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Form

990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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) 2201 BROADWAY NO 727		B Telephone number (see instructions) (510) 255-4650	
City or town, state, and ZIP code OAKLAND, CA 94612		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ 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 under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 35,589,212	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,175,382			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	415			
	4 Dividends and interest from securities.	66,382	66,382		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	153,905			
	b Gross sales price for all assets on line 6a _____ 189,423				
	7 Capital gain net income (from Part IV , line 2)		153,905		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	20,454	20,034		
	12 Total. Add lines 1 through 11	1,416,538	240,321		
	13 Compensation of officers, directors, trustees, etc	125,590	12,559		113,031
	14 Other employee salaries and wages	199,423	19,942		179,481
	15 Pension plans, employee benefits	40,022	4,002		36,020
	16a Legal fees (attach schedule)	736	0		736
	b Accounting fees (attach schedule)	26,200	0		26,200
	c Other professional fees (attach schedule)	236,394	0		236,394
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	80,870	2,587		23,283
	19 Depreciation (attach schedule) and depletion . . .	22,524	0		
	20 Occupancy	56,920	13,856		43,064
	21 Travel, conferences, and meetings	72,761	0		72,761
	22 Printing and publications				
	23 Other expenses (attach schedule)	482,596	421,358		61,238
	24 Total operating and administrative expenses. Add lines 13 through 23	1,344,036	474,304		792,208
	25 Contributions, gifts, grants paid	4,221,000			4,221,000
	26 Total expenses and disbursements. Add lines 24 and 25	5,565,036	474,304		5,013,208
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,148,498			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	6,120,523	1,351,867	1,351,867
	2	Savings and temporary cash investments			
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	94,542	89,974	89,974
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	30,965,957	34,145,731	34,145,731
	14	Land, buildings, and equipment basis ▶ 8,567 Less accumulated depreciation (attach schedule) ▶ 6,943	15,992	1,624	1,624
15	Other assets (describe ▶ _____)	294	16	16	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	37,197,308	35,589,212	35,589,212	
Liabilities	17	Accounts payable and accrued expenses	204,505	212,181	
	18	Grants payable	177,980	21,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	72,092	161,990	
	23	Total liabilities (add lines 17 through 22)	454,577	395,171	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	36,742,731	35,194,041	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ 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 (see page 17 of the instructions)	36,742,731	35,194,041	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	37,197,308	35,589,212	

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 36,742,731
2	Enter amount from Part I, line 27a	2 -4,148,498
3	Other increases not included in line 2 (itemize) ▶ _____	3 2,599,808
4	Add lines 1, 2, and 3	4 35,194,041
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 35,194,041

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)
1 a	GENERATION IM FUND PLC	P	2007-12-31	2012-09-30
b	CAPITAL GAINS FROM PASSTHROUGHS	P	2011-12-31	2012-12-31
c				
d				
e				

(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 52,076		35,518	16,558
b 137,347			137,347
c			
d			
e			

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

(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			16,558
b			137,347
c			
d			
e			

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	153,905
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(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))
2011	5,215,435	38,613,230	0 135069
2010	5,125,339	41,885,145	0 122367
2009	5,209,981	44,272,701	0 117679
2008	5,762,775	54,147,074	0 106428
2007	7,816,497	58,868,021	0 132780

2	Total of line 1, column (d).	2	0 614323
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	0 122865
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	35,865,128
5	Multiply line 4 by line 3.	5	4,406,569
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	4,406,569
8	Enter qualifying distributions from Part XII, line 4. 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	8	5,013,208

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	0
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	0
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	0
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	84,040	
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	84,040
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	84,040
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 84,040	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶WWW MKF ORG	13	Yes	
14	The books are in care of ▶MARK WAGNER Located at ▶2201 BROADWAY NO 727 OAKLAND CA Telephone no ▶(510) 255-4650 ZIP +4 ▶94612			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

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.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
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)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
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?		6b	No
	If "Yes" to 6b, 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?		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 (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MITCHELL D KAPOR	DIRECTOR	0	0	0
2201 BROADWAY SUITE 727 OAKLAND,CA 94612	5 00			
FREADA KAPOR-KLEIN	DIRECTOR	0	0	0
2201 BROADWAY SUITE 727 OAKLAND,CA 94612	5 00			
CEDRIC BROWN	CEO	119,608	5,980	0
2201 BROADWAY SUITE 727 OAKLAND,CA 94612	40 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TIFFANY PRICE	DIR OF ASSISTING & A	83,201	4,160	0
2201 BROADWAY SUITE 727 OAKLAND,CA 94612	40 00			
JUSTIN DAVIS	PROGRAM OFFICER	67,240	3,362	0
2201 BROADWAY SUITE 727 OAKLAND,CA 94612	40 00			
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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KAPOR ENTERPRISES INC 2201 BROADWAY SUITE 725 OAKLAND, CA 94612	CONSULTING	128,910
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	33,701,483
b	Average of monthly cash balances.	1b	2,709,814
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	36,411,297
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	36,411,297
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	546,169
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	35,865,128
6	Minimum investment return. Enter 5% of line 5.	6	1,793,256

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	1,793,256
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,793,256
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,793,256
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	1,793,256

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	5,013,208
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	5,013,208
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 (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,013,208
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,793,256
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	5,102,826			
b From 2008.	3,087,419			
c From 2009.	2,996,346			
d From 2010.	3,031,082			
e From 2011.	3,285,635			
f Total of lines 3a through e.	17,503,308			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,013,208				
a Applied to 2011, 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 2012 distributable amount.				1,793,256
e Remaining amount distributed out of corpus	3,219,952			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,723,260			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	5,102,826			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	15,620,434			
10 Analysis of line 9				
a Excess from 2008. . . .	3,087,419			
b Excess from 2009. . . .	2,996,346			
c Excess from 2010. . . .	3,031,082			
d Excess from 2011. . . .	3,285,635			
e Excess from 2012. . . .	3,219,952			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

See Additional Data Table

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

APPLICATIONS ACCEPTED ONLINE ONLY
2201 BROADWAY SUITE 727
OAKLAND,CA 94612
(510) 255-4650

b

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

WE HAVE A PAPER-FREE PROCESS, SO ALL GRANT REQUESTS MUST BE SUBMITTED USING OUR ONLINE APPLICATION APPLICANTS MUST HAVE A CONVERSATION WITH THE APPROPRIATE FOUNDATION STAFF BEFORE SUBMITTING A GRANT REQUEST WE USUALLY FOLLOW UP WITH A PHONE CALL OR SITE VISIT TO ORGANIZATIONS WE ARE INTERESTED IN SUPPORTING BEFORE MAKING A RECOMMENDATION TO OUR BOARD, WHICH MEETS REGULARLY TO CONSIDER GRANT RECOMMENDATIONS WE ARE PARTICULARLY INTERESTED IN WORKING WITH ORGANIZATIONS THAT HAVE A RACIAL JUSTICE ANALYSIS AND AN INTEGRATED USE OF INFORMATION TECHNOLOGY CONSIDERATIONS INCLUDE LEADERSHIP/CONSTITUENCY OF AND FOCUS ON LOW-INCOME COMMUNITIES OF COLOR, APPROPRIATE DIVERSE REPRESENTATION ON STAFF AND BOARD, APPROPRIATE USE OF AVAILABLE INFORMATION TECHNOLOGY TO FURTHER MISSION, REACH, AND EFFICIENCY, AND BASED IN THE SAN FRANCISCO BAY AREA (PREFERRED BUT NOT REQUIRED)

c

Any submission deadlines

ONGOING

d

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

IN ORDER TO BE ELIGIBLE FOR A GRANT FROM THE KAPOR FOUNDATION, AN ORGANIZATION MUST HAVE IRS 501(C)(3) STATUS AND BE CLASSIFIED AS "NOT A PRIVATE FOUNDATION" UNDER SECTION 509(A), OR HAVE A SIMILARLY QUALIFIED FISCAL SPONSOR THE FOUNDATION NEVER FUNDS INDIVIDUALS FOR PERSONAL PROJECTS, AND RARELY FUNDS (1) ORGANIZATIONS THAT ARE NOT QUALIFIED CHARITIES WITH IRS 501(C)(3) STATUS OR THAT DO NOT HAVE A SIMILARLY QUALIFIED FISCAL SPONSOR SUPPORTING ORGANIZATIONS GENERALLY DO NOT QUALIFY FOR OUR GRANTS, (2) ACADEMIC RESEARCH NOT RELATED TO OR SUPPORTIVE OF OTHER ONGOING FOUNDATION INTERESTS, OR THAT DOES NOT HAVE PRACTICAL APPLICATIONS WHICH HELP OUR TARGET POPULATIONS, (3) SPECIAL-EVENT FUNDRAISING ACTIVITIES, OR (4) PROGRAMS THAT DO NOT ADDRESS OUR INTEREST AREAS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	4,201,000
b Approved for future payment CITIZEN ENGAGEMENT LAB 2150 ALLSTON WAY STE 360 BERKELEY, CA 94704	NONE	PUBLIC CHARITY	INFO TECH FOR SOCIAL IMPACT	20,000
Total			3b	20,000

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	415	
4	Dividends and interest from securities.			14	66,382	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	20,034	
8	Gain or (loss) from sales of assets other than inventory			18	153,905	
9	Net income or (loss) from special events					420
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).		0		240,736	420
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13	<u>241,156</u>	<u>241,156</u>

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) 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 foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-11-05	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01200780
	TAMARA L BONGI	TAMARA L BONGI			
	Firm's name ☐	HOOD & STRONG LLP		Firm's EIN ☐ 94-1254756	
		100 FIRST STREET 14TH FLOOR			
	Firm's address ☐	SAN FRANCISCO, CA 94105		Phone no (415) 781-0793	

Form 990PF Part XV Line 1a - 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).

MITCHELL D KAPOR
FREADA KAPOR-KLEIN

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADVANCEMENT PROJECT 1220 L STREET NW STE 850 WASHINGTON,DC 20005	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	75,000
ASIAN PACIFIC ENVIRONMENTAL NETWORK 310 8TH ST STE 309 OAKLAND,CA 946074253	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	1,000
ASIAN PACIFIC ENVIRONMENTAL NETWORK 310 8TH ST STE 309 OAKLAND,CA 946074253	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	45,000
ASPIRATION PO BOX 880264 SAN FRANCISCO,CA 941880264	NONE	PUBLIC CHARITY	CAPACITY BUILDING	45,000
ATHLETIC SCHOLARS ADVANCEMENT PROGRAM (ASAP) 3750 18TH STREET SAN FRANCISCO,CA 94114	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
BAY AREA BLACKS IN PHILANTHROPY PO BOX 744 SAN FRANCISCO,CA 94104	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	20,000
BAY AREA JUSTICE FUNDERS NETWORK 436 14TH STREET SUITE 700 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	27,000
BAYVIEW ASSOCIATION FOR YOUTH 1201 MENDELL ST SAN FRANCISCO,CA 941242313	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
BEATS RHYMES AND LIFE 1419 E 38TH ST OAKLAND,CA 946021124	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	500
BERKELEY ORGANIZING CONGREGATIONS FOR ACTION 1950 ADDISON ST STE 108 BERKELEY,CA 947041182	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	15,000
BEYOND 12 INC 901 MISSION ST SUITE 205 SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	10,000
BLUEPRINT NORTH CAROLINA 2912 HIGHWOODS BLVD RALEIGH,NC 276041003	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	10,000
BRIGHTLINE DEFENSE PROJECT 1028A HOWARD STREET SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	GREEN ACCESS	45,000
BROTHERS ON THE RISE 1470 FRUITVALE AVENUE OAKLAND,CA 94601	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	1,000
CALIFORNIA ENVIRONMENTAL JUSTICE ALLIANCE 1904 FRANKLIN STREET SUITE 600 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	GREEN ACCESS	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIANS FOR JUSTICE EDUCATION FUND INC 520 3RD ST STE 209 OAKLAND,CA 946073505	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	1,000
CAUSA JUSTA JUST CAUSE PO BOX 3596 OAKLAND,CA 946090596	NONE	PUBLIC CHARITY	SPONSORSHIP	2,500
CAUSA JUSTA JUST CAUSE PO BOX 3596 OAKLAND,CA 946090596	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	30,000
CCISCO CONTRA COSTA INTERFAITH SUPPORTING COMMUNITY ORGANIZATION PO BOX 883 ANTIOCH,CA 94509	NONE	PUBLIC CHARITY	GREEN ACCESS	30,000
CHINESE PROGRESSIVE ASSOCIATION 1042 GRANT AVE 5TH FLOOR SAN FRANCISCO,CA 941335025	NONE	PUBLIC CHARITY	SPONSORSHIP	5,000
CHINESE PROGRESSIVE ASSOCIATION 1042 GRANT AVE 5TH FLOOR SAN FRANCISCO,CA 941335025	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	30,000
CITIZEN ENGAGEMENT LAB 2150 ALLSTON WAY SUITE 360 BERKELEY,CA 94704	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	20,000
CITIZEN ENGAGEMENT LABORATORY (COLOROFCHANGEORG) 1404 FRANKLIN STREET 210 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	20,000
CITY SLICKER FARMS 1625 16TH STREET OAKLAND,CA 946071541	NONE	PUBLIC CHARITY	GREEN ACCESS	30,000
CODE FOR AMERICA 155 9TH ST SAN FRANCISCO,CA 941032620	NONE	PUBLIC CHARITY	INFO TECH FOR SOCIAL IMPACT	30,000
COLEMAN ADVOCATES FOR CHILDREN & YOUTH 459 VIENNA ST SAN FRANCISCO,CA 941122831	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	35,000
COMMITTEE AGAINST ANTI ASIAN VIOLENCE 46 HESTER ST STORE FRONT NEW YORK,NY 100024679	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	250
COMMON COUNSEL FOUNDATION 405 14TH ST STE 809 OAKLAND,CA 946122706	NONE	PRIVATE FOUNDATION	INFO TECH FOR SOCIAL IMPACT	10,000
COMMON SENSE MEDIA 650 TOWNSEND STREET SUITE 435 SAN FRANCISCO,CA 941036221	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - BOARD	10,000
COMMUNITY INVESTMENT NETWORK PO BOX 99749 RALEIGH,NC 27624	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DEVATA GIVING CIRCLE 225 BUSH ST STE 590 SAN FRANCISCO,CA 941044294	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	250
EAR TO THE GROUND CO CACY 459 VIENNA STREET SAN FRANCISCO,CA 94112	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	10,000
EAST BAY ALLIANCE FOR A SUSTAINABLE ECONOMY (EBASE) 1814 FRANKLIN STREET SUITE 325 OAKLAND,CA 946123426	NONE	PUBLIC CHARITY	SPONSORSHIP	2,500
EAST BAY ALLIANCE FOR A SUSTAINABLE ECONOMY (EBASE) 1814 FRANKLIN STREET SUITE 325 OAKLAND,CA 946123426	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	45,000
EAST BAY COLLEGE FUND 2201 BROADWAY SUITE 208 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BLVD OAKLAND,CA 946212234	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
ELBERTON YOUTH DEVELOPMENT COMMISSION INC PO BOX 72 ELBERTON,GA 30635	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	4,000
ELLA BAKER CENTER FOR HUMAN RIGHTS 1970 BROADWAY SUITE 450 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	SPONSORSHIP	5,000
ELLA BAKER CENTER FOR HUMAN RIGHTS 1970 BROADWAY SUITE 450 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	40,000
FILIPINO ADVOCATES FOR JUSTICE FORMERLY FILIPINOS FOR AFFIRMATIVE ACTION 310 8TH ST STE 308 OAKLAND,CA 946074253	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	27,000
FORWARD TOGETHER 1440 BROADWAY SUITE 301 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	GREEN ACCESS	20,000
GRANTS MANAGERS NETWORK INC 141 HOMESTEAD AVE WASHINGTON,DC 20005	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	1,000
GRASSROOTS INSTITUTE FOR FUNDRAISING TRAINING 1904 FRANKLIN ST STE 705 OAKLAND,CA 946122924	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	250
GRASSROOTS INSTITUTE FOR FUNDRAISING TRAINING 1904 FRANKLIN ST STE 705 OAKLAND,CA 946122924	NONE	PUBLIC CHARITY	SPONSORSHIP	500
GREEN FOR ALL 1611 TELEGRAPH AVE SUITE 600 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	GREEN ACCESS	30,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INNER CITY ADVISORS 1999 HARRISON STREET SUITE 2220 OAKLAND,CA 946122037	NONE	PUBLIC CHARITY	GREEN ACCESS	40,000
JAMES MOREHOUSE PROJECT 540 ASHBURY AVENUE EL CERRITO,CA 94530	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
JOINT AFFINITY GROUPS 2801 21ST AVE S MINNEAPOLIS,MN 55407	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	2,500
JUMA VENTURES 131 STEUART ST SUITE 201 SAN FRANCISCO,CA 941050000	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
JUSTICE FOR FAMILIES 900 ALICE STREET SUITE 400 OAKLAND,CA 94607	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	20,000
LAWYERS COMMITTEE FOR CIVIL RIGHTS UNDER LAW 1401 NEW YORK NW SUITE 400 WASHINGTON,DC 200052102	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	75,000
LEAGUE OF YOUNG VOTERS EDUCATION FUND 540 PRESIDENT STREET 3RD FLOOR BROOKLYN,NY 11215	NONE	PUBLIC CHARITY	INFO TECH FOR SOCIAL IMPACT	5,000
LET'S GET READY 50 BROADWAY FL 25 NEW YORK,NY 100043803	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	35,000
LEVEL PLAYING FIELD INSTITUTE 543 HOWARD STREET 5TH FLOOR SAN FRANCISCO,CA 941053015	SHARED BOARD MEMBERS	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - BOARD	30,000
LEVEL PLAYING FIELD INSTITUTE 543 HOWARD STREET 5TH FLOOR SAN FRANCISCO,CA 941053015	SHARED BOARD MEMBERS	PUBLIC CHARITY	SPONSORSHIP	5,000
MARCUS A FOSTER EDUCATION FUND 8301 EDGEWATER DRIVE SUITE 203 OAKLAND,CA 946211460	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	40,000
MOBILIZE THE IMMIGRANT VOTE (MIV) 436 14TH ST SUITE 500 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	20,000
MOVEMENT GENERATION 436 14TH STREET 5TH FLOOR OAKLAND,CA 94612	NONE	PUBLIC CHARITY	GREEN ACCESS	20,000
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H ST NW STE 200 WASHINGTON,DC 200054706	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	10,000
NEW AMERICAN LEADERS PROJECT 666 WEND AVE NEW YORK,NY 100257357	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OAKLAND LEAF FOUNDATION 7700 EDGEWATER DRIVE SUITE 818 OAKLAND,CA 94621	NONE	PUBLIC CHARITY	GREEN ACCESS	10,000
OAKLAND LOCAL 889 53RD STREET OAKLAND,CA 94608	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	5,000
OAKLAND RISING 570 14TH STREET SUITE 6 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	INFO TECH FOR SOCIAL IMPACT	50,000
OAKLAND RISING 570 14TH STREET SUITE 6 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	SPONSORSHIP	1,000
OAKLAND RISING 570 14TH STREET SUITE 6 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	40,000
PEOPLE ORGANIZED TO WIN EMPLOYMENT RIGHTS (POWER) 335 S VAN NESS AVE 2ND FLOOR SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	SPONSORSHIP	5,000
PEOPLE ORGANIZED TO WIN EMPLOYMENT RIGHTS (POWER) 335 S VAN NESS AVE 2ND FLOOR SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	35,000
PODER (PEOPLE ORGANIZING TO DEMAND ENVIRONMENTAL AND ECONOMIC RIGHTS) 474 VALENCIA STREET 125 SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	40,000
PUBLIC ADVOCATES INC 131 STEUART ST STE 300 SAN FRANCISCO,CA 941051241	NONE	PUBLIC CHARITY	GREEN ACCESS	25,000
PUEBLO 3528 FOOTHILL BLVD OAKLAND,CA 946013607	NONE	PUBLIC CHARITY	GREEN ACCESS	5,000
PUENTE ARIZONA 631 S 6TH AVE TUCSON,AZ 857012381	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	1,500
REDF 221 MAIN STREET SUITE 1550 SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	GREEN ACCESS	35,000
RESOURCE GENERATION 220 E 23RD ST SUITE 509 NEWYORK,NY 10010	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	500
ROOT CAUSE 11 AVENUE DE LAFAYETTE BOSTON,MA 02111	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	50,000
SAN FRANCISCO FOUNDATION ONE EMBARCADERO CENTER SUITE 1400 SAN FRANCISCO,CA 94111	NONE	PRIVATE FOUNDATION	CORE OPERATING	2,020,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SAN FRANCISCO RISING 2301 MISSION STREET SUITE 201 SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	INFO TECH FOR SOCIAL IMPACT	50,000
SAN FRANCISCO RISING 2301 MISSION STREET SUITE 201 SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	35,000
SAN FRANCISCO RISING 2301 MISSION STREET SUITE 201 SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	40,000
STANFORD ALUMNI ASSOCIATION 326 GALVEZ STREET STANFORD,CA 94305	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	2,500
STRATEGIC CONCEPTS IN ORGANIZING AND POLICY EDUCATION (SCOPE) 1715 W FLORENCE AVE 2ND FLOOR LOS ANGELES,CA 900472220	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	20,000
STUDENT PROGRAM FOR ACADEMIC AND ATHLETIC TRANSITIONING 517 22ND STREET UPPER OAKLAND,CA 94612	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
SUPPORTIVE HOUSING EMPLOYMENT COLLABORATIVE 20 JONES STREET SUITE 200 SAN FRANCISCO,CA 94102	NONE	PUBLIC CHARITY	GREEN ACCESS	30,000
THE BLACK ORGANIZING PROJECT 111 FAIRMOUNT AVE STE 501 OAKLAND,CA 94611	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	30,000
THE FOUNDATION CENTER 312 SUTTER STREET SUITE 606 SAN FRANCISCO,CA 94108	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	2,500
THE GREAT WALL OF OAKLAND 2201 BROADWAY OAKLAND,CA 946123425	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - BOARD	10,000
THE HANNAH PROJECT PARTNERSHIP FOR ACADEMIC ACHIEVEMENT 170 DONAHUE STREET MARIN CITY,CA 949651107	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA 2150 SHATTUCK AVE SUITE 313 BERKELEY,CA 947045940	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - BOARD	30,000
TIDES CENTER PO BOX 29907 SAN FRANCISCO,CA 941290000	NONE	PUBLIC CHARITY	VOTING INTEGRITY AND CIVIC ENGAGEMENT (VOICE)	5,000
TIDES CENTER LEADERSPRING 1212 PRESERVATION PARK WAY SUITE 300 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	SPECIAL OPPORTUNITIES - STAFF	1,000
UC BERKELEY FOUNDATION 2080 ADDISON STREET SUITE 4200 BERKELEY,CA 947207408	NONE	PRIVATE FOUNDATION	SPECIAL OPPORTUNITIES - BOARD	250,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
URBAN STRATEGIES COUNCIL 1720 BROADWAY AVE FLOOR 2 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	SPONSORSHIP	500
VOTO LATINO INC 1710 RHODE ISLAND AVENUE SUITE 600 WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	INFO TECH FOR SOCIAL IMPACT	20,000
YMCA OF SAN FRANCISCO URBAN SERVICES BRANCH 1426 FILLMORE STREET 204 SAN FRANCISCO,CA 94115	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
YOUNG SCHOLARS PROGRAM 22284 MONTGOMERY ST A HAYWARD,CA 94541	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
YOUTH RADIO 1701 BROADWAY OAKLAND,CA 946122105	NONE	PUBLIC CHARITY	COLLEGE BOUND BROTHERHOOD	25,000
Total  3a				4,201,000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization MITCHELL KAPOR FOUNDATION	Employer identification number 94-3330604
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions 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 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization MITCHELL KAPOR FOUNDATION	Employer identification number 94-3330604
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	MITCHELL KAPOR 2201 BROADWAY SUITE 727 OAKLAND, CA 94612	\$ 1,174,382	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

[illegible]

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

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: MITCHELL KAPOR FOUNDATION

EIN: 94-3330604

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	26,200	0		26,200

TY 2012 Investments - Other Schedule**Name:** MITCHELL KAPOR FOUNDATION**EIN:** 94-3330604

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ADELANTE TOTAL RETURN FUND	FMV	1,395,993	1,395,993
CLAREMONT CREEK VENTURES, L.P.	FMV	803,930	803,930
WIKIA, INC	FMV	650,120	650,120
FEDERATED MEDIA PUBLISHING	FMV	791,035	791,035
HONOLUA RIDGE, LOT 23	FMV	1,557,000	1,557,000
O'REILLY ALPHATECH PARTNERS	FMV	1,771,831	1,771,831
NEW RESOURCE BANK	FMV	177,200	177,200
GENERATION IM FUND PLC	FMV	13,609,355	13,609,355
CATAMOUNT VENTURES III, L.P.	FMV	3,617,359	3,617,359
PACIFIC COMMUNITY PSHIP III	FMV	76,927	76,927
CAPRICORN - MKF HOLDINGS	FMV	3,354,340	3,354,340
CATAMOUNT VENTURES IV	FMV	702,259	702,259
CLAREMONT CREEK VENTURES II	FMV	477,485	477,485
GENERATION IM CLIMATE SOLUTIONS	FMV	2,954,150	2,954,150
SEVENTH GENERATION	FMV	290,003	290,003
ZAZZLE (SOCIETY CAFE)	FMV	22,779	22,779
PUBLIC STOCK - EPALS (SLN)	FMV	843,661	843,661
GENERATION IM ASIA FUND	FMV	1,050,304	1,050,304

TY 2012 Legal Fees Schedule

Name: MITCHELL KAPOR FOUNDATION

EIN: 94-3330604

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	736	0		736

TY 2012 Other Assets Schedule

Name: MITCHELL KAPOR FOUNDATION

EIN: 94-3330604

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST RECEIVABLE	294	16	16

TY 2012 Other Expenses Schedule**Name:** MITCHELL KAPOR FOUNDATION**EIN:** 94-3330604

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	15,534	0		15,534
INSURANCE	10,422	0		10,422
PAYROLL FEES	4,309	0		4,309
DUES/MEMBERSHIPS	26,548	0		26,548
LAND MAINTENANCE	18,792	18,792		0
LICENSES & FEES	167	0		167
BAD DEBT EXPENSE	1,648	0		1,648
INVESTMENT EXPENSES	136,814	136,814		0
EMPLOYEE MATCHING CHARITABLE CONTRIBUTIONS	2,610	0		2,610
PASSTHROUGH DEDUCTIONS	265,752	265,752		0

TY 2012 Other Income Schedule

Name: MITCHELL KAPOR FOUNDATION

EIN: 94-3330604

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME FROM PASSTHROUGHS	20,034	20,034	20,034
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	420		420

TY 2012 Other Increases Schedule

Name: MITCHELL KAPOR FOUNDATION

EIN: 94-3330604

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	2,557,819
NET LOSS FROM PARTNERSHIP ACTIVITIES	41,989

TY 2012 Other Liabilities Schedule

Name: MITCHELL KAPOR FOUNDATION

EIN: 94-3330604

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED INVESTMENT FEES	72,092	161,990

TY 2012 Other Professional Fees Schedule

Name: MITCHELL KAPOR FOUNDATION

EIN: 94-3330604

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	236,394	0		236,394

TY 2012 Taxes Schedule**Name:** MITCHELL KAPOR FOUNDATION**EIN:** 94-3330604

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	25,870	2,587		23,283
EXCISE TAXES	55,000	0		0