

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2019

Open to Public
Inspection

A For the 2019 calendar year, or tax year beginning

07/01, 2019, and ending

06/30, 2020

B Check if applicable:

☒ X

Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

KNOWLEDGEWORKS FOUNDATION

Doing Business As

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

Room/suite

312 PLUM STREET

950

City or town, state or province, country, and ZIP or foreign postal code

CINCINNATI, OH 45202

F Name and address of principal officer:

CHARLES AMBROSE

312 PLUM STREET, SUITE 950, CINCINNATI, OH 45202

D Employer identification number

31-1321973

E Telephone number

(513) 929-4777

G Gross receipts \$ 7,129,967.

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.KNOWLEDGEWORKS.ORG

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1991 **M** State of legal domicile: OH

Part I Summary

1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a)

10.

4 Number of independent voting members of the governing body (Part VI, line 1b)

9.

5 Total number of individuals employed in calendar year 2019 (Part V, line 2a)

115.

6 Total number of volunteers (estimate if necessary)

11.

7a Total unrelated business revenue from Part VIII, column (C), line 12

0.

b Net unrelated business taxable income from Form 990-T, line 34

0.

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	8,698,619.	3,779,761.
	9 Program service revenue (Part VIII, line 2g)	2,676,845.	2,915,069.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	91,631.	56,490.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	123,337.	101,078.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,590,432.	6,852,398.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,060,325.	3,218,128.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	6,804,232.	7,612,365.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	41,640.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 351,745.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	6,502,959.	6,265,834.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	14,367,516.	17,137,967.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	-2,777,084.	-10,285,569.
	20 Total assets (Part X, line 16)	38,932,222.	33,319,038.
	21 Total liabilities (Part X, line 26)	31,554,588.	28,975,896.
	22 Net assets or fund balances. Subtract line 21 from line 20.	7,377,634.	4,343,142.

COPY FOR
PUBLIC INSPECTION

Part II Signature Block

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

Sign
Here

Signature of officer

Date

HOLLY BRINKMAN

VP - COO & TREASURER

Type or print name and title

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

AARON HERSHBERGER

05/04/2021

P00961884

Firm's name ▶ BKD, LLP

Firm's EIN ▶ 44-0160260

Firm's address ▶ 312 WALNUT STREET, SUITE 3000 CINCINNATI, OH 45202

Phone no. 513-621-8300

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2019)

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III ☒ **X**

1 Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☒ Yes ☐ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 2,669,383. including grants of \$) (Revenue \$ 1,300,054.)
KW IN SCHOOLS: SEE SCHEDULE O

4b (Code:) (Expenses \$ 4,692,613. including grants of \$ 2,114,562.) (Revenue \$ 15,299.)
STRIVEPARTNERSHIP: SEE SCHEDULE O

4c (Code:) (Expenses \$ 1,878,606. including grants of \$ 478,980.) (Revenue \$ 384,472.)
IMPACT & IMPROVEMENT: SEE SCHEDULE O

4d Other program services (Describe on Schedule O.) ATTACHMENT 2
(Expenses \$ 4,163,811. including grants of \$ 624,586.) (Revenue \$ 1,316,322.)

4e Total program service expenses ► 13,404,413.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II.	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I.		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II.		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.	X	
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII.		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions).	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J.	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II.		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions, for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV		X
28b A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV.		X
28c A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II.		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I.	X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2.		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance** (continued)

		Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a 115		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country ►			
See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state?	13a		
Note: See the instructions for additional information the organization must report on Schedule O.			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O	14b		
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	15		X
If "Yes," see instructions and file Form 4720, Schedule N.			
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income?	16		X
If "Yes," complete Form 4720, Schedule O.			

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI ☒ X

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 10 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.		
b Enter the number of voting members included on line 1a, above, who are independent 1b 9		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	X	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O.		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	X	
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . .	X	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . .	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ►
- 18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain on Schedule O)
- 19** Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records ►
 HOLLY BRINKMAN, 312 PLUM STREET, SUITE 950, CINCINNATI, OH 45202 513-929-4777

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations. See instructions for the order in which to list the persons above.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CHARLES AMBROSE PRESIDENT AND CEO	39.00 1.00	X		X				367,990.	0.	43,872.
(2) HOLLY BRINKMAN COO & VP OF FINANCE	37.00 3.00			X				247,548.	0.	44,058.
(3) MATTHEW WILLIAMS EVP, & CHIEF STRATEGY OFFR	39.00 1.00			X				249,613.	0.	38,369.
(4) MICHAEL DIMAGGIO VP PTRSHPS & DEV	40.00 0.					X		251,299.	0.	22,743.
(5) VIRGEL HAMMONDS CHIEF LEARNING OFFICER	40.00 0.				X			234,383.	0.	35,490.
(6) BYRON WHITE VP & EXEC DIR STRIVEPRTNRSHIP	40.00 0.				X			229,525.	0.	24,104.
(7) LILLIAN PACE VP, POLICY & ADVOCACY	40.00 0.				X			211,748.	0.	13,261.
(8) KATHERINE PRINCE VP STRATEGIC FORESIGHT	40.00 0.					X		177,354.	0.	22,434.
(9) STEPHEN MYERS SR DIR, INFO TECHNOLOGY	40.00 0.					X		157,293.	0.	18,037.
(10) JESSE MOYER SR DIR, SCHOOL DEV	40.00 0.					X		136,904.	0.	34,701.
(11) CRIS CHARBONNEAU VP, MKT & COMMS	40.00 0.					X		139,040.	0.	11,296.
(12) STEVEN MINTER DIRECTOR (END IN FYE 06/2020)	2.00 0.	X						114,980.	0.	0.
(13) JOHN DEAN FORMER DIRECTOR	2.00 0.						X	68,035.	0.	0.
(14) JOSEPH P. TOMAIN FORMER DIRECTOR	2.00 0.						X	57,604.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) PENNY FRIEDMAN FORMER DIRECTOR	2.00 0.						X	32,741.	0.	0.
(16) RICHARD RILEY FORMER DIRECTOR	2.00 0.						X	29,931.	0.	0.
(17) BECKY VAN DER BOGERT DIRECTOR	2.00 0.	X						0.	0.	0.
(18) SEAN DECATUR DIRECTOR	2.00 0.	X						0.	0.	0.
(19) THOMAS FRY DIRECTOR	2.00 1.00	X						0.	0.	0.
(20) LUCIE LAPOVSKY CHAIR OF THE BOARD	2.00 1.00	X		X				0.	0.	0.
(21) LILLIAN LOWERY DIRECTOR	2.00 0.	X						0.	0.	0.
(22) JORGE PEREZ DIRECTOR (END IN FYE 06/2020)	2.00 0.	X						0.	0.	0.
(23) LIZZETTE GONZALEZ REYNOLDS VICE CHAIR OF THE BOARD	2.00 0.	X		X				0.	0.	0.
(24) EILEEN RUDDEN DIRECTOR	2.00 1.00	X						0.	0.	0.
(25) BRENDA SHUM DIRECTOR	2.00 0.	X						0.	0.	0.
1b Sub-total								2,705,988.	0.	308,365.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								2,705,988.	0.	308,365.
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 19										

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **5**

[illegible]

	Yes	No
3	X	
4	X	
5		X

(A) Name and business address	(B) Description of services	(C) Compensation

Form 990 (2019)

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions) . .	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	3,779,761.			
	g	Noncash contributions included in lines 1a-1f.	1g	\$			
	h	Total. Add lines 1a-1f		3,779,761.			
Program Service Revenue				Business Code			
	2a	INTEREST ON STUDENT LOANS	611710	1,050,106.	1,050,106.		
	b	FEES FOR SERVICES	611710	1,806,834.	1,806,834.		
	c	KWI ADMIN FEES	611710	58,129.	58,129.		
	d						
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f		2,915,069.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts).		50,499.			50,499.
	4	Income from investment of tax-exempt bond proceeds . .		0.			
	5	Royalties		0.			
			(i) Real	(ii) Personal			
	6a	Gross rents	6a				
	b	Less: rental expenses	6b				
	c	Rental income or (loss)	6c				
	d	Net rental income or (loss)		0.			
	7a	Gross amount from sales of assets other than inventory	7a	283,560.			
	b	Less: cost or other basis and sales expenses . .	7b	277,569.			
	c	Gain or (loss)	7c	5,991.			
	d	Net gain or (loss)		5,991.			5,991.
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	8a	0.			
	b	Less: direct expenses	8b	0.			
	c	Net income or (loss) from fundraising events.		0.			
	9a	Gross income from gaming activities. See Part IV, line 19	9a	0.			
	b	Less: direct expenses	9b	0.			
	c	Net income or (loss) from gaming activities.		0.			
10a	Gross sales of inventory, less returns and allowances	10a	0.				
b	Less: cost of goods sold	10b	0.				
c	Net income or (loss) from sales of inventory.		0.				
Miscellaneous Revenue				Business Code			
	11a	SERVICING FEE INCOME	611710	101,078.	101,078.		
	b						
	c						
	d	All other revenue					
e	Total. Add lines 11a-11d		101,078.				
12	Total revenue. See instructions		6,852,398.	3,016,147.		56,490.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	3,218,128.	3,218,128.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	1,587,483.	1,110,581.	385,146.	91,756.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	4,907,947.	3,034,111.	1,704,017.	169,819.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	245,891.	175,974.	59,765.	10,152.
9 Other employee benefits	436,641.	316,612.	106,127.	13,902.
10 Payroll taxes	434,403.	307,894.	105,583.	20,926.
11 Fees for services (nonemployees):				
a Management	178,243.	171,828.	6,415.	
b Legal	179,596.	70,340.	109,256.	
c Accounting	4,872.		4,872.	
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17.	41,640.			41,640.
f Investment management fees	0.			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) ATCH 4	2,057,249.	1,829,990.	227,259.	
12 Advertising and promotion	169,070.	122,068.	47,002.	
13 Office expenses	169,129.	109,759.	59,370.	
14 Information technology	303,503.	228,002.	75,501.	
15 Royalties	0.			
16 Occupancy	369,826.	252,788.	117,038.	
17 Travel	801,451.	704,689.	93,212.	3,550.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	346,704.	313,408.	33,296.	
20 Interest	564,647.	564,647.		
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	138,665.	4,753.	133,912.	
23 Insurance	147,145.	99,444.	47,701.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a STUDENT LOAN REBATE FEES	253,019.	253,019.		
b STUDENT LOAN SERVICING FEES	102,797.	102,797.		
c STUDENT LOAN TRUSTEE & ADMIN	103,312.	103,312.		
d STUDENT LOAN AMORT. EXPENSE	246,807.	246,807.		
e All other expenses	129,799.	63,462.	66,337.	
25 Total functional expenses. Add lines 1 through 24e	17,137,967.	13,404,413.	3,381,809.	351,745.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	4,378,792.	1	5,031,848.
	2 Savings and temporary cash investments.	1,406,648.	2	789,405.
	3 Pledges and grants receivable, net	4,539,605.	3	3,049,395.
	4 Accounts receivable, net.	421,390.	4	191,528.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B).	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	0.	8	0.
	9 Prepaid expenses and deferred charges	215,576.	9	309,871.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 3,350,325.		
	b Less: accumulated depreciation.	10b 2,623,693.		
	11 Investments - publicly traded securities.	294,687.	10c	726,632.
	12 Investments - other securities. See Part IV, line 11.	345,528.	11	77,980.
	13 Investments - program-related. See Part IV, line 11.	0.	12	0.
	14 Intangible assets	26,022,812.	13	22,023,774.
	15 Other assets. See Part IV, line 11	0.	14	0.
16 Total assets. Add lines 1 through 15 (must equal line 33)	1,307,184.	15	1,118,605.	
Liabilities		38,932,222.	16	33,319,038.
	17 Accounts payable and accrued expenses.	2,338,020.	17	3,692,999.
	18 Grants payable	0.	18	0.
	19 Deferred revenue.	96,679.	19	337,781.
	20 Tax-exempt bond liabilities.	0.	20	0.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D.	0.	21	0.
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	21,824,332.	23	16,763,657.
	24 Unsecured notes and loans payable to unrelated third parties.	0.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	7,295,557.	25	8,181,459.
26 Total liabilities. Add lines 17 through 25.	31,554,588.	26	28,975,896.	
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	-1,086,660.	27	-2,014,138.
	28 Net assets with donor restrictions.	8,464,294.	28	6,357,280.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund.		30	
	31 Retained earnings, endowment, accumulated income, or other funds.		31	
	32 Total net assets or fund balances	7,377,634.	32	4,343,142.
33 Total liabilities and net assets/fund balances.	38,932,222.	33	33,319,038.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI ☒ **X**

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,852,398.
2	Total expenses (must equal Part IX, column (A), line 25)	2	17,137,967.
3	Revenue less expenses. Subtract line 2 from line 1	3	-10,285,569.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	7,377,634.
5	Net unrealized gains (losses) on investments	5	-5,031.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain on Schedule O).	9	7,256,108.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	4,343,142.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII. ☐

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . .
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits . . .

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2019)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public
Inspection

Name of the organization

KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 ☒ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.

f Enter the number of supported organizations

g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2019

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3.						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4.						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f)).	14	%
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2019. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
b 33 1/3% support test - 2018. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2019. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	13,190,986.	19,450,804.	12,062,316.	16,480,472.	11,520,114.	72,704,692.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	4,684,727.	3,787,735.	2,838,954.	2,676,845.	2,915,069.	16,903,330.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
6 Total. Add lines 1 through 5	17,875,713.	23,238,539.	14,901,270.	19,157,317.	14,435,183.	89,608,022.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	9,312,906.	10,224,162.	9,640,162.	9,148,210.	7,973,282.	46,298,722.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	876,759.	144,298.	47,193.		561,198.	1,629,448.
c Add lines 7a and 7b.	10,189,665.	10,368,460.	9,687,355.	9,148,210.	8,534,480.	47,928,170.
8 Public support. (Subtract line 7c from line 6.)						41,679,852.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
9 Amounts from line 6.	17,875,713.	23,238,539.	14,901,270.	19,157,317.	14,435,183.	89,608,022.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	1,804.	45,970.	87,713.	83,377.	50,499.	269,363.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	1,804.	45,970.	87,713.	83,377.	50,499.	269,363.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	219,672.	224,164.	202,890.	123,337.	101,078.	871,141.
13 Total support. (Add lines 9, 10c, 11, and 12.)	18,097,189.	23,508,673.	15,191,873.	19,364,031.	14,586,760.	90,748,526.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

15 Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f))	15	45.93 %
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	49.05 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	17	.30 %
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	.22 %

- 19a 33 1/3% support tests - 2019.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. ► ☒
- b 33 1/3% support tests - 2018.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. ► ☐
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ► ☐

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.	3	

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a	
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b	
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .	3a	
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b	

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3.	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d.	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035.	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		

Section C - Distributable Amount		Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2 Enter 85% of line 1.	2	
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4 Enter greater of line 2 or line 3.	4	
5 Income tax imposed in prior year	5	
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

7 ☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year	
1	Amounts paid to supported organizations to accomplish exempt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity		
3	Administrative expenses paid to accomplish exempt purposes of supported organizations		
4	Amounts paid to acquire exempt-use assets		
5	Qualified set-aside amounts (prior IRS approval required)		
6	Other distributions (describe in Part VI). See instructions.		
7	Total annual distributions. Add lines 1 through 6.		
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.		
9	Distributable amount for 2019 from Section C, line 6		
10	Line 8 amount divided by line 9 amount		

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
1	Distributable amount for 2019 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2019 (reasonable cause required - explain in Part VI). See instructions.			
3	Excess distributions carryover, if any, to 2019			
a	From 2014			
b	From 2015			
c	From 2016			
d	From 2017			
e	From 2018			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2019 distributable amount			
i	Carryover from 2014 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2019 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2019 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2019, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6	Remaining underdistributions for 2019. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7	Excess distributions carryover to 2020. Add lines 3j and 4c.			
8	Breakdown of line 7:			
a	Excess from 2015			
b	Excess from 2016			
c	Excess from 2017			
d	Excess from 2018			
e	Excess from 2019			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

PART III, LINE 12

EXPLANATION OF OTHER INCOME:

SECURITIES LITIGATION INCOME

NFP SERVICING FEE INCOME

Schedule of Contributors

OMB No. 1545-0047

2019

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **KNOWLEDGEWORKS FOUNDATION**Employer identification number
31-1321973**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
1		\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 51,225.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 16,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 1,717,655.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6		\$ 288,481.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **KNOWLEDGEWORKS FOUNDATION**Employer identification number
31-1321973**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
7		\$ 275,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 21,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9		\$ 175,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10		\$ 385,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11		\$ 600,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2019

**Open to Public
Inspection**

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV. (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ▶ \$
- 3 Volunteer hours for political campaign activities (see instructions) ▶

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955. ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities. ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities. ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b. ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2019

JSA

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Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grassroots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)		29,320.													
c Total lobbying expenditures (add lines 1a and 1b)		29,320.													
d Other exempt purpose expenditures		13,375,093.													
e Total exempt purpose expenditures (add lines 1c and 1d)		13,404,413.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		820,221.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)		205,055.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	0.												
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	0.												
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) Total
2a Lobbying nontaxable amount	1,000,000.	585,872.	636,080.	820,221.	3,042,173.
b Lobbying ceiling amount (150% of line 2a, column (e))					4,563,260.
c Total lobbying expenditures	165,570.	37,568.	30,965.	29,320.	263,423.
d Grassroots nontaxable amount	250,000.	146,468.	159,020.	205,055.	760,543.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,140,815.
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2019

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities?			
j	Total. Add lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year.	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues.	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

PART I-A AND I-B

THESE SECTIONS ARE "NOT APPLICABLE" AS KNOWLEDGEWORKS FOUNDATION DOES NOT

PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING

OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF (OR IN OPPOSITION TO)

ANY CANDIDATE FOR PUBLIC OFFICE.

Part IV Supplemental Information *(continued)*

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year) . .		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (for example, recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1. ▶ \$ _____

(ii) Assets included in Form 990, Part X. ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1. ▶ \$ _____

b Assets included in Form 990, Part X. ▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2019

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):
- a ☐ Public exhibition d ☐ Loan or exchange program
- b ☐ Scholarly research e ☐ Other _____
- c ☐ Preservation for future generations
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment _____ %

b Permanent endowment _____ %

c Term endowment _____ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) Unrelated organizations	3a(i)	
(ii) Related organizations	3a(ii)	
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		1,684,792.	1,203,940.	480,852.
d Equipment		924,576.	766,284.	157,992.
e Other		741,257.	653,469.	87,788.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				726,632.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) STUDENT LOAN RECEIVABLES, NET		
(2) OF UNAMORTIZED LOAN		
(3) ACQUISITION COSTS	22,023,774.	COST
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) INTEREST PAYABLE	22,478.
(3) STUDENT LOAN PROGRAM RESIDUAL	8,158,981.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.
Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SCHEDULE D, PART X, LINE 2

THE FOUNDATION IS EXEMPT FROM INCOME TAXES UNDER SECTION 501 OF THE

INTERNAL REVENUE CODE AND A SIMILAR PROVISION OF STATE LAW. HOWEVER,

THE FOUNDATION IS SUBJECT TO FEDERAL INCOME TAX ON ANY UNRELATED

BUSINESS TAXABLE INCOME. THE FOUNDATION FILES TAX RETURNS IN THE U.S.

FEDERAL JURISDICTION.

Part XIII Supplemental Information (continued)

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

2019

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a ☐ Mail solicitations

b ☐ Internet and email solicitations

c ☒ Phone solicitations

d ☒ In-person solicitations

e ☒ Solicitation of non-government grants

f ☐ Solicitation of government grants

g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ Yes ☐ No

b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 ROBERT CHARLES STEWART	STRATEGY DEVELOPMENT		X		41,640.	
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total					41,640.	

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

OH, SC,

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				
11 Net income summary. Subtract line 10 from line 3, column (d) ▶					

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
Direct Expenses	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

- 11** Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity conducted in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

KNOWLEDGEWORKS FOUNDATION

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

► Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Employer identification number

31-1321973

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) BARD COLLEGE P.O. BOX 5000 ANNADALE ON HUDSON, NY 12504	14-1713034	501(C)(3)	60,000.				HIGH-QUALITY COLLEGE IN HS EXPERIENCES
(2) JOBS FOR THE FUTURE 88 BROAD ST., 8TH FLOOR BOSTON, MA 02110	06-1164568	501(C)(3)	210,000.				HIGH-QUALITY COLLEGE IN HS EXPERIENCES
(3) MIDDLE SCHOOL NATIONAL CONSORTIUM 100 BANK ST., SUITE 3D NEW YORK, NY 10014	04-3608107	501(C)(3)	35,000.				HIGH-QUALITY COLLEGE IN HS EXPERIENCES
(4) NATIONAL ALLIANCE OF CONCURRENT ENROLLMENT P.O. BOX 578 CHAPEL HILL, NC 27514	16-1609101	501(C)(3)	195,000.				HIGH-QUALITY COLLEGE IN HS EXPERIENCES
(5) YMCA OF GREATER CINCINNATI 1105 ELM STREET CINCINNATI, OH 45202	31-0537178	501(C)(3)	1,160,396.				CINCINNATI CRADLE TO CAREER SUPPORT
(6) CHILDREN'S HOSPITAL MEDICAL CENTER 3333 BURNET AVENUE CINCINNATI, OH 45229	31-0833936	501(C)(3)	379,900.				IMAGINATION LIBRARY, 8TH GRADE APP
(7) CINCINNATI PUBLIC SCHOOLS 2651 BURNET AVENUE CINCINNATI, OH 45219	31-6000758	GOVT ENTITY	158,790.				SUPPORT FOR 8TH GR. MATH PROFICIENCY
(8) COLLEGE NOW GREATER CLEVELAND INC 50 PUBLIC SQUARE ST. CLEVELAND, OH 44113	34-6580096	501(C)(3)	50,000.				SUPPORT POST-SECONDARY EDUCATION
(9) EDUCATION COMMISSION OF THE STATES 700 BROADWAY, SUITE 810 DENVER, CO 80203	31-0722194	501(C)(3)	15,000.				020 SPONSORSHIP SUPPORT
(10) FREESTORE FOOD BANK 112 E. LIBERTY STREET CINCINNATI, OH 45202	23-7122205	501(C)(3)	10,000.				GENERAL OPERATING SUPPORT
(11) YMCA OF GREATER PITTSBURGH 680 ANDERSEN DR. PITTSBURGH, PA 15220	25-0969497	501(C)(3)	5,125.				YMCA LIGHTHOUSE - FUTURE OF LEARNING
(12) HIGH TECH HIGH GRADUATE SCHOOL OF EDUCATION 2861 WOMBLE ROAD SAN DIEGO, CA 92106	27-0716971	501(C)(3)	160,000.				RESEARCH COLLABORATIVE CYCLE

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2019)

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SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

KNOWLEDGEWORKS FOUNDATION

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2019

Open to Public
Inspection

Employer identification number

31-1321973

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) LEARN TO EARN DAYTON 4801 SPRINGFIELD ST. DAYTON, OH 45431	81-0823777	501(C)(3)	162,086.				SUPPORT POST-SECONDARY EDUCATION
(2) MIGHTYCAUSE CHARITABLE FOUNDATION 1327 VINE STREET CINCINNATI, OH 45202	27-2499903	501(C)(3)	10,000.				MINORITY BUSINESS EMERGENCY ASSISTANCE
(3) MORTAR CINCINNATI 1329 VINE STREET CINCINNATI, OH 45202	47-2431620	501(C)(3)	10,650.				GENERAL OPERATING SUPPORT
(4) MUSKINGUM VALLEY ESC 205 N. SEVENTH ST. ZANESVILLE, OH 43701	31-1525731	GOVT ENTITY	55,000.				SUPPORT POST-SECONDARY EDUCATION
(5) NYU METRO CENTER 25 WEST 4TH STREET NEW YORK, NY 10012	13-5562308	501(C)(3)	160,000.				RESEARCH COLLABORATIVE CYCLE
(6) RHODE ISLAND COLLEGE FOUNDATION 600 MOUNT PLEASANT AVE PROVIDENCE, RI 02908	05-6049721	501(C)(3)	20,000.				SUPPORT YOUTH ACTION RESEARCHERS
(7) ROGER WILLIAMS UNIVERSITY ONE OLD FERRY ROAD BRISTOL, RI 02809	05-0277222	501(C)(3)	58,980.				SUPPORT YOUTH ACTION RESEARCHERS
(8) ROWAN UNIVERSITY FOUNDATION 201 MULICA HILL ROAD GLASSBORO, NJ 08028	22-2482802	501(C)(3)	80,000.				RESEARCH COLLABORATIVE CYCLE
(9) STARK EDUCATION PARTNERSHIP 400 MARKET AVE. N. CANTON, OH 44702	34-1625250	501(C)(3)	50,000.				SUPPORT POST-SECONDARY EDUCATION
(10) SUMMIT EDUCATION INITIATIVE 120 E. MILL ST., SUITE 300 AKRON, OH 44308	34-1843220	501(C)(3)	127,390.				SUPPORT POST-SECONDARY EDUCATION
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 22.

3 Enter total number of other organizations listed in the line 1 table ▶

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2019)

JSA

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Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

SCHEDULE I, PART I, LINE 2

KNOWLEDGEWORKS MAINTAINS A SYSTEM OF RECORDS ON GRANTMAKING THAT INCLUDES: DATE OF REQUEST, ELIGIBILITY OF GRANTEE, CONTACT INFORMATION, DATE GRANT WAS AWARDED, GRANT PURPOSE, GRANT BUDGET, ELECTRONIC COPY OF EXECUTED GRANT AGREEMENT AND REQUIRED REPORTING. THE GRANTS MANAGER PROVIDES PERIODIC REPORTING TO PROGRAM DIRECTORS AND FOLLOWS UP WHEN REQUIRED REPORTING IS DUE.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

Part I Questions Regarding Compensation

	Yes	No									
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <table border="0" style="width: 100%;"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (such as maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (such as maid, chauffeur, chef)			
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use										
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence										
<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees										
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (such as maid, chauffeur, chef)										
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.	X										
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?	X										
3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <table border="0" style="width: 100%;"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee					
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract										
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study										
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee										
4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: <table border="0" style="width: 100%;"> <tr> <td>a Receive a severance payment or change-of-control payment?</td> <td>X</td> <td></td> </tr> <tr> <td>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</td> <td></td> <td>X</td> </tr> <tr> <td>c Participate in, or receive payment from, an equity-based compensation arrangement?</td> <td></td> <td>X</td> </tr> </table> If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	a Receive a severance payment or change-of-control payment?	X		b Participate in, or receive payment from, a supplemental nonqualified retirement plan?		X	c Participate in, or receive payment from, an equity-based compensation arrangement?		X		
a Receive a severance payment or change-of-control payment?	X										
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?		X									
c Participate in, or receive payment from, an equity-based compensation arrangement?		X									
Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.											
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: <table border="0" style="width: 100%;"> <tr> <td>a The organization?</td> <td></td> <td>X</td> </tr> <tr> <td>b Any related organization?</td> <td></td> <td>X</td> </tr> </table> If "Yes" on line 5a or 5b, describe in Part III.	a The organization?		X	b Any related organization?		X					
a The organization?		X									
b Any related organization?		X									
6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: <table border="0" style="width: 100%;"> <tr> <td>a The organization?</td> <td></td> <td>X</td> </tr> <tr> <td>b Any related organization?</td> <td></td> <td>X</td> </tr> </table> If "Yes" on line 6a or 6b, describe in Part III.	a The organization?		X	b Any related organization?		X					
a The organization?		X									
b Any related organization?		X									
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III.	X										
8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.		X									
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?											

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2019

Schedule J (Form 990) 2019

Page 2

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
CHARLES AMBROSE	(i)	314,442.	49,615.	3,933.	14,000.	29,872.	411,862.	
1 PRESIDENT AND CEO	(ii)	0.	0.	0.	0.	0.	0.	
HOLLY BRINKMAN	(i)	207,428.	37,356.	2,764.	12,963.	31,095.	291,606.	
2 COO & VP OF FINANCE	(ii)	0.	0.	0.	0.	0.	0.	
MATTHEW WILLIAMS	(i)	211,147.	35,487.	2,979.	12,780.	25,589.	287,982.	
3 EVP, & CHIEF STRATEGY OFFR	(ii)	0.	0.	0.	0.	0.	0.	
JOHN DEAN	(i)	0.	0.	68,035.	0.	0.	68,035.	68,035.
4 FORMER DIRECTOR	(ii)	0.	0.	0.	0.	0.	0.	
JOSEPH P. TOMAIN	(i)	0.	0.	57,604.	0.	0.	57,604.	57,604.
5 FORMER DIRECTOR	(ii)	0.	0.	0.	0.	0.	0.	
RICHARD RILEY	(i)	0.	0.	29,931.	0.	0.	29,931.	29,931.
6 FORMER DIRECTOR	(ii)	0.	0.	0.	0.	0.	0.	
PENNY FRIEDMAN	(i)	0.	0.	32,741.	0.	0.	32,741.	32,741.
7 FORMER DIRECTOR	(ii)	0.	0.	0.	0.	0.	0.	
MICHAEL DIMAGGIO	(i)	211,894.	36,153.	3,252.	12,545.	10,198.	274,042.	
8 VP PTRSHPS & DEV	(ii)	0.	0.	0.	0.	0.	0.	
KATHERINE PRINCE	(i)	153,449.	21,140.	2,765.	9,033.	13,401.	199,788.	
9 VP STRATEGIC FORESIGHT	(ii)	0.	0.	0.	0.	0.	0.	
STEPHEN MYERS	(i)	138,525.	16,068.	2,700.	7,869.	10,168.	175,330.	
10 SR DIR, INFO TECHNOLOGY	(ii)	0.	0.	0.	0.	0.	0.	
CRIS CHARBONNEAU	(i)	100,862.	0.	38,178.	5,323.	5,973.	150,336.	
11 VP, MKT & COMMS	(ii)	0.	0.	0.	0.	0.	0.	
JESSE MOYER	(i)	119,769.	14,832.	2,303.	7,264.	27,437.	171,605.	
12 SR DIR, SCHOOL DEV	(ii)	0.	0.	0.	0.	0.	0.	
VIRGEL HAMMONDS	(i)	196,924.	34,660.	2,799.	12,027.	23,463.	269,873.	
13 CHIEF LEARNING OFFICER	(ii)	0.	0.	0.	0.	0.	0.	
LILLIAN PACE	(i)	183,736.	25,286.	2,726.	10,586.	2,675.	225,009.	
14 VP, POLICY & ADVOCACY	(ii)	0.	0.	0.	0.	0.	0.	
BYRON WHITE	(i)	192,667.	33,160.	3,698.	11,507.	12,597.	253,629.	
15 VP & EXEC DIR STRIVEPTRNSHIP	(ii)	0.	0.	0.	0.	0.	0.	
16	(i)							
	(ii)							

Schedule J (Form 990) 2019

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Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE J, PART I, LINE 1A

THE FOUNDATION MAINTAINED A MEMBERSHIP IN A LOCAL SOCIAL CLUB IN THE NAME OF THE PRESIDENT & CEO WHICH WAS TERMINATED EFFECTIVE 4/30/2020. THIS MEMBERSHIP WAS A BUSINESS MEMBERSHIP FOR THE BENEFIT OF THE FOUNDATION. AS SUCH, THE MONTHLY DUES WERE PAID BY THE FOUNDATION. ANY PERSONAL USE WAS PAID BY THE PRESIDENT & CEO.

SCHEDULE J, PART I, LINE 4C

PAYMENTS TO CRIS CHARBONNEAU WERE MADE UNDER THE TERMS OF A NEGOTIATED SEPARATION AGREEMENT.

SCHEDULE J, PART I, LINE 7

THROUGH ITS FISCAL YEAR ENDING 6/30/2019, KNOWLEDGEWORKS OFFERED AN INDIVIDUAL INCENTIVE BASED BONUS PROGRAM, WHERE THE ANNUAL PAYOUT WAS DETERMINED BY ACHIEVEMENT OF ESTABLISHED OBJECTIVES. THIS PROGRAM WAS TERMINATED EFFECTIVE 6/30/2019. THE FINAL PAYOUTS UNDER THIS PROGRAM WERE MADE IN OCTOBER 2019.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

FORM 990, PART I, LINE 1

DESCRIPTION OF ORGANIZATION MISSION

BY DELIVERING INNOVATIVE EDUCATION APPROACHES AND ADVANCING ALIGNED
POLICIES, KNOWLEDGEWORKS ACTIVATES AND DEVELOPS THE CAPACITY OF
COMMUNITIES AND EDUCATORS TO IMAGINE, BUILD AND SUSTAIN VIBRANT LEARNING
ECOSYSTEMS THAT ALLOW EACH STUDENT TO THRIVE.

FORM 990, PART III, LINE 3

SIGNIFICANT CHANGES TO PROGRAM SERVICES

KNOWLEDGEWORKS ENDED THE SPONSORSHIP OF STRIVEPARTNERSHIP LLC AS OF
6/30/2020. RECOGNIZING THE VALUE THAT STRIVEPARTNERSHIP LLC PROVIDES TO
THE GREATER CINCINNATI COMMUNITY, THE BOARD OF KNOWLEDGEWORKS AUTHORIZED
A GRANT OF \$750,000 TO THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER
CINCINNATI (YMCA) TO ASSIST IN THE CONTINUATION OF STRIVEPARTNERSHIP LLC
ACTIVITIES. IN CONNECTION WITH THIS TRANSITION, STRIVEPARTNERSHIP LLC
ENTERED INTO AN AGREEMENT WITH THE YMCA TO TRANSFER SUBSTANTIALLY ALL OF
ITS ASSETS TO THE YMCA. THE TOTAL AMOUNT OF STRIVEPARTNERSHIP LLC GRANTS
TRANSFERRED WAS APPROXIMATELY \$785,000.

FORM 990, PART III, LINE 4A

PROGRAM SERVICE ACCOMPLISHMENTS - KNOWLEDGEWORKS IN SCHOOLS

KNOWLEDGEWORKS IS COMMITTED TO THE EQUITABLE REDESIGN OF SYSTEMIC
LEARNING STRUCTURES THROUGH PERSONALIZED, COMPETENCY-BASED LEARNING. WE
BELIEVE PERSONALIZED LEARNING IS AN EQUITY CATALYST FOR OUR CHILDREN, BUT

Name of the organization KNOWLEDGEWORKS FOUNDATION	Employer identification number 31-1321973
---	--

ALSO FOR THE EDUCATORS AND COMMUNITIES WHO SERVE THEM. THIS BELIEF IS AT THE HEART OF OUR WORK TO HELP LEARNING COMMUNITIES IMPLEMENT A NEW LEARNING INFRASTRUCTURE THAT IS MORE INCLUSIVE AND LEARNER CENTERED. OVER THE LAST FIVE YEARS, KNOWLEDGEWORKS HAS COLLABORATED DEEPLY WITH LEARNING COMMUNITIES, STATE DEPARTMENTS OF EDUCATION, POLICY MAKERS, AND OTHER ORGANIZATIONS WHO HAVE ALSO PUT LEARNERS AT THE CENTER OF THEIR DESIGNS. IN FY2020, THOSE PARTNERSHIPS HAVE EXPANDED TO SUPPORT MORE THAN 90,000 LEARNERS.

KNOWLEDGEWORKS AND ITS LEARNING COMMUNITY PARTNERS RECOGNIZE THAT EQUITABLE AND SUSTAINABLE SYSTEMIC CHANGE REQUIRES SIGNIFICANT COLLABORATION AND SHARED LEADERSHIP IN THE DESIGN OF NEW LEARNING PROCESSES. SYSTEMS CHANGE IS DIFFICULT, TAKES TIME AND REQUIRES DIVERSE STAKEHOLDER GROUPS TO BUILD AND ACT WITHIN A CULTURE OF TRUST AND EQUITY. THIS YEAR, WITH THE HELP FROM 11 NEW ORGANIZATIONAL PARTNERSHIPS, KNOWLEDGEWORKS HAS SUPPORTED THE DEVELOPMENT OF THIS LEARNING CULTURE THROUGH PERSONALIZATION WITH 19 INDIVIDUAL LEARNING COMMUNITIES. THESE LEARNING COMMUNITIES ARE AS SMALL AS ONE SCHOOL BUILDING WITH 200 LEARNERS TO LARGE LEARNING COMMUNITIES CONSISTING OF 20 SCHOOLS AND OVER 37,000 LEARNERS. ADDITIONALLY, KNOWLEDGEWORKS HAS PARTNERED WITH SIX STATE DEPARTMENTS OF EDUCATION TO DEVELOP REGIONAL COHORTS OF LEARNING COMMUNITIES TO SERVE AS INCUBATORS FOR PERSONALIZED COMPETENCY-BASED LEARNING ACROSS EACH STATE. UNDER THE GUIDANCE OF KNOWLEDGEWORKS, EACH OF THESE STATE COHORTS, AND LEARNING COMMUNITIES WITHIN THEM, ARE COLLABORATING AND LEARNING WITH ONE ANOTHER TO LEVERAGE NEW POLICY,

Name of the organization

KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

PEDAGOGY, AND SYSTEMIC LEARNING DESIGNS TO DEMONSTRATE AND ILLUSTRATE THE EFFECTIVES OF PCBL AS A DRIVER FOR EQUITY AND DEEPER LEARNING.

FORM 990, PART III, LINE 4B

PROGRAM SERVICE ACCOMPLISHMENTS - STRIVEPARTNERSHIP

STRIVEPARTNERSHIP CONTINUED TO ADVANCE ITS WORK UNDER THE FOLLOWING SYSTEMS-LEVEL STRATEGIES.

EARLY LEARNING ALIGNMENT - STRIVEPARTNERSHIP WORKED WITH TWO COLLABORATIVE ACTION NETWORKS AMONG EARLY LEARNING AND SERVICE PROVIDERS IN CINCINNATI AND NORTHERN KENTUCKY TO ALLOW LOW-INCOME FAMILIES WITH CHILDREN PRENATAL TO KINDERGARTEN TO BE CONNECTED TO HIGH-QUALITY, DEVELOPMENT AND SOCIAL-EMOTIONAL SUPPORT SERVICES. THROUGH THE SIX-MONTH IMPACTU CONTINUOUS IMPROVEMENT COURSE, CONDUCTED IN PARTNERSHIP WITH CINCINNATI CHILDREN'S HOSPITAL MEDICAL CENTER (CCHMC), STRIVEPARTNERSHIP CONCLUDED THE PROGRAM'S 4TH COHORT OF PARTICIPANTS, TEACHING 24 LEADERS HOW TO ACCELERATE IMPROVEMENT BY UTILIZING CONTINUOUS QUALITY IMPROVEMENT TOOLS.

MIDDLE GRADE MATH - STRIVEPARTNERSHIP COMPLETED ITS WORK WITH CINCINNATI PUBLIC SCHOOLS (CPS) ADMINISTRATORS, PRINCIPALS, TEACHERS AND STUDENTS AND CCHMC TO ESTABLISH A NETWORK FOR SCHOOL IMPROVEMENT TO IMPROVE 8TH-GRADE MATH BEGINNING IN TEN CPS SCHOOLS. AN ASSESSMENT TOOL WAS ALSO DEVELOPED TO DETERMINE READINESS, SELECTION AND MATURATION OF SCHOOL TO ENSURE SUCCESS.

Name of the organization

KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

K-12 / POSTSECONDARY DATA AGREEMENTS - STRIVEPARTNERSHIP DESIGNED A WEB-BASED TOOL FOR PARENTS AND CAREGIVERS THAT PROVIDES INFORMATION ON CINCINNATI K-12 SCHOOLS INCLUDING RATINGS, SCHOOL RESOURCES AND STUDENT OUTCOMES. USING SCHOOL PROFILES, THE TOOL DISPLAYS A VARIETY OF INDICATORS OF SCHOOL QUALITY TO PROVIDE A WELL-ROUNDED PICTURE OF HOW EFFECTIVELY EACH SCHOOL SERVES ALL OF ITS STUDENTS.

OHIO ACHIEVEMENT GOAL "STOPPED-OUT" STUDENT GROUND GAME - STRIVEPARTNERSHIP, IN COLLABORATION WITH LEARN 2 EARN DAYTON AND SUMMIT EDUCATION INITIATIVE, CONTINUED ITS WORK WITH SIX OHIO CRADLE-TO-CAREER ORGANIZATIONS TO LEAD LOCAL STRATEGIES AND STATE POLICY EFFORTS TO RE-ENROLL RESIDENTS WHO "STOPPED-OUT" OF COLLEGE BEFORE OBTAINING A DEGREE.

TALENT HUB CAREER PATHWAY INITIATIVE - STRIVEPARTNERSHIP CONTINUED TO DELIVER WORK AS A DESIGNATED TALENT HUB SUPPORTED BY A 3-YEAR GRANT FROM THE LUMINA FOUNDATION THAT IS FOCUSED ON HELPING 1,400 LOCAL BLACK, LATINX AND LOW-INCOME SINGLE MOTHERS PURSUE A POSTSECONDARY CREDENTIAL.

FORM 990, PART III, LINE 4C

PROGRAM SERVICE ACCOMPLISHMENTS - IMPACT & IMPROVEMENT

IN FY2020, THE IMPACT AND IMPROVEMENT TEAM LAUNCHED FORMATIVE DATA COLLECTION IN NORTH DAKOTA (YEAR ONE OF A FOUR-YEAR STUDY); INITIATED A CROSS-ORGANIZATIONAL PROCESS TO DEVELOP KNOWLEDGEWORKS FIRST THEORY OF CHANGE; AND PUBLISHED A RESEARCH REPORT ON "ANALYSIS AND REFLECTIONS ON

Name of the organization

KNOWLEDGEWORKS FOUNDATION

Employer identification number

31-1321973

STUDENT OUTCOMES IN RSU2". THE TEAM HOSTED THREE MEETINGS OF THE STUDENT-CENTERED LEARNING RESEARCH COLLABORATIVE GRANTEES (SIX DISTINGUISHED FELLOWS AND FOUR RESEARCH-PRACTICE TEAMS) AND SUPPORTED 10 YOUTH RESEARCHERS TO DEVELOP THEIR PROJECTS. DATA SHARING AGREEMENTS WERE COMPLETED WITH THREE OF FIVE STATES TO RELEASE STUDENT-LEVEL DATA FOR THE MAJOR MULTI-YEAR REMIQS (ROBUST AND EQUITABLE MEASURES TO INSPIRE QUALITY SCHOOLS) EFFORT. THE IMPACT AND IMPROVEMENT STAFF WERE INVITED SPEAKERS AT THE LOWENSTEIN FOUNDATION PERSONALIZED LEARNING RESEARCH MEETING, AURORA INSTITUTE, AND GFE AND SERVED ON THE ADVISORY BOARD OF COMPETENCYWORKS, CCSO'S CERTIFICATION AND LICENSURE TASK FORCE, AND GFE'S DATA PARTNERS. THE TEAM LAUNCHED THE REMIQS.ORG WEBSITE; PROVIDED RESOURCES TO ENGAGINGALLEARNERS.ORG; AND MAINTAINED THE STUDENTSATTHECENTERHUB.ORG WEBSITE, AVERAGING 10,000 VISITORS PER MONTH, PUBLISHING OVER 20 BLOGS ON STUDENT-CENTERED LEARNING, RESEARCH, AND EQUITY BY STAFF AND RESEARCH PARTNERS.

FORM 990, PART III, LINE 4D

PROGRAM SERVICE ACCOMPLISHMENTS - OTHER SERVICES

INCLUDE POLICY & ADVOCACY, STRATEGIC FORESIGHT, GRANTMAKING AND STUDENT LOAN PROGRAMS.

POLICY & ADVOCACY

IN FY2020 THE POLICY TEAM PRODUCED SEVERAL WRITTEN RESOURCES, INCLUDING ARTICLES AND BLOG POSTS, STATE GUIDANCE FOR RESPONDING TO THE PANDEMIC AND A BRIEF WRITTEN FOR EDUCATION COMMISSION OF THE STATES (ECS). THE TEAM PRESENTED AT A VARIETY OF EVENTS INCLUDING THE AURORA INSTITUTE

Name of the organization

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SYMPOSIUM, THE CENTER FOR INNOVATION IN EDUCATION'S EVENT ON BALANCED ASSESSMENTS AND THEIR INTERSTATE LEARNING NETWORK, THE ECS WHOLE CHILD SYMPOSIUM, A COLLEGE IN HIGH SCHOOL TECHNICAL ASSISTANCE VIRTUAL CONVENING, AND COUNCIL OF CHIEF STATE SCHOOL OFFICER'S (CCSSO) AND EXCELINED'S COVID NETWORK, AMONG SEVERAL OTHERS. THE POLICY TEAM ALSO JOINED TWO COLLABORATIVE EFFORTS: CREATING A STATE NEEDS ASSESSMENT FOR AND BEING A MEMBER OF THE CCSSO STUDENT-CENTERED LEARNING COLLABORATIVE AND PARTICIPATING IN THE GEORGIA INNOVATIVE ASSESSMENT TECHNICAL ADVISORY COUNCIL. A SIGNIFICANT EFFORT DURING THE YEAR WAS THE YEARLONG, DEEP ENGAGEMENT WITH NORTH DAKOTA, OHIO AND SOUTH CAROLINA. THESE EFFORTS INCLUDED THE CREATION OPPORTUNITY ANALYSIS REPORTS WHICH REQUIRED THOROUGH RESEARCH ON THE FULL STATE POLICY LANDSCAPES SURROUNDING PERSONALIZED LEARNING. FOLLOWING TWO CONVENINGS PER STATE THAT INCLUDED A VARIETY OF STAKEHOLDERS, THE POLICY TEAM ALSO RELEASED A NEXT STEPS REPORT FOR EACH STATE WITH RECOMMENDATIONS TO ADVANCE THEIR PERSONALIZED LEARNING SYSTEMS TOWARD STATEWIDE TRANSFORMATION. FINALLY, IN ADDITION TO THE DEEP ENGAGEMENTS, THE POLICY TEAM ALSO DID WORK WITH WASHINGTON, UTAH, IDAHO AND GEORGIA.

STRATEGIC FORESIGHT

KNOWLEDGEWORKS CONTINUED TO EXERCISE NATIONAL THOUGHT LEADERSHIP AROUND THE FUTURE OF LEARNING THROUGH PUBLICATIONS, PARTNERSHIPS, AND STAKEHOLDER ENGAGEMENTS. IT PUBLISHED A RETROSPECTIVE BLOG SERIES LOOKING BACK AT HOW DRIVERS OF CHANGE FROM ITS 2020 FORECAST: CREATING THE FUTURE OF LEARNING (2009) HAD UNFOLDED, ALONG WITH A BLOG SERIES EXPLORING HOW

Name of the organization

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EDUCATION SYSTEMS COULD APPLY FUTURES THINKING TOOLS TO EDUCATION RELATIVELY NEAR-TERM IN THE CONTEXT OF THE COVID-19 PANDEMIC. KNOWLEDGEWORKS ALSO RELEASED A GUIDE TO APPLYING TOOLS AND MINDSETS FROM THE FIELD OF SYSTEMS THINKING TO EDUCATION, LOOKING BENEATH THE SURFACE: THE EDUCATION CHANGEMAKER'S GUIDE TO SYSTEMS THINKING. IN ADDITION, KNOWLEDGEWORKS EXPANDED ITS USE OF STRATEGIC FORESIGHT BY PUBLISHING ITS FIRST-EVER FORECAST ON THE FUTURES OF YOUNG CHILDREN AND THEIR FAMILIES, FOUNDATIONS FOR FLOURISHING FUTURES: A LOOK AHEAD FOR YOUNG CHILDREN AND FAMILIES, IN PARTNERSHIP WITH CAPITA, A NONPROFIT ORGANIZATION.

KNOWLEDGEWORKS' STRATEGIC FORESIGHT TEAM CONTINUED TO GIVE PRESENTATIONS AND TO DESIGN AND FACILITATE WORKSHOPS AND WEBINARS BASED ON THESE AND EARLIER PUBLICATIONS. VENUES INCLUDED THE FUTURE OF LEARNING NEW ZEALAND; A SOUTHERN OREGON UNIVERSITY CONVENING; EDSURGE'S FUSION CONFERENCE; THE NATIONAL LEAGUE OF CITIES' INSTITUTE FOR YOUTH, EDUCATION AND FAMILIES; AND EDUCATION ELEMENTS' "RETURN TO SCHOOL" CONFERENCE. IN ADDITION, KNOWLEDGEWORKS PUBLISHED A VARIETY OF ARTICLES RELATED TO THE FUTURE OF LEARNING ON OTHER ORGANIZATIONS' PLATFORMS, WITH PARTICULAR EMPHASIS ON PROMOTING IDEAS FROM ITS 2019 NAVIGATING THE FUTURE OF LEARNING: A STRATEGY GUIDE; PUBLISHED AN ARTICLE ABOUT ITS ORGANIZATIONAL JOURNEY WITH FUTURES THINKING IN THE JOURNAL ON THE HORIZON; AND SECURED A GRANT FROM THE GRABLE FOUNDATION TO CREATE A SHORT PUBLICATION EXPLORING POST-PANDEMIC FUTURES IN THE GREATER PITTSBURGH REGION.

GRANT-MAKING

Name of the organization KNOWLEDGEWORKS FOUNDATION	Employer identification number 31-1321973
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THE GRANT MAKING PROGRAM PROVIDED APPROXIMATELY \$3.2 MILLION IN GRANTS
AND CONTRIBUTIONS TO 67 ORGANIZATIONS.

STUDENT LENDING PROGRAMS

KNOWLEDGEWORKS SERVED APPROXIMATELY 1,500 STUDENTS DURING THE FISCAL YEAR
THROUGH ITS STUDENT LENDING PROGRAMS.

FORM 990, PART IV, LINE 2A

EFFECTIVE 10/3/19, KNOWLEDGEWORKS FOUNDATION (KWF) JOINED ADP'S
PROFESSIONAL EMPLOYER ORGANIZATION (PEO). FROM 1/1/19 - 10/3/19, KWF'S
PAYROLL WAS PROCESSED UNDER ITS EIN (31-1321973) WITH 60 EMPLOYEES
RECEIVING FORM W-2S FROM KWF. FORM W-2'S FOR 10/4/19 - 12/31/19 WERE
ISSUED FROM ADP TOTALSOURCE EIN (84-1185682) WITH 55 EMPLOYEES RECEIVING
THESE FORM W-2'S.

FORM 990, PART VI, SECTION A, LINE 2

CERTAIN KNOWLEDGEWORKS FOUNDATION BOARD MEMBERS ARE ALSO MEMBERS OF THE
BOARDS OF CERTAIN KNOWLEDGEWORKS FOUNDATION AFFILIATES. THESE OVERLAPPING
BOARD MEMBERSHIPS CONSTITUTE A BUSINESS RELATIONSHIP AS DEFINED BY THE
FORM 990 INSTRUCTIONS.

FORM 990, PART VI, SECTION A, LINE 3

KNOWLEDGEWORKS FOUNDATION CONTRACTED WITH NELNET TO ADMINISTER ITS
STUDENT LENDING PROGRAMS.

FORM 990, PART VI, SECTION B, LINE 11B

AFTER COMPLETION BY THE PREPARER, THE DRAFT FORM 990 IS REVIEWED BY THE

Name of the organization

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ACCOUNTING DIRECTOR AND THE COO/VP OF FINANCE. THE FINAL DRAFT OF THE FORM 990 IS REVIEWED WITH THE AUDIT COMMITTEE. AFTER IT RECEIVES THE APPROVAL OF THE AUDIT COMMITTEE, THE FINAL FORM 990 IS DISTRIBUTED TO ALL MEMBERS OF THE BOARD OF DIRECTORS BEFORE IT IS FILED.

FORM 990, PART VI, SECTION B, LINE 12C

ON AN ANNUAL BASIS A CONFLICT OF INTEREST QUESTIONNAIRE IS COMPLETED BY DIRECTORS, OFFICERS AND KEY EMPLOYEES AND REVIEWED BY MANAGEMENT. ITEMS REPORTED ARE DISCUSSED WITH LEGAL COUNSEL, WHO ADVISES MANAGEMENT AND THE BOARD OF ANY REQUIRED ACTIONS. THE CONFLICT OF INTEREST POLICY IS DISTRIBUTED WITH THE ANNUAL QUESTIONNAIRE AND IS ALSO ACCESSIBLE ON THE SECURE DIRECTOR'S PORTION OF THE FOUNDATION'S WEBSITE.

FORM 990, PART VI, SECTION B, LINE 15

THE COMPENSATION OF THE CEO, OTHER OFFICERS, AND KEY EMPLOYEES ARE SET BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS UTILIZING A COMPENSATION STUDY PERFORMED BY AN INDEPENDENT COMPENSATION CONSULTING FIRM COMPARING SIMILAR POSITIONS IN SIMILAR ORGANIZATIONS, INCLUDING REVIEW OF FORM 990S FOR OTHER ORGANIZATIONS.

MEMBERS OF THE BOARD OF DIRECTORS HAVE IN THE PAST RECEIVED REASONABLE COMPENSATION FOR THEIR SERVICES AS MEMBERS OF THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19

THE CONSOLIDATED FINANCIAL STATEMENTS OF KNOWLEDGEWORKS FOUNDATION AND ITS SUBSIDIARIES ARE AVAILABLE ON THE KNOWLEDGEWORKS FOUNDATION WEBSITE.

Name of the organization
KNOWLEDGEWORKS FOUNDATION

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KNOWLEDGEWORKS FOUNDATION'S FORM 990 IS ALSO AVAILABLE ON ITS OWN WEBSITE. THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

FORM 990, PART X, LINE 9

OTHER CHANGES IN NET ASSETS

UNREALIZED LOSS ON LIABILITY FOR STUDENT LOAN RESIDUAL	(936,674)
AMORTIZATION OF DISCOUNT ON STUDENT LOANS	452,629
TRANSFER FROM TAX-EXEMPT SUBSIDIARY - KWI	7,740,153
TOTAL TO FORM 990, PART XI, LINE 9	7,256,108

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THROUGH OUR PORTFOLIO OF SCHOOL AND COMMUNITY APPROACHES, WE PROVIDE INNOVATIVE TOOLS, TRAINING AND ASSISTANCE TO SCHOOL LEADERS, TEACHERS AND COMMUNITY STAKEHOLDERS.

WE CHANGE THE WAY TEACHING AND LEARNING HAPPENS IN OUR SCHOOLS THROUGH EARLY COLLEGE HIGH SCHOOLS AND PERSONALIZED, COMPETENCY-BASED EDUCATION. WE WORK TO DEVELOP AND HELP ADMINISTRATORS AND TEACHERS IMPLEMENT INNOVATIVE AND MORE EFFECTIVE LEARNING ENVIRONMENTS.

WE EDUCATE LEGISLATORS, POLICY MAKERS, EDUCATORS, BUSINESS LEADERS AND THE COMMUNITY AT LARGE ON FUTURE TRENDS IN TEACHING AND LEARNING, ON THE NEED FOR CHANGE, ON POTENTIAL POLICIES TO ADOPT AND ON THE MECHANISMS NEEDED TO IMPLEMENT THESE IDEAS.

Name of the organization KNOWLEDGEWORKS FOUNDATION	Employer identification number 31-1321973
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ATTACHMENT 1 (CONT'D)

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

INVEST IN THE GREATER CINCINNATI COMMUNITY THROUGH OUR SUPPORT OF
STRIVEPARTNERSHIP. AN AFFILIATE OF KNOWLEDGEWORKS, STRIVEPARTNERSHIP
UNITES LEADERS FROM VARIOUS SECTORS TO SUPPORT EVERY CHILD, EVERY
STEP OF THE WAY, CRADLE TO CAREER IN THE URBAN CORE OF GREATER
CINCINNATI.

ATTACHMENT 2

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

DESCRIPTION	GRANTS	EXPENSES	REVENUE
OTHER PROGRAM SERVICES: SEE SCHEDULE O	624,586.	4,163,811.	1,316,322.
TOTALS	624,586.	4,163,811.	1,316,322.

ATTACHMENT 3

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
CARL LAWRENCE 120 E. FREEDOM WAY CINCINNATI, OH 45202	DATA ANALYTICS	147,150.
DELOITTE & TOUCHE LLP 250 E. FIFTH STREET, SUITE 1900 CINCINNATI, OH 45202	AUDIT & TAX SERVICES	137,000.
BATTELLE FOR KIDS 4525 TRUEMAN BLVD HILLIARD, OH 43026	FACILIATION & DESIGN	130,156.
FORESIGHT LAW + POLICY 800 MAINE AVE, SW SUITE 200 WASHINGTON, DC 20024	EDUCATION POLICY	121,583.
RPKGROUPE LLC 626C ADMIRAL DR, SUITE 511	BUSINESS CONSULTING	120,200.

Name of the organization KNOWLEDGEWORKS FOUNDATION	Employer identification number 31-1321973
ATTACHMENT 3 (CONT'D)	

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
ANNAPOLIS, MD 21401		

ATTACHMENT 4FORM 990, PART IX - OTHER FEES

DESCRIPTION	(A) TOTAL FEES	(B) PROGRAM SERVICE EXP.	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING EXPENSES
BUSINESS CONSULTANTS	25,814.		25,814.	
MARKETING & COMMUNICATIONS	169,592.	75,412.	94,180.	
PAYROLL, COMP & BENEFITS	74,305.		74,305.	
TECHNOLOGY	44,947.	11,987.	32,960.	
ADVOCACY	186,836.	186,836.		
DATA, RESEARCH & EVALUATION	967,725.	967,725.		
TEACHING & LEARNING CONSULT	520,135.	520,135.		
STRATEGIC FORESIGHT	67,895.	67,895.		
TOTALS	2,057,249.	1,829,990.	227,259.	

ATTACHMENT 5FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE
PREPAID EXPENSES	309,871.
TOTALS	309,871.

KNOWLEDGEWORKS FOUNDATION

31-1321973

**SCHEDULE R
(Form 990)****Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Name of the organization

KNOWLEDGEWORKS FOUNDATION

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31-1321973

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) STRIVEPARTNERSHIP, LLC 81-2523349 312 PLUM STREET, SUITE 950 CINCINNATI, OH 45202	EDUCATION	OH	1,184,896.	2,424,182.	KF
(2) KWSL, LLC 51-0560916 312 PLUM STREET, SUITE 950 CINCINNATI, OH 45202	STD LENDING	OH	0.	0.	KF
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) KWI 31-1776354 312 PLUM STREET, SUITE 950 CINCINNATI, OH 45202	SUPPORTING	OH	501 (C) (3)	12A	KF	X	
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2019

JSA

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Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512 - 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity.		X
b Gift, grant, or capital contribution to related organization(s).		X
c Gift, grant, or capital contribution from related organization(s).		X
d Loans or loan guarantees to or for related organization(s).		X
e Loans or loan guarantees by related organization(s).		X
f Dividends from related organization(s).		X
g Sale of assets to related organization(s).		X
h Purchase of assets from related organization(s).		X
i Exchange of assets with related organization(s).		X
j Lease of facilities, equipment, or other assets to related organization(s).		X
k Lease of facilities, equipment, or other assets from related organization(s).		X
l Performance of services or membership or fundraising solicitations for related organization(s).	X	
m Performance of services or membership or fundraising solicitations by related organization(s).		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s).	X	
o Sharing of paid employees with related organization(s).		X
p Reimbursement paid to related organization(s) for expenses.		X
q Reimbursement paid by related organization(s) for expenses.	X	
r Other transfer of cash or property to related organization(s).		X
s Other transfer of cash or property from related organization(s).	X	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) KWI	I	9,288.	ACTUAL COST
(2) KWI	N	966.	ALLOCATED COST
(3) KWI	Q	42,702.	ACTUAL COST
(4) KWI	S	7,740,153.	ACTUAL CASH TRF
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.