

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

2006

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

For calendar year 2006, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation MITCHELL KAPOR FOUNDATION	A Employer identification number 94-3330604
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 543 HOWARD STREET, 5TH FLOOR	B Telephone number 415-946-3032
	City or town, state, and ZIP code SAN FRANCISCO, CA 94105	C If exemption application is pending, check here <input type="checkbox"/>

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 58,019,734.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>				
Revenue				
1 Contributions, gifts, grants, etc., received	10,769,765.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	871.	871.		STATEMENT 2
4 Dividends and interest from securities	1,067,417.	1,067,417.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,056,000.			STATEMENT 1
b Gross sales price for all assets on line 6a	19,517,956.			
7 Capital gain net income (from Part IV, line 2)		13,210,897.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	47,343.	47,343.		STATEMENT 4
12 Total. Add lines 1 through 11	14,941,396.	14,326,528.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 5	135.	68.		67.
b Accounting fees STMT 6	28,850.	14,425.		14,425.
c Other professional fees STMT 7	220,988.	161,929.		49,059.
17 Interest				
18 Taxes STMT 8	233,772.	21,119.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 9	34,340.	10,727.		38,058.
24 Total operating and administrative expenses. Add lines 13 through 23	518,085.	208,268.		101,609.
25 Contributions, gifts, grants paid	1,323,910.			1,323,910.
26 Total expenses and disbursements. Add lines 24 and 25	1,841,995.	208,268.		1,425,519.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	13,099,401.			
b Net investment income (if negative, enter -0-)		14,118,260.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		113,521.	113,978.	113,978.	
	2	Savings and temporary cash investments		27,524.			
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			65,582.	65,582.	
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 10		8,594,005.	10,768,824.	10,768,824.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 11		28,935,194.	47,071,350.	47,071,350.	
14	Land, buildings, and equipment: basis						
	Less: accumulated depreciation						
15	Other assets (describe)						
16	Total assets (to be completed by all filers)			37,670,244.	58,019,734.	58,019,734.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted		37,670,244.	58,019,734.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances			37,670,244.	58,019,734.	
	31	Total liabilities and net assets/fund balances			37,670,244.	58,019,734.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	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)	1	37,670,244.
2	Enter amount from Part I, line 27a	2	13,099,401.
3	Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS	3	7,250,089.
4	Add lines 1, 2, and 3	4	58,019,734.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,019,734.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SMITH BARNEY 42007 - SEE STATEMENT A	D	VARIOUS	VARIOUS
b RUANE, CUNNIFF & GOLDFARB - SEE STATEMENT B	P	VARIOUS	VARIOUS
c RUANE, CUNNIFF & GOLDFARB - SEE STATEMENT B	P	VARIOUS	VARIOUS
d SMITH BARNEY 59690	P	VARIOUS	VARIOUS
e CHARLES SCHWAB	P	VARIOUS	VARIOUS

(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)
a 10,639,577.		618,254.	10,021,323.
b 7,090,192.		3,905,383.	3,184,809.
c 276,500.		282,955.	<6,455.>
d 1,350,000.		1,359,478.	<9,478.>
e 161,687.		140,989.	20,698.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			10,021,323.
b			3,184,809.
c			<6,455.>
d			<9,478.>
e			20,698.

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	13,210,897.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2005	6,376,877.	35,943,624.	.177413
2004	1,035,536.	36,197,808.	.028608
2003	2,151,025.	30,473,366.	.070587
2002	2,002,484.	30,227,887.	.066246
2001	2,008,178.	29,195,413.	.068784

2 Total of line 1, column (d)	2	.411638
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	.082328
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5	4	49,793,542.
5 Multiply line 4 by line 3	5	4,099,403.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	141,183.
7 Add lines 5 and 6	7	4,240,586.
8 Enter qualifying distributions from Part XII, line 4	8	1,425,519.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	282,365.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	282,365.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	282,365.
6 Credits/Payments:			
a 2006 estimated tax payments and 2005 overpayment credited to 2006	6a	337,700.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	337,700.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	55,335.	
11 Enter the amount of line 10 to be: Credited to 2007 estimated tax	11	55,335.	Refunded
			0.

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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 2006 or the taxable year beginning in 2006 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities Continued

11a At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)?
11b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of MITCHELL KAPOR FOUNDATION Telephone no. (415) 946-3025
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
1b 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 22 of the instructions)?
1c 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 2006?
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 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006?
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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
3b If "Yes," did it have excess business holdings in 2006 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
4b 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 2006?

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)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here **N/A**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If you answered "Yes" to 6b, 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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MITCHELL D. KAPOR 543 HOWARD STREET, 5TH FLOOR SAN FRANCISCO, CA 94105	PRESIDENT 5.00	0.	0.	0.
FREADA KAPOR KLEIN 543 HOWARD STREET, 5TH FLOOR SAN FRANCISCO, CA 94105	DIRECTOR 3.00	0.	0.	0.
AMY MCDEVITT 543 HOWARD STREET, 5TH FLOOR SAN FRANCISCO, CA 94105	TREASURER 5.00	0.	0.	0.
ESTHER SUN 543 HOWARD STREET, 5TH FLOOR SAN FRANCISCO, CA 94105	SECRETARY 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	
	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	44,546,485.
b	Average of monthly cash balances	1b	6,005,334.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	50,551,819.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	50,551,819.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	758,277.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,793,542.
6	Minimum investment return. Enter 5% of line 5	6	2,489,677.

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

1	Minimum investment return from Part X, line 6	1	2,489,677.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	282,365.
b	Income tax for 2006. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	282,365.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,207,312.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,207,312.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,207,312.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,425,519.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,425,519.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,425,519.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				2,207,312.
2 Undistributed income, if any, as of the end of 2005:				
a Enter amount for 2005 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2006:				
a From 2001				
b From 2002	174,868.			
c From 2003	662,227.			
d From 2004				
e From 2005	4,804,416.			
f Total of lines 3a through e	5,641,511.			
4 Qualifying distributions for 2006 from Part XII, line 4: ▶ \$	1,425,519.			
a Applied to 2005, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2006 distributable amount				1,425,519.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a).)	781,793.			781,793.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,859,718.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2005. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2007				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2001 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	4,859,718.			
10 Analysis of line 9:				
a Excess from 2002				
b Excess from 2003	55,302.			
c Excess from 2004				
d Excess from 2005	4,804,416.			
e Excess from 2006				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2006, 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)

Table with 5 columns: (a) 2006, (b) 2005, (c) 2004, (d) 2003, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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 28 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 STATEMENT 12

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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

SEE APPLICATION GUIDELINES ATTACHED- STATEMENT C

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

SEE APPLICATION GUIDELINES ATTACHED -STATEMENT C

c Any submission deadlines:

NONE

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

SEE APPLICATION GUIDELINES ATTACHED -STATEMENT C

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2006

Name of organization

MITCHELL KAPOR FOUNDATION

Employer identification number

94-3330604

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

General Rule-

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules-

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2006)

Name of organization MITCHELL KAPOR FOUNDATION	Employer identification number 94-3330604
--	---

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MITCHELL KAPOR 543 HOWARD STREET, 5TH FLOOR SAN FRANCISCO, CA 94105	\$ 10,639,577.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MITCHELL KAPOR FOUNDATION	Employer identification number 94-3330604
--	---

Part II Noncash Property (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,469,136 SHARES REALNETWORKS STOCK _____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SMITH BARNEY 42007 - SEE STATEMENT A	10,639,577.	10,773,151.	0.	DONATED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
RUANE, CUNNIFF & GOLDFARB - SEE STATEMENT B	7,090,192.	3,905,383.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
RUANE, CUNNIFF & GOLDFARB - SEE STATEMENT B	276,500.	282,955.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SMITH BARNEY 59690	1,350,000.	1,359,478.	0.	PURCHASED 0.	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CHARLES SCHWAB	161,687.	140,989.	0.	PURCHASED 0.	VARIOUS	VARIOUS 20,698.

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						3,056,000.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
SOURCE			AMOUNT
INTEREST ON BANK ACCOUNTS			871.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A			871.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND AND INTEREST- SEC.	1,067,417.	0.	1,067,417.
TOTAL TO FM 990-PF, PART I, LN 4	1,067,417.	0.	1,067,417.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME	16,156.	16,156.		
TAX REFUND	31,187.	31,187.		
TOTAL TO FORM 990-PF, PART I, LINE 11	47,343.	47,343.		

FORM 990-PF	LEGAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	135.	68.		67.
TO FM 990-PF, PG 1, LN 16A	135.	68.		67.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	28,850.	14,425.		14,425.
TO FORM 990-PF, PG 1, LN 16B	28,850.	14,425.		14,425.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	147,707.	147,707.		0.
PROGRAM CONSULTANT	4,838.	0.		4,838.
MANAGEMENT SERVICES	0.	0.		0.
ADMINISTRATION SERVICES	68,443.	14,222.		44,221.
TO FORM 990-PF, PG 1, LN 16C	220,988.	161,929.		49,059.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	212,653.	0.			0.
PROPERTY TAX	21,119.	21,119.			0.
TO FORM 990-PF, PG 1, LN 18	233,772.	21,119.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	11,916.	0.		11,916.	
BANK FEES	29.	29.		0.	
MISCELLANEOUS	198.	0.		198.	
DUES/MEMBERSHIPS	19,510.	0.		19,510.	
ACCRUAL TO CASH EXPENSE ADJUSTMENT	<14,445.>	0.		0.	
LAND MAINTENANCE	10,698.	10,698.		0.	
MEALS & ENTERTAINMENT	3,933.	0.		3,933.	
PUBLIC RELATIONS	2,501.	0.		2,501.	
TO FORM 990-PF, PG 1, LN 23	34,340.	10,727.		38,058.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
RUANE CUNNIFF	10,768,824.	10,768,824.		
NORTHERN TRUST	0.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,768,824.	10,768,824.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SMITH BARNEY 740-59690-10-517	13,272,323.	13,272,323.
SMITH BARNEY 740-42007-14	44,573.	44,573.
NORTHERN TRUST	13,319,271.	13,319,271.
ADELANTE TOTAL RETURN FUND	1,481,573.	1,481,573.
GENERATION GLOBAL EQUITY FUND	0.	0.
CLAREMONT CREEK VENTURES, L.P.	210,210.	210,210.
WIKIA, INC	250,000.	250,000.
ODEO - PREFERRED STOCK	0.	0.
FEDERATED MEDIA PUBLISHING	109,386.	109,386.
HONOLUA RIDGE, LOT 23	2,518,787.	2,518,787.
SCHWAB/NWQ INTERNATIONAL	1,107,730.	1,107,730.
LIBERTY SQUARE OFFSHORE	1,096,319.	1,096,319.
OMEGA OVERSEAS PARTNERS	1,669,609.	1,669,609.
O'REILLY ALPHATECH PARTNERS	72,078.	72,078.
EPALS (IN2BOOKS)	444,000.	444,000.
NEW RESOURCE BANK	245,000.	245,000.
BENEFIT MAGAZINE	100,000.	100,000.
SOCIETY CAFE	100,000.	100,000.
GENERATION IM FUND PLC	11,030,491.	11,030,491.
TOTAL TO FORM 990-PF, PART II, LINE 13	47,071,350.	47,071,350.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12
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NAME OF MANAGER
 MITCHELL D. KAPOR
 FREADA KAPOR KLEIN

THE FOUNDATION FOR MEDICAL EXCELLENCE ONE SW COLUMBIA ST., #860, PORTLAND, OR 97258	NONE DISCRETIONARY GRANTS	PUBLIC CHARITY	25,000.
ELECTRONIC FRONTIER 454 SHOTWELL STREET, SAN FRANCISCO, CA 94110	NONE DISCRETIONARY GRANTS	PUBLIC CHARITY	75,000.
THE TWENTY FIRST CENTURY FOUNDATION 32 WEST 112TH STREET, NEW YORK, NY 10026	NONE DISCRETIONARY GRANTS	PUBLIC CHARITY	2,625.
UNIVERSITY OF CALIFORNIA AT BERKELEY 201 CAMPBELL, BERKELEY, CA 94720	NONE DISCRETIONARY GRANTS	PUBLIC CHARITY	20,000.
SAN FRANCISCO FREE CLINIC 4900 CALIFORNIA ST., SAN FRANCISCO, CA 94118	NONE DISCRETIONARY GRANTS	PUBLIC CHARITY	2,500.
SAN FRANCISCO FOUNDATION 225 BUSH ST., STE 500, SAN FRANCISCO, CA 94104	NONE INFORMATION TECHNOLOGY GRANT	PUBLIC CHARITY	800,000.
REFUNDS	NONE		<3,215.>
OPEN SOURCE APPLICATIONS FOUNDATION 543 HOWARD ST., 5TH FLOOR, SAN FRANCISCO, CA 94105	ONE TRUSTEE OF MKF IS BOARD MEMBER/PRESIDENT OF GRANTEE OSAF	PUBLIC CHARITY	200,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>1,323,910.</u>

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

FORM **990-PF**

2006

Name MITCHELL KAPOR FOUNDATION	Employer identification number 94-3330604
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	282,365.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or of section 167(g) for depreciation under the income forecast method	2b		
c Credit for Federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	282,365.
4 Enter the tax shown on the corporation's 2005 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	112,360.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	112,360.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

6 The corporation is using the adjusted seasonal installment method.

7 The corporation is using the annualized income installment method.

8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment					
		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/06	06/15/06	09/15/06	12/15/06
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each col. Special rules apply to corporations with assets of \$1 billion or more (see instr) ...	10	28,090.	28,090.	28,090.	28,090.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	115,700.	70,000.	152,000.	
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		87,610.	129,520.	253,430.
13 Add lines 11 and 12	13		157,610.	281,520.	253,430.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	115,700.	157,610.	281,520.	253,430.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	87,610.	129,520.	253,430.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)				
20 Number of days from due date of installment on line 9 to the date shown on line 19				
21 Number of days on line 20 after 4/15/2006 and before 7/1/2006				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 7\%}{365}$	\$	\$	\$	\$
23 Number of days on line 20 after 6/30/2006 and before 4/1/2007				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 8\%}{365}$	\$	\$	\$	\$
25 Number of days on line 20 after 3/31/2007 and before 7/1/2007				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times \%}{365}$	\$	\$	\$	\$
27 Number of days on line 20 after 6/30/2007 and before 10/1/2007				
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times \%}{365}$	\$	\$	\$	\$
29 Number of days on line 20 after 9/30/2007 and before 1/1/2008				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	\$	\$	\$	\$
31 Number of days on line 20 after 12/31/2007 and before 2/16/2008				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	\$	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	\$	\$	\$	\$
34 Penalty. Add columns (a) through (d), of line 33. Enter the total here and on Form 1120; line 33, Form 1120-A, line 29; or the comparable line for other income tax returns				\$ 0.

* For underpayments paid after March 31, 2007: For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box

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 MITCHELL KAPOR FOUNDATION	Employer identification number 94-3330604
	Number, street, and room or suite no. If a P.O. box, see instructions. 543 HOWARD STREET, 5TH FLOOR	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94105	

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 **MITCHELL KAPOR FOUNDATION**
Telephone No. **(415) 946-3025** 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 **NOVEMBER 15, 2007.**

5 For calendar year **2006**, or other tax year beginning _____, and ending _____.

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. 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	\$	282,365.
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	\$	337,700.
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 _____ Title _____ Date _____

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

623832 05-01-07

YEAR
2006

California Exempt Organization Annual Information Return

199

MONTH DAY YEAR	MONTH DAY YEAR
For calendar or fiscal year beginning JANUARY 1 2006 ,	and ending DECEMBER 31 2006 .
IMPORTANT: Your number is required.	
California corporation number C2075451	Federal employer identification number (FEIN) 94-3330604
Corporation/Organization name MITCHELL KAPOR FOUNDATION	
Address including Suite, Room, or PMB no. 543 HOWARD STREET, 5TH FLOOR City State ZIP Code SAN FRANCISCO, CA 94105	
A Final return? Check applicable box. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Dissolved <input type="checkbox"/> Withdrawn <input type="checkbox"/> Merged/Reorganized (attach explanation) If a box is checked, enter date	
B Check forms filed this year: State: <input type="checkbox"/> 109 <input type="checkbox"/> 100 <input type="checkbox"/> 100S <input type="checkbox"/> 100W Federal: <input type="checkbox"/> 990 <input type="checkbox"/> 990EZ <input type="checkbox"/> 990T <input checked="" type="checkbox"/> 990PF <input type="checkbox"/> 1041 <input type="checkbox"/> 1120H <input type="checkbox"/> 1120	
C If organization is exempt under R&TC Section 23701d and is a school, public charity, religious organization, or is controlled by a religious operation, check box. See General Instruction F. No filing fee is required. <input type="checkbox"/>	
D Is this a group filing? See General Instruction N <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
E Accounting method used CASH	
F Type of organization <input checked="" type="checkbox"/> Exempt under Section 23701 D (insert letter) <input type="checkbox"/> IRC Section 4947(a)(1) trust	

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Receipts and Revenues <small>(Enclose, but do not staple, any payment.)</small>	1 Gross sales or receipts from other sources. From Side 2, Part II, line 8	1	20,633,587.
	2 Gross dues and assessments from members and affiliates	2	
	3 Gross contributions, gifts, grants, and similar amounts received. See instructions STMT 1	3	10,769,765.
	4 Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$25,000, see General Instruction C	4	31,403,352.
	5 Cost of goods sold	5	
	6 Cost or other basis, and sales expenses of assets sold	6	16,461,956.
	7 Total costs. Add line 5 and line 6	7	16,461,956.
	8 Total gross income. Subtract line 7 from line 4	8	14,941,396.
Expenses	9 Total expenses and disbursements. From Side 2, Part II, line 18	9	1,841,995.
	10 Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	13,099,401.
Filing Fee	11 Filing fee \$10 or \$25. See General Instruction F	11	10.
	12 Penalty for failure to file on time. See General Instruction L	12	
	13 Use tax. See "General Instruction M"	13	
	14 Balance due. Add line 11, line 12, and line 13	14	10.

- 15 If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? If "Yes," complete and attach form FTB 3509, Political or Legislative Activities by Section 23701d Organizations Yes No
- 16 Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? If "Yes," complete an explanation and attach copies of revised documents Yes No
- 17 Is the organization exempt under R&TC Section 23701g? Yes No
If "Yes," enter amount of gross receipts from nonmember sources \$ _____
- 18 Did the organization file Form 100, Form 100S, 100W, or Form 109 to report taxable income? Yes No
If "Yes," enter amount of total income reported \$ _____
- 19 The financial records are in care of **MITCHELL KAPOR FOUNDATION** Daytime telephone **(415) 946-3025**
located at **543 HOWARD STREET, 5TH FLOOR, SAN FRANCISCO, CA 94105**

Please Sign Here	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) is based on all information of which preparer has any knowledge.		
	Signature of officer	Date	Title Daytime telephone
Paid Preparer's Use Only	Paid Preparer's signature	Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours, if self-employed) and address	FEIN	Daytime telephone
	HOOD & STRONG LLP, CPAS 60 SPEAR STREET, SUITE 400 SAN FRANCISCO, CA 94105	94-1254756	(415) 781-0793

Part II Organizations with gross receipts of more than \$25,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information. See Specific Line Instructions.

628951/12-21-06

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	1	
	2	Interest	2	871.
	3	Dividends	3	1,067,417.
	4	Gross rents	4	
	5	Gross royalties	5	
	6	Gross amount received from sale of assets	6	19,517,956.
	7	Other income	7	47,343.
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	8	20,633,587.
Expenses and Disbursements	9	Contributions, gifts, grants, and similar amounts paid	9	1,323,910.
	10	Disbursements to or for members	10	
	11	Compensation of officers, directors, and trustees	11	0.
	12	Other salaries and wages	12	
	13	Interest	13	
	14	Taxes	14	233,772.
	15	Rents	15	
	16	Depreciation and depletion	16	
	17	Other	17	284,313.
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	18	1,841,995.

Schedule L Balance Sheets

	Beginning of taxable year		End of taxable year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		141,045.		113,978.
2 Net accounts receivable				
3 Net notes receivable				
4 Inventories				
5 Federal and state government obligations				
6 Investments in other bonds				
7 Investments in stock	STMT 7	8,594,005.		10,768,824.
8 Mortgage loans (number of loans)				
9 Other investments	STMT 8	28,935,194.		47,071,350.
10 a Depreciable assets				
b Less accumulated depreciation	()		()	
11 Land				
12 Other assets	STMT 9			65,582.
13 Total assets		37,670,244.		58,019,734.
Liabilities and net worth				
14 Accounts payable				
15 Contributions, gifts, or grants payable				
16 Bonds and notes payable				
17 Mortgages payable				
18 Other liabilities				
19 Capital stock or principle fund				
20 Paid-in or capital surplus. Attach reconciliation				
21 Retained earnings or income fund		37,670,244.		58,019,734.
22 Total liabilities and net worth		37,670,244.		58,019,734.

Schedule M-1 Reconciliation of income per books with income per return

Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$25,000

1 Net income per books	20,349,490.	7 Income recorded on books this year not included in this return	STMT 10	7,250,089.
2 Federal income tax		8 Deductions in this return not charged against book income this year		
3 Excess of capital losses over capital gains		9 Total. Add line 7 and line 8		7,250,089.
4 Income not recorded on books this year		10 Net income per return.		
5 Expenses recorded on books this year not deducted in this return		Subtract line 9 from line 6		13,099,401.
6 Total. Add line 1 through line 5	20,349,490.			

FORM 199 GROSS AMOUNT FROM SALE OF INVESTMENT PROPERTY STATEMENT 2

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
SMITH BARNEY 42007 - SEE STATEMENT A	VARIOUS	VARIOUS	DONATED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	10773151.	0.	0.	10639577.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
RUANE, CUNNIFF & GOLDFARB - SEE STATEMENT B	VARIOUS	VARIOUS	PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	3,905,383.	0.	0.	7,090,192.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
RUANE, CUNNIFF & GOLDFARB - SEE STATEMENT B	VARIOUS	VARIOUS	PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	282,955.	0.	0.	276,500.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
SMITH BARNEY 59690	VARIOUS	VARIOUS	PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	1,359,478.	0.	0.	1,350,000.

DESCRIPTION	DATE	DATE	METHOD	
	ACQUIRED	SOLD	ACQUIRED	
CHARLES SCHWAB	VARIOUS	VARIOUS	PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	140,989.	0.	0.	161,687.
TOTAL ON FORM 199, PG 2, LINE 6	16461956.	0.	0.	19517956.

FORM 199	OTHER INCOME	STATEMENT	3
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DESCRIPTION	AMOUNT
OTHER INCOME	16,156.
TAX REFUND	31,187.
TOTAL TO FORM 199, PART II, LINE 7	47,343.

FORM 199 CASH CONTRIBUTIONS, GIFTS, GRANTS AND SIMILAR AMOUNTS PAID STATEMENT 4

ACTIVITY CLASSIFICATION:

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
LAWYER'S COMMITTEE FOR CIVIL RIGHTS UNDER LAW 1401 NEW YORK AVENUE NW, STE. 400, WASHINGTON, DC 20005	NONE	35,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
FEDERATION OF CLINICAL IMMUNOLOGY SOCIETIES 555 E. WELLS ST., STE 1100, MILWAUKEE, WI 53202	NONE	10,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
SUMMER SCIENCE PROGRAM, INC. 108 WHITEBERRY DRIVE, CARY, NC 27519	NONE	25,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
LAWYER'S COMMITTEE FOR VIVIL RIGHTS UNDER LAW 1401 NEW YORK AVENUE NW, STE. 400, WASHINGTON, DC 20005	NONE	6,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
UNIVERSITY OF CALIFORNIA AT BERKELEY 201 CAMPBELL , BERKELEY, CA 94720	NONE	10,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
PESTICIDE ACTION NETWORK, NORTH AMERICA 49 POWELL STREET, STE. 500, SAN FRANCISCO, CA 94102	NONE	41,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
ASSOCIATION OF SPACE EXPLORERS-USA 1150 GEMINI AVENUE, HOUSTON, TX 77058	NONE	25,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
DEMOCRACY: A JOURNAL OF IDEALS, INC 2120 L STREET NW, STE 305, WASHINGTON, DC 20037	NONE	50,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
THE FOUNDATION FOR MEDICAL EXCELLENCE ONE SW COLUMBIA ST., #860, PORTLAND, OR 97258	NONE	25,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
ELECTRONIC FRONTIER 454 SHOTWELL STREET, SAN FRANCISCO, CA 94110	NONE	75,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
THE TWENTY FIRST CENTURY FOUNDATION 32 WEST 112TH STREET, NEW YORK, NY 10026	NONE	2,625.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
UNIVERSITY OF CALIFORNIA AT BERKELEY 201 CAMPBELL, BERKELEY, CA 94720	NONE	20,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
SAN FRANCISCO FREE CLINIC 4900 CALIFORNIA ST., SAN FRANCISCO, CA 94118	NONE	2,500.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
SAN FRANCISCO FOUNDATION 225 BUSH ST., STE 500, SAN FRANCISCO, CA 94104	NONE	800,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
OPEN SOURCE APPLICATIONS FOUNDATION 543 HOWARD ST., 5TH FLOOR, SAN FRANCISCO, CA 94105	ONE TRUSTEE OF MKF IS BOARD MEMBER/	200,000.

ORGANIZATIONAL STATUS: PUBLIC CHARITY

ORGANIZATIONAL STATUS: PUBLIC CHARITY

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
REFUNDS	NONE	<3,215.>

TOTAL FOR THIS ACTIVITY	1323910.
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TOTAL INCLUDED ON FORM 199, PART II, LINE 9	<u>1,323,910.</u>
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FORM 199	COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES	STATEMENT	5
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<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HRS WORKED/WK</u>	<u>COMPENSATION</u>
MITCHELL D. KAPOR 543 HOWARD STREET, 5TH FLOOR SAN FRANCISCO, CA 94105	PRESIDENT 5.00	0.
FREADA KAPOR KLEIN 543 HOWARD STREET, 5TH FLOOR SAN FRANCISCO, CA 94105	DIRECTOR 3.00	0.
AMY MCDEVITT 543 HOWARD STREET, 5TH FLOOR SAN FRANCISCO, CA 94105	TREASURER 5.00	0.
ESTHER SUN 543 HOWARD STREET, 5TH FLOOR SAN FRANCISCO, CA 94105	SECRETARY 1.00	0.
TOTAL TO FORM 199, PART II, LINE 11		<u>0.</u>

FORM 199	OTHER EXPENSES	STATEMENT	6
DESCRIPTION		AMOUNT	
LEGAL FEES		135.	
ACCOUNTING FEES		28,850.	
OTHER PROFESSIONAL FEES		220,988.	
INSURANCE		11,916.	
BANK FEES		29.	
MISCELLANEOUS		198.	
DUES/MEMBERSHIPS		19,510.	
ACCRUAL TO CASH EXPENSE ADJUSTMENT		<14,445.>	
LAND MAINTENANCE		10,698.	
MEALS & ENTERTAINMENT		3,933.	
PUBLIC RELATIONS		2,501.	
TOTAL TO FORM 199, PART II, LINE 17		284,313.	

FORM 199	INVESTMENTS IN STOCK	STATEMENT	7
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
RUANE CUNNIFF	8,592,352.	10,768,824.	
NORTHERN TRUST	1,653.	0.	
TOTAL TO FORM 199, SCHEDULE L, LINE 7	8,594,005.	10,768,824.	

FORM 199	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
SMITH BARNEY 740-59690-10-517	12,805,911.	13,272,323.	
SMITH BARNEY 740-42007-14	5,385,903.	44,573.	
NORTHERN TRUST	1,634,096.	13,319,271.	
ADELANTE TOTAL RETURN FUND	1,026,058.	1,481,573.	
GENERATION GLOBAL EQUITY FUND	5,199,118.	0.	
CLAREMONT CREEK VENTURES, L.P.	40,321.	210,210.	
WIKIA, INC	100,000.	250,000.	
ODEO - PREFERRED STOCK	150,000.	0.	
FEDERATED MEDIA PUBLISHING	75,000.	109,386.	
HONOLUA RIDGE, LOT 23	2,518,787.	2,518,787.	
SCHWAB/NWQ INTERNATIONAL	0.	1,107,730.	
LIBERTY SQUARE OFFSHORE	0.	1,096,319.	
OMEGA OVERSEAS PARTNERS	0.	1,669,609.	
O'REILLY ALPHATECH PARTNERS	0.	72,078.	
EPALS (IN2BOOKS)	0.	444,000.	

NEW RESOURCE BANK	0.	245,000.
BENEFIT MAGAZINE	0.	100,000.
SOCIETY CAFE	0.	100,000.
GENERATION IM FUND PLC	0.	11,030,491.
TOTAL TO FORM 199, SCHEDULE L, LINE 9	28,935,194.	47,071,350.

FORM 199	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
PREPAID EXPENSES AND DEFERRED CHARGES	0.	65,582.	
TOTAL TO FORM 199, SCHEDULE L, LINE 12	0.	65,582.	

FORM 199	INCOME RECORDED ON BOOKS THIS YEAR NOT INCLUDED IN THIS RETURN	STATEMENT	10
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	7,250,089.
TOTAL TO FORM 199, SCHEDULE M-1, LINE 7	7,250,089.

FORM 199	FUND BALANCES	STATEMENT	11
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
UNRESTRICTED ASSETS	37,670,244.	58,019,734.	
TOTAL TO FORM 199, SCHEDULE L, LINE 21	37,670,244.	58,019,734.	

MAIL TO:
 Registry of Charitable Trusts
 P. O. Box 903447
 Sacramento, CA 94203-4470
 Telephone: (916) 445-2021

WEB SITE ADDRESS:
<http://ag.ca.gov/charities/>

ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

Sections 12586 and 12587, California Government Code
 11 Cal. Code Regs. sections 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

State Charity Registration Number: CT <u>12959</u> MITCHELL KAPOR FOUNDATION <small>Name of Organization</small> <u>543 HOWARD STREET, 5TH FLOOR</u> <small>Address (Number and Street)</small> <u>SAN FRANCISCO, CA 94105</u> <small>City or Town, State and ZIP Code</small>	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report Corporate or Organization No. <u>C2075451</u> Federal Employer I.D. No. <u>94-3330604</u>
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ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

PART A - ACTIVITIES

For your most recent full accounting period (beginning 01/01/2006 ending 12/31/2006) list:
 Gross annual revenue \$ 14,941,396. Total assets \$ 58,019,734.

PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: If you answer "yes" to any of the questions below, you must attach a separate sheet providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest? SEE STATEMENT 12	X	
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, did non-program expenditures exceed 50% of gross revenues?		X
4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.		X
5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If "yes," provide an attachment listing the name, address, and telephone number of the service provider.		X
6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number.		X
7. During this reporting period, did the organization hold a raffle for charitable purposes? If "yes," provide an attachment indicating the number of raffles and the date(s) they occurred.		X
8. Does the organization conduct a vehicle donation program? If "yes," provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.		X
9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?	X	

Organization's area code and telephone number 415-946-3032

Organization's e-mail address _____

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

Signature of authorized officer _____	Printed Name _____	Title _____	Date _____
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FORM RRF-1

EXPLANATION OF FINANCIAL TRANSACTIONS
PART B, LINE 1

STATEMENT 12

FROM INCEPTION, THE FOUNDATION HAS RECEIVED ITS SUPPORT FROM CONTRIBUTIONS BY MITCHELL KAPOR. ADMINISTRATIVE SUPPORT IS PROVIDED BY A FOR-PROFIT ENTITY OWNED BY MITCHELL KAPOR. THE COST WAS APPROXIMATELY \$28,000 AND \$24,000 FOR 2006 AND 2005, RESPECTIVELY. THE AMOUNTS PAID ARE BASED UPON THE COST TO THE FOR-PROFIT ENTITY AND ALLOCATED BASED UPON ESTIMATES OF TIME. THERE IS NO CHARGE FOR THE USE OF FACILITIES PROVIDED.