

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047

2006

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2006 calendar year, or tax year beginning **JUL 1, 2006** and ending **JUN 30, 2007**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization KIPP FOUNDATION	D Employer identification number 94-3362724
	Please use IRS label or print or type See Specific Instructions Number and street (or P O box if mail is not delivered to street address) Room/suite 345 SPEAR STREET 510	E Telephone number (415) 399-1556
	City or town, state or country, and ZIP + 4 SAN FRANCISCO, CA 94105-1657	F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (Specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates ▶ **N/A**

H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number ▶ **N/A**

G Website: ▶ **HTTP://WWW.KIPP.ORG/**

J Organization type (check only one) ▶ 501(c) (**3**) ◀ (insert no) 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **34,484,161.**

M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

1 Contributions, gifts, grants, and similar amounts received			1e 33,070,917.	
	a Contributions to donor advised funds	1a		
	b Direct public support (not included on line 1a)	1b		27,392,337.
	c Indirect public support (not included on line 1a)	1c		
	d Government contributions (grants) (not included on line 1a)	1d		5,678,580.
	e Total (add lines 1a through 1d) (cash \$ 33,070,917. noncash \$)			
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2		871,396.
	3 Membership dues and assessments	3		
	4 Interest on savings and temporary cash investments	4		
	5 Dividends and interest from securities	5		425,990.
	6a Gross rents SEE STATEMENT 1	6a		106,166.
	b Less rental expenses	6b		
c Net rental income or (loss). Subtract line 6b from line 6a	6c	106,166.		
7 Other investment income (describe ▶)	7			
8a Gross amount from sales of assets other than inventory	(A) Securities	(B) Other		
	8a	2,764.		
	8b	9,945.		
b Less cost or other basis and sales expenses	8b			
c Gain or (loss) (attach schedule)	8c	<7,181.>		
d Net gain or (loss). Combine line 8c, columns (A) and (B)			8d <7,181.>	
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	a Gross revenue (not including \$) of contributions reported on line 1b)	9a		
	b Less direct expenses other than fundraising expenses	9b		
	c Net income or (loss) from special events. Subtract line 9b from line 9a	9c		
10 Gross profit or (loss) from sales of inventory, less returns and allowances		10a		
	b Less cost of goods sold	10b		
	c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c		
11 Other revenue (from Part VII, line 103)	11	6,928.		
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12	34,474,216.		
Expenses	13 Program services (from line 44, column (B))	13	18,609,940.	
	14 Management and general (from line 44, column (C))	14	3,472,069.	
	15 Fundraising (from line 44, column (D))	15	479,491.	
	16 Payments to affiliates (attach schedule)	16		
	17 Total expenses. Add lines 16 and 44, column (A)	17	22,561,500.	
18 Excess or (deficit) for the year. Subtract line 17 from line 12	18	11,912,716.		
Net Assets	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19	7,451,374.	
	20 Other changes in net assets or fund balances (attach explanation)	20	0.	
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21	19,364,090.	

623001 01-18-07

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2006)

REVIEWS CANON JUN 27 2008

103 RECEIVED MAY 31 2008 LOSS

14

Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ <u>0</u> • noncash \$ <u>0</u>) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b Other grants and allocations (attach schedule) (cash \$ <u>8669645</u> • noncash \$ <u>0</u>) If this amount includes foreign grants, check here <input type="checkbox"/>			STATEMENT 4	STATEMENT 5
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	626,222.	115,832.	510,390.	0.
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	0.	0.	0.	0.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	4,930,457.	3,906,842.	785,882.	237,733.
27 Pension plan contributions not included on lines 25a, b, and c	124,524.	88,777.	24,822.	10,925.
28 Employee benefits not included on lines 25a - 27	541,555.	389,961.	127,865.	23,729.
29 Payroll taxes	394,677.	284,197.	93,186.	17,294.
30 Professional fundraising fees				
31 Accounting fees	68,218.		68,218.	
32 Legal fees	47,006.	46,256.	750.	
33 Supplies	46,858.	19,398.	27,343.	117.
34 Telephone	164,992.	99,405.	60,019.	5,568.
35 Postage and shipping	74,375.	47,486.	23,900.	2,989.
36 Occupancy	513,014.	1,494.	511,520.	
37 Equipment rental and maintenance	134,401.	100,468.	33,933.	
38 Printing and publications	341,679.	280,082.	26,366.	35,231.
39 Travel	1,872,899.	1,712,023.	128,376.	32,500.
40 Conferences, conventions, and meetings	4,669.	4,125.	544.	
41 Interest	65,756.		65,756.	
42 Depreciation, depletion, etc. (attach schedule)	94,727.		94,727.	
43 Other expenses not covered above (itemize):				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g SEE STATEMENT 3	3,845,826.	2,843,949.	888,472.	113,405.
44 Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	22,561,500.	18,609,940.	3,472,069.	479,491.

Joint Costs. Check if you are following SOP 98-2.
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A, (ii) the amount allocated to Program services \$ N/A,
 (iii) the amount allocated to Management and general \$ N/A, and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► <u>SEE STATEMENT 8</u>	Program Service Expenses (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a <u>SEE STATEMENT 6</u>	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	4,996,397.
b <u>SCHOOL START UP - IN ORDER FOR SCHOOLS TO START UP SUCCESSFULLY, THE KIPP FOUNDATION RECRUITS OUTSTANDING TEACHERS TO DEVELOP INTO NEW SCHOOL LEADERS. IT ALSO PROVIDES SCHOOL START UP ASSISTANCE IN THE AREAS OF PROGRAMMING, REAL ESTATE, AND COMMUNITY RELATIONS IN THE AREA THE SCHOOL WILL BE SERVING.</u>	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	1,231,054.
c <u>ON-GOING SCHOOL SUPPORT - THE KIPP FOUNDATION PROVIDES ON-GOING ASSISTANCE TO EXISTING KIPP SCHOOLS IN THE AREA OF PROFESSIONAL DEVELOPMENT, CURRICULUM, INSTRUCTIONAL SUPPORT, SCHOOL OPERATIONS, REAL ESTATE, FUNDRAISING, AND MARKETING.</u>	
(Grants and allocations \$ <u>8,669,645.</u>) If this amount includes foreign grants, check here ► <input type="checkbox"/>	12,087,623.
d <u>SEE STATEMENT 7</u>	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	294,866.
e Other program services (attach schedule)	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	18,609,940.
f <u>Total of Program Service Expenses</u> (should equal line 44, column (B), Program services) ►	18,609,940.

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Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year	
Assets	45	Cash - non-interest-bearing	1,135.	45	1,015.
	46	Savings and temporary cash investments	7,170,305.	46	7,967,894.
	47 a	Accounts receivable	47a 1,117,355.	1,593,891.	47c 1,087,328.
	b	Less: allowance for doubtful accounts	47b 30,027.		
	48 a	Pledges receivable	48a 11,729,478.	2,297,662.	48c 11,729,478.
	b	Less: allowance for doubtful accounts	48b		
	49	Grants receivable		49	
	50 a	Receivables from current and former officers, directors, trustees, and key employees		50a	
	b	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b	
	51 a	Other notes and loans receivable	51a 767,298.	1,183,563.	51c 397,498.
	b	Less: allowance for doubtful accounts STMT 9	51b 369,800.		
	52	Inventories for sale or use		52	
	53	Prepaid expenses and deferred charges		556,015.	53 291,725.
	54 a	Investments - publicly-traded securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV		54a
	b	Investments - other securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV		54b
55 a	Investments - land, buildings, and equipment basis	55a			
b	Less: accumulated depreciation	55b		55c	
56	Investments - other			56	
57 a	Land, buildings, and equipment: basis	57a 856,659.	306,617.	57c 503,622.	
b	Less: accumulated depreciation STMT 10	57b 353,037.			
58	Other assets, including program-related investments (describe ► DEPOSIT)		53,543.	58 86,132.	
59	Total assets (must equal line 74). Add lines 45 through 58		13,162,731.	59 22,064,692.	
Liabilities	60	Accounts payable and accrued expenses	1,155,777.	60	1,487,317.
	61	Grants payable	2,390,559.	61	620,224.
	62	Deferred revenue	368,760.	62	455,550.
	63	Loans from officers, directors, trustees, and key employees		63	
	64 a	Tax-exempt bond liabilities		64a	
	b	Mortgages and other notes payable STMT 11	1,700,000.	64b	
	65	Other liabilities (describe ► SEE STATEMENT 12)		96,261.	65 137,511.
66	Total liabilities. Add lines 60 through 65		5,711,357.	66 2,700,602.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.				
	67	Unrestricted	366,071.	67	2,932,942.
	68	Temporarily restricted	7,085,303.	68	16,431,148.
	69	Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.				
	70	Capital stock, trust principal, or current funds		70	
	71	Paid-in or capital surplus, or land, building, and equipment fund		71	
	72	Retained earnings, endowment, accumulated income, or other funds		72	
	73	Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72 (Column (A) must equal line 19 and column (B) must equal line 21)		7,451,374.	73 19,364,090.
	74	Total liabilities and net assets/fund balances. Add lines 66 and 73		13,162,731.	74 22,064,692.

Part VI Other Information (continued)

82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value? 82a X
b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b 462,771.
83 a Did the organization comply with the public inspection requirements for returns and exemption applications? 83a X
b Did the organization comply with the disclosure requirements relating to quid pro quo contributions? 83b X
84 a Did the organization solicit any contributions or gifts that were not tax deductible? N/A 84a
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A 84b
85 501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members? N/A 85a
b Did the organization make only in-house lobbying expenditures of \$2,000 or less? N/A 85b
If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.
c Dues, assessments, and similar amounts from members 85c N/A
d Section 162(e) lobbying and political expenditures 85d N/A
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A
f Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A 85g
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A 85h
86 501(c)(7) organizations Enter: a Initiation fees and capital contributions included on line 12 86a N/A
b Gross receipts, included on line 12, for public use of club facilities 86b N/A
87 501(c)(12) organizations. Enter: a Gross income from members or shareholders 87a N/A
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b N/A
88 a At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX 88a X
b At any time during the year, did the organization, directly or indirectly, own a controlled entry within the meaning of section 512(b)(13)? If "Yes," complete Part XI 88b X
89 a 501(c)(3) organizations Enter. Amount of tax imposed on the organization during the year under: section 4911 0., section 4912 0., section 4955 0.
b 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction 89b X
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0.
d Enter: Amount of tax on line 89c, above, reimbursed by the organization 0.
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? 89e X
f All organizations Did the organization acquire a direct or indirect interest in any applicable insurance contract? 89f X
g For supporting organizations and sponsoring organizations maintaining donor advised funds Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? N/A 89g
90 a List the states with which a copy of this return is filed CA, IL, NY, TX, CT, DC
b Number of employees employed in the pay period that includes March 12, 2006 90b 71
91 a The books are in care of TINA SACHS Telephone no 415-874-7387
Located at 345 SPEAR ST, STE 510, SAN FRANCISCO, CA ZIP +4 94105
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 91b X
If "Yes," enter the name of the foreign country N/A
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

Part VI Other Information (continued) Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c
 If "Yes," enter the name of the foreign country N/A

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year 92 | N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a SERVICE FEES &					
b CONFERENCE SUBSIDIES					871,396.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	425,990.	
97 Net rental income or (loss) from real estate:					
a debt-financed property			16	106,166.	
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	<7,181.>	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a MISCELLANEOUS			01	6,928.	
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		531,903.	871,396.
105 Total (add line 104, columns (B), (D), and (E))					1,403,299.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93A	VARIOUS SERVICE FEES RELATED TO THE EXEMPT PURPOSE OF THE ORGANIZATION

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13). N/A

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer	Yes	No
a	----- -----					
b	----- -----					
c	----- -----					
Totals						

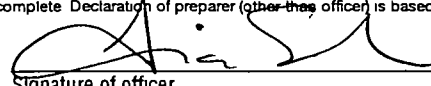
107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer	Yes	No
a	----- -----					
b	----- -----					
c	----- -----					
Totals						

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

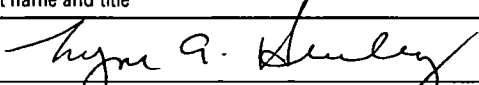
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Please Sign Here

Signature of officer:  Date: 5/15/08

Type or print name and title: Tina Sachs CFO

Paid Preparer's Use Only

Preparer's signature:  Date: MAY 15 2008

Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: HOOD & STRONG LLP, CPAS
60 SPEAR STREET, SUITE 400
SAN FRANCISCO, CA 94105

Preparer's SSN or PTIN (See Gen. Inst. X):

EIN: _____

Phone no: (415) 781-0793

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0047

2006

Department of the Treasury
Internal Revenue Service

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization **KIPP FOUNDATION** Employer identification number **94 3362724**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 2 of the instructions List each one If there are 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 & deferred compensation	(e) Expense account and other allowances
JEFFREY RUTEL 345 SPEAR ST., STE 510, SAN FRANCISCO	DIR. OF INSTR & EVAL 40.00	152,555.	5,998.	0.
JOHN KANBERG 345 SPEAR ST., STE 510, SAN FRANCISCO	GENERAL COUNSEL 40.00	150,114.	5,425.	0.
DARRYL COBB 345 SPEAR ST., STE 510, SAN FRANCISCO	CHIEF LEARNING OFFIC 40.00	149,021.	5,751.	0.
MICHAEL WRIGHT 345 SPEAR ST., STE 510, SAN FRANCISCO	DIR OF NETWORK GROW. 40.00	135,930.	4,923.	0.
MARK MEDEMA 345 SPEAR ST., STE 510, SAN FRANCISCO	EXEC. DIR - GREAT LA 40.00	135,561.	4,738.	0.
Total number of other employees paid over \$50,000 ▶	48			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions List each one (whether individuals or firms) If there are none, enter "None ")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE EDUCATION ASSOCIATES 27 BLEEKER ST., MILLBURN, NJ 07041	SCHOOL EVALUATION SERVICES	154,366.
DAVID LEVIN 250 W. 90TH STREET, #12 A, NEW YORK, NY 10024	EDUCATIONAL CONSULTING SERVIC	152,500.
PAMELA MOELLER 1638 JOSHUA TREE ST., DAVIS, CA 95616	EDUCATIONAL CONSULTING SERVIC	151,387.
STRADIAN, LLC 3810 W. ALABAMA, SAN FRANCISCO, CA 94105	BUSINESS PLANNING CONSULTING	128,466.
HOOD & STRONG LLP 60 SPEAR ST., STE 400, SAN FRANCISCO, CA 94105	AUDIT & TAX SERVICES	77,818.
Total number of others receiving over \$50,000 for professional services ▶	3	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms If there are none, enter "None " See page 2 of the instructions)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
MARRIOTT INTERNATIONAL PO BOX 402762, ATLANTA, GA 30384-2762	HOTEL AND EVENT SERVICES	647,035.
STANFORD UNIVERSITY 520 GALVEZ MALL, CERAS BUILDING, STANFORD, CA 943	HOUSING AND SPACE RENTAL	460,000.
PALMER HOUSE HILTON 17 EAST MONROE STREET, CHICAGO, IL 60603	HOTEL AND EVENT SERVICES	139,150.
FAIRMONT SCOTTSDALE PRINCESS 7575 EAST PRINCESS DRIVE, SCOTTSDALE, AZ 85255	HOTEL AND EVENT SERVICES	120,000.
RED ROCK CASINO AND CAFE 11011 W. CHARLESTON, LAS VEGAS, NV 89135	HOTEL AND EVENT SERVICES	83,594.
Total number of other contractors receiving over \$50,000 for other services ▶	1	

Part III Statements About Activities (See page 2 of the instructions)

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990	X	
e	Transfer of any part of its income or assets?		X
3 a	Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments)	X	
b	Did the organization have a section 403(b) annuity plan for its employees?		X
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement		X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?		X
4 a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g		X
b	Did the organization make any taxable distributions under section 4966? N/A		
c	Did the organization make a distribution to a donor, donor advisor, or related person? N/A		
d	Enter the total number of donor advised funds owned at the end of the tax year ▶		0
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶		N/A
f	Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶		0
g	Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year ▶		0

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions)

I certify that the organization is not a private foundation because it is (Please check only **ONE** applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ▶
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A)
- 11b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 12 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc , functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization
 Type I Type II Type III-Functionally Integrated Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total ▶					

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)					
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
23 Total of lines 15 through 22	0.	0.	0.	0.	0.
24 Line 23 minus line 17					
25 Enter 1% of line 23					

26 Organizations described on lines 10 or 11:

a Enter 2% of amount in column (e), line 24 ▶ **26a**

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶ **26b** 0.

c Total support for section 509(a)(1) test. Enter line 24, column (e) ▶ **26c**

d Add: Amounts from column (e) for lines 18 _____ 19 _____
 22 _____ 26b _____ ▶ **26d**

e Public support (line 26c minus line 26d total) ▶ **26e**

f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶ **26f** %

27 Organizations described on line 12:

a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year **N/A**

(2005) (2004) (2003) (2002)

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year **N/A**

(2005) (2004) (2003) (2002)

c Add: Amounts from column (e) for lines 15 _____ 16 _____
 17 _____ 20 _____ 21 _____ ▶ **27c** N/A

d Add: Line 27a total _____ and line 27b total _____ ▶ **27d** N/A

e Public support (line 27c total minus line 27d total) ▶ **27e** N/A

f Total support for section 509(a)(2) test. Enter amount on line 23, column (e) ▶ **27f** N/A

g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶ **27g** N/A %

h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶ **27h** N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15

NONE

Part V Private School Questionnaire (See page 9 of the instructions)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)		
<hr/> <hr/> <hr/>			
32	Does the organization maintain the following		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)	32d	
<hr/> <hr/> <hr/>			
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)	33h	
<hr/> <hr/> <hr/>			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions)
 (To be completed ONLY by an eligible organization that filed Form 5768)

N/A

Check a if the organization belongs to an affiliated group Check b if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for all electing organizations
		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)			
37 Total lobbying expenditures to influence a legislative body (direct lobbying)			
38 Total lobbying expenditures (add lines 36 and 37)			
39 Other exempt purpose expenditures			
40 Total exempt purpose expenditures (add lines 38 and 39)			
41 Lobbying nontaxable amount Enter the amount from the following table -			
If the amount on line 40 is -	The lobbying nontaxable amount is -		
Not over \$500,000	20% of the amount on line 40		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)			
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36			
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38			

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 13 of the instructions)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 13 of the instructions)

51 Did the reporting 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?

a Transfers from the reporting organization to a noncharitable exempt organization of

(i) Cash

(ii) Other assets

b Other transactions

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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 organization. If the organization 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 with Yes/No columns for items 51a(i), a(ii), b(i), b(ii), b(iii), b(iv), b(v), b(vi), and c.

N/A

Main table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, and (d) Description of transfers, transactions, and sharing arrangements.

52 a Is the organization 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 527?

Yes No (X)

b If "Yes," complete the following schedule N/A

Table with columns (a) Name of organization, (b) Type of organization, and (c) Description of relationship.

FORM 990

RENTAL INCOME

STATEMENT 1

<u>KIND AND LOCATION OF PROPERTY</u>	<u>ACTIVITY NUMBER</u>	<u>GROSS RENTAL INCOME</u>
	1	106,166.
TOTAL TO FORM 990, PART I, LINE 6A		<u>106,166.</u>

FORM 990	GAIN (LOSS) FROM SALE OF OTHER ASSETS	STATEMENT	2
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DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED		
VARIOUS ASSETS	VARIOUS	VARIOUS	PURCHASED		
NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
	2,764.	9,945.	0.	0.	<7,181.>
TO FM 990, PART I, LN 8	2,764.	9,945.	0.	0.	<7,181.>

FORM 990	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
EVENTS	893,988.	891,038.	2,936.	14.
CONSULTING	1,666,059.	1,346,873.	244,637.	74,549.
DESKTOP/NETWORK EXPENSE	144,241.	23,187.	120,685.	369.
EMPLOYEE RECRUITMENT/DEVELOPM NT	85,878.	22,502.	37,170.	26,206.
SCHOOL LEADER TRAINING FACILITIES & INSTRUCTIONAL	403,608.	403,608.	0.	0.
DATA ACQUISITION	36,457.	36,457.	0.	0.
PROGRAM LOANS FORGIVEN	356,021.	0.	356,021.	0.
MISCELLANEOUS	259,574.	120,284.	127,023.	12,267.
TOTAL TO FM 990, LN 43	3,845,826.	2,843,949.	888,472.	113,405.

FORM 990

CASH GRANTS AND ALLOCATIONS
TO OTHERS

STATEMENT 4

CLASS OF ACTIVITY/DONEE'S NAME AND ADDRESS	AMOUNT
EDUCATIONAL COLE MIDDLE SCHOOL 3240 HUMBOLT STREER DENVER, CO 80205	25,000.
EDUCATIONAL FREEDOM ACADEMY CHARTER SCHOOL 1400 COLLINGS ROAD CAMDEN, NJ 08104	50,000.
EDUCATIONAL FRIENDS OF TEAM ACADEMY 85 CUSTER AVENUE NEWARK, NJ 07112	75,000.
EDUCATIONAL FRIENDS OF TEAM ACADEMY 85 CUSTER AVENUE NEWARK, NJ 07112	75,000.
EDUCATIONAL FRIENDS OF TEAM ACADEMY 85 CUSTER AVENUE NEWARK, NJ 07112	15,000.
EDUCATIONAL FRIENDS OF TEAM ACADEMY 85 CUSTER AVENUE NEWARK, NJ 07112	50,000.
EDUCATIONAL HOUSTON HIGH SCHOOL 10711 KIPP WAY HOUSTON, TX 77099-2675	60,000.
EDUCATIONAL HOUSTON HIGH SCHOOL 10711 KIPP WAY HOUSTON, TX 77099-2675	60,000.
EDUCATIONAL KING COLLEGIATE HIGH SCHOOL 2005 VIA BARRETT SAN LORENZO, CA 94580-1315	75,000.

EDUCATIONAL KING COLLEGIATE HIGH SCHOOL 2005 VIA BARRETT SAN LORENZO, CA 94580-1315	75,000.
EDUCATIONAL KIPP ACADEMY FRESNO 2445 WEST DAKOTA AVENUE FRESNO, CA 93705	43,169.
EDUCATIONAL KIPP ACADEMY FRESNO 2445 WEST DAKOTA AVENUE FRESNO, CA 93705	17,890.
EDUCATIONAL KIPP ACADEMY FRESNO 2445 WEST DAKOTA AVENUE FRESNO, CA 93705	41,671.
EDUCATIONAL KIPP ACADEMY HOUSTON 10711 KIPP WAY HOUSTON, TX 77099-2675	36,000.
EDUCATIONAL KIPP ACADEMY NASHVILLE 123 DOUGLAS AVENUE NASHVILLE, TN 37207	16,182.
EDUCATIONAL KIPP ACADEMY NASHVILLE 123 DOUGLAS AVENUE NASHVILLE, TN 37207	21,952.
EDUCATIONAL KIPP ACADEMY OF OPPORTUNITY 7019 S. VAN NESS AVENUE LOS ANGELES, CA 90047	19,900.
EDUCATIONAL KIPP ACADEMY OF OPPORTUNITY 7019 S. VAN NESS AVENUE LOS ANGELES, CA 90047	75,000.
EDUCATIONAL KIPP ACADEMY OF OPPORTUNITY 7019 S. VAN NESS AVENUE LOS ANGELES, CA 90047	14,625.

EDUCATIONAL KIPP ACADEMY OF OPPORTUNITY 7019 S. VAN NESS AVENUE LOS ANGELES, CA 90047	14,625.
EDUCATIONAL KIPP ACADEMY OF OPPORTUNITY 7019 S. VAN NESS AVENUE LOS ANGELES, CA 90047	14,625.
EDUCATIONAL KIPP ACADEMY OF OPPORTUNITY 7019 S. VAN NESS AVENUE LOS ANGELES, CA 90047	21,000.
EDUCATIONAL KIPP ACADEMY OF OPPORTUNITY 7019 S. VAN NESS AVENUE LOS ANGELES, CA 90047	22,044.
EDUCATIONAL KIPP ACADEMY OF OPPORTUNITY 7019 S. VAN NESS AVENUE LOS ANGELES, CA 90047	52,956.
EDUCATIONAL KIPP ADELANTE COLLEGE PREP 1475 SIXTH AVENUE, 2ND FLOOR SAN DIEGO, CA 92101-3245	15,960.
EDUCATIONAL KIPP ADELANTE COLLEGE PREP 1475 SIXTH AVENUE, 2ND FLOOR SAN DIEGO, CA 92101-3245	66,000.
EDUCATIONAL KIPP ADELANTE COLLEGE PREP 1475 SIXTH AVENUE, 2ND FLOOR SAN DIEGO, CA 92101-3245	19,500.
EDUCATIONAL KIPP ADELANTE COLLEGE PREP 1475 SIXTH AVENUE, 2ND FLOOR SAN DIEGO, CA 92101-3245	18,453.
EDUCATIONAL KIPP ADELANTE COLLEGE PREP 1475 SIXTH AVENUE, 2ND FLOOR SAN DIEGO, CA 92101-3245	18,453.

EDUCATIONAL KIPP ADELANTE COLLEGE PREP 1475 SIXTH AVENUE, 2ND FLOOR SAN DIEGO, CA 92101-3245	22,044.
EDUCATIONAL KIPP ADELANTE COLLEGE PREP 1475 SIXTH AVENUE, 2ND FLOOR SAN DIEGO, CA 92101-3245	17,356.
EDUCATIONAL KIPP ASCEND CHARTER SCHOOL 715 S. KILDARE AVENUE CHICAGO, IL 60624-3564	40,000.
EDUCATIONAL KIPP ASCEND CHARTER SCHOOL 715 S. KILDARE AVENUE CHICAGO, IL 60624-3564	100,000.
EDUCATIONAL KIPP ASCEND CHARTER SCHOOL 715 S. KILDARE AVENUE CHICAGO, IL 60624-3564	40,000.
EDUCATIONAL KIPP ASCEND CHARTER SCHOOL 715 S. KILDARE AVENUE CHICAGO, IL 60624-3564	17,595.
EDUCATIONAL KIPP ASPIRE ACADEMY 735 FREDERICKSBURG ROAD SAN ANTONIO, TX 78201-6348	66,000.
EDUCATIONAL KIPP ASPIRE ACADEMY 735 FREDERICKSBURG ROAD SAN ANTONIO, TX 78201-6348	50,000.
EDUCATIONAL KIPP AUSTIN COLLEGE PREP 8509 FM 969, BUILDING C AUSTIN, TX 78724-5720	18,080.
EDUCATIONAL KIPP AUSTIN COLLEGE PREP 8509 FM 969, BUILDING C AUSTIN, TX 78724-5720	40,000.

EDUCATIONAL
KIPP AUSTIN COLLEGE PREP
8509 FM 969, BUILDING C
AUSTIN, TX 78724-5720

935.

EDUCATIONAL
KIPP BAY AREA
345 SPEAR STREET, SUITE 510
SAN FRANCISCO, CA 94105

2,946.

EDUCATIONAL
KIPP BAY AREA
345 SPEAR STREET, SUITE 510
SAN FRANCISCO, CA 94105

2,946.

EDUCATIONAL
KIPP BAY AREA
345 SPEAR STREET, SUITE 510
SAN FRANCISCO, CA 94105

73,768.

EDUCATIONAL
KIPP BAYVIEW ACADEMY
1060 KEY AVENUE
SAN FRANCISCO, CA 94124-3563

12,391.

EDUCATIONAL
KIPP BAYVIEW ACADEMY
1060 KEY AVENUE
SAN FRANCISCO, CA 94124-3563

4,538.

EDUCATIONAL
KIPP BAYVIEW ACADEMY
1060 KEY AVENUE
SAN FRANCISCO, CA 94124-3563

4,538.

EDUCATIONAL
KIPP BAYVIEW ACADEMY
1060 KEY AVENUE
SAN FRANCISCO, CA 94124-3563

4,538.

EDUCATIONAL
KIPP BAYVIEW ACADEMY
1060 KEY AVENUE
SAN FRANCISCO, CA 94124-3563

14,336.

EDUCATIONAL
KIPP BAYVIEW ACADEMY
1060 KEY AVENUE
SAN FRANCISCO, CA 94124-3563

17,485.

EDUCATIONAL KIPP BAYVIEW ACADEMY 1060 KEY AVENUE SAN FRANCISCO, CA 94124-3563	163.
EDUCATIONAL KIPP BRIDGE COLLEGE PREP 991 14TH STREET OAKLAND, CA 94607-3230	10,975.
EDUCATIONAL KIPP BRIDGE COLLEGE PREP 991 14TH STREET OAKLAND, CA 94607-3230	8,837.
EDUCATIONAL KIPP BRIDGE COLLEGE PREP 991 14TH STREET OAKLAND, CA 94607-3230	8,837.
EDUCATIONAL KIPP BRIDGE COLLEGE PREP 991 14TH STREET OAKLAND, CA 94607-3230	100,000.
EDUCATIONAL KIPP BRIDGE COLLEGE PREP 991 14TH STREET OAKLAND, CA 94607-3230	12,392.
EDUCATIONAL KIPP BRIDGE COLLEGE PREP 991 14TH STREET OAKLAND, CA 94607-3230	20,804.
EDUCATIONAL KIPP DC 910 17TH STREET NW, SUITE 1050 WASHINGTON, DC 20006	50,000.
EDUCATIONAL KIPP DC KEY ACADEMY 770 M STREET SE, 2ND FLOOR WASHINGTON, DC 20003-3609	28,750.
EDUCATIONAL KIPP DC KEY ACADEMY 770 M STREET SE, 2ND FLOOR WASHINGTON, DC 20003-3609	28,750.

EDUCATIONAL KIPP DC KEY ACADEMY 770 M STREET SE, 2ND FLOOR WASHINGTON, DC 20003-3609	15,000.
EDUCATIONAL KIPP DC KEY ACADEMY 770 M STREET SE, 2ND FLOOR WASHINGTON, DC 20003-3609	17,409.
EDUCATIONAL KIPP DC KEY ACADEMY 770 M STREET SE, 2ND FLOOR WASHINGTON, DC 20003-3609	818.
EDUCATIONAL KIPP DC KEY ACADEMY 770 M STREET SE, 2ND FLOOR WASHINGTON, DC 20003-3609	4,752.
EDUCATIONAL KIPP DC WILL 421 P STREET NW, 2ND FLOOR WASHINGTON, DC 20001-2417	37,495.
EDUCATIONAL KIPP DC: AIM ACADEMY 421 ALABAMA AVE SE WASHINGTON, DC 20032-1517	28,750.
EDUCATIONAL KIPP DC: AIM ACADEMY 421 ALABAMA AVE SE WASHINGTON, DC 20032-1517	28,750.
EDUCATIONAL KIPP DC: AIM ACADEMY 421 ALABAMA AVE SE WASHINGTON, DC 20032-1517	25,000.
EDUCATIONAL KIPP DELTA COLLEGE PREP 215 CHERRY STREET HELENA, AR 72342-3503	36,628.
EDUCATIONAL KIPP DIAMOND ACADEMY 2110 HOWELL AVENUE MEMPHIS, TN 38108-2264	74,400.

EDUCATIONAL KIPP GASTON COLLEGE PREPARTORY 320 PLEASANT HILL ROAD GASTON, NC 27832-9511	12,187.
EDUCATIONAL KIPP GASTON COLLEGE PREPARTORY 320 PLEASANT HILL ROAD GASTON, NC 27832-9511	13,715.
EDUCATIONAL KIPP GASTON COLLEGE PREPARTORY 320 PLEASANT HILL ROAD GASTON, NC 27832-9511	12,187.
EDUCATIONAL KIPP GASTON COLLEGE PREPARTORY 320 PLEASANT HILL ROAD GASTON, NC 27832-9511	12,187.
EDUCATIONAL KIPP GASTON COLLEGE PREPARTORY 320 PLEASANT HILL ROAD GASTON, NC 27832-9511	27,925.
EDUCATIONAL KIPP GASTON COLLEGE PREPARTORY 320 PLEASANT HILL ROAD GASTON, NC 27832-9511	33,895.
EDUCATIONAL KIPP HARBOR ACADEMY 135 STEPNEY LANE EDGEWATER, MD 21037	19,454.
EDUCATIONAL KIPP HEARTWOOD ACADEMY 1250 S. KING ROAD SAN JOSE, CA 95122-2146	18,000.
EDUCATIONAL KIPP HEARTWOOD ACADEMY 1250 S. KING ROAD SAN JOSE, CA 95122-2146	10,498.
EDUCATIONAL KIPP HEARTWOOD ACADEMY 1250 S. KING ROAD SAN JOSE, CA 95122-2146	1,437.

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EDUCATIONAL KIPP HEARTWOOD ACADEMY 1250 S. KING ROAD SAN JOSE, CA 95122-2146	10,316.
EDUCATIONAL KIPP HEARTWOOD ACADEMY 1250 S. KING ROAD SAN JOSE, CA 95122-2146	4,867.
EDUCATIONAL KIPP HOUSTON HIGH SCHOOL 10711 KIPP WAY HOUSTON, TX 77099-2675	14,150.
EDUCATIONAL KIPP INC. 10711 KIPP WAY HOUSTON, TX 77099-2675	25,000.
EDUCATIONAL KIPP LA COLLEGE PREP 1855 NORTH MAIN STREET LOS ANGELES, CA 90031-3227	75,000.
EDUCATIONAL KIPP LA COLLEGE PREP 1855 NORTH MAIN STREET LOS ANGELES, CA 90031-3227	19,500.
EDUCATIONAL KIPP LA COLLEGE PREP 1855 NORTH MAIN STREET LOS ANGELES, CA 90031-3227	10,943.
EDUCATIONAL KIPP LEAD COLLEGE PREP CHARTER SCHOOL 150 WEST 15TH AVE GARY, IN 46407-1219	34,000.
EDUCATIONAL KIPP LEAD COLLEGE PREP CHARTER SCHOOL 150 WEST 15TH AVE GARY, IN 46407-1219	5,000.
EDUCATIONAL KIPP LIBERATION EXP (C/O KIPP INC.) PO BOX 451855 HOUSTON, TX 77245-1855	1,440.

EDUCATIONAL KIPP LIBERATION EXP (C/O KIPP INC.) PO BOX 451855 HOUSTON, TX 77245-1855	6,060.
EDUCATIONAL KIPP METRO ATLANTA COLLABORATIVE 80 JOSEPH E. LOWERY BLVD. ATLANTA, GA 30314	80,000.
EDUCATIONAL KIPP NEW ORLEANS 1607 SOUTH CARROLLTON AVENUE NEW ORLEANS, LA 70118	21,910.
EDUCATIONAL KIPP PHILADELPHIA CHARTER SCHOOL 2709 NORTH BROAD STREET, 4TH FLOOR PHILADELPHIA, PA 19132	35,000.
EDUCATIONAL KIPP PHILADELPHIA CHARTER SCHOOL 2709 NORTH BROAD STREET, 4TH FLOOR PHILADELPHIA, PA 19132	50,000.
EDUCATIONAL KIPP PRIDE HIGH SCHOOL 320 PLEASANT HILL RD GASTON, NC 27832	75,000.
EDUCATIONAL KIPP PRIDE HIGH SCHOOL 320 PLEASANT HILL RD GASTON, NC 27832	50,000.
EDUCATIONAL KIPP PRIDE HIGH SCHOOL 320 PLEASANT HILL RD GASTON, NC 27832	75,000.
EDUCATIONAL KIPP PRIDE HIGH SCHOOL 320 PLEASANT HILL RD GASTON, NC 27832	12,880.
EDUCATIONAL KIPP REACH ACADEMY 1901 NE 13TH STREET OKLAHOMA CITY, OK 73117-3613	44,112.

EDUCATIONAL KIPP SANKOFA 140 CENTRAL PARK PLAZA BUFFALO, NY 14214	50,000.
EDUCATIONAL KIPP SF BAY ACADEMY 1430 SCOTT STREET SAN FRANCISCO, CA 94115	42,365.
EDUCATIONAL KIPP SF BAY ACADEMY 1430 SCOTT STREET SAN FRANCISCO, CA 94115	9,358.
EDUCATIONAL KIPP SOUTH FULTON ACADEMY 1286 E. WASHINGTON AVE., EAST POINT ATLANTA, GA 30344	4,900.
EDUCATIONAL KIPP SUMMIT ACADEMY 2005 VIA BARRETT SAN LORENZO, CA 94580-1315	20,570.
EDUCATIONAL KIPP SUMMIT ACADEMY 2005 VIA BARRETT SAN LORENZO, CA 94580-1315	22,044.
EDUCATIONAL KIPP SUMMIT ACADEMY 2005 VIA BARRETT SAN LORENZO, CA 94580-1315	52,956.
EDUCATIONAL KIPP SUNSHINE PEAK ACADEMY 375 S. TEJON STREET DENVER, CO 80223	27,609.
EDUCATIONAL KIPP TECH VALLEY 1 DUDLEY HEIGHTS ALBANY, NY 12210-2601	25,000.
EDUCATIONAL KIPP TRUTH ACADEMY 3200 SOUTH LANCASTER RD, SUITE 230A DALLAS, TX 75216-4555	35,000.

EDUCATIONAL KIPP TRUTH ACADEMY 3200 SOUTH LANCASTER RD, SUITE 230A DALLAS, TX 75216-4555	50,000.
EDUCATIONAL KIPP TULSA COLLEGE PREP 1661 E. VIRGIN STREET TULSA, OK 74106-5552	20,651.
EDUCATIONAL KIPP TULSA COLLEGE PREP 1661 E. VIRGIN STREET TULSA, OK 74106-5552	4,350.
EDUCATIONAL KIPP UJIMA VILLAGE ACADEMY 4701 GREENSPRING AVE, ROOM 115 BALTIMORE, MD 21209-4704	28,750.
EDUCATIONAL KIPP UJIMA VILLAGE ACADEMY 4701 GREENSPRING AVE, ROOM 115 BALTIMORE, MD 21209-4704	28,750.
EDUCATIONAL KIPP WAYS ACADEMY 80 JOSEPH E. LOWERY BLVD. NW ATLANTA, GA 30314	40,000.
EDUCATIONAL KIPP WAYS ACADEMY 80 JOSEPH E. LOWERY BLVD. NW ATLANTA, GA 30314	25,682.
EDUCATIONAL KIPP PHILADELPHIA CHARTER SCHOOL 2709 NORTH BROAD STREET, 4TH FLOOR PHILADELPHIA, PA 19132	100,000.
EDUCATIONAL KIPP BRIDGE COLLEGE PREP 991 14TH STREET OAKLAND, CA 94607-3230	11,783.
EDUCATIONAL KIPP ADELANTE COLLEGE PREP 1475 SIXTH AVENUE, 2ND FLOOR SAN DIEGO, CA 92101-3245	21,594.

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EDUCATIONAL KIPP SF BAY ACADEMY 1430 SCOTT STREET SAN FRANCISCO, CA 94115	43,875.
EDUCATIONAL KIPP HEARTWOOD ACADEMY 1250 S. KING ROAD SAN JOSE, CA 95122-2146	58,400.
EDUCATIONAL KIPP SUMMIT ACADEMY 2005 VIA BARRETT SAN LORENZO, CA 94580-1315	44,494.
EDUCATIONAL THE CHILDREN AID SOCIETY ADOLESCENCE PREGNANCY PREVENTION PROGRAM 350 EAST 88TH STREET NEW YORK, NY 10128	150,000.
EDUCATIONAL KIPP ASPIRE 735 FREDERICKSBURG ROAD SAN ANTONIO, TX 78201-6348	3,675.
EDUCATIONAL KIPP CHARLOTTE 931 WILANN DRIVE CHARLOTTE, NC 28215	1,500.
EDUCATIONAL KIPP ASPIRE 735 FREDERICKSBURG ROAD SAN ANTONIO, TX 78201-6348	2,689,729.
EDUCATIONAL KIPP TRUTH ACADEMY 3200 SOUTH LANCASTER RD, SUITE 230A DALLAS, TX 75216	1,771,936.
TOTAL INCLUDED ON FORM 990, PART II, LINE 22B	<u>8,394,645.</u>

FORM 990

CASH GRANTS AND ALLOCATIONS
TO INDIVIDUALS

STATEMENT 5

CLASS OF ACTIVITY/DONEE'S NAME AND ADDRESS	DONEE'S RELATIONSHIP	AMOUNT
EDUCATIONAL ELLIOTT WHITNEY 1910 VIKING DRIVE HOUSTON, TX 77099	NONE	25,000.
EDUCATIONAL JILL KOLASINSKI C/O KIPP AUSTIN, 8509 FM 969, BUILDING C AUSTIN, TX 78724-5720	NONE	25,000.
EDUCATIONAL SCOTT SHIREY 500 ROBERTS STREET HELENA, AR 72342	NONE	25,000.
EDUCATIONAL TRACY MCDANIEL 10109 N. MCKINLEY AVENUE OKLAHOMA CITY, OK 73114	NONE	25,000.
EDUCATIONAL RICH BARRETT 2880 W. HOLDEN PLAZA DENVER, CO 80204	NONE	25,000.
EDUCATIONAL JASON BOTEL 2352 FLAX TER. BALTIMORE, MD 21209	NONE	25,000.
EDUCATIONAL RYAN HILL C/O FRIENDS OF TEAM ACADEMY, 85 CUSTER AVENUE NEWARK, NJ 07112	NONE	25,000.
EDUCATIONAL MARIA OKOLI C/O KIPP SHINE PREP, 1077 KIPP WAY HOUSTON, TX 77099	NONE	10,000.
EDUCATIONAL SAM LOPEZ C/O KIPP ACADEMY MIDDLE SCHOOL, 1077 KIPP WAY HOUSTON, TX 77099	NONE	10,000.

EDUCATIONAL CASEY FULLERTON C/O KIPP DC: KEY ACADEMY, 770 M. STREET SE, 2ND FLOOR WASHINGTON, DC 20003-3609	NONE	10,000.
EDUCATIONAL MARC TAN C/O TEAM ACADEMY, 85 CUSTER AVE NEWARK, NJ 07112	NONE	10,000.
EDUCATIONAL IAN GUIDERA C/O KIPP ACADEMY OF OPPORTUNITY, 7019 S. VAN NESS AVE LOS ANGELES, CA 90047	NONE	10,000.
EDUCATIONAL ELENA LUNA C/O KIPP ADELANTE COLLEGE PREP, 1475 SIXTH AVE, 2ND FLOOR SAN DIEGO, CA 92101-3245	NONE	10,000.
EDUCATIONAL WENDY COLMUS C/O TRUTH ACADEMY, 3200 SOUTH LANCASTER RD., STE 230A DALLAS, TX 75216	NONE	10,000.
EDUCATIONAL ROBERT HAWKE C/O KIPP ACADEMY FRESNO, 2445 WEST DAKOTA AVE FRESNO, CA 93705	NONE	10,000.
EDUCATIONAL MICHAEL MANN C/O KIPP HEARTWOOD ACADEMY, 1250 S. KING ROAD SAN JOSE, CA 95122	NONE	10,000.
EDUCATIONAL MICHAEL VEA C/O KIPP INFINITY CHARTER SCHOOL, 625 WEST 133RD STREET, 3RD FLOOR NEW YORK, NY 10027-7303	NONE	10,000.

275,000.

TOTAL INCLUDED ON FORM 990, PART II, LINE 22B

DESCRIPTION OF PROGRAM SERVICE ONE

LEADERSHIP DEVELOPMENT - THE KIPP FOUNDATION TRAINS TEACHERS TO BE LEADERS AND TO ESTABLISH NEW KIPP SCHOOLS THROUGH ITS YEAR LONG KIPP SCHOOL LEADERSHIP PROGRAM. THE YEAR-LONG TRAINING INCLUDES:

- A SIX-WEEK INTENSIVE PROGRAM OF COURSEWORK AT STANFORD UNIVERSITY COVERING INSTRUCTIONAL, ORGANIZATIONAL, AND OPERATIONAL LEADERSHIP
- RESIDENCIES, TO OBSERVE AND PARTICIPATE IN THE LEADERSHIP AND OPERATION OF HIGH-PERFORMING KIPP SCHOOLS
- SEVERAL TRAINING CONFERENCES ARE HELD THROUGHOUT THE YEAR. THESE CONFERENCES ARE LED BY KIPP STAFF AND PROFESSIONALS OUTSIDE OF THE KIPP FOUNDATION

TO FORM 990, PART III, LINE A

GRANTS

EXPENSES

4,996,397.

FORM 990 STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS STATEMENT 7

DESCRIPTION OF PROGRAM SERVICE FOUR

RESEARCH AND IMPROVEMENT - THE KIPP FOUNDATION FOCUSES ON THE INTEGRATION OF DATA-DRIVEN DECISION-MAKING AT THE KIPP FOUNDATION AND KIPP SCHOOLS AT EVERY LEVEL. THE FOUNDATION IS COMMITTED TO THE IDEA DATA SHOULD DRIVE DECISIONS ABOUT RESOURCE ALLOCATION, PROGRAMMING, INSTRUCTION, OPERATIONS, EXTERNAL MESSAGING, AND GROWTH. SMART DECISIONS TRANSLATE INTO IMPROVED EDUCATIONAL OUTCOMES AND SCHOOL SUSTAINABILITY.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE D		294,866.

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 8
PART III

EXPLANATION

TO BUILD A NETWORK OF PUBLIC SCHOOLS THAT PREPARES STUDENTS WITH THE KNOWLEDGE, SKILLS, AND CHARACTER NECESSARY TO SUCCEED AT ALL LEVELS OF K-12 EDUCATION, COLLEGE, AND THE COMPETITIVE WORLD BEYOND.

FORM 990 OTHER NOTES AND LOANS RECEIVABLE STATEMENT 9

DESCRIPTION	DOUBTFUL ACCT ALLOWANCE	BALANCE DUE
VARIOUS SCHOOLS	369,800.	767,298.
TOTALS INCLUDED ON FORM 990, PART IV, LINE 51	369,800.	767,298.

FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

<u>DESCRIPTION</u>	<u>COST OR OTHER BASIS</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>BOOK VALUE</u>
LEASEHOLD IMPROVEMENTS	75,023.	31,649.	43,374.
OFFICE FURNITURE	328,591.	80,323.	248,268.
COMPUTER EQUIPMENT	371,441.	225,011.	146,430.
SOFTWARE	81,604.	16,054.	65,550.
TOTAL TO FORM 990, PART IV, LN 57	856,659.	353,037.	503,622.

FORM 990

OTHER NOTES AND LOANS PAYABLE

STATEMENT 11

<u>LENDER'S NAME</u>		<u>TERMS OF REPAYMENT</u>	
RAZA DEVELOPMENT FUND		INTEREST ONLY UNTIL MATURITY	

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>
03/15/04	05/01/07	700,000.	6.00%

<u>SECURITY PROVIDED BY BORROWER</u>	<u>PURPOSE OF LOAN</u>
INDIVIDUAL SCHOOL'S PROMISSORY NOTES	TO MAKE LOANS TO KIPP SCHOOLS TO FINANCE QUALIFYING REAL ESTATE PROJECTS

RELATIONSHIP OF LENDER

NONE

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
	0.	0.

<u>LENDER'S NAME</u>		<u>TERMS OF REPAYMENT</u>	
FIRST REPUBLIC BANK		INTEREST ONLY UNTIL MATURITY	

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>
04/21/06	04/30/08	1,000,000.	8.25%

<u>SECURITY PROVIDED BY BORROWER</u>	<u>PURPOSE OF LOAN</u>
FIRST PRIORITY INTEREST IN KIPP'S PERSONAL PROPERTY	LINE OF CREDIT FOR WORKING CAPITAL

RELATIONSHIP OF LENDER

NONE

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
	0.	0.

TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B

FORM 990	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	AMOUNT
CAPITAL LEASE	132,336.
GUARANTEES	5,175.
 	<hr/>
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B	<u>137,511.</u>

FORM 990	PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD BARTH 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	CEO 40.00	307,499.	8,175.	0.
MICHAEL FEINBERG 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	CO-FOUNDER 40.00	153,084.	5,903.	0.
MARIE WASHINGTON 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	CFO 40.00	34,555.	1,174.	0.
DONALD FISHER 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	CHAIRMAN 1.00	0.	0.	0.
DORIS FISHER 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
JOHN FISHER 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
SCOTT HAMILTON 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
REED HASTINGS 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.

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SHAWN M. HURWITZ 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
DAVE LEVIN 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	CO-FOUNDER 1.00	115,832.	0.	0.
MICHAEL L. LOMAX 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
TRACY MCDANIEL 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
MARK NUNNELLY 345 SPEAR STREET, SUITE 510 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V-A		<u>610,970.</u>	<u>15,252.</u>	<u>0.</u>

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time. You must file original and one copy.		
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization KIPP FOUNDATION	Employer identification number 94-3362724
	Number, street, and room or suite no. If a P.O. box, see instructions. 345 SPEAR STREET, NO. 510	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94105-1657	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **TINA SACHS**
Telephone No. **415-874-7387** 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 is for.

4 I request an additional 3-month extension of time until MAY 15, 2008.

5 For calendar year _____, or other tax year beginning JUL 1, 2006, and ending JUN 30, 2007.

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

7 State in detail why you need the extension
THE TAXPAYER'S AFFAIRS ARE QUITE COMPLEX, AND ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a 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.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance Due. Subtract line 8b from line 8a. 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.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *Heyn G. Dealey* Title CPA Date 2/14/08

Notice to Applicant. (To Be Completed by the IRS)

- We **have** approved this application. Please attach this form to the organization's return.
- We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We **cannot consider** this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____

Director _____ By: _____ Date _____

Alternate Mailing Address. Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name HOOD & STRONG LLP, CPAS
	Number and street (include suite, room, or apt. no.) or a P.O. box number 60 SPEAR STREET, SUITE 400
	City or town, province or state, and country (including postal or ZIP code) SAN FRANCISCO, CA 94105

Application for Extension of Time To File an Exempt Organization Return

▶ 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).

Section 501(c) corporations 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 section 501(c) corporations 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.

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization KIPP FOUNDATION	Employer identification number 94-3362724
	Number, street, and room or suite no. If a P.O. box, see instructions. 345 SPEAR STREET, NO. 510	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94105-1657	

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

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **TINA SACHS**
Telephone No. ▶ **415-874-7387** 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 section 501(c) corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2008**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2006**, and ending **JUN 30, 2007**.

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	3a	\$	0.
b 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.	3b	\$	0.
c 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	3c	\$	0.

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.