

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

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2024, or tax year beginning 01-01-2024, and ending 12-31-2024

Name of foundation: The Passport Foundation. % Foundation Source. Number and street: Foundation Source 501 Silverside Rd. Room/suite. City or town: Wilmington, DE 198091377. A Employer identification number: 26-1580196. B Telephone number: (800) 839-1754. C If exemption application is pending, check here. D 1. Foreign organizations, check here. D 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. G Check all that apply: Initial return, Initial return of a former public charity, Final return, Amended return, Address change, 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: \$72,991,589. J Accounting method: Cash, Accrual, Other (specify).

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).)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include: 1 Contributions, gifts, grants, etc., received; 2 Check if the foundation is not required to attach Sch. B; 3 Interest on savings and temporary cash investments; 4 Dividends and interest from securities; 5a Gross rents; b Net rental income or (loss); 6a Net gain or (loss) from sale of assets not on line 10; b Gross sales price for all assets on line 6a; 7 Capital gain net income (from Part IV, line 2); 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); 12 Total. Add lines 1 through 11; 13 Compensation of officers, directors, trustees, etc.; 14 Other employee salaries and wages; 15 Pension plans, employee benefits; 16a Legal fees (attach schedule); b Accounting fees (attach schedule); c Other professional fees (attach schedule); 17 Interest; 18 Taxes (attach schedule) (see instructions); 19 Depreciation (attach schedule) and depletion; 20 Occupancy; 21 Travel, conferences, and meetings; 22 Printing and publications; 23 Other expenses (attach schedule); 24 Total operating and administrative expenses. Add lines 13 through 23; 25 Contributions, gifts, grants paid; 26 Total expenses and disbursements. Add lines 24 and 25; 27 Subtract line 26 from line 12; a Excess of revenue over expenses and disbursements; b Net investment income (if negative, enter -0-); c Adjusted net income (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 . . . . .	90,220	8,405,472	8,405,472
	<b>3</b> Accounts receivable ▶ <u>5,274</u>			
	Less: allowance for doubtful accounts ▶ _____	46,645	5,274	5,274
	<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) . . . . .	18,372	29,127	132,895
	<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) . . . . .	51,323,749	54,210,631	64,447,948	
<b>14</b> Land, buildings, and equipment: basis ▶ _____				
Less: accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)				
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	51,478,986	62,650,504	72,991,589	
<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 . . . . .			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22). . . . .	0	0	
<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 . . . . .	51,478,986	62,650,504		
<b>29</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	51,478,986	62,650,504		
<b>30</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	51,478,986	62,650,504		

**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>	51,478,986
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	11,171,518
<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>	62,650,504
<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>	62,650,504

Part IV Capital Gains and Losses for Tax on Investment Income

Table with 4 columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold. Rows include Publicly-traded Securities, Passthrough K1 Capital Gain/(Loss), and META STABLE EDGE OFF FD - DIST IN EXCESS OF BASIS.

Table with 4 columns: (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis plus expense of sale, (h) Gain or (loss). Rows a-e show values for sales price, depreciation, basis, and gain/loss.

Table with 4 columns: (i) F.M.V. as of 12/31/69, (j) Adjusted basis as of 12/31/69, (k) Excess of col. (i) over col. (j), (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h)).

Summary rows for capital gain net income (line 2) and net short-term capital gain or (loss) (line 3).

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

Table for excise tax calculation with rows 1a-11. Includes exemptions, tax under section 511, credits/payments, and final tax due/overpayment.

Part VI-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?

Table with columns Yes, No and row 1a

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.

Table with columns Yes, No and row 1b

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?

Table with columns Yes, No and row 1c

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.

Table with columns Yes, No and row 2

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.

Table with columns Yes, No and row 3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

Table with columns Yes, No and row 4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

Table with columns Yes, No and row 4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.

Table with columns Yes, No and row 5

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?

Table with columns Yes, No and row 6

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 XIV.

Table with columns Yes, No and row 7

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.

Table with columns Yes, No and row 8b

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 2024 or the taxable year beginning in 2024? See the instructions for Part XIII. If "Yes," complete Part XIII.

Table with columns Yes, No and row 9

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

Table with columns Yes, No and row 10

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.

Table with columns Yes, No and row 11

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.

Table with columns Yes, No and row 12

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address

Table with columns Yes, No and row 13

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 198091377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year.

Table with columns Yes, No and row 15

16 At any time during calendar year 2024, 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 country.

Table with columns Yes, No and row 16

**Part VI-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.**

- 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? . . . . .
  - (2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .
  - (3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person?
  - (4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
  - (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)? . . . . .
  - (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.)
- 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
- c** Organizations relying on a current notice regarding disaster assistance check here. . . . .
- d** 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 2024? . . . . .
- 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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024? . . . . .  
If "Yes," list the years ► 20\_\_\_, 20\_\_\_, 20\_\_\_, 20\_\_\_
  - 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.) . . . . .
  - c** If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.  
► 20\_\_\_, 20\_\_\_, 20\_\_\_, 20\_\_\_
- 3a** Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .
- b** If "Yes," did it have excess business holdings in 2024 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 2024.) . . . . .
- 4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
- 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 2024?

	Yes	No
<b>1a(1)</b>		No
<b>1a(2)</b>		No
<b>1a(3)</b>	Yes	
<b>1a(4)</b>	Yes	
<b>1a(5)</b>		No
<b>1a(6)</b>		No
<b>1b</b>		No
<b>1d</b>		No
<b>2a</b>		No
<b>2b</b>		
<b>3a</b>		No
<b>3b</b>		
<b>4a</b>		No
<b>4b</b>		No

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

<b>5a</b>	During the year did the foundation pay or incur any amount to:		<b>Yes</b>	<b>No</b>
<b>(1)</b>	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<b>5a(1)</b>		<b>No</b>
<b>(2)</b>	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<b>5a(2)</b>		<b>No</b>
<b>(3)</b>	Provide a grant to an individual for travel, study, or other similar purposes?	<b>5a(3)</b>		<b>No</b>
<b>(4)</b>	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<b>5a(4)</b>	<b>Yes</b>	
<b>(5)</b>	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<b>5a(5)</b>		<b>No</b>
<b>b</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	<b>5b</b>		<b>No</b>
<b>c</b>	Organizations relying on a current notice regarding disaster assistance check <input type="checkbox"/>			
<b>d</b>	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<b>5d</b>	<b>Yes</b>	
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>6a</b>		<b>No</b>
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<b>6b</b>		<b>No</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<b>7a</b>		<b>No</b>
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>		
<b>8</b>	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?	<b>8</b>		<b>No</b>

**Part VII 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
Ani Arutyunyan Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Sec, Dir 1.0	0	0	0
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 1.0	0	0	0
Joanne Poile Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1.0	0	0	0
Michelle Ruggeri 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
WILLIAM WALSH FOUNDATION SOURCE WILMINGTON, DE 198091377	EXECUTIVE DIRECTOR 40.0	106,970		
<b>Total</b> number of other employees paid over \$50,000.				

**Part VII** 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
Foundation Source 55 Walls Drive 3rd Fl Fairfield, CT 06824	Administrative	119,145
Janet Maughan 833 Belmont Creek Rd Lancaster, VA 22503	Philanthropic	82,500

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

**Part VIII- 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 VIII- 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 IX 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>	372,538
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	1,491,306
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	64,429,693
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	66,293,537
<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>	66,293,537
<b>4</b>	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	994,403
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. . . . .	<b>5</b>	65,299,134
<b>6</b>	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5. . . . .	<b>6</b>	3,264,957

**Part X 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 IX, line 6. . . . .	<b>1</b>	3,264,957
<b>2a</b>	Tax on investment income for 2024 from Part V, line 5. . . . .	<b>2a</b>	182,981
<b>b</b>	Income tax for 2024. (This does not include the tax from Part V.). . . . .	<b>2b</b>	10
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	182,991
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	3,081,966
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	3,081,966
<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 XII, line 1. . . . .	<b>7</b>	3,081,966

**Part XI 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>	3,069,488
<b>b</b>	Program-related investments—total from Part VIII-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 XII, line 4. . . . .	<b>4</b>	3,069,488

**Part XII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
<b>1</b> Distributable amount for 2024 from Part X, line 7				3,081,966
<b>2</b> Undistributed income, if any, as of the end of 2024:				
<b>a</b> Enter amount for 2023 only. . . . .			2,717,844	
<b>b</b> Total for prior years: 20 ____, 20 ____, 20 ____				
<b>3</b> Excess distributions carryover, if any, to 2024:				
<b>a</b> From 2019. . . . .				
<b>b</b> From 2020. . . . .				
<b>c</b> From 2021. . . . .				
<b>d</b> From 2022. . . . .				
<b>e</b> From 2023. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2024 from Part XI, line 4: ▶ \$ <u>3,069,488</u>				
<b>a</b> Applied to 2023, but not more than line 2a			2,717,844	
<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 2024 distributable amount				351,644
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2024. (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 2023. Subtract line 4a from line 2a. Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				2,730,322
<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 2019 not applied on line 5 or line 7 (see instructions)				
<b>9</b> <b>Excess distributions carryover to 2025.</b> Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2020				
<b>b</b> Excess from 2021				
<b>c</b> Excess from 2022. . . . .				
<b>d</b> Excess from 2023				
<b>e</b> Excess from 2024	0			

**Part XIII Private Operating Foundations** (see instructions and Part VI-A, question 9)

<b>1a</b>	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2024, enter the date of the ruling . . . . .					
<b>b</b>	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b>	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed . . . . .	<b>Tax year</b>	<b>Prior 3 years</b>			<b>(e) Total</b>
<b>b</b>	85% (0.85) of line 2a	<b>(a) 2024</b>	<b>(b) 2023</b>	<b>(c) 2022</b>	<b>(d) 2021</b>	
<b>c</b>	Qualifying distributions from Part XI, 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 . . . . .					
<b>3</b>	Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b>	"Assets" alternative test—enter:					
	(1) Value of all assets . . . . .					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b>	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, line 6 for each year listed . . . . .					
<b>c</b>	"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 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.

**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** 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)				
<b>a</b> <i>Paid during the year</i> AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD ST 18TH FLOOR NEW YORK, NY 10004	N/A	P C	Employee Matching	250
BAY AREA LEGAL AID 1735 TELEGRAPH AVE OAKLAND, CA 94612	N/A	P C	Employee Matching	250
BENNINGTON COLLEGE CORPORATION ONE COLLEGE DR BENNINGTON, VT 05201	N/A	P C	General Operating for Beyond Plastics	75,000
BREAST CANCER PREVENTION PARTNERS 1388 SUTTER ST STE 901 SAN FRANCISCO, CA 94109	N/A	P C	Charitable Event	10,000
BREAST CANCER PREVENTION PARTNERS 1388 SUTTER ST STE 901 SAN FRANCISCO, CA 94109	N/A	P C	BCPP's Toxics Reduction Work	100,000
BUSINESS EXECUTIVES FOR NATIONAL SECURITY 1030 15TH ST NW 200 E WASHINGTON, DC 20005	N/A	P C	General & Unrestricted	25,000
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW INC 1101 15TH ST NW 11TH FLOOR WASHINGTON, DC 20005	N/A	P C	Plastics Treaty Negotiations	110,000
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW INC 1101 15TH ST NW 11TH FLOOR WASHINGTON, DC 20005	N/A	P C	CIEL Global Plastics Treaty	50,000
CLEAN WATER FUND 1444 EYE ST NW SUITE 400 WASHINGTON, DC 20005	N/A	P C	Addressing PFAS contamination in California	60,000
COMING CLEAN INC 28 VERNON ST STE 434 BRATTLEBORO, VT 05301	N/A	P C	General & Unrestricted	125,000
CORNELL UNIVERSITY PO BOX 752 ITHACA, NY 14851	N/A	P C	Employee Matching	250
CORNELL UNIVERSITY - CORNELL LAW SCHOOL MYRON TAYLOR HALL ITHACA, NY 14853	N/A	P C	Employee Matching	250
EARTHJUSTICE PO BOX 194330 SAN FRANCISCO, CA 94119	N/A	P C	Protecting Against Toxic Chemical Exposures	300,000
EARTHJUSTICE PO BOX 194330 SAN FRANCISCO, CA 94119	N/A	P C	Employee Matching	2,500
	N/A	P C	Employee Matching	6,000

EDGEWOOD CENTER FOR CHILDREN AND FAMILIES 1801 VICENTE ST SAN FRANCISCO,CA 94116				
ENVIRONMENTAL HEALTH SCIENCES 612 W BEALL ST STE C BOZEMAN,MT 59715	N/A	P C	Infertility Intervention Science Project	75,000
ENVIRONMENTAL PROTECTION NETWORK 2925 LEGATION ST NW WASHINGTON,DC 20015	N/A	P C	Support for EPN's work to build the capacity of environmental agencies and the communities they serve to truly address the most urgent health and environmental crises, such as toxics, climate change, and environmental injustice.	110,000
ENVIRONMENTAL WORKING GROUP 1250 I ST NW STE 1000 WASHINGTON,DC 20005	N/A	P C	EWG Food Chemicals Campaign	125,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY,AL 36104	N/A	P C	Employee Matching	515
EXPERIENCE CAMPS 136 MAIN ST STE 206 WESTPORT,CT 06880	N/A	P C	Employee Matching	1,050
FRIENDS OF JACKSON PARK 368 CONNECTICUT ST SAN FRANCISCO,CA 94107	N/A	P C	General & Unrestricted	1,000
FRIENDS OF THE URBAN FOREST 1007 GENERAL KENNEDY AVE STE 1 SAN FRANCISCO,CA 94129	N/A	P C	General & Unrestricted	250
GOLDEN STATE COMMUNITY FOUNDATION 1 WARRIORS WAY SAN FRANCISCO,CA 94158	N/A	P C	General & Unrestricted	10,000
INNOCENCE PROJECT INC 40 WORTH ST RM 701 NEW YORK,NY 10013	N/A	P C	Employee Matching	270
INTERNATIONAL POLLUTANTS ELIMINATION NETWORK BOX 7256 GOTHENBURG 40235 SW	N/A	N C	Expenditure Responsibility Grant	125,000
INTERNATIONELLA KEMIKALIESEKRETARIATET FORSTA LANGGATAN 18 GOTEBORG 41328 SW	N/A	P C	General & Unrestricted	75,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 WEST 20TH ST 11TH FLOOR NEW YORK,NY 10011	N/A	P C	NRDC Toxics Initiative Support	300,000
PAN-MASSACHUSETTS CHALLENGE INC 77 4TH AVE NEEDHAM,MA 02494	N/A	P C	General & Unrestricted	6,000
PATH MINISTRIES INTERNATIONAL PO BOX 4010 SEAL BEACH,CA 90740	N/A	P C	Employee Matching	5,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC	N/A	P C	Employee Matching	1,033

PO BOX 97166 WASHINGTON,DC 20090				
PUBLIC HEALTH WATCH INC 52 WHITE MAGNOLIA CIR AUSTIN,TX 78734	N/A	P C	FencelineData.org Phase 2	40,000
ROSE FOUNDATION FOR COMMUNITIES AND THE ENVIRONMEN 201 4TH ST STE 102 OAKLAND,CA 94607	N/A	P C	Clearya	100,000
SAN FRANCISCO AIDS FOUNDATION 940 HOWARD ST SAN FRANCISCO,CA 94103	N/A	P C	Employee Matching	260
SAN FRANCISCO DAY SCHOOL 350 MASONIC AVE SAN FRANCISCO,CA 94118	N/A	P C	Employee Matching	776
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 23564 CALABASAS RD CALABASAS,CA 91302	N/A	P C	Californians for Pesticide Reform	80,000
SUPPORT FOR FAMILIES OF CHILDREN WITH DISABILITIES 832 FOLSOM ST STE 1001 SAN FRANCISCO,CA 94107	N/A	P C	Employee Matching	259
THE ARC OF THE UNITED STATES 2000 PENNSYLVANIA AVE NW STE 500 WASHINGTON,DC 20006	N/A	P C	General & Unrestricted	75,000
THE COMMUNITY FOUNDATION INC 3409 MOORE ST RICHMOND,VA 23230	N/A	P C	Employee Matching	1,000
TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE,WA 98103	N/A	P C	Mind the Store	125,000
TOXIC-FREE FUTURE 4649 SUNNYSIDE AVE N STE 540 SEATTLE,WA 98103	N/A	P C	General & Unrestricted	175,000
UNIVERSITY OF CALIFORNIA SAN FRANCISCO PO BOX 45339 SAN FRANCISCO,CA 94145	N/A	P C	Defending Science and Promoting Evidence-Based Decision-Making to Protect Health from Toxic Environmental Chemicals	200,000
UNTIL JUSTICE DATA PARTNERS INC 8504 AMBROSSE LN UNIT 103 LOUISVILLE,KY 40299	N/A	P C	FencelineData.Org Phase 2	40,000
VIRGINIA ORGANIZING INC 703 CONCORD AVE CHARLOTTESVILLE,VA 22903	N/A	P C	Healthy Babies Bright Futures	50,000
ZOUVES FOUNDATION FOR REPRODUCTIVE MEDICINE 1241 E HILLSDALE BLVD STE 100 FOSTER CITY,CA 94404	N/A	P C	Research To Increase Success of IVF Treatment	25,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	<b>2,611,913</b>
<b>b</b> <i>Approved for future payment</i>				

**Total** . . . . . ▶ **3b**

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

- 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
4 Dividends and interest from securities
5 Net rental income or (loss) from real estate:
a Debt-financed property.
b Not debt-financed property.
6 Net rental income or (loss) from personal property
7 Other investment income
8 Gain or (loss) from sales of assets other than inventory
9 Net income or (loss) from special events:
10 Gross profit or (loss) from sales of inventory
11 Other revenue:
a K-1 Inc/Loss
b LOSS ON DISTRIBUTION RECEIVABLE
c INTEREST FROM PARTNERSHIPS
d
e

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Includes rows for various income types and a total row at the bottom.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes.



## **Additional Data**

[Return to Form](#)

**Software ID:**

**Software Version:**

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

**Special Condition Description**

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.  
 ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

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	Burbank III John H 122 W Dilido Dr Miami, FL 33139	\$ 1,011,451	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
2	Kim Julie 1 Letterman Drive Building A Suite San Francisco, C A 94129	\$ 25,225	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
3	Ventures LLC Nimble 122 W Dilido Dr Miami, C A 33139	\$ 12,690,896	<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.)

Name of organization  
The Passport Foundation

Employer identification number  
26-1580196

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	APPLOVIN CORP APP, 74 sh.	\$ 25,225	2024-12-23
3	APPLOVIN CORP APP, 18723 sh.	\$ 807,824	2024-01-22
3	APPLOVIN CORP APP, 25000 sh.	\$ 1,521,375	2024-03-05
3	APPLOVIN CORP APP, 11417 sh.	\$ 965,707	2024-05-09
3	APPLOVIN CORP APP, 9300 sh.	\$ 786,641	2024-05-09
3	STILLFRONT GROUP AB STLFF, 3558 sh.	\$ 2,953	2024-07-24

Schedule B (Form 990) (Rev. 1-2025)

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
3	WONDERFI TECHNOLOGIES INC WONDF, 92822 sh.	\$ 10,554	2024-08-16
3	COUPANG ORD SHS CL A CPNG, 30049 sh.	\$ 689,474	2024-09-04
3	Nerdy Inc NRDY, 42768 sh.	\$ 38,686	2024-09-11
3	APPLOVIN CORP APP, 29351 sh.	\$ 7,867,682	2024-11-08
-		\$	
-		\$	

Schedule B (Form 990) (Rev. 1-2025)

Name of organization The Passport Foundation	<b>Employer identification number</b> 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 2024 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 Fees	38,150			38,150

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

**TY 2024 IRS 990 e-File Render**

**Name:** The Passport Foundation

**EIN:** 26-1580196

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

**TY 2024 IRS 990 e-File Render**

**Name:** The Passport Foundation

**EIN:** 26-1580196

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
INTERNATIONAL POLLUTANTS ELIMINATION NET	BOX 7256 GOTHENBURG 40235 SW	2022-07-02	100,000	SUPPORT LEVERAGING THE TREATY PROCESS TO ADVANCE ENVIRONMENTAL HEALTH GOALS	100,000	NO	03/28/2023, 05/20/2024		NONE NECESSARY
INTERNATIONAL POLLUTANTS ELIMINATION NET	BOX 7256 GOTHENBURG 40235 SW	2023-10-03	100,000	SUPPORT LEVERAGING THE TREATY PROCESS TO ADVANCE ENVIRONMENTAL HEALTH GOALS	100,000	NO	05/20/2024, 04/03/2025		none necessary
INTERNATIONAL POLLUTANTS ELIMINATION NET	BOX 7256 GOTHENBURG 40235 SW	2024-10-25	125,000	Elevating awareness and controls on plastics and petrochemicals to protect human health	51,890	NO	04/03/2025		none necessary

# TY 2024 IRS 990 e-File Render

**Name:** The Passport Foundation

**EIN:** 26-1580196

Identifier	Return Reference	Explanation
FORM 990-PF, PART I, LN 6A	FORM 990-PF, PART I, LN 6A	TOTAL INCLUDED IN PART IV: (DETAILS BELOW) NET GAIN/(LOSS): \$1,670,959 TOTAL NOT INCLUDED IN PART IV: PASSTHROUGH K-1 CAPITAL GAIN/(LOSS) - UBI NET GAIN/(LOSS): \$782 TOTAL PART I, LINE 6A: \$1,671,741 DETAILS OF ASSETS INCLUDED IN PART IV: PUBLICLY-TRADED SECURITIES GROSS SALES PRICE: \$13,916,908 BOOK BASIS: \$12,766,242 NET GAIN/(LOSS): \$1,150,666 PASSTHROUGH K-1 CAPITAL GAIN/(LOSS) - NON UBI NET GAIN/(LOSS): \$494,250 SALES OF OTHER ITEMIZED ASSETS GROSS SALES PRICE: \$26,043 BOOK BASIS: \$- NET GAIN/(LOSS): \$26,043

# TY 2024 IRS 990 e-File Render

**Name:** The Passport Foundation

**EIN:** 26-1580196

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLOVIN CORP	25,224	23,963
OKLO INC CLASS A	3,903	108,932

**TY 2024 IRS 990 e-File Render**
**Name:** The Passport Foundation

**EIN:** 26-1580196

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1KX LP		154,822	551,021
AAF II - YASI VENTURES, L.P		206,455	243,392
ALIGNMENT GROWTH FUND I, LP		515,650	456,383
BIG LEAGUE ADVANCE FUND II, LP		332,906	672,913
BOOST VC ACCELERATOR 3, L.P		420,088	353,807
BUCKLEY VENTURES III, LP		388,318	294,937
BULLPEN CAPITAL IV, L.P		392,569	820,406
CH VENTURES I, L.P		184,069	212,821
CH VENTURES II, L.P		192,480	310,640
CHANGE.ORG GROWTH LLC		7,149	
CIVILIZATION VENTURES II, L.P.		155,582	118,388
CLOCKTOWER CLIMATE AND SUSTAIN		87,980	70,422
CLOCKTOWER LATIN AMERICAN TECH		173,187	187,523
COURTSIDE VENTURES II, L.P		325,008	878,006
COURTSIDE VENTURES III, L.P		686,323	626,224
CRE VENTURE CAPITAL FUND II, L		420,747	1,490,362
CV 2-KREATE, L.P		221,158	283,541
DISTRIBUTED GLOBAL OFFSHORE FU		29,372	45,834
ELECTRIC CAPITAL PARTNERS FRON			13,456
FMZ VENTURES FUND I, L.P		441,820	353,001
FMZ VENTURES NEW FUND, LP		39,639	35,400
FORMATION8 PARTNERS ENTREPRENE		180,635	634,397
FYRFLY VENTURE PARTNERS FUND I		175,476	326,313
GK VENTURES, LP		96,097	55,131
GLOBAL VENTURES L.P		120,262	198,950
GOVTECH FUND I, L.P		1,160,025	1,366,128
GOVTECH FUND II, L.P		698,505	903,971
HAVENCREST HEALTHCARE PARTNERS		168,357	124,451
HAVENCREST HEALTHCARE PARTNERS		436,976	654,722
HCM V, L.P		796,632	701,342
HEROIC VENTURES, L.P		102,539	841,452
HUAXING CAPITAL PARTNERS II, L		140,282	117,203
HUAXING CAPITAL PARTNERS, LP		281,383	226,450
INNOVATION WORKS DEVELOPMENT F		185,476	71,405
KONVOY VENTURES III LP		173,608	150,555
LEARNSTART I, L.P		174,978	237,091
LEARNSTART II, L.P.		305,002	245,842
LEGACY CAPITAL, LP		905,795	1,203,872
LEGACY HARMONY LTD		656,713	1,161,564
LEVEL EQUITY GROWTH PARTNERS I		513,096	958,967
LJ VENTURES FUND II, L.P		841,352	1,032,139
LJV FUND III, L.P		359,014	475,901

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LJV OPPORTUNITY FUND I, L.P		393,773	335,976
MADIBA 6-2 LLC		1,024,804	393,137
MAVEN VENTURES FUND II, L.P		257,810	888,647
MAVEN VENTURES FUND III, L.P		125,882	110,284
MERON II, L.P		254,877	342,759
META STABLE EDGE OFFSHORE FUND			73,342
MITHRIL II LP		846,540	695,711
MORTAR & MASH ONE, LLC		34,461	11,055
MOSAIC GENERAL FUND I, LP (FKA		253,596	235,543
NEW FORM CAPITAL I, L.P.		1,390,212	2,537,191
NEW NORTH VENTURES FUND I, L.P		370,116	236,231
NEXT COAST VENTURES III, L.P		214,000	147,800
NIMBLE PARTNERS FUND I, LP		21,999,695	26,740,818
NIMBLE PARTNERS FUND II, LP		7,342,442	5,697,122
QUIET GROWTH I, L.P		286,054	321,070
REGENERATION.VC FUND 1, LP		155,659	143,664
ROCANA VENTURE PTNRS II (US) L		158,069	557,194
ROGUE CAPITAL PARTNERS, L.P		266,454	293,948
RTW OFFSHORE FUND ONE LTD			45,239
SALT FUND I, L.P.		209,774	201,019
SILVER LAKE WATERMAN FUND, L.P		24,841	81,225
SKY9 CAPITAL FUND III, L.P		650,604	485,087
SKY9 CAPITAL FUND IV, L.P		212,931	230,232
SKY9 CAPITAL MVP FUND, L.P		471,545	320,393
SYBIL CAPITAL FUND I-B FEEDER		900,000	771,248
TANDEM FUND II, LP		244,952	979,549
TFG HOLDING, INC		137,659	191,705
THE CXO FUND, LLC		218,296	317,230
UNIKOINGOLD		303,858	652
VOLTA ENERGY STORAGE FUND I L.		355,975	209,710
WILL VENTURES FUND I, L.P		344,383	377,877
WILL VENTURES FUND II, LP		183,180	150,336
WTI FUND X LLC		730,664	618,631

# TY 2024 IRS 990 e-File Render

**Name:** The Passport Foundation

**EIN:** 26-1580196

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Document Review/Drafting	2,608			2,608
General Consultations	9,168	5,560		3,608

**TY 2024 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	119,145			119,145
Bank Charges	1	1		
Foundation Dues & Memberships	6,250			6,250
K-1 Exp 1KX LP	25,324	25,324		
K-1 Exp AAF II - YASI VENTURES	7,429	7,429		
K-1 Exp ALIGNMENT GROWTH FUND	23,948	23,948		
K-1 Exp BIG LEAGUE ADVANCE FUN	1,524	1,524		
K-1 Exp BOOST VC ACCELERATOR 3	12,454	12,454		
K-1 EXP BUCKLEY VENTURES III	12,221	12,221		
K-1 EXP BULLPEN CAPITAL IV	12,393	12,393		
K-1 EXP CH VENTURES I, L.P	2,430	2,430		
K-1 Exp CH VENTURES II, L.P	16,284	16,284		
K-1 Exp CIVILIZATION VENTURES	6,915	6,915		
K-1 Exp CLOCKTOWER CLIMATE AND	8,514	8,511		
K-1 Exp CLOCKTOWER LATIN AMERI	6,704	6,704		
K-1 EXP COURTSIDE VENTURES II	10,574	10,574		
K-1 Exp COURTSIDE VENTURES III	28,619	28,619		
K-1 Exp CRE VENTURE CAPITAL FU	12,836	12,836		
K-1 EXP CV 2-KREATE, L.P	5,326	5,326		
K-1 EXP FMZ VENTURES FUND I	11,218	11,218		
K-1 EXP FMZ VENTURES NEW FUND	11,530	11,513		
K-1 Exp FORMATION8 PARTNERS EN	791	791		
K-1 Exp FYRFLY VENTURE PARTNER	11,234	11,234		
K-1 Exp GK VENTURES, LP	9,022	9,022		
K-1 Exp GLOBAL VENTURES L.P	3,717	3,717		
K-1 Exp GOVTECH FUND I, L.P	17,873	17,873		
K-1 Exp GOVTECH FUND II, L.P	16,954	16,954		
K-1 EXP HAVENCREST HLTHCRE II	10,254	10,246		
K-1 Exp HAVENCREST HEALTHCARE	8,288	7,498		
K-1 Exp HCM V, L.P	25,790	25,790		
K-1 Exp HEROIC VENTURES, L.P	1,026	1,026		
K-1 EXP HUAXING CAP PTRS II	2,886	2,886		
K-1 EXP HUAXING CAPITAL PTRS	5,977	5,977		
K-1 Exp INNOVATION WORKS DEVEL	6,397	6,397		
K-1 Exp KONVOY VENTURES III LP	10,520	10,520		
K-1 Exp LEARNSTART I, L.P	6,488			
K-1 Exp LEARNSTART II, L.P.	14,200	14,200		
K-1 Exp LEGACY CAPITAL, LP	52,401	52,401		
K-1 Exp LEVEL EQUITY GROWTH PA	16,001	15,658		
K-1 EXP LJ VENTURES FUND II	23,454	23,454		
K-1 Exp LJV FUND III, L.P	14,309	14,309		
K-1 Exp LJV OPPORTUNITY FUND I	8,494	8,494		
K-1 Exp MADIBA 6-2 LLC	2,940	2,940		
K-1 Exp MAVEN VENTURES FUND II	8,525	8,525		
K-1 EXP MAVEN VENTURES FD III	6,693	6,693		
K-1 EXP MERON II, L.P	12,397	12,397		
K-1 Exp MITHRIL II LP	12,291	12,291		
K-1 Exp MORTAR & MASH ONE, LLC	34			
K-1 EXP MOSAIC GENERAL FUND I	12,818	12,818		
K-1 EXP NEW FORM CAPITAL I	41,191	41,191		
K-1 Exp NEW NORTH VENTURES FUN	19,944	19,944		
K-1 Exp NEXT COAST VENTURES II	9,695	9,695		
K-1 EXP NIMBLE PRTRS FUND I	545,147	543,352		
K-1 EXP NIMBLE PRTRS FUND II	119,693	119,656		
K-1 Exp QUIET GROWTH I, L.P	9,671	9,671		
K-1 Exp REGENERATION.VC FUND 1	5,491	5,491		
K-1 Exp ROCANA VENTURE PTNRS I	7,301	7,299		
K-1 Exp ROGUE CAPITAL PARTNERS	15,305	15,305		
K-1 Exp SALT FUND I, L.P.	7,650	7,650		
K-1 Exp SILVER LAKE WATERMAN F	7	7		
K-1 Exp SKY9 CAPITAL FUND III,	22,456	22,456		
K-1 Exp SKY9 CAPITAL FUND IV,	6,449	6,449		
K-1 Exp SKY9 CAPITAL MVP FUND,	5,568	5,568		
K-1 Exp TANDEM FUND II, LP	882	882		
K-1 Exp THE CXO FUND, LLC	2,847	2,847		
K-1 Exp VOLTA ENERGY STORAGE F	11,167	11,167		
K-1 Exp WILL VENTURES FUND I,	12,337	12,320		
K-1 Exp WILL VENTURES FUND II,	12,290	12,260		
K-1 Exp WTI FUND X LLC	7,974	7,974		
Social Media/Advertising Expen	534			534
State or Local Filing Fees	400			400

**TY 2024 IRS 990 e-File Render**

**Name:** The Passport Foundation

**EIN:** 26-1580196

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss 1KX LP	24,661	24,678	
K-1 Inc/Loss AAF II - YASI VENTURES, L.P	181	181	
K-1 Inc/Loss ALIGNMENT GROWTH FUND I, LP	2,911	2,911	
K-1 Inc/Loss BIG LEAGUE ADVANCE FUND II, LP	19,439	19,439	
K-1 Inc/Loss BOOST VC ACCELERATOR 3, L.P	195	195	
K-1 Inc/Loss BUCKLEY VENTURES III, LP	388	388	
K-1 Inc/Loss CH VENTURES II, L.P	39	39	
K-1 Inc/Loss CIVILIZATION VENTURES II, L.P.	351	351	
K-1 Inc/Loss CLOCKTOWER CLIMATE AND SUSTAINABILIT	126	126	
K-1 Inc/Loss CLOCKTOWER LATIN AMERICAN TECHNOLOGI	92	92	
K-1 Inc/Loss COURTSIDE VENTURES II, L.P	137	137	
K-1 Inc/Loss COURTSIDE VENTURES III, L.P	2,517	2,517	
K-1 Inc/Loss CRE VENTURE CAPITAL FUND II, L.P	1,431	1,431	
K-1 Inc/Loss CV 2-KREATE, L.P	2,107	2,107	
K-1 Inc/Loss FMZ VENTURES FUND I, L.P	219	219	
K-1 Inc/Loss FMZ VENTURES NEW FUND, LP	1,169	1,169	
K-1 Inc/Loss FORMATION8 PARTNERS ENTREPRENEURS FU	301	301	
K-1 Inc/Loss GK VENTURES, LP	1,064	1,064	
K-1 Inc/Loss GOVTECH FUND I, L.P	120	120	
K-1 Inc/Loss GOVTECH FUND II, L.P	5,104	5,104	
K-1 Inc/Loss HAVENCREST HEALTHCARE PARTNERS II, L	3,411	5,407	
K-1 Inc/Loss HAVENCREST HEALTHCARE PARTNERS, LP	21,192	3,313	
K-1 Inc/Loss HCM V, L.P	1,707	1,707	
K-1 Inc/Loss HEROIC VENTURES, L.P	1,789	1,789	
K-1 Inc/Loss HUAXING CAPITAL PARTNERS II, LP	1,300	1,300	
K-1 Inc/Loss HUAXING CAPITAL PARTNERS, LP	4,384	4,384	
K-1 Inc/Loss INNOVATION WORKS DEVELOPMENT FUND, L	2,411	2,411	
K-1 Inc/Loss LEARNSTART I, L.P	1	1	
K-1 Inc/Loss LEARNSTART II, L.P.	290	290	
K-1 Inc/Loss LEGACY CAPITAL, LP	11,339	11,339	
K-1 Inc/Loss LEVEL EQUITY GROWTH PARTNERS I, LP	-5,853	777	
K-1 Inc/Loss LJ VENTURES FUND II, L.P	48	48	
K-1 Inc/Loss LJV FUND III, L.P	186	186	
K-1 Inc/Loss LJV OPPORTUNITY FUND I, L.P	2,993	2,993	
K-1 Inc/Loss MAVEN VENTURES FUND II, L.P	508	508	
K-1 Inc/Loss MAVEN VENTURES FUND III, L.P	303	303	
K-1 Inc/Loss MERON II, L.P	6	6	
K-1 Inc/Loss MITHRIL II LP	755	755	
K-1 Inc/Loss MORTAR & MASH ONE, LLC	3,394	1,241	
K-1 Inc/Loss MOSAIC GENERAL FUND I, LP (FKA MASTR	667	667	
K-1 Inc/Loss NEW FORM CAPITAL I, L.P.	32,475	32,475	
K-1 Inc/Loss NEXT COAST VENTURES III, L.P	1,945	1,945	
K-1 Inc/Loss NIMBLE PARTNERS FUND I, LP	30,553	29,438	
K-1 Inc/Loss NIMBLE PARTNERS FUND II, LP	21,905	21,905	
K-1 Inc/Loss QUIET GROWTH I, L.P	29	29	
K-1 Inc/Loss REGENERATION.VC FUND 1, LP	1,256	1,256	
K-1 Inc/Loss ROCANA VENTURE PTNRS II (US) LP	-1,356	-1,356	
K-1 Inc/Loss ROGUE CAPITAL PARTNERS, L.P	59	59	
K-1 Inc/Loss SALT FUND I, L.P.	130	130	
K-1 Inc/Loss SILVER LAKE WATERMAN FUND, L.P	-1,327	-1,327	
K-1 Inc/Loss SKY9 CAPITAL FUND III, L.P	2,124	2,124	
K-1 Inc/Loss SKY9 CAPITAL FUND IV, L.P	221	221	
K-1 Inc/Loss SKY9 CAPITAL MVP FUND, L.P	538	538	
K-1 Inc/Loss THE CXO FUND, LLC	3,520	3,520	
K-1 Inc/Loss VOLTA ENERGY STORAGE FUND I L.P.	3,225	3,225	
K-1 Inc/Loss WILL VENTURES FUND I, L.P	824	824	
K-1 Inc/Loss WTI FUND X LLC	72,386	72,386	
LOSS ON DISTRIBUTION RECEIVABLE	-34	-34	
INTEREST FROM PARTNERSHIPS	23,366	23,366	

## TY 2024 IRS 990 e-File Render

**Name:** The Passport Foundation

**EIN:** 26-1580196

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Employee Recruiting/Temp Agenc	42,800			42,800
Philanthropic Consulting Srvcs	82,750			82,750
IT AND OTHER SERVICES	42,645			42,645

## TY 2024 IRS 990 e-File Render

**Name:** The Passport Foundation

**EIN:** 26-1580196

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2024	74,600			
990-T Extension for 2023	100			
Foreign Tax Paid	157	157		