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Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2019

Open to Public Inspection

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.

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

A For the 2019 calendar year, or tax year beginning 07-01-2019 , and ending 06-30-2020

B Check if applicable:
☒ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization
KNOWLEDGEWORKS FOUNDATION

% HOLLY BRINKMAN
Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
312 PLUM STREET Suite 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

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

Activities & Governance

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)310

4 Number of independent voting members of the governing body (Part VI, line 1b)49

5 Total number of individuals employed in calendar year 2019 (Part V, line 2a)5115

6 Total number of volunteers (estimate if necessary)611

7a Total unrelated business revenue from Part VIII, column (C), line 127a0

b Net unrelated business taxable income from Form 990-T, line 397b

Revenue

8 Contributions and grants (Part VIII, line 1h)86,988,619

9 Program service revenue (Part VIII, line 2g)2,676,845

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)91,631

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)123,337

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)11,590,4326,852,398

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)1,060,3253,218,128

14 Benefits paid to or for members (Part IX, column (A), line 4)00

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)6,804,2327,612,365

16a Professional fundraising fees (Part IX, column (A), line 11e)041,640

b Total fundraising expenses (Part IX, column (D), line 25) ▶351,745

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)6,502,9596,265,834

18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)14,367,51617,137,967

19 Revenue less expenses. Subtract line 18 from line 12-2,777,084-10,285,569

Net Assets or Fund Balances

20 Total assets (Part X, line 16)38,932,22233,319,038

21 Total liabilities (Part X, line 26)31,554,58828,975,896

22 Net assets or fund balances. Subtract line 21 from line 207,377,6344,343,142

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 2021-05-05

HOLLY BRINKMAN VP - COO & TREASURER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name
Preparer's signature
Date 2021-05-04
Check ☐ if self-employed
PTIN P00961884

Firm's name ▶ BKD LLP
Firm's EIN ▶

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.

Cat. No. 11282Y

Form 990 (2019)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the 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. 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.

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)
See Additional Data					

4b	(Code:) (Expenses \$	4,692,613	including grants of \$	2,114,562) (Revenue \$	15,299)
See Additional Data					

4c	(Code:) (Expenses \$	1,878,606	including grants of \$	478,980) (Revenue \$	384,472)
See Additional Data					

	(Code:) (Expenses \$	4,163,811	including grants of \$	624,586) (Revenue \$	1,316,322)
OTHER PROGRAM SERVICES: SEE SCHEDULE O					

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

4e	Total program service expenses ▶	13,404,413			
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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	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 Yes	
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	3	No
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	4 Yes	
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	5	No
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	6	No
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	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
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	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi endowments? If "Yes," complete Schedule D, Part V	10	No
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.	11a Yes	
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	11b	No
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	11c Yes	
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	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e Yes	
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	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	No
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	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
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	14b	No
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	15	No
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	16	No
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)	17 Yes	
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	18	No
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	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
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	21 Yes	

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	22	No
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	23	Yes
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	24a	No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
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	25a	No
b	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	25b	No
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	26	No
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	27	No
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):		
a	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV	28a	No
b	A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV	28b	No
c	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	28c	No
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	No
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	33	Yes
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	34	Yes
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes
b	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	35b	Yes
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	36	No
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	37	No
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.	38	Yes

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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	1a	73
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes

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

Form **990** (2019)

Part VI

Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

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 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 in Schedule O.	10	
1b	Enter the number of voting members included in line 1a, above, who are independent	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?	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	Yes	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
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?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	Yes	
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 in Schedule O		No

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?	Yes	
10b	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?	Yes	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
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	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	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?		No
16b	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 Form 1023 (or 1024-A if applicable), 990, and 990-T (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 in Schedule O)

19 Describe in 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

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

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, or 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.

[illegible]

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

[illegible]

1b Sub-Total			
c Total from continuation sheets to Part VII, Section A			
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? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
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? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

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)	(B)	(C)
Name and business 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
RPKGROUP LLC, 626C ADMIRAL DR SUITE 511 ANNAPOLIS, MD 21401	BUSINESS CONSULTING	120,200

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 5	
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Part VIII Statement of Revenue													
Check 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	0		0							
	d Net rental income or (loss) ▶			0									
			(i) Securities	(ii) Other									
	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										
11aSERVICING 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				

Form 990 (2019)

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 ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
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 (non-employees):				
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)	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 in 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 ☐ if following SOP 98-2 (ASC 958-720).				

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

				(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 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	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	294,687	10c	726,632
	11	Investments—publicly traded securities		345,528	11	77,980	
	12	Investments—other securities. See Part IV, line 11		0	12	0	
	13	Investments—program-related. See Part IV, line 11		26,022,812	13	22,023,774	
	14	Intangible assets		0	14	0	
	15	Other assets. See Part IV, line 11		1,307,184	15	1,118,605	
16	Total assets. Add lines 1 through 15 (must equal line 34)		38,932,222	16	33,319,038		
Liabilities	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 ☒ 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 ☐ 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 AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

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 33, column (A))	4	7,377,634
5	Net unrealized gains (losses) on investments	5	-5,031
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in 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 33, column (B))	10	4,343,142

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
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		No
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	Yes	
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 in Schedule O.	Yes	
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?		No
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 in Schedule O and describe any steps taken to undergo such audits.		

Additional Data

Software ID:

Software Version:

EIN: 31-1321973

Name: KNOWLEDGEWORKS FOUNDATION

Form 990 (2019)

Form 990, Part III, Line 4a:

KW IN SCHOOLS: SEE SCHEDULE O

Form 990, Part III, Line 4b:

STRIVEPARTNERSHIP: SEE SCHEDULE O

Form 990, Part III, Line 4c:

IMPACT & IMPROVEMENT: SEE SCHEDULE O

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(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			
CHARLES AMBROSE PRESIDENT AND CEO	39.0 1.0	X		X				367,990	0	43,872
HOLLY BRINKMAN COO & VP OF FINANCE	37.0 3.0			X				247,548	0	44,058
MATTHEW WILLIAMS EVP, & CHIEF STRATEGY OFFR	39.0 1.0			X				249,613	0	38,369
MICHAEL DIMAGGIO VP PTRSHPS & DEV	40.0 0.0					X		251,299	0	22,743
VIRGEL HAMMONDS CHIEF LEARNING OFFICER	40.0 0.0				X			234,383	0	35,490
BYRON WHITE VP & EXEC DIR STRIVEPRTNRSHIP	40.0 0.0				X			229,525	0	24,104
LILLIAN PACE VP, POLICY & ADVOCACY	40.0 0.0				X			211,748	0	13,261
KATHERINE PRINCE VP STRATEGIC FORESIGHT	40.0 0.0					X		177,354	0	22,434
STEPHEN MYERS SR DIR, INFO TECHNOLOGY	40.0 0.0					X		157,293	0	18,037
JESSE MOYER SR DIR, SCHOOL DEV	40.0 0.0					X		136,904	0	34,701

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(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			
CRIS CHARBONNEAU VP, MKT & COMMS	40.0 0.0					X		139,040	0	11,296
STEVEN MINTER DIRECTOR (END IN FYE 06/2020)	2.0 0.0	X						114,980	0	0
JOHN DEAN FORMER DIRECTOR	2.0 0.0						X	68,035	0	0
JOSEPH P TOMAIN FORMER DIRECTOR	2.0 0.0						X	57,604	0	0
PENNY FRIEDMAN FORMER DIRECTOR	2.0 0.0						X	32,741	0	0
RICHARD RILEY FORMER DIRECTOR	2.0 0.0						X	29,931	0	0
BECKY VAN DER BOGERT DIRECTOR	2.0 0.0	X						0	0	0
SEAN DECATUR DIRECTOR	2.0 0.0	X						0	0	0
THOMAS FRY DIRECTOR	2.0 1.0	X						0	0	0
LUCIE LAPOVSKY CHAIR OF THE BOARD	2.0 1.0	X		X				0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(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			
LILLIAN LOWERY DIRECTOR	2.0 0.0	X						0	0	0
JORGE PEREZ DIRECTOR (END IN FYE 06/2020)	2.0 0.0	X						0	0	0
LIZZETTE GONZALEZ REYNOLDS VICE CHAIR OF THE BOARD	2.0 0.0	X		X				0	0	0
EILEEN RUDDEN DIRECTOR	2.0 1.0	X						0	0	0
BRENDA SHUM DIRECTOR	2.0 0.0	X						0	0	0
VICTOR YOUNG DIRECTOR	2.0 0.0	X						0	0	0

SCHEDULE A
(Form 990 or 990EZ)

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 **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		
Total						

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 failed 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 grant.") . . .						
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 ► ☐						
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 for 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 ► ☐						
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 ► ☐						
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 ► ☐						
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 ► ☐						
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 ► ☐						

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	0	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. ► ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2019 (line 8, column (f) divided by line 13, column (f))	15	45.929 %
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	49.050 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f) divided by line 13, column (f))	17	0.297 %
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	0.220 %

- 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 on line 12 of 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? <i>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.</i>		
1		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
2		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
3a		
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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
3b		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
3c		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
4a		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>		
4b		
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)? <i>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.</i>		
4c		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>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).</i>		
5a		
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?		
5b		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
5c		
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? <i>If "Yes," provide detail in Part VI.</i>		
6		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (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? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ) .</i>		
7		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8		
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))? <i>If "Yes," provide detail in Part VI.</i>		
9a		
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? <i>If "Yes," provide detail in Part VI.</i>		
9b		
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? <i>If "Yes," provide detail in Part VI.</i>		
9c		
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)? <i>If "Yes," answer line 10b below.</i>		
10a		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).</i>		
10b		

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?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		

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? <i>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.</i>		
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? <i>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.</i>		

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)? <i>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).</i>		

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?		
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? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
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? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

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 ☐ The organization satisfied the Activities Test. Complete line 2 below.		
b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.		
c ☐ 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? <i>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.</i>		
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? <i>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.</i>		
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? <i>Provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

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):	1	
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. If the amount is greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2019. Subtract lines 3h and 4b from line 1. If the amount is 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).

Facts And Circumstances Test

990 Schedule A, Supplemental Information

Return Reference	Explanation
PART III, LINE 12	EXPLANATION OF OTHER INCOME: SECURITIES LITIGATION INCOME NFP SERVICING FEE INCOME

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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.

OMB No. 1545-0047

2019

Open to Public Inspection

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 the 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				

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 (grass roots 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" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:35%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width:65%;">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-														
i Subtract line 1f from line 1c. If zero or less, enter -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?	☐ Yes ☐ 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					

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 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.

Return Reference	Explanation
PART I-A and I-B	THESE SECTIONS ARE 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.

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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?

☐ Yes ☐ 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?

☐ Yes ☐ 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).
☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ 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 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 SFAS 116 (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 SFAS 116 (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 SFAS 116 (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.

Cat. No. 52283D 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 are a significant use of its collection items (check all that apply):

a☐ Public exhibition

b☐ Scholarly research

c☐ Preservation for future generations

d☐ Loan or exchange programs

e☐ Other

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
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

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 in 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

Temporarily restricted 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:

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b

If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?

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 10(c).) . . . ▶			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) ACQUISITION COSTS	22,023,774	C
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col.(B) line 13.) ▶	22,023,774	

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	0
(2) INTEREST PAYABLE	22,478
(3) STUDENT LOAN PROGRAM RESIDUAL	8,158,981
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 25.) ▶	8,181,459

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 FIN 48 (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.

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 31-1321973
Name: KNOWLEDGEWORKS FOUNDATION

Supplemental Information

Return Reference	Explanation
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 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.

Revenue		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
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.

Revenue		(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				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
Direct Expenses	6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ 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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$		

Part IV Supplemental Information. Provide the explanations 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.

Return Reference	Explanation
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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

Schedule I
(Form 990)

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

Department of the
Treasury
Internal Revenue Service

Name of the organization

KNOWLEDGEWORKS FOUNDATION

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.

(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) See Additional Data							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(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

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 noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash 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.

Return Reference	Explanation
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.

Additional Data

Software ID:
Software Version:
EIN: 31-1321973
Name: KNOWLEDGEWORKS FOUNDATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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 non-cash assistance	(h) Purpose of grant or assistance
BARD COLLEGE PO BOX 5000 ANNADALE ON HUDSON, NY 12504	14-1713034	501(C)(3)	60,000				HIGH-QUALITY COLLEGE IN HIGH SCHOOL EXPERIENCES
JOBS FOR THE FUTURE 88 BROAD ST 8TH FLOOR BOSTON, MA 02110	06-1164568	501(C)(3)	210,000				HIGH-QUALITY COLLEGE IN HIGH SCHOOL EXPERIENCES

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 non-cash assistance	(h) Purpose of grant or assistance
MIDDLE SCHOOL NATIONAL CONSORTIUM 100 BANK ST SUITE 3D NEW YORK, NY 10014	04-3608107	501(C)(3)	35,000				HIGH-QUALITY COLLEGE IN HIGH SCHOOL EXPERIENCES
NATIONAL ALLIANCE OF CONCURRENT ENROLLMENT PTRSHPS PO BOX 578 CHAPEL HILL, NC 27514	16-1609101	501(C)(3)	195,000				HIGH-QUALITY COLLEGE IN HIGH SCHOOL EXPERIENCES

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 non-cash assistance	(h) Purpose of grant or assistance
YMCA OF GREATER CINCINNATI 1105 ELM STREET CINCINNATI, OH 45202	31-0537178	501(C)(3)	1,160,396				CINCINNATI CRADLE TO CAREER SUPPORT
CHILDREN'S HOSPITAL MEDICAL CENTER 3333 BURNET AVENUE CINCINNATI, OH 45229	31-0833936	501(C)(3)	379,900				IMAGINATION LIBRARY, 8TH GRADE MATH & READING APP

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 non-cash assistance	(h) Purpose of grant or assistance
CINCINNATI PUBLIC SCHOOLS 2651 BURNET AVENUE CINCINNATI, OH 45219	31-6000758	GOVT ENTITY	158,790				SUPPORT FOR 8TH GRADE MATH PROFICIENCY PROGRAM
COLLEGE NOW GREATER CLEVELAND INC 50 PUBLIC SQUARE ST CLEVELAND, OH 44113	34-6580096	501(C)(3)	50,000				SUPPORT POSTSECONDARY EDUCATION ATTAINMENT IN OHIO

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 non-cash assistance	(h) Purpose of grant or assistance
EDUCATION COMMISSION OF THE STATES 700 BROADWAY SUITE 810 DENVER, CO 80203	31-0722194	501(C)(3)	15,000				2020 SPONSORSHIP SUPPORT
FREESTORE FOOD BANK 112 E LIBERTY STREET CINCINNATI, OH 45202	23-7122205	501(C)(3)	10,000				GENERAL OPERATING SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 non-cash assistance	(h) Purpose of grant or assistance
YMCA OF GREATER PITTSBURGH 680 ANDERSEN DR PITTSBURGH, PA 15220	25-0969497	501(C)(3)	5,125				YMCA LIGHTHOUSE - FUTURE OF LEARNING IN PITTSBURGH
HIGH TECH HIGH GRADUATE SCHOOL OF EDUCATION 2861 WOMBLE ROAD SAN DIEGO, CA 92106	27-0716971	501(C)(3)	160,000				RESEARCH COLLABORATIVE CYCLE STUDY

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 non-cash assistance	(h) Purpose of grant or assistance
LEARN TO EARN DAYTON 4801 SPRINGFIELD ST DAYTON, OH 45431	81-0823777	501(C)(3)	162,086				SUPPORT POSTSECONDARY EDUCATION ATTAINMENT IN OHIO
MIGHTYCAUSE CHARITABLE FOUNDATION 1327 VINE STREET CINCINNATI, OH 45202	27-2499903	501(C)(3)	10,000				MINORITY BUSINESS EMERGENCY ASSISTANCE FUND

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 non-cash assistance	(h) Purpose of grant or assistance
MORTAR CINCINNATI 1329 VINE STREET CINCINNATI, OH 45202	47-2431620	501(C)(3)	10,650				GENERAL OPERATING SUPPORT
MUSKINGUM VALLEY ESC 205 N SEVENTH ST ZANESVILLE, OH 43701	31-1525731	GOVT ENTITY	55,000				SUPPORT POSTSECONDARY EDUCATION ATTAINMENT IN OHIO

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 non-cash assistance	(h) Purpose of grant or assistance
NYU METRO CENTER 25 WEST 4TH STREET NEW YORK, NY 10012	13-5562308	501(C)(3)	160,000				RESEARCH COLLABORATIVE CYCLE STUDY
RHODE ISLAND COLLEGE FOUNDATION 600 MOUNT PLEASANT AVE PROVIDENCE, RI 02908	05-6049721	501(C)(3)	20,000				SUPPORT YOUTH ACTION RESEARCHERS AT INTERSECTION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 non-cash assistance	(h) Purpose of grant or assistance
ROGER WILLIAMS UNIVERSITY ONE OLD FERRY ROAD BRISTOL, RI 02809	05-0277222	501(C)(3)	58,980				SUPPORT YOUTH ACTION RESEARCHERS AT INTERSECTION
ROWAN UNIVERSITY FOUNDATION 201 MULLICA HILL ROAD GLASSBORO, NJ 08028	22-2482802	501(C)(3)	80,000				RESEARCH COLLABORATIVE CYCLE STUDY

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(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 non-cash assistance	(h) Purpose of grant or assistance
STARK EDUCATION PARTNERSHIP 400 MARKET AVE N CANTON, OH 44702	34-1625250	501(C)(3)	50,000				SUPPORT POSTSECONDARY EDUCATION ATTAINMENT IN OHIO
SUMMIT EDUCATION INITIATIVE 120 E MILL ST SUITE 300 AKRON, OH 44308	34-1843220	501(C)(3)	127,390				SUPPORT POSTSECONDARY EDUCATION ATTAINMENT IN OHIO

Schedule J (Form 990)	Compensation Information	OMB No. 1545-0047
		2019
Department of the Treasury Internal Revenue Service	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.	
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.			
☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
☐ Travel for companions	☐ Payments for business use of personal residence		
☐ Tax idemnification and gross-up payments	☒ Health or social club dues or initiation fees		
☐ Discretionary spending account	☐ Personal services (e.g., 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		1b Yes	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked on Line 1a?		2 Yes	
3 Indicate which, if any, of the following the filing 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.			
☒ Compensation committee	☐ Written employment contract		
☒ Independent compensation consultant	☒ Compensation survey or study		
☒ Form 990 of other organizations	☒ 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:			
a Receive a severance payment or change-of-control payment?		4a Yes	
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?		4b	No
c Participate in, or receive payment from, an equity-based compensation arrangement?		4c	No
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
Only 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:			
a The organization?		5a	No
b Any related organization?		5b	No
If "Yes," on line 5a or 5b, describe in Part III.			
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:			
a The organization?		6a	No
b Any related organization?		6b	No
If "Yes," on line 6a or 6b, describe in Part III.			
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.		7 Yes	
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.		8	No
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		9	

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 are not 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.

[illegible]

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.

Return Reference	Explanation
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.

Additional Data

Software ID:

Software Version:

EIN: 31-1321973

Name: KNOWLEDGEWORKS FOUNDATION

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Name of the organization
KNOWLEDGEWORKS FOUNDATION

Supplemental Information to Form 990 or 990-EZ

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.

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

OMB No. 1545-0047

2019

Open to Public Inspection

Employer identification number

31-1321973

990 Schedule O, Supplemental Information

Return Reference	Explanation
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.

990 Schedule O, Supplemental Information

Return Reference	Explanation
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 STRIVEPARTERSHIP 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.

990 Schedule O, Supplemental Information

Return Reference	Explanation
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 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, pedagogy, and systemic learning designs to demonstrate and illustrate the effectiveness of PCBL as a driver for equity and deeper learning.

990 Schedule O, Supplemental Information

Return Reference	Explanation
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. 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.

990 Schedule O, Supplemental Information

Return Reference	Explanation
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 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, CCSSO's Certification and Licensure Task Force, and GFE's Data Partners. The team launched the REMIQS.org website; provided resources to EngagingAllLearners.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.

990 Schedule O, Supplemental Information

Return Reference	Explanation
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 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 Officers (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 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 a

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4D	nd Families; and Education Elements' "Return to School" conference. In addition, Knowledge Works 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 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.

990 Schedule O, Supplemental Information

Return Reference	Explanation
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, KWFs 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.

990 Schedule O, Supplemental Information

Return Reference	Explanation
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.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 3	KNOWLEDGEWORKS FOUNDATION CONTRACTED WITH NELNET TO ADMINISTER ITS STUDENT LENDING PROGRAMS.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	AFTER COMPLETION BY THE PREPARER, THE DRAFT FORM 990 IS REVIEWED BY THE 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.

990 Schedule O, Supplemental Information

Return Reference	Explanation
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.

990 Schedule O, Supplemental Information

Return Reference	Explanation
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.

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

Return Reference	Explanation
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

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION:BUSINESS CONSULTANTS TOTAL FEES:25814

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION:MARKETING & COMMUNICATIONS TOTAL FEES:169592

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION:PAYROLL, COMP & BENEFITS TOTAL FEES:74305

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION:TECHNOLOGY TOTAL FEES:44947

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION:ADVOCACY TOTAL FEES:186836

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION:DATA, RESEARCH & EVALUATION TOTAL FEES:967725

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION:TEACHING & LEARNING CONSULT TOTAL FEES:520135

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION:STRATEGIC FORESIGHT TOTAL FEES:67895

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

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

2019

Open to Public Inspection

Name of the organization
KNOWLEDGEWORKS FOUNDATION

Employer identification number
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 312 PLUM STREET SUITE 950 CINCINNATI, OH 45202 81-2523349	EDUCATION	OH	1,184,896	2,424,182	KF
(2) KWSL LLC 312 PLUM STREET SUITE 950 CINCINNATI, OH 45202 51-0560916	STD LENDING	OH	0	0	KF

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 312 PLUM STREET SUITE 950 CINCINNATI, OH 45202 31-1776354	SUPPORTING	OH	501(C)(3)	12A	KF	Yes	

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	

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

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.**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?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	No
b Gift, grant, or capital contribution to related organization(s)	1b	No
c Gift, grant, or capital contribution from related organization(s)	1c	No
d Loans or loan guarantees to or for related organization(s)	1d	No
e Loans or loan guarantees by related organization(s)	1e	No
f Dividends from related organization(s)	1f	No
g Sale of assets to related organization(s)	1g	No
h Purchase of assets from related organization(s)	1h	No
i Exchange of assets with related organization(s)	1i	No
j Lease of facilities, equipment, or other assets to related organization(s)	1j	No
k Lease of facilities, equipment, or other assets from related organization(s)	1k	No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	Yes
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	Yes
o Sharing of paid employees with related organization(s)	1o	No
p Reimbursement paid to related organization(s) for expenses	1p	No
q Reimbursement paid by related organization(s) for expenses	1q	Yes
r Other transfer of cash or property to related organization(s)	1r	No
s Other transfer of cash or property from related organization(s)	1s	Yes

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

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.

[illegible]

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R. (see instructions).

Return Reference	Explanation