Form **990-PF**

Return of Private Foundation

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

2004

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements. For calendar year 2004, or tax year beginning JUL 1. 2004 and ending JUN 30, 2005 Initial return Final return Amended return Address change Name change G Check all that apply: A Employer identification number Name of organization Use the IRS label. 94-3362724 KIPP FOUNDATION Otherwise, Number and street (or P O box number if mail is not delivered to street address) print Room/suite B Telephone number or type. 345 SPEAR STREET 510 (415)399-1556 See Specific City or town, state, and ZIP code C If exemption application is pending, check here Instructions 1. Foreign organizations, check here SAN FRANCISCO, CA <u>94105-1657</u> Foreign organizations meeting the 85% test, check here and attach computation Check type of organization: X Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation E If private foundation status was terminated I Fair market value of all assets at end of year J Accounting method: _ Cash X Accrual under section 507(b)(1)(A), check here Other (specify) (from Part II, col (c), line 16) If the foundation is in a 60-month termination 12,780,587. (Part I, column (d) must be on cash basis.) ▶\$ under section 507(b)(1)(B), check here Part I | Analysis of Revenue and Expenses (d) Disbursements (c) Adjusted net (a) Revenue and (b) Net investment (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes expenses per books income income (cash basis only) 6,512,047 Contributions, gifts, grants, etc., received Check It if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 29,697.STATEMENT 29,697 29,697 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) Net gain or (loss) from sale of assets not on line 10 <30,039. STATEMENT Gross sales price for all 2,543. 0 Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications 10a Gross sales less returns and allowances Cross Divite or (1955) ഗ 296,683 296,683.STATEMENT 11 Other income Ç 18,604 13th 1. Add thes 2 th tough 1 ď 808,388 48,301 326,380 12 345,374. 0 <u>345,374.</u> 13 ensation of officers 0 5,010,588. employee sataries and wapes 5,010,588 0 0 Pension alland 191,849. 191,849. 0. 0 15 13,411. 16a Legal fees STMT 4 0 0 13,411. STMT 5 <u>72,350.</u> 0 0 72,350. **b** Accounting fees 6 STMT 102,445. c Other professional fees 0. 0. 102,445. Administrative 17 Interest 884. 0 0 884. STMT 7 390,581 390,581. 18 Taxes 0. 0 106,927 0 19 Depreciation and depletion 0 373.810. 0 373,810. 20 Occupancy 0 855,617 0 0 855,617. Travel, conferences, and meetings and 22 Printing and publications <u>216,229.</u> 0 0 <u>216,229.</u> STMT 8 3,974,153. 0. 3,974,153. Operating 23 Other expenses 0. 24 Total operating and administrative 12,654,218 0 12,547,291. expenses. Add lines 13 through 23 0 2,525,595 2,596,109. 25 Contributions, gifts, grants paid Total expenses and disbursements Add lines 24 and 25 15,179,813 0 15,143,400. 0 Subtract line 26 from line 12: <8,371,425. a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 48,301 326,380 c Adjusted net income (if negative, enter -0-)

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

Form 990-PF (2004

Form 990-PF (2004) KIPP FOUNDATION Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4		3362 - see i			Page 4	
1a Exempt operating foundations described in section 4940(d)(2), check here ▶ □ and enter "N/A" on line 1.	T ,	1	. 1		,	
	1			-	1.	
Date of ruling letter: (attach copy of ruling letter if necessary-see instructions)	<i>1' ≦</i> ' _	1	. 1 4	, .	0.3	
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here 🕨 🗓 and enter 1%	1	├	١	- 4	83.	
of Part I, line 27b	',		-	. '	•	
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	5 .	,	-	٠.		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2_	ļ			0.	
3 Add lines 1 and 2	3	<u> </u>		4	<u>83.</u>	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4_	ļ			0.	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- State Mevit C	5				0.	
6 Credits/Payments:	1	-				
a 2004 estimated tax payments and 2003 overpayment credited to 2004 6a 6a		l	-			
b Exempt foreign organizations - tax withheld at source 6b] , ,	·	-	4		
c Tax paid with application for extension of time to file (Form 8868)]		-			
d Backup withholding erroneously withheld 6d]				-	
7 Total credits and payments. Add lines 6a through 6d	7	1		-	0.	
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				0.	
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 2005 estimated tax	11					
Part VII-A Statements Regarding Activities	1 11	<u> </u>				
1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or interve	DO ID		. 1	Yes	No	
	.16 111					
any political campaign?			1a		X	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 publis	nea or					
distributed by the organization in connection with the activities			-	ŀ		
c Did the organization file Form 1120-POL for this year?			1c		<u>X</u>	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		!		1		
(1) On the organization. ► \$ 0 . (2) On organization managers. ► \$ 0 .	_				-	
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization		l		ŀ		
managers. ▶ \$0 .				ļ	z	
2 Has the organization engaged in any activities that have not previously been reported to the IRS?			2		_X_	
If "Yes," attach a detailed description of the activities		1				
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation	, or			İ		
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		X	
4a Did the organization 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?	N	/A	4b	ĺ		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		•	5	ĺ	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				- 1	-	
 By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the stat 	e law		-			2
remain in the governing instrument?	3 IdW		۵	x		
7 Did the organization have at least \$5,000 in assets at any time during the year?			7	X		≃`
		ì		^		0
If "Yes," complete Part II, col (c), and Part XV						~
8a Enter the states to which the foundation reports or with which it is registered (see instructions)						.a.
CALIFORNIA, NEW YORK, TEXAS						ώ.
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate)					-	1
of each state as required by General Instruction G? If "No," attach explanation			8b	Х		و
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for call the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for call the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for call the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for call the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for call the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for call the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for call the organization claiming status as a private operating status as a privat	ilendar	1				2,6,7,8,9,10,1
year 2004 or the taxable year beginning in 2004 (see instructions for Part XIV)? If "Yes," complete Part XIV			9	Х		3
· · · · · · · · · · · · · · · · · · ·	TMT	11	10	Х		_
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?			11	Х		U
Web site address ► HTTP://WWW.KIPP.ORG/					·	4
12 The books are in care of MARIE WASHINGTON Telephone no.				<u> 556</u>	·	₹
Located at ► 345 SPEAR ST, STE 510, SAN FRANCISCO, CA	ZIP+4	<u>▶94</u>	<u> 105</u>			
13 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	13		N			
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Λ						

KIPP FOUNDATION

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KIPP CHICAGO

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HOODSTRONG

OME No. 1845-0150 **Power of Attorney** Form 2848 For IRS Use Only and Declaration of Representative (Figs. Merch 2004) Received by: Department of the Treasury internal Revenue Service Type of orint. > See the superate inscruptions. Telephono Power of Attorney Euroffort Caption; Form 2848 will not be honored for any purpose other than representation before the IFS. Texpayer information. Texpayer(s) must sign and date this form on page 2, line 9. Employar Identification Social security number(s) Texpayer name(s) and address 94-3362724 Plan number (# applicable) KIPP FOUNDATION Daytime telephone number 345 SPEAR STREET, NO. 510 (415)399-1556SAM FRANCISCO, CA 94105-1657 hereby appoint(a) the following representative(s) as attorney(s)-in-fact 2 Regresants five(s) must sign and date this form on page 2, Part II. CAF No. (415) 781-0783 Reserve and address SUSAN MALONE HOOD & STRONG LLP 60 SPEAR STREET, SUITE 400 SAN FRANCISCO, CA 94105 CAF No. 9005-91105R Name and address Telephone No. LYNN HENLEY Feet No. HOOD & STRONG LLP Check if new Address Telephone No. Fex No. 60 SPEAR STREET, SUITE 400 SAN FRANCISCO, CA 94105 Name and address Telephono No. Faox No. Oheak if new: Address ____ Telephone No.____ Fax No.[to represent the mapayer(s) before the Internal Revenue Service for the following tax matters: MARRIM XAT B Type of Tax (Income. Employment, Exclass etc.) Ynar(s) or Period(s) Tax Form Number (see the instructions for line 3) or Cavil Penalty (see the Instructions for Inc 3) (1040, 941, 720, etc.) 2003,2004,2005. 2006 990-PF EXCISE TAX 4 Specific use not recurded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific uses not Montand on CAF. Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts time I (we) can perform with respect to the lax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive returnd checks (see line 6 below), the power to substitute another representative, the power to sign certain returns, or the power to account a request for disclosure of tax returns or return information to a fluid party. See the, time 5 instructions for more information. Exceptions. An unerrolled return preparer garmet sign any document for a texpayer and may only represent texpayers in limited situations. See Unerrolled Return Property on page 2 of the instructions. An enrolled actuary may only represent texpayers to the extent provided in section 10.3(d) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. Let any specific additions or deletions to the sats otherwise authorized in this power of attorney. 6 Receipt of rafand checks. If you want to authorize a representative formed on line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks. Initial here _____ and Rat the name of that representative below.

Herne of representative to receive refund check(s)

07/13/2006 00:19

3122910846

07/12/2005 11:04 41

4154212976

KIPP CHICAGO

HOODSTRONG

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Party 2008 Hay, 9-2000) KIPP FOUNDATION	94-3362724 Pope 2
7 Notices and communications, Original notices and other written communications will be sent to you and a copy to the first	rapresentative listed on line 2.
a If you also want the second representative listed to mostive a copy of notices and communications, check this hax	
b If you do not want any notices or communications sent to your representative(s), check this box	
8 RetailBon/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all deriver	1
power(s) of attorney on file with the internal flewarus Service for the same tax minuses and years or periods covered by this	
decument. If you do not want to revoke a prior power of attorney, chuck here	
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN DUEFFEGT.	
B Signature of taxpayon(s). If a tax matter concerns a joint raturn, both husband and wife must sign if joint representation is	
requested, otherwise, see the instructions. It signed by a corporate differt, partner, guardian, tax matters partner, executor	, receiver,
administrator, or trustee on boholf of the taxpayer, I partify that I have the authority to excoute this form on behalf of the tax	(payer.
► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED	
ma : A 1. la AA	150
maria B. Watta 7/13/06	
Sicres (pri	ТИп (і аррісямія)
Marie Distriction 7/13/06 Masie Distriction RIPE FOUNDATIO	
Masie Wash and KIPP FOUNDATIO	N Namasanaan
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Sprayuro Day	Tigo (if appoints in the contract of the contr
31th dur o	11 cas fit or Nitrona m., il
Print Mame TN Number	
Fill Halls	
Parties Declaration of Representative	
Caution; Students with a appoint order to represent topogyers in Qualified Low Income Tempeyer Clinics or the Stu	Ident Tax Olloic
Program, ARA the instructions for Part II.	
Under permitties of perjury, I deciding that:	
 I am not currently under suspension or disbarment from practice before the internal Remanue Sender 	
 Lam aware of requisitions committed in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning 	the ·
practice of attorneys, certified public accountants, enrolled apents, enrolled antuarica, and others.	
 I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there, and 	•
■ I am one of the following:	
 Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below. 	
b Continue Public Accountant - duty qualified to practice on a certified public accountant in the presdiction shown below	X.
c Enrolled Agent - durolled as an agent under the requirements of Transuty Department Choule: No. 230.	
d Officer - a hone, fide officer of the takeayer's organization.	
o Full-Time Employee ~ s fall-time employee of the taxpayer.	
Family Mambor - a member of the texpayor's immediate family (i.e., spouse, parent, child, brother, or eightr).	
g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries (Index 29 U.S.C. 1242 (t	ne authority
to practice before the Service is limited by section 10.3(d) of Treasury Department Obcular No. 230).	
b. Unencolled Fishern Preparer - the authority to practice before the internal Revenue Service in limited by Trassury Day	
socion 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by	y the IRS. See Upenrolled Reluce Preparer

IF THIS DECLARATION OF REPRESENTATIVE IS INDITISIBNED AND DATED. THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II Instructions.

3ignature

Form 2848 (Rev. 3-2004)

Date

Designation - Insert

above latter (a-b)

B

В

on page 2 of the instructions.

CA 88880

Juriadiction (state) or identification