS DEVEL	13,147	13,147		
K-1 Exp IVP FUND II A, L.P	39,482	39,482		
K-1 Exp LEARN CAPITAL VENTURE	11,237	11,237		
K-1 Exp LEARNSTART I, L.P	7,376	7,012		
K-1 Exp LEERINK REVELATION HEA	706	706		
K-1 Exp LEGACY CAPITAL, LP	84,238	84,236		
K-1 Exp LEGION PARTNERS, LP II	2,107	2,107		
K-1 Exp LEGP I AIV (B) LP	1,742	1,742		
K-1 Exp LEVEL EQUITY GROWTH PA	20,724	20,253		
K-1 Exp MAVEN VENTURES FUND II	11,179	11,179		
K-1 Exp MAVEN VENTURES FUND II	6,511	6,511		
K-1 Exp MHS CAPITAL PARTNERS I	2,363	2,363		
K-1 Exp MITHRIL II LP	15,631	15,630		
K-1 Exp MORTAR & MASH ONE, LLC	58			
K-1 Exp MOXXIE VENTURES, L.P	1,740	1,740		
K-1 Exp NEXT COAST VENTURES FU	1,444	1,393		
K-1 Exp NEXT COAST VENTURES I,	4,935	4,878		
K-1 Exp NIMBLE PARTNERS FUND I	396,472	396,464		
K-1 Exp PARQUET CAPITAL I, LLC	6,229	6,229		
K-1 Exp PEAR VENTURES I, LP	2,378	2,378		
K-1 Exp PEAR VENTURES II LP	2,999	2,999		
K-1 Exp PEAR VENTURES III, L.P	3,324	3,324		
K-1 Exp PRECURSOR VENTURES I,	3,999	3,999		
K-1 Exp PRECURSOR VENTURES II,	3,414	3,414		
K-1 Exp QUIET GROWTH I, L.P	6,978	6,978		
K-1 Exp ROCANA VENTURE PARTNER	8,694	150		
K-1 Exp SIGNALFIRE BREAKOUT FU	3,992	3,992		
K-1 Exp SIGNALFIRE FUND III, L	2,657	2,623		
K-1 Exp SILVER LAKE WATERMAN F	2	2		
K-1 Exp SKY9 CAPITAL FUND III,	24,614	24,614		
K-1 Exp SKY9 CAPITAL FUND IV,	5,291	5,291		
K-1 Exp SKY9 CAPITAL MVP FUND,	583	583		
K-1 Exp STREAMLINED VENTURES I	5,422	5,422		
K-1 Exp STREAMLINED VENTURES I	2,948	2,948		
K-1 Exp STREAMLINED VENTURES I	2,674	2,585		
K-1 Exp TANDEM FUND II, LP	17,523	17,523		
K-1 Exp TANDEM FUND III, L.P	5,497	5,497		
K-1 Exp THE CXO FUND, LLC	5,269	5,269		
K-1 Exp TRIBE CAPITAL FUND I,	-15,007	-15,007		
K-1 Exp WILL VENTURES FUND I,	11,923	11,923		
K-1 Exp YASI VENTURES, L.P	6,713	6,713		
K-1 Exp ZEEV VENTURES VI, L.P	1,805	1,805		
State or Local Filing Fees	180			180

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Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss ARAB ANGEL FUND I, L.P	140	140	
K-1 Inc/Loss ATOMIC LABS II L.P	180	180	
K-1 Inc/Loss AVF I, L.P	32	32	
K-1 Inc/Loss BEE PARTNERS II LP	121	121	
K-1 Inc/Loss BEE PARTNERS III LP	193	193	
K-1 Inc/Loss BIG LEAGUE ADVANCE FUND II, LP	104	104	
K-1 Inc/Loss BLOCKCHAIN CAPITAL IV, LP	262	262	
K-1 Inc/Loss CH VENTURES 1, L.P.	2,745	2,745	
K-1 Inc/Loss CIVILIZATION VENTURES II, L.P.	71	71	
K-1 Inc/Loss CLOCKTOWER TECHNOLOGIES I LP	104	104	
K-1 Inc/Loss CLOCKTOWER TECHNOLOGIES II, L.P	131	131	
K-1 Inc/Loss COURTSIDE VENTURES II, L.P	398	398	
K-1 Inc/Loss CRATON CAPITAL, L.P	1,245	1,245	
K-1 Inc/Loss CRE VENTURE CAPITAL FUND II, L.P	2,934	2,934	
K-1 Inc/Loss FORMATION8 PARTNERS ENTREPRENEURS FUN	149	149	
K-1 Inc/Loss FORMATION8 PARTNERS FUND I LP	261	261	
K-1 Inc/Loss FYRFLY VENTURE PARTNERS FUND II, LP	1,418	1,418	
K-1 Inc/Loss GOVTECH FUND I, L.P	401,636	401,636	
K-1 Inc/Loss GOVTECH FUND II, L.P	2,730	2,730	
K-1 Inc/Loss HAVENCREST HEALTHCARE PARTNERS, LP	3,032	101	
K-1 Inc/Loss HUAXING CAPITAL PARTNERS II, LP	234	234	
K-1 Inc/Loss HUAXING CAPITAL PARTNERS, LP	881	881	
K-1 Inc/Loss IB HOLDING, LLC	620	620	
K-1 Inc/Loss INNOVATION WORKS DEVELOPMENT FUND, LP	3,951	3,951	
K-1 Inc/Loss LEARN CAPITAL VENTURE PARTNERS III, L	-426	-426	
K-1 Inc/Loss LEARNSTART I, L.P	1,386	975	
K-1 Inc/Loss LEERINK REVELATION HEALTHCARE FUND I,	1,881	1,881	
K-1 Inc/Loss LEGACY CAPITAL, LP	65,629	65,629	
K-1 Inc/Loss LEGION PARTNERS, LP II	1,035	1,035	
K-1 Inc/Loss LEVEL EQUITY GROWTH PARTNERS I, LP	-4,383	75	
K-1 Inc/Loss MAVEN VENTURES FUND III, L.P	43	43	
K-1 Inc/Loss MITHRIL II LP	30	30	
K-1 Inc/Loss MORTAR & MASH ONE, LLC	-7,588	1,628	
K-1 Inc/Loss NEW FORM CAPITAL I, L.P.	373	373	
K-1 Inc/Loss NEXT COAST VENTURES FUND II, L.P.	15	15	
K-1 Inc/Loss NEXT COAST VENTURES I, LP	145	142	
K-1 Inc/Loss NIMBLE PARTNERS FUND I, LP	12,799	14,248	
K-1 Inc/Loss PARQUET CAPITAL I, LLC	8,918	8,933	
K-1 Inc/Loss PEAR VENTURES I, LP	168	168	
K-1 Inc/Loss PEAR VENTURES II LP	247	247	
K-1 Inc/Loss PEAR VENTURES III, L.P	9	9	
K-1 Inc/Loss PRECURSOR VENTURES I, L.P	71	71	
K-1 Inc/Loss PRECURSOR VENTURES II, L.P	221	221	
K-1 Inc/Loss QUIET GROWTH I, L.P	337	337	
K-1 Inc/Loss ROCANA VENTURE PARTNERS II, L.P	-2,511	977	
K-1 Inc/Loss SIGNALFIRE BREAKOUT FUND II, L.P	8	8	
K-1 Inc/Loss SILVER LAKE WATERMAN FUND II, LP	22,995	22,995	

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss SILVER LAKE WATERMAN FUND, L.P	87,076	87,076	
K-1 Inc/Loss STREAMLINED VENTURES I, LP	703	703	
K-1 Inc/Loss STREAMLINED VENTURES II, LP	782	782	
K-1 Inc/Loss TANDEM FUND II, LP	459	459	
K-1 Inc/Loss TANDEM FUND III, L.P	91	91	
K-1 Inc/Loss THE CXO FUND, LLC	2,563	2,563	
K-1 Inc/Loss TRIBE CAPITAL FUND I, L.P.	1,328	1,328	
K-1 Inc/Loss TRIBE CAPITAL LLC SERIES 8	352	352	
K-1 Inc/Loss WILL VENTURES FUND I, L.P	213	213	
K-1 Inc/Loss YASI VENTURES, L.P	388	388	
K-1 Inc/Loss ZEEV VENTURES VI, L.P	47	47	
Federal Tax Refund	2,042		
INTEREST FROM CLOCKTOWER TECHNOLOGIES II	53	53	
INTEREST FROM NIMBLE PARTNERS FUND I	11,413	11,413	

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Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Philanthropic Consulting Srvcs	147,000			147,000

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Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2020	29,600			

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**Name:** The Passport Foundation

**EIN:** 26-1580196

Name	US / Foreign Address	EIN	Description	Amount
NIMBLE PARTNERS FUND I LP	1 LETTERMAN DRIVE BLDG A STE 4900 SAN FRANCISCO, CA 94129	84-4303514	THIS ENTITY IS NOT AN EXCESS BUSINESS HOLDING.	0
<b>Total</b>				0

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Name	US / Foreign Address	EIN	Description	Amount
NIMBLE PARTNERS FUND I LP	1 LETTERMAN DR BLDG A STE 4900 SAN FRANCISCO, CA 94129	84-4303514	CAPITAL CONTRIBUTION TO PARTNERSHIP	22,619,299
<b>Total</b>				22,619,299