See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
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**Form 990-PF**

**Return of Private Foundation**

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

**Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements

**For calendar year 2008, or tax year beginning** 2008, **and ending** 2008

<table>
<thead>
<tr>
<th>G Check all that apply:</th>
<th>Initial return</th>
<th>Final return</th>
<th>Amended return</th>
<th>Address change</th>
<th>Name change</th>
</tr>
</thead>
</table>

**Use the IRS label.** Otherwise, print or type. See Specific Instructions.

**Name of foundation**

PASSPORT FOUNDATION

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

1525 WEST WT HARRIS BLVD

**City or town, state, and ZIP code**

CHARLOTTE, NC 28288-5709

**Employer identification number**

26-1580196

**Telephone number (see page 10 of the instructions)**

( )

**If exemption application is pending, check here**

1 Foreign organizations, check here**

Foreign organizations meeting the 80% test, check here and attach computation

**If private foundation status was terminated under section 507(b)(1)(A), check here**

**If the foundation is in a 60-month termination under section 507(b)(1)(B), check here**

**H Check type of organization:**

- [x] Section 501(c)(3) exempt private foundation
- [ ] Section 4947(a)(1) nonexempt charitable trust
- [ ] Other taxable private foundation

**I Fair market value of all assets at end of year (from Part II, col. (c), line 16)**

24,816,741.

**J Accounting method:**

- [x] Cash
- [ ] Accrual

**Part I Analysis of Revenue and Expenses**

(The total amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

<table>
<thead>
<tr>
<th></th>
<th>(a) Revenue and expenses per books</th>
<th>(b) Net investment income</th>
<th>(c) Adjusted net income</th>
<th>(d) Disbursements for charitable purposes (cash basis only)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Contributions, gifts, grants, etc., received (attach schedule)</td>
<td>676,691</td>
<td>676,691</td>
<td>STMT 1</td>
</tr>
<tr>
<td>2</td>
<td>Check [x] if the foundation is not required to attach Sch. B.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Interest on savings and temporary cash investments</td>
<td>4,864</td>
<td>4,864</td>
<td>STMT 2</td>
</tr>
<tr>
<td>4</td>
<td>Dividends and interest from securities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5a</td>
<td>Gross rents</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5b</td>
<td>Net rental income or (loss)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6a</td>
<td>Net gain or (loss) from sale of assets not on line 10</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6b</td>
<td>Gross sales price for all assets on line 6a</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Capital gain net income (from Part IV, line 2)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Net short-term capital gain</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Income modifications</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a</td>
<td>Gross sales less returns and allowances</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10b</td>
<td>Less Cost of goods sold</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10c</td>
<td>Gross profit or (loss) (attach schedule)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11</td>
<td>Other income (attach schedule)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Total. Add lines 1 through 11</td>
<td>681,555</td>
<td>681,555</td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Compensation of officers, directors, trustees, etc.</td>
<td>130,000</td>
<td>NONE</td>
<td>130,000</td>
</tr>
<tr>
<td>14</td>
<td>Other employee salaries and wages</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Pension plans, employee benefits</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16a</td>
<td>Legal fees (attach schedule)</td>
<td>22,622</td>
<td>NONE</td>
<td>22,622</td>
</tr>
<tr>
<td>16b</td>
<td>Accounting fees (attach schedule)</td>
<td>50,990</td>
<td>50,990</td>
<td>NONE</td>
</tr>
<tr>
<td>16c</td>
<td>Other professional fees (attach schedule)</td>
<td>31,450</td>
<td></td>
<td>31,450</td>
</tr>
<tr>
<td>17</td>
<td>Interest</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Taxes (attach schedule) (see page 14 of the instructions)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Depreciation (attach schedule) and depletion</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Occupancy</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Travel, conferences, and meetings</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Printing and publications</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Other expenses (attach schedule)</td>
<td>24,626</td>
<td></td>
<td>24,626</td>
</tr>
<tr>
<td>24</td>
<td>Total operating and administrative expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>Contributions, gifts, grants paid</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Total expenses and disbursements Add lines 24 and 25</td>
<td>469,263</td>
<td>50,990</td>
<td>NONE</td>
</tr>
<tr>
<td>27</td>
<td>Subtract line 26 from line 12:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Excess of revenue over expenses and disbursements</td>
<td>212,292</td>
<td>630,565</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Net investment income (if negative, enter -0-)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Adjusted net income (if negative, enter -0-)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2008)
<table>
<thead>
<tr>
<th>Assets</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Part II</strong> Balance Sheets</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Beginning of year</td>
<td>End of year</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(a) Book Value</td>
<td>(b) Book Value</td>
<td>(c) Fair Market Value</td>
</tr>
<tr>
<td>1</td>
<td>Cash - non-interest-bearing</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Savings and temporary cash investments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Accounts receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Pledges receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Grants receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Other notes and loans receivable (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Inventories for sale or use</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Prepaid expenses and deferred charges</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10</td>
<td>Investments - U.S. and state government obligations (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Investments - corporate stock (attach schedule)</td>
<td>STMT 8</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Investments - corporate bonds (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Investments - land, buildings, and equipment (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less: accumulated depreciation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Investments - mortgage loans</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Investments - other (attach schedule)</td>
<td>STMT 9</td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Land, buildings, and equipment (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Less: accumulated depreciation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Other assets (describe</td>
<td></td>
<td></td>
</tr>
<tr>
<td>16</td>
<td>Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Liabilities</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>17</td>
<td>Accounts payable and accrued expenses</td>
<td></td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Grants payable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Deferred revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Loans from officers, directors, trustees, and other disqualified persons</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Mortgages and other notes payable (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Other liabilities (describe</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Net Assets or Fund Balances</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>23</td>
<td>Total liabilities (add lines 17 through 22)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>Foundations that follow SFAS 117, check here</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>and complete lines 24 through 26 and lines 30 and 31.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>Unrestricted</td>
<td></td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Temporarily restricted</td>
<td></td>
<td></td>
</tr>
<tr>
<td>27</td>
<td>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>28</td>
<td>Capital stock, trust principal, or current funds</td>
<td></td>
<td></td>
</tr>
<tr>
<td>29</td>
<td>Paid-in or capital surplus, or land, bldg., and equipment fund</td>
<td></td>
<td></td>
</tr>
<tr>
<td>30</td>
<td>Retained earnings, accumulated income, endowment, or other funds</td>
<td></td>
<td></td>
</tr>
<tr>
<td>31</td>
<td>Total net assets or fund balances (see page 17 of the instructions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Part III Analysis of Changes in Net Assets or Fund Balances</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1</td>
<td>Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)</td>
<td>1</td>
<td>30,105,000.</td>
</tr>
<tr>
<td>2</td>
<td>Enter amount from Part I, line 27a</td>
<td>2</td>
<td>212,292.</td>
</tr>
<tr>
<td>3</td>
<td>Other increases not included in line 2 (itemize)</td>
<td>3</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Add lines 1, 2, and 3 (itemize)</td>
<td>4</td>
<td>30,317,292.</td>
</tr>
<tr>
<td>5</td>
<td>Decreases not included in line 2 (itemize)</td>
<td>5</td>
<td>17,240.</td>
</tr>
<tr>
<td>6</td>
<td>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</td>
<td>6</td>
<td>30,300,052.</td>
</tr>
</tbody>
</table>
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 (purchased or donated)

(c) Date acquired (mo., day, yr.)

(d) Date sold (mo., day, yr.)

(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)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69

(j) Adjusted basis as of 12/31/69

(k) Excess of col. (i) over col. (j), if any

(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ...

☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

<table>
<thead>
<tr>
<th>Base period years</th>
<th>(a) Adjusted qualifying distributions</th>
<th>(b) Net value of noncharitable-use assets</th>
<th>Distribution ratio (col. (b) divided by col. (c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>Calendar year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(or tax year)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2007</td>
<td>NONE</td>
<td>2,471,119</td>
<td>NONE</td>
</tr>
<tr>
<td>2006</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2005</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2004</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2003</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2 Total of line 1, column (d) .......................................................... 2 NONE

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 NONE

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 4 31,318,073.

5 Multiply line 4 by line 3 5 NONE

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 6,306.

7 Add lines 5 and 6 7 6,306.

8 Enter qualifying distributions from Part XII, line 4 8 418,197.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.
Form 990-PF (2008)  
26-1580196  
Page 4

Part VI  Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ and enter "N/A" on line 1.

Date of ruling letter ▶ (attach copy of ruling letter if necessary - see instructions) ▶ ▶ 6, 306.

b Domestic foundations that meet the section 4940(a) requirements in Part V, check here ▶ X and enter 1% of Part I, line 27b... 1 6,306.

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) 2 6,306.

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 6,306.

3 Add lines 1 and 2 6 6,306.

4 Subtract (a) Income tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 NONE.

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 6,306.

6 Credits/Payments:

a 2008 estimated tax payments and 2007 overpayment credited to 2008 6a

b Exempt foreign organizations - tax withheld at source 6b NONE.

c Tax paid with application for extension of time to file (Form 8868) 6c 6,306.

d Backup withholding erroneously withheld 6d

7 Total credits and payments Add lines 6a through 6d 7 6,306.

8 Enter any penalty for underpayment of estimated tax. Check here ▶ if Form 2220 is attached 8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶ 9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶ 10

11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ▶ Refunded ▶ 11

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 X

b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year? 1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.

(1) On the foundation ▶ $ ▶ (2) On foundation managers ▶ $ ▶

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ▶

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 2 X

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 3 X

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

b If "Yes," has it filed a tax return on Form 990-T for this year? 4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 X

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? 6 X

7 Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV 7 X

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 11

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV 9 X

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

Form 990-PF (2008)

JSA 8E1440 1 000

CIY978 543P 05/26/2009 13:12:09 8 -
Part VII-A  Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)(F) if "Yes," attach schedule (see page 20 of the instructions) ........................................... 11  X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? .................................................... 12  X

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

Website address  N/A

14 The books are in care of  WACHOVIA BANK, NA  Telephone no.  

Located at  1525 WEST WT HARRIS BLVD, CHARLOTTE, NC  ZIP + 4  28288-5709

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

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.

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ................................................................. Yes  X  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? .......................... Yes  X  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ................................................................. X  Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ................................................................. X  Yes  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ................................................................................................. Yes  X  No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ................................................................. Yes  X  No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 

 Organizations relying on a current notice regarding disaster assistance check here  .............................................................................. 1b  X

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? 1c  X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2008, did the foundation have any undistributed income (lines 6a and 6e, Part XIII) for tax years beginning before 2008? ................................................................. Yes  X  No

If "Yes," list the years  ................................................................................................................................................. 2a

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 page 20 of the instructions) ................................................................. 2b  X

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  ................................................................................................................................................. 2c

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  ................................................................................................................................................. 3a

b If "Yes," did it have excess business holdings in 2008 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 2008)  ................................................................................................................................................. 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  ................................................................................................................................................. 4a

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 2008?  ................................................................................................................................................. 4b  X

Form 990-PF (2008)
**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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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

5b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945-5 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

5c 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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  ......................... Yes No

6b If you answered "Yes" to 6a, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  ......................... Yes No

**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 page 22 of the instructions).

<table>
<thead>
<tr>
<th>(a) Name and address</th>
<th>(b) Title, and average hours per week devoted to position</th>
<th>(c) Compensation (if not paid, enter 0)</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>SEE STATEMENT 12</td>
<td>130,000</td>
<td>-0</td>
<td>-0</td>
<td></td>
</tr>
</tbody>
</table>

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions).

If none, enter "NONE."

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $50,000</th>
<th>(b) Title, and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
</tbody>
</table>

Total number of other employees paid over $50,000 ................................. NONE

Form 990-PF (2008)
### 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 page 23 of the instructions). If none, enter "NONE."

<table>
<thead>
<tr>
<th>(a) Name and address of each person paid more than $50,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td>NONE</td>
</tr>
</tbody>
</table>

Total number of others receiving over $50,000 for professional services: NONE

### 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.

1. NONE

2

3

4

### Part IX-B - Summary of Program-Related Investments (see page 23 of the instructions)

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

<table>
<thead>
<tr>
<th>(a)</th>
<th>(b)</th>
<th>(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2

All other program-related investments. See page 24 of the instructions.

3. NONE

Total. Add lines 1 through 3.
### Part X  Minimum Investment Return
(All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>a Average monthly fair market value of securities</td>
<td>1a</td>
</tr>
<tr>
<td></td>
<td>b Average of monthly cash balances</td>
<td>1b</td>
</tr>
<tr>
<td></td>
<td>c Fair market value of all other assets (see page 24 of the instructions)</td>
<td>1c</td>
</tr>
<tr>
<td></td>
<td>d Total (add lines 1a, b, and c)</td>
<td>1d</td>
</tr>
<tr>
<td></td>
<td>e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)</td>
<td>1e</td>
</tr>
<tr>
<td>2</td>
<td>Acquisition indebtedness applicable to line 1 assets</td>
<td>2</td>
</tr>
<tr>
<td>3</td>
<td>Subtract line 2 from line 1d</td>
<td>3</td>
</tr>
<tr>
<td>4</td>
<td>Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)</td>
<td>4</td>
</tr>
<tr>
<td>5</td>
<td>Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4</td>
<td>5</td>
</tr>
<tr>
<td>6</td>
<td>Minimum investment return. Enter 5% of line 5</td>
<td>6</td>
</tr>
</tbody>
</table>

### Part XI  Distributable Amount
(see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here □ and do not complete this part.)

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Minimum investment return from Part X, line 6</td>
<td>1</td>
</tr>
<tr>
<td>2a</td>
<td>Tax on investment income for 2008 from Part VI, line 5</td>
<td>2a</td>
</tr>
<tr>
<td>b</td>
<td>Income tax for 2008. (This does not include the tax from Part VI.)</td>
<td>2b</td>
</tr>
<tr>
<td>c</td>
<td>Add lines 2a and 2b</td>
<td>2c</td>
</tr>
<tr>
<td>3</td>
<td>Distributable amount before adjustments. Subtract line 2c from line 1</td>
<td>3</td>
</tr>
<tr>
<td>4</td>
<td>Recoveries of amounts treated as qualifying distributions</td>
<td>4</td>
</tr>
<tr>
<td>5</td>
<td>Add lines 3 and 4</td>
<td>5</td>
</tr>
<tr>
<td>6</td>
<td>Deduction from distributable amount (see page 25 of the instructions)</td>
<td>6</td>
</tr>
<tr>
<td>7</td>
<td>Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1</td>
<td>7</td>
</tr>
</tbody>
</table>

### Part XII  Qualifying Distributions
(see page 25 of the instructions)

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

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 page 26 of the instructions)

<table>
<thead>
<tr>
<th></th>
<th>(a) Corpus</th>
<th>(b) Years prior to 2007</th>
<th>(c) 2007</th>
<th>(d) 2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Distributable amount for 2008 from Part XI, line 7</td>
<td></td>
<td></td>
<td></td>
<td>1,559,598.</td>
</tr>
<tr>
<td>2 Undistributed income, if any, as of the end of 2007</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Enter amount for 2007 only</td>
<td></td>
<td></td>
<td></td>
<td>1,278.</td>
</tr>
<tr>
<td>b Total for prior years 20 06 20 20</td>
<td></td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>3 Excess distributions carryover, if any, to 2008:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a From 2003</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b From 2004</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c From 2005</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d From 2006</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e From 2007</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Total of lines 3a through e</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Qualifying distributions for 2008 from Part XII, line 4: $</td>
<td>418,197</td>
<td></td>
<td></td>
<td>1,278.</td>
</tr>
<tr>
<td>a Applied to 2007, but not more than line 2a</td>
<td></td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Treated as distributions out of corpus (Election required - see page 26 of the instructions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Applied to 2008 distributable amount</td>
<td></td>
<td></td>
<td></td>
<td>416,919.</td>
</tr>
<tr>
<td>e Remaining amount distributed out of corpus</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)</td>
<td></td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>6 Enter the net total of each column as indicated below:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Corpus. Add lines 3f, 4c, and 4e Subtract line 5</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Prior years’ undistributed income. Subtract line 4b from line 2b</td>
<td></td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>c Enter the amount of prior years’ undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed</td>
<td></td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions</td>
<td></td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009</td>
<td></td>
<td></td>
<td></td>
<td>1,142,679.</td>
</tr>
<tr>
<td>7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)</td>
<td></td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)</td>
<td></td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a</td>
<td></td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>10 Analysis of line 9:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Excess from 2004</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Excess from 2005</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Excess from 2006</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Excess from 2007</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Excess from 2008</td>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Part XIV  Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)  NOT APPLICABLE

1a  If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling.

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

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

b  85% of line 2a.

c  Qualifying distributions from Part XII, line 4 for each year listed.

d  Amounts included in line 2c not used directly for active conduct of exempt activities.

e  Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.

3  Complete 3a, b, or c for the alternative test relied upon.

a  "Assets" alternative test - enter

(1)  Value of all assets.

(2)  Value of assets qualifying under section 4942(j)(1)(B)(ii).

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)(v).

(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 page 27 of the 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)).

N/A

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.

N/A

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. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a  The name, address, and telephone number of the person to whom applications should be addressed.

SEE STATEMENT 14

b  The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c  Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d  Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2
### Part XV  Supplementary Information (continued)

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

<table>
<thead>
<tr>
<th>Recipient</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>a  Paid during the year</strong>&lt;br&gt;SEE STATEMENT 18</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong>&lt;br&gt;209,499</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| **b  Approved for future payment** |                                                                                                 |                               |                                 |        |
| **Total**<br> |                                                                                                 |                               |                                 |        |
### Part XVI-A  Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

<table>
<thead>
<tr>
<th>Unrelated business income</th>
<th>Excluded by section 512, 513, or 514</th>
<th>Related or exempt function income (See page 28 of the instructions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(e) Business code</td>
<td>(b) Amount</td>
<td>(c) Exclusion code</td>
</tr>
</tbody>
</table>

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
   - b
   - c
   - d
   - e

12. Subtotal. Add columns (b), (d), and (e)

13. Total. Add line 12, columns (b), (d), and (e)

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)

NOT APPLICABLE
Part XVII  Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1  Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>a Transfers from the reporting foundation to a noncharitable exempt organization of:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1a(1)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>1a(2)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>b Other transactions:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1b(1)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>1b(2)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>1b(3)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>1b(4)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>1b(5)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>1b(6)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1c</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

<table>
<thead>
<tr>
<th>(a) Line no</th>
<th>(b) Amount involved</th>
<th>(c) Name of noncharitable exempt organization</th>
<th>(d) Description of transfers, transactions, and sharing arrangements</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 5277.

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>b If &quot;Yes,&quot; complete the following schedule.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(a) Name of organization</td>
<td>(b) Type of organization</td>
<td>(c) Description of relationship</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Preparer's Use Only

Firm's name (or yours if self-employed), address, and ZIP code

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee  
PASSPORT FOUNDATION  
Date  
Title  
Preparer's identifying number (See Signature on page 30 of the instructions)  
WACHOVIA BANK, N. A.  
100 N. MAIN STREET  
WINSTON-SALEM, NC  
27150-6732  
EIN 22-1147033  
Phone no

Form 990-PF (2008)
<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>WACHOVIA PT MONEY MARKET</th>
<th>NET INVESTMENT INCOME</th>
<th>676,691.00</th>
</tr>
</thead>
<tbody>
<tr>
<td>DESCRIPTION</td>
<td>REVENUE AND EXPENSES PER BOOKS</td>
<td>NET INVESTMENT INCOME</td>
<td></td>
</tr>
<tr>
<td>--------------------------------------------------</td>
<td>--------------------------------</td>
<td>-----------------------</td>
<td></td>
</tr>
<tr>
<td>MORGAN STANLEY BROKERAGE ACCOUNT</td>
<td>4,864</td>
<td>4,864</td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td>4,864</td>
<td>4,864</td>
<td></td>
</tr>
</tbody>
</table>
## FORM 990PF, PART I - ACCOUNTING FEES

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>REVENUE AND EXPENSES PER BOOKS</th>
<th>NET INVESTMENT INCOME</th>
<th>ADJUSTED NET INCOME</th>
<th>CHARITABLE PURPOSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>AUDIT &amp; ACCOUNTING FEES (ALLOC)</td>
<td>50,990.</td>
<td>50,990.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTALS</td>
<td>50,990.</td>
<td>50,990.</td>
<td>NONE</td>
<td>NONE</td>
</tr>
<tr>
<td>DESCRIPTION</td>
<td>REVENUE AND EXPENSES PER BOOKS</td>
<td>CHARITABLE PURPOSES</td>
<td></td>
<td></td>
</tr>
<tr>
<td>-------------------</td>
<td>--------------------------------</td>
<td>---------------------</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CONSULTING - CHAR</td>
<td>31,450.</td>
<td>31,450.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTALS</td>
<td>31,450.</td>
<td>31,450.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### FORM 990PF, PART I - TAXES

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>REVENUE AND EXPENSES PER BOOKS</th>
</tr>
</thead>
<tbody>
<tr>
<td>FEDERAL TAX PAYMENT - PRIOR YE</td>
<td>76.</td>
</tr>
</tbody>
</table>

| TOTALS | 76. |
### FORM 990PF, PART I - OTHER EXPENSES

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>REVENUE EXPENSES PER BOOKS</th>
<th>CHARITABLE PURPOSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>2008 MEMBERSHIP DUES</td>
<td>310.</td>
<td>310.</td>
</tr>
<tr>
<td>CONFERENCE FEES</td>
<td>1,470.</td>
<td>1,470.</td>
</tr>
<tr>
<td>CALIF CORP REGISTRAT</td>
<td>20.</td>
<td>20.</td>
</tr>
<tr>
<td>TRAVEL-MEETINGS/CONF</td>
<td>22,826.</td>
<td>22,826.</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td><strong>24,626.</strong></td>
<td><strong>24,626.</strong></td>
</tr>
</tbody>
</table>
PASSPORT FOUNDATION

FORM 990PF, PART II - CORPORATE STOCK

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>ENDING BOOK VALUE</th>
<th>ENDING FMV</th>
</tr>
</thead>
<tbody>
<tr>
<td>10,000 SPDR GOLD TRUST</td>
<td>950,336.</td>
<td>865,200.</td>
</tr>
<tr>
<td>75,000 MOSAIC CO BROOKLYN</td>
<td>2,971,090.</td>
<td>2,595,000.</td>
</tr>
<tr>
<td>TOTALS</td>
<td>3,921,426.</td>
<td>3,460,200.</td>
</tr>
</tbody>
</table>

- **CTY978 543P 05/26/2009 07:45:57**
<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>COST/ FMV</th>
<th>ENDING BOOK VALUE</th>
<th>ENDING FMV</th>
</tr>
</thead>
<tbody>
<tr>
<td>PASSPORT MATERIALS FD CLASS C2</td>
<td>C</td>
<td>1,694,130.</td>
<td>194,111.</td>
</tr>
<tr>
<td>PASSPORT SPECIAL OPP FUND C2</td>
<td>C</td>
<td>2,824,405.</td>
<td>1,842,844.</td>
</tr>
<tr>
<td>PASSPORT SPECIAL OPP FD SP C2</td>
<td>C</td>
<td>175,595.</td>
<td>180,573.</td>
</tr>
<tr>
<td>PASSPORT OFFSHORE LTD CLASS C2</td>
<td>C</td>
<td>3,000,000.</td>
<td>1,423,070.</td>
</tr>
<tr>
<td>PASSPORT ENERGY FUND LTD CL C2</td>
<td>C</td>
<td>1,630,630.</td>
<td>664,637.</td>
</tr>
<tr>
<td>PASSPORT ENERGY FUND CLASS SP</td>
<td>C</td>
<td>169,369.</td>
<td>157,372.</td>
</tr>
<tr>
<td>PASSPORT ENERGY FUND SUNSHINE</td>
<td>C</td>
<td>500,000.</td>
<td>499,154.</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td></td>
<td><strong>10,100,000.</strong></td>
<td><strong>5,077,915.</strong></td>
</tr>
<tr>
<td>DESCRIPTION</td>
<td>AMOUNT</td>
<td></td>
<td></td>
</tr>
<tr>
<td>-------------------------------------------</td>
<td>---------</td>
<td></td>
<td></td>
</tr>
<tr>
<td>BOOK VALUE/TAX COST ADJUSTMENT</td>
<td>17,238.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Rounding</td>
<td>2.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td>17,240.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
STATE(S) WHERE THE FOUNDATION IS REGISTERED

CA
OFFICER NAME: JOHN H. BURBANK III
ADDRESS:
  30 HOTALING PLACE, SUITE 300
  SAN FRANCISCO, CA  94111
TITLE: PRESIDENT

OFFICER NAME: JOHN CUNNINGHAM
ADDRESS:
  30 HOTALING PLACE, SUITE 300
  SAN FRANCISCO, CA  94111
TITLE: VICE PRESIDENT

OFFICER NAME: JANET MAUGHAN
ADDRESS:
  30 HOTALING PLACE, SUITE 300
  SAN FRANCISCO, CA  94111
TITLE: EXECUTIVE DIRECTOR
COMPENSATION .................................................. 130,000.

OFFICER NAME: JOANNE CORMICAN
ADDRESS:
  30 HOTALING PLACE, SUITE 300
  SAN FRANCISCO, CA  94111
TITLE: TREASURER
OFFICER NAME:  
Michele Clifford
ADDRESS:  
30 Hotaling Place, Suite 300  
San Francisco, CA  94111
TITLE:  
Secretary

TOTAL COMPENSATION:  
130,000.
RECIPIENT NAME:
   THE PASSPORT FOUNDATION
ADDRESS:
   30 HOTALING PLACE, STE 300
   SAN FRANCISCO, CA 94111
FORM, INFORMATION AND MATERIALS:
   GRANT APPLICATION FORM ATTACHED
SUBMISSION DEADLINES:
   NONE SPECIFIED
RESTRICTIONS OR LIMITATIONS ON AWARDS:
   FOCUS ON AREAS IN WHICH PASSPORT CAPITAL, LLC
   DOES BUSINESS.
<table>
<thead>
<tr>
<th>RECIPIENT NAME</th>
<th>AMOUNT OF GRANT PAID</th>
</tr>
</thead>
<tbody>
<tr>
<td>Niroga Institute</td>
<td>54,399</td>
</tr>
<tr>
<td>Educational Services Int'l</td>
<td>100</td>
</tr>
<tr>
<td>Global Connection International</td>
<td>10,000</td>
</tr>
</tbody>
</table>
RECIPIENT NAME:
  HEDGE FUNDS CARE
ADDRESS:
  70 WEST 36TH ST., STE 1404
  NEW YORK, NY 10018
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  OPEN YOUR HEART TO THE CHILDREN BENEFIT
FOUNDATION STATUS OF RECIPIENT:
  PUBLIC EXEMPT
AMOUNT OF GRANT PAID .................................. 15,000.

RECIPIENT NAME:
  GORDON RESEARCH CONFERENCE
ADDRESS:
  512 LIBERTY LANE
  WEST KINGSTON, RI 02892
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
  PUBLIC EXEMPT
AMOUNT OF GRANT PAID .................................. 5,000.

RECIPIENT NAME:
  CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY
ADDRESS:
  P.O. BOX 29361
  SAN FRANCISCO, CA 94129
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
  PUBLIC EXEMPT
AMOUNT OF GRANT PAID .................................. 25,000.
RECIPIENT NAME: ASSOCIATION OF REPRODUCTIVE HEALTH PROFESSIONALS
ADDRESS: 1901 L ST NW, STE 300 WASHINGTON, DC 20036
RELATIONSHIP: NONE
PURPOSE OF GRANT: GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT: PUBLIC EXEMPT
AMOUNT OF GRANT PAID ........................................... 40,000.

RECIPIENT NAME: VIRGINIA ORGANIZING PROJECT
ADDRESS: 703 CONCORD AVE CHARLOTTESVILLE, VA 22903
RELATIONSHIP: NONE
PURPOSE OF GRANT: ADVANCING GREEN PROJECT
FOUNDATION STATUS OF RECIPIENT: PUBLIC EXEMPT
AMOUNT OF GRANT PAID ........................................... 30,000.

RECIPIENT NAME: COMMONWEAL
ADDRESS: P.O. BOX 316 BOLINAS, CA 94924
RELATIONSHIP: NONE
PURPOSE OF GRANT: COLLABORATIVE ON HEALTH & ENVIRONMENT
FOUNDATION STATUS OF RECIPIENT: PUBLIC EXEMPT
AMOUNT OF GRANT PAID ........................................... 20,000.

ST 17

CIY978 543P 05/26/2009 07:45:57 34 -
RECIPIENT NAME:
LEUKEMIA & LYMPHOMA SOCIETY
ADDRESS:
1311 MAMARONECK AVE, STE 310
WHITE PLAINS, NY 10605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .......................................................... 5,000.

RECIPIENT NAME:
TALL SHIP EDUCATION ACADEMY
ADDRESS:
1600 HOLLOWAY AVE
SAN FRANCISCO, CA 94132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .......................................................... 5,000.

TOTAL GRANTS PAID: .............................................................. 209,499.
Application for Extension of Time To File an Exempt Organization Return

Form 8868

Department of the Treasury Internal Revenue Service

File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box.
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form). Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only.

- All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

<table>
<thead>
<tr>
<th>Type or print</th>
<th>Name of Exempt Organization</th>
<th>Employer identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td>PASSPORT FOUNDATION</td>
<td>26-1580196</td>
<td></td>
</tr>
</tbody>
</table>

File by the due date for filing your return. See instructions.

- 1525 WEST WT HARRIS BLVD
- CHARLOTTE, NC 28288-5709

Check type of return to be filed (file a separate application for each return):

- Form 990
- Form 990-BL
- Form 990-EZ
- Form 990-PF
- Form 990-T (corporation)
- Form 990-T (sec. 401(a) or 408(a) trust)
- Form 990-T (trust other than above)
- Form 1041-A
- Form 5227
- Form 6069
- Form 8870
- Form 4720
- Form 5994
- Form 5994-A
- Form 990-A
- Form 990-B
- Form 990-C

- The books are in the care of WACHOVIA BANK, NA

Telephone No. FAX No.

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization’s four digit Group Exemption Number (GEN). If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/17/2009, to file the exempt organization return for the organization named above. The extension is for the organization’s return for:

- calendar year 2008 or
- tax year beginning ____________, ________, and ending ____________, ________.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.

3b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.

3c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2008)
The Passport Foundation
Grant Application Form

Legal name of organization: ________________________________

Organization’s mailing address: ________________________________

Phone: ___________ Fax: ___________ Website: ___________

Name and title of chief staff officer: ________________________________

E-mail for chief staff officer: ________________________________

Contact person and title (required if different than above): ________________________________

E-mail for contact person: ________________________________

Name and e-mail address of chief board officer: ________________________________

Year founded or exempt status received: _______ Federal Employer ID#: ___________

Brief description of organization (history and mission). Please limit to space provided.
__________________________________________________________________________
__________________________________________________________________________
__________________________________________________________________________

Summarize proposal and how The Passport Foundation grant will be used. Please limit to space provided.
__________________________________________________________________________
__________________________________________________________________________
__________________________________________________________________________

Field of interest (check one): □ Social Services □ Education □ Arts □ Other ______

Type of request (check one): □ Capacity Building □ Challenge □ Project/Program

□ Endowment □ Operating □ Capital

□ Matching □ Seed Money
Title of project/program/endowment, etc. if applicable: ____________________________________________

Area served by organization (check one):  □ city/county  □ multiple counties
□ statewide  □ multiple states
□ foreign country  □ foreign city

Describe: ____________________________________________________________

Area to be served by proposal (check one):  □ city/county  □ multiple counties
□ statewide  □ multiple states
□ foreign country  □ foreign city

Describe: ____________________________________________________________

Amount requested: ___________________________ Project budget: ___________________________

Request as % of total project cost: __________%  

Current fiscal year organizational budget amount: ________________________________

Fiscal year ends (mm/dd/yyyy): _____________________________________________

What percentage of your board members contributed financially to your organization last year? ________%

Funding period this grant will cover: from (mm/dd/yyyy) ___________ to
(mm/dd/yyyy) ________________

(Please note that The Passport Foundation will not support activities that occur prior to approval of the grant)

□ Application form on re-creation of form
□ Financial form or re-creation of form
□ Proposed narrative

Requirement attachments:

□ Organizational budget
□ Project budget
□ Other funding sources
□ Most recent IRS determination letter
☐ Board roster with affiliations
☐ Most recent annual report or audited financial statements
☐ Final or status report if not previously submitted for any prior grants from The Passport Foundation

Mail to: The Passport Foundation, 30 Hotaling Place, Suite 300, San Francisco, CA 94111
For information contact: E-mail: ___________________ Website: ___________________
Phone: ___________________ Fax: ___________________
THE PASSPORT FOUNDATION

VERIFICATION FORM FOR FOREIGN RECIPIENTS OF GRANTS

1. Verify that the recipient organization or individual does not appear on (a) the Office of Foreign Assets Control (www.ofa.search.com) list of "Specially Designated Nationals and Blocked Persons;" (b) the Excluded Parties List System (www.epis.gov); (c) the Terrorist Exclusion List; or (d) any other terrorist list of the U.S. Justice Department, United Nations and European Union.

2. If the recipient is an organization, please provide the following information (to the extent possible):

   a) The name of the organization in English and the language of origin.

   b) The jurisdictions in which the organization maintains a physical presence.

   c) Copies of any organizational documents, governing instruments, public filings and financial statements, and information relating to the organization's operating history.

   d) Background information regarding the individual(s) who formed the organization, key employees and members of the organization's governing board, including, but not limited to, full names in English and language of origin, nationality, citizenship, current country of residence, and place and date of birth.

   e) The postal, email and URL addresses and phone number of the organization.

   f) A statement of the principal purpose of the organization.
g) The names and addresses of individuals, entities or other organizations to which the organization provides funding, services or material support.

h) The names and addresses of any subcontracting entities utilized by the organization.

i) Identification of the organization's other sources of income, including grants and commercial activities.

3. If the recipient is an individual, please provide the following information (to the extent possible):

a) The full name of the individual in English and the language of origin, nationality, citizenship, current country of residence, and place and date of birth.

b) The postal address, email addresses and phone number of the individual.

c) The names and addresses of any organizations or entities to which the individual is affiliated or belongs as a member.

4. For all recipients, obtain a signed statement certifying that they are not subject to Office of Foreign Assets Control sanctions, do not support terrorism, and have not violated Office of Foreign Assets Control sanctions, nor do they deal with any such individuals, entities or groups.

5. Report the names of any organizations or individuals who are suspected of any activity relating to terrorism, including terrorist financing or other support, to the local office of the Federal Bureau of Investigation.