

Form **990**  
Department of the Treasury  
Internal Revenue Service

# Return of Organization Exempt From Income Tax

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047  
**2019**  
Open to Public Inspection

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

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

**C** Name of organization  
STARFALL EDUCATION FOUNDATION

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
1725 WALNUT STREET

City or town, state or province, country, and ZIP or foreign postal code  
BOULDER, CO 80302

**D** Employer identification number  
46-4463460

**E** Telephone number  
(303) 284-1309

**G** Gross receipts \$ 7,941,715

**F** Name and address of principal officer:  
STEPHEN SCHUTZ  
1725 WALNUT STREET  
BOULDER, CO 80302

**H(a)** Is this a group return for subordinates?  Yes  No  
**H(b)** Are all subordinates included?  Yes  No  
If "No," attach a list. (see instructions)  
**H(c)** Group exemption number ▶

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

**J** Website: ▶ STARFALL.COM

**K** Form of organization:  Corporation  Trust  Association  Other ▶

**L** Year of formation: 2014 **M** State of legal domicile: CO

**Part I Summary**

**1** Briefly describe the organization's mission or most significant activities:  
TO PROVIDE FREE AND LOW-COST INNOVATIVE ACADEMIC EDUCATIONAL RESOURCES WHEREBY...SEE SCHEDULE O

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

|  |    |    |
|--|----|----|
| <b>3</b> Number of voting members of the governing body (Part VI, line 1a)             | 3  | 6  |
| <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) | 4  | 4  |
| <b>5</b> Total number of individuals employed in calendar year 2019 (Part V, line 2a)  | 5  | 36 |
| <b>6</b> Total number of volunteers (estimate if necessary)                            | 6  | 5  |
| <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12         | 7a | 0  |
| <b>7b</b> Net unrelated business taxable income from Form 990-T, line 39               | 7b | 0  |

|   | Prior Year                | Current Year |
|---|---------------------------|--------------|
| <b>8</b> Contributions and grants (Part VIII, line 1h)                                      | 3,767,877                 | 4,920,498    |
| <b>9</b> Program service revenue (Part VIII, line 2g)                                       | 2,310,963                 | 2,260,249    |
| <b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)                     | 162,785                   | 154,246      |
| <b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)          | 224,519                   | 187,827      |
| <b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)  | 6,466,144                 | 7,522,820    |
| <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)                  | 0                         | 1,000,000    |
| <b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)                     | 0                         | 0            |
| <b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | 2,996,631                 | 2,755,471    |
| <b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)                    | 0                         | 0            |
| <b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 0                      |                           |              |
| <b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)                      | 3,400,389                 | 3,406,579    |
| <b>18</b> Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)         | 6,397,020                 | 7,162,050    |
| <b>19</b> Revenue less expenses. Subtract line 18 from line 12                              | 69,124                    | 360,770      |
|   | Beginning of Current Year | End of Year  |
| <b>20</b> Total assets (Part X, line 16)  | 22,835,463                | 23,360,929   |
| <b>21</b> Total liabilities (Part X, line 26)   | 513,737                   | 522,181      |
| <b>22</b> Net assets or fund balances. Subtract line 21 from line 20                        | 22,321,726                | 22,838,748   |

**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: 2021-05-16  
STEPHEN SCHUTZ CHAIRMAN  
Type or print name and title

**Paid Preparer Use Only**  
Print/Type preparer's name: GRANT THORNTON LLP  
Preparer's signature: \_\_\_\_\_  
Date: \_\_\_\_\_  
Check  if self-employed  
PTIN: P01270238  
Firm's EIN: ▶ 36-6055558  
Firm's address: ▶ 515 S FLOWER STREET 7TH FLOOR  
LOS ANGELES, CA 90071  
Phone no. (213) 627-1717

**Part III Statement of Program Service Accomplishments**

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

**1** Briefly describe the organization's mission:

TO PROVIDE FREE AND LOW-COST INNOVATIVE ACADEMIC EDUCATIONAL RESOURCES WHEREBY CHILDREN HAVE FUN LEARNING THROUGH EXPLORATION, GAIN SELF-CONFIDENCE, AND DEVELOP AN UNDERSTANDING AND COMPASSION FOR DIVERSITY AND THE ENVIRONMENT.

**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 \$ 6,704,403 including grants of \$ 1,000,000 ) (Revenue \$ 2,448,076 )  
See Additional Data

**4b** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4c** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4d** Other program services (Describe in Schedule O.)  
(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses ▶ 6,704,403

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, and Yes/No response. Rows include questions 1 through 21, with sub-questions a through f for items 11 and 14. Questions cover topics like political activities, lobbying, donor funds, conservation easements, and financial reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 main columns: Question/Description, Yes, No. Rows include questions 22 through 38 regarding organizational reporting, compensation, tax-exempt bonds, excess benefit transactions, and related party transactions.

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with 3 main columns: Question/Description, Yes, No. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

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

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country? 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? 7 Organizations that may receive deductible contributions under section 170(c). 8 Sponsoring organizations maintaining donor advised funds. 9 Sponsoring organizations maintaining donor advised funds. 10 Section 501(c)(7) organizations. 11 Section 501(c)(12) organizations. 12a Section 4947(a)(1) non-exempt charitable trusts. 13 Section 501(c)(29) qualified nonprofit health insurance issuers. 14a Did the organization receive any payments for indoor tanning services during the tax year? 15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? 16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income?

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

Table with 3 columns: Question, Yes, No. Rows include: 1a (6), 1b (4), 2 (Yes), 3 (No), 4 (No), 5 (No), 6 (No), 7a (No), 7b (No), 8a (Yes), 8b (Yes), 9 (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (No), 10b, 11a (Yes), 12a (Yes), 12b (Yes), 12c (Yes), 13 (Yes), 14 (Yes), 15a (Yes), 15b (No), 16a (No), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
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.
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: ROGER WILSON 1725 WALNUT STREET BOULDER, CO 80302 (303) 284-1309

**Part VII 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

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, 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.

| (A)<br>Name and title                              | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |         | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|---------|--|---|---|
|  |  | Individual trustee or director  | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former  |  |   |   |
| (1) ROGER WILSON<br>PRESIDENT                      | 40.00<br>0.00  |   |                       | X       |              |                              | 153,781 | 0  | 27,927  |   |
| (2) GINA MORGAN<br>MANAGER                         | 40.00<br>0.00  |   |                       |         |              | X                            | 118,458 | 0  | 18,060  |   |
| (3) STEPHEN SCHUTZ PHD<br>CHAIRMAN, CEO, FOUNDER   | 30.00<br>0.00  | X   |                       | X       |              |                              | 0       | 0  | 0   |   |
| (4) JOEL CITRON<br>BOARD MEMBER                    | 2.00<br>0.00   | X   |                       |         |              |                              | 0       | 0  | 0   |   |
| (5) MYRNA ESTES<br>BOARD MEMBER                    | 2.00<br>0.00   | X   |                       |         |              |                              | 0       | 0  | 0   |   |
| (6) GREG HARFST<br>BOARD MEMBER                    | 2.00<br>0.00   | X   |                       |         |              |                              | 0       | 0  | 0   |   |
| (7) GINA NOCERA<br>BOARD MEMBER                    | 2.00<br>0.00   | X   |                       |         |              |                              | 0       | 0  | 0   |   |
| (8) JORDANNA SCHUTZ<br>BOARD MEMBER                | 2.00<br>0.00   | X   |                       |         |              |                              | 0       | 0  | 0   |   |
| (9) PAUL KNUTSON<br>TREASURER, ASSISTANT SECRETARY | 2.00<br>0.00   |   |                       | X       |              |                              | 0       | 0  | 0   |   |
| (10) JAY GRODIN JD<br>SECRETARY                    | 2.00<br>0.00   |   |                       | X       |              |                              | 0       | 0  | 0   |   |
| (11) DIANA TEMPLE<br>ASSISTANT TREASURER           | 2.00<br>0.00   |   |                       | X       |              |                              | 0       | 0  | 0   |   |
|  |  |   |                       |         |              |                              |         |  |   |   |
|  |  |   |                       |         |              |                              |         |  |   |   |
|  |  |   |                       |         |              |                              |         |  |   |   |
|  |  |   |                       |         |              |                              |         |  |   |   |
|  |  |   |                       |         |              |                              |         |  |   |   |



**Part VIII Statement of Revenue**

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

|  |  |   | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under sections<br>512 - 514 |  |
|--|--|---|----------------------|--|---|--|--|
| <b>Contributions, Gifts, Grants and Other Similar Amounts</b>              | <b>1a</b> Federated campaigns . . . . .  | <b>1a</b>   |                      |  |   |  |  |
|  | <b>b</b> Membership dues . . . . .   | <b>1b</b>   | 4,920,498            |  |   |  |  |
|  | <b>c</b> Fundraising events . . . . .  | <b>1c</b>   |                      |  |   |  |  |
|  | <b>d</b> Related organizations . . . . .   | <b>1d</b>   |                      |  |   |  |  |
|  | <b>e</b> Government grants (contributions) . . . . .   | <b>1e</b>   |                      |  |   |  |  |
|  | <b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .  | <b>1f</b>   |                      |  |   |  |  |
|  | <b>g</b> Noncash contributions included in lines 1a - 1f: \$ . . . . .   | <b>1g</b>   |                      |  |   |  |  |
|  | <b>h Total.</b> Add lines 1a-1f . . . . .  |   |                      | 4,920,498  |   |  |  |
| <b>Program Service Revenue</b>   | <b>2a</b> EDUCATION MEMBERSHIPS  | Business Code   |                      |  |   |  |  |
|  |  | 611710  | 2,260,249            | 2,260,249  |   |  |  |
|  | <b>b</b>   |   |                      |  |   |  |  |
|  | <b>c</b>   |   |                      |  |   |  |  |
|  | <b>d</b>   |   |                      |  |   |  |  |
|  | <b>e</b>   |   |                      |  |   |  |  |
|  | <b>f</b> All other program service revenue . . . . .   |   |                      |  |   |  |  |
| <b>g Total.</b> Add lines 2a-2f. . . . .                                   |  |   | 2,260,249            |  |   |  |  |
| <b>Other Revenue</b>   | <b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .  |   | 154,522              |  |   | 154,522  |  |
|  | <b>4</b> Income from investment of tax-exempt bond proceeds . . . . .  |   |                      |  |   |  |  |
|  | <b>5</b> Royalties . . . . .   |   |                      |  |   |  |  |
|  | <b>6a</b> Gross rents  | (i) Real  | <b>6a</b>            |  |   |  |  |
|  |  |   | (ii) Personal        |  |   |  |  |
|  |  | <b>b</b> Less: rental expenses . . . . .                        | <b>6b</b>            |  |   |  |  |
|  |  | <b>c</b> Rental income or (loss) . . . . .                      | <b>6c</b>            |  |   |  |  |
|  | <b>d</b> Net rental income or (loss) . . . . .   |   |                      |  |   |  |  |
|  | <b>7a</b> Gross amount from sales of assets other than inventory   | (i) Securities  | <b>7a</b>            |  | 1                                       |  |  |
|  |  |   | (ii) Other           |  |   |  |  |
|  |  | <b>b</b> Less: cost or other basis and sales expenses . . . . . | <b>7b</b>            |  | 277                                     |  |  |
|  |  | <b>c</b> Gain or (loss) . . . . .                               | <b>7c</b>            |  | -276                                    |  |  |
|  | <b>d</b> Net gain or (loss) . . . . .  |   |                      | -276   |   | -276   |  |
|  | <b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . . | <b>8a</b>   |                      |  |   |  |  |
|  |  | <b>b</b> Less: direct expenses . . . . .                        | <b>8b</b>            |  |   |  |  |
|  | <b>c</b> Net income or (loss) from fundraising events . . . . .  |   |                      |  |   |  |  |
|  | <b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .  | <b>9a</b>   |                      |  |   |  |  |
| <b>b</b> Less: direct expenses . . . . .                                   |  | <b>9b</b>   |                      |  |   |  |  |
| <b>c</b> Net income or (loss) from gaming activities . . . . .             |  |   |                      |  |   |  |  |
| <b>10a</b> Gross sales of inventory, less returns and allowances . . . . . | <b>10a</b>   | 606,445   |                      |  |   |  |  |
|  | <b>b</b> Less: cost of goods sold . . . . .  | <b>10b</b>  | 418,618              |  |   |  |  |
| <b>c</b> Net income or (loss) from sales of inventory . . . . .            |  |   | 187,827              | 187,827  |   |  |  |
| Miscellaneous Revenue  | Business Code  |   |                      |  |   |  |  |
| <b>11a</b>   |  |   |                      |  |   |  |  |
| <b>b</b>   |  |   |                      |  |   |  |  |
| <b>c</b>   |  |   |                      |  |   |  |  |
| <b>d</b> All other revenue . . . . .                                       |  |   |                      |  |   |  |  |
| <b>e Total.</b> Add lines 11a-11d . . . . .                                |  |   |                      |  |   |  |  |
| <b>12 Total revenue.</b> See instructions . . . . .                        |  |   | 7,522,820            | 2,448,076  | 0                                       | 154,246  |  |

**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

| <b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>   | <b>(A)</b><br>Total expenses | <b>(B)</b><br>Program service expenses | <b>(C)</b><br>Management and general expenses | <b>(D)</b><br>Fundraising expenses |
|---|------------------------------|--|---|------------------------------------|
| <b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 . . . . .   | 1,000,000                    | 1,000,000                              |   |                                    |
| <b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22 . . . . .  |                              |  |   |                                    |
| <b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16. . . . .  |                              |  |   |                                    |
| <b>4</b> Benefits paid to or for members . . . . .  |                              |  |   |                                    |
| <b>5</b> Compensation of current officers, directors, trustees, and key employees . . . . .   | 189,814                      | 56,944                                 | 132,870                                       |                                    |
| <b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .  |                              |  |   |                                    |
| <b>7</b> Other salaries and wages . . . . .   | 1,951,060                    | 1,947,768                              | 3,292   |                                    |
| <b>8</b> Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions) . . . . .  | 117,871                      | 117,698                                | 173   |                                    |
| <b>9</b> Other employee benefits . . . . .  | 305,462                      | 305,277                                | 185   |                                    |
| <b>10</b> Payroll taxes . . . . .   | 191,264                      | 175,289                                | 15,975  |                                    |
| <b>11</b> Fees for services (non-employees):  |                              |  |   |                                    |
| <b>a</b> Management . . . . .   |                              |  |   |                                    |
| <b>b</b> Legal . . . . .  | 9,320                        |  | 9,320   |                                    |
| <b>c</b> Accounting . . . . .   | 93,674                       |  | 93,674  |                                    |
| <b>d</b> Lobbying . . . . .   |                              |  |   |                                    |
| <b>e</b> Professional fundraising services. See Part IV, line 17  |                              |  |   |                                    |
| <b>f</b> Investment management fees . . . . .   |                              |  |   |                                    |
| <b>g</b> Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)   | 367,106                      | 297,806                                | 69,300  |                                    |
| <b>12</b> Advertising and promotion . . . . .   |                              |  |   |                                    |
| <b>13</b> Office expenses . . . . .   | 6,985                        |  | 6,985   |                                    |
| <b>14</b> Information technology . . . . .  | 192,612                      | 179,832                                | 12,780  |                                    |
| <b>15</b> Royalties . . . . .   |                              |  |   |                                    |
| <b>16</b> Occupancy . . . . .   | 167,467                      | 154,134                                | 13,333  |                                    |
| <b>17</b> Travel . . . . .  | 43,044                       | 14,369                                 | 28,675  |                                    |
| <b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .  |                              |  |   |                                    |
| <b>19</b> Conferences, conventions, and meetings . . . . .  | 5,933                        | 5,933                                  |   |                                    |
| <b>20</b> Interest . . . . .  | 6                            |  | 6   |                                    |
| <b>21</b> Payments to affiliates . . . . .  |                              |  |   |                                    |
| <b>22</b> Depreciation, depletion, and amortization . . . . .   | 2,192,052                    | 2,186,889                              | 5,163   |                                    |
| <b>23</b> Insurance . . . . .   | 44,448                       |  | 44,448  |                                    |
| <b>24</b> 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.)                                       |                              |  |   |                                    |
| <b>a</b> BANK AND MERCHANT FEES   | 219,180                      | 217,342                                | 1,838   |                                    |
| <b>b</b> TAXES, LICENSES, AND FE  | 13,205                       | 13,205                                 |   |                                    |
| <b>c</b> REPAIRS AND MAINTENANCE  | 9,145                        | 9,145                                  |   |                                    |
| <b>d</b> BAD DEBT EXPENSE   | 8,349                        |  | 8,349   |                                    |
| <b>e</b> All other expenses   | 34,053                       | 22,772                                 | 11,281  |                                    |
| <b>25</b> Total functional expenses. Add lines 1 through 24e  | 7,162,050                    | 6,704,403                              | 457,647                                       | 0                                  |
| <b>26</b> Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). |                              |  |   |                                    |

**Part X Balance Sheet**

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

|   |  | (A)<br>Beginning of year |            | (B)<br>End of year |
|---|--|--------------------------|------------|--------------------|
| <b>Assets</b>   | <b>1</b> Cash—non-interest-bearing . . . . .   | 491,229                  | <b>1</b>   | 167,938            |
|   | <b>2</b> Savings and temporary cash investments . . . . .  | 134,016                  | <b>2</b>   | 581,693            |
|   | <b>3</b> Pledges and grants receivable, net . . . . .  |                          | <b>3</b>   | 72,493             |
|   | <b>4</b> Accounts receivable, net . . . . .  | 90,929                   | <b>4</b>   | 122,701            |
|   | <b>5</b> 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 . . . . .  |                          | <b>5</b>   |                    |
|   | <b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) . . . . .   |                          | <b>6</b>   |                    |
|   | <b>7</b> Notes and loans receivable, net . . . . .   |                          | <b>7</b>   |                    |
|   | <b>8</b> Inventories for sale or use . . . . .   | 834,000                  | <b>8</b>   | 790,837            |
|   | <b>9</b> Prepaid expenses and deferred charges . . . . .   | 73,567                   | <b>9</b>   | 27,551             |
|   | <b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D   | 897,392                  |            |                    |
|   | <b>b</b> Less: accumulated depreciation  | 840,154                  |            |                    |
|   | <b>11</b> Investments—publicly traded securities . . . . .   | 9,908,804                | <b>11</b>  | 12,455,947         |
|   | <b>12</b> Investments—other securities. See Part IV, line 11 . . . . .   | 0                        | <b>12</b>  | 0                  |
|   | <b>13</b> Investments—program-related. See Part IV, line 11 . . . . .  | 0                        | <b>13</b>  | 0                  |
|   | <b>14</b> Intangible assets . . . . .  | 11,181,595               | <b>14</b>  | 9,006,819          |
|   | <b>15</b> Other assets. See Part IV, line 11 . . . . .   | 76,765                   | <b>15</b>  | 77,712             |
| <b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . . | 22,835,463   | <b>16</b>                | 23,360,929 |                    |
| <b>Liabilities</b>  | <b>17</b> Accounts payable and accrued expenses . . . . .  | 441,164                  | <b>17</b>  | 466,905            |
|   | <b>18</b> Grants payable . . . . .   |                          | <b>18</b>  |                    |
|   | <b>19</b> Deferred revenue . . . . .   | 72,573                   | <b>19</b>  | 55,276             |
|   | <b>20</b> Tax-exempt bond liabilities . . . . .  |                          | <b>20</b>  |                    |
|   | <b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D  |                          | <b>21</b>  |                    |
|   | <b>22</b> 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 . . . . . |                          | <b>22</b>  |                    |
|   | <b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .   |                          | <b>23</b>  |                    |
|   | <b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .   |                          | <b>24</b>  |                    |
|   | <b>25</b> 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  | 0                        | <b>25</b>  | 0                  |
|   | <b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .   | 513,737                  | <b>26</b>  | 522,181            |
| <b>Net Assets or Fund Balances</b>  | <b>Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.</b>   |                          |            |                    |
|   | <b>27</b> Net assets without donor restrictions . . . . .  | 22,321,726               | <b>27</b>  | 22,766,255         |
|   | <b>28</b> Net assets with donor restrictions . . . . .   | 0                        | <b>28</b>  | 72,493             |
|   | <b>Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.</b>  |                          |            |                    |
|   | <b>29</b> Capital stock or trust principal, or current funds . . . . .   |                          | <b>29</b>  |                    |
|   | <b>30</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .  |                          | <b>30</b>  |                    |
|   | <b>31</b> Retained earnings, endowment, accumulated income, or other funds   |                          | <b>31</b>  |                    |
| <b>32</b> Total net assets or fund balances . . . . .                         | 22,321,726   | <b>32</b>                | 22,838,748 |                    |
| <b>33</b> Total liabilities and net assets/fund balances . . . . .            | 22,835,463   | <b>33</b>                | 23,360,929 |                    |

**Part XI Reconciliation of Net Assets**

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

|           |  |           |            |
|-----------|--|-----------|------------|
| <b>1</b>  | Total revenue (must equal Part VIII, column (A), line 12)  | <b>1</b>  | 7,522,820  |
| <b>2</b>  | Total expenses (must equal Part IX, column (A), line 25)   | <b>2</b>  | 7,162,050  |
| <b>3</b>  | Revenue less expenses. Subtract line 2 from line 1   | <b>3</b>  | 360,770    |
| <b>4</b>  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                      | <b>4</b>  | 22,321,726 |
| <b>5</b>  | Net unrealized gains (losses) on investments   | <b>5</b>  | 83,759     |
| <b>6</b>  | Donated services and use of facilities   | <b>6</b>  | 72,493     |
| <b>7</b>  | Investment expenses  | <b>7</b>  |            |
| <b>8</b>  | Prior period adjustments   | <b>8</b>  |            |
| <b>9</b>  | Other changes in net assets or fund balances (explain in Schedule O)   | <b>9</b>  | 0          |
| <b>10</b> | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | <b>10</b> | 22,838,748 |

**Part XII Financial Statements and Reporting**

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

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

|           | Yes | No |
|-----------|-----|----|
| <b>2a</b> |     | No |
| <b>2b</b> | Yes |    |
| <b>2c</b> | Yes |    |
| <b>3a</b> |     | No |
| <b>3b</b> |     |    |

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 46-4463460

**Name:** STARFALL EDUCATION FOUNDATION

Form 990 (2019)

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**Form 990, Part III, Line 4a:**

SEE SCHEDULE O

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**SCHEDULE A**  
(Form 990 or 990-EZ)

**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](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047  
**2019**  
**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

**Name of the organization**  
STARFALL EDUCATION FOUNDATION

**Employer identification number**  
46-4463460

**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 |   |   |
|                                    |          |  |   |    |   |   |
| <b>Total</b>                       |          |  |   |    |   |   |

**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<br>(or fiscal year beginning in) ▶ |  | (a) 2015 | (b) 2016 | (c) 2017 | (d) 2018 | (e) 2019 | (f) Total |
|--|--|----------|----------|----------|----------|----------|-----------|
| <b>1</b>   | Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grant.") . . .  |          |          |          |          |          |           |
| <b>2</b>   | Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. . . .   |          |          |          |          |          |           |
| <b>3</b>   | The value of services or facilities furnished by a governmental unit to the organization without charge..  |          |          |          |          |          |           |
| <b>4</b>   | <b>Total.</b> Add lines 1 through 3  |          |          |          |          |          |           |
| <b>5</b>   | 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). . . |          |          |          |          |          |           |
| <b>6</b>   | <b>Public support.</b> Subtract line 5 from line 4.  |          |          |          |          |          |           |

**Section B. Total Support**

| Calendar year<br>(or fiscal year beginning in) ▶ |  | (a) 2015 | (b) 2016 | (c) 2017 | (d) 2018 | (e) 2019  | (f) Total |
|--|--|----------|----------|----------|----------|-----------|-----------|
| <b>7</b>   | Amounts from line 4. . .   |          |          |          |          |           |           |
| <b>8</b>   | Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources. . . .  |          |          |          |          |           |           |
| <b>9</b>   | Net income from unrelated business activities, whether or not the business is regularly carried on. . .  |          |          |          |          |           |           |
| <b>10</b>  | Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.). . .   |          |          |          |          |           |           |
| <b>11</b>  | <b>Total support.</b> Add lines 7 through 10   |          |          |          |          |           |           |
| <b>12</b>  | Gross receipts from related activities, etc. (see instructions) . . . . .  |          |          |          |          | <b>12</b> |           |
| <b>13</b>  | <b>First five years.</b> 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 <b>stop here</b> . . . . . ▶ <input type="checkbox"/> |          |          |          |          |           |           |

**Section C. Computation of Public Support Percentage**

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

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

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

**Section A. Public Support**

| Calendar year<br>(or fiscal year beginning in) ▶  | (a) 2015  | (b) 2016  | (c) 2017  | (d) 2018  | (e) 2019  | (f) Total  |
|---|-----------|-----------|-----------|-----------|-----------|------------|
| <b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")   | 4,304,868 | 4,422,710 | 4,162,335 | 3,767,877 | 4,920,498 | 21,578,288 |
| <b>2</b> 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 | 3,357,306 | 3,202,541 | 3,093,217 | 2,999,632 | 2,260,249 | 14,912,945 |
| <b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513   |           |           |           |           |           |            |
| <b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf  |           |           |           |           |           |            |
| <b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge  |           |           |           |           |           |            |
| <b>6 Total.</b> Add lines 1 through 5   | 7,662,174 | 7,625,251 | 7,255,552 | 6,767,509 | 7,180,747 | 36,491,233 |
| <b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons  |           |           |           |           |           | 0          |
| <b>b</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.          |           |           |           |           |           | 0          |
| <b>c</b> Add lines 7a and 7b.   |           |           |           |           |           | 0          |
| <b>8 Public support.</b> (Subtract line 7c from line 6.)  |           |           |           |           |           | 36,491,233 |

**Section B. Total Support**

| Calendar year<br>(or fiscal year beginning in) ▶  | (a) 2015  | (b) 2016  | (c) 2017  | (d) 2018  | (e) 2019  | (f) Total  |
|---|-----------|-----------|-----------|-----------|-----------|------------|
| <b>9</b> Amounts from line 6.   | 7,662,174 | 7,625,251 | 7,255,552 | 6,767,509 | 7,180,747 | 36,491,233 |
| <b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 164       | 37,485    | 96,709    | 162,785   | 154,522   | 451,665    |
| <b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.                         |           |           |           |           |           |            |
| <b>c</b> Add lines 10a and 10b.   | 164       | 37,485    | 96,709    | 162,785   | 154,522   | 451,665    |
| <b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.    |           |           |           |           |           |            |
| <b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)                                 |           |           |           |           |           |            |
| <b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)  | 7,662,338 | 7,662,736 | 7,352,261 | 6,930,294 | 7,335,269 | 36,942,898 |

**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**

|  |           |          |
|--|-----------|----------|
| <b>15</b> Public support percentage for 2019 (line 8, column (f) divided by line 13, column (f)) | <b>15</b> | 98.780 % |
| <b>16</b> Public support percentage from 2018 Schedule A, Part III, line 15                      | <b>16</b> |          |

**Section D. Computation of Investment Income Percentage**

|   |           |         |
|---|-----------|---------|
| <b>17</b> Investment income percentage for 2019 (line 10c, column (f) divided by line 13, column (f)) | <b>17</b> | 1.220 % |
| <b>18</b> Investment income percentage from 2018 Schedule A, Part III, line 17                        | <b>18</b> |         |

**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 |
|------------|--|-----|----|
| <b>1</b>   | 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>   |     |    |
|            | <b>1</b>   |     |    |
| <b>2</b>   | 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>  |     |    |
|            | <b>2</b>   |     |    |
| <b>3a</b>  | 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>   |     |    |
|            | <b>3a</b>  |     |    |
| <b>b</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>  |     |    |
|            | <b>3b</b>  |     |    |
| <b>c</b>   | 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>   |     |    |
|            | <b>3c</b>  |     |    |
| <b>4a</b>  | 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>   |     |    |
|            | <b>4a</b>  |     |    |
| <b>b</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>   |     |    |
|            | <b>4b</b>  |     |    |
| <b>c</b>   | 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>  |     |    |
|            | <b>4c</b>  |     |    |
| <b>5a</b>  | 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> |     |    |
|            | <b>5a</b>  |     |    |
| <b>b</b>   | <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?   |     |    |
|            | <b>5b</b>  |     |    |
| <b>c</b>   | <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?  |     |    |
|            | <b>5c</b>  |     |    |
| <b>6</b>   | 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>   |     |    |
|            | <b>6</b>   |     |    |
| <b>7</b>   | 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>  |     |    |
|            | <b>7</b>   |     |    |
| <b>8</b>   | 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>   |     |    |
|            | <b>8</b>   |     |    |
| <b>9a</b>  | 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>  |     |    |
|            | <b>9a</b>  |     |    |
| <b>b</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>   |     |    |
|            | <b>9b</b>  |     |    |
| <b>c</b>   | 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>  |     |    |
|            | <b>9c</b>  |     |    |
| <b>10a</b> | 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>   |     |    |
|            | <b>10a</b>   |     |    |
| <b>b</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>  |     |    |
|            | <b>10b</b>   |     |    |

**Part IV Supporting Organizations** (continued)

|           |   | Yes | No |
|-----------|---|-----|----|
| <b>11</b> | Has the organization accepted a gift or contribution from any of the following persons?   |     |    |
| <b>a</b>  | 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>b</b>  | A family member of a person described in (a) above?   |     |    |
| <b>c</b>  | 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 |
|----------|--|-----|----|
| <b>1</b> | 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> |     |    |
| <b>2</b> | 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 |
|----------|---|-----|----|
| <b>1</b> | 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 |
|----------|--|-----|----|
| <b>1</b> | 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? |     |    |
| <b>2</b> | 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>  |     |    |
| <b>3</b> | 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**

|          |  |     |    |
|----------|--|-----|----|
| <b>1</b> | Check the box next to the method that the organization used to satisfy the Integral Part Test during the year ( <b>see instructions</b> ):   |     |    |
| <b>a</b> | <input type="checkbox"/> The organization satisfied the Activities Test. Complete <b>line 2</b> below.   |     |    |
| <b>b</b> | <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.  |     |    |
| <b>c</b> | <input type="checkbox"/> The organization supported a governmental entity. Describe in <b>Part VI</b> how you supported a government entity (see instructions)   |     |    |
| <b>2</b> | Activities Test. <b>Answer (a) and (b) below.</b>  |     |    |
| <b>a</b> | 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> | Yes | No |
| <b>b</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>  |     |    |
| <b>3</b> | Parent of Supported Organizations. <b>Answer (a) and (b) below.</b>  |     |    |
| <b>a</b> | 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>b</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.

| <b>Section A - Adjusted Net Income</b>  |  | (A) Prior Year | (B) Current Year<br>(optional) |
|---|--|----------------|--------------------------------|
| <b>1</b>                                | Net short-term capital gain  | <b>1</b>       |                                |
| <b>2</b>                                | Recoveries of prior-year distributions   | <b>2</b>       |                                |
| <b>3</b>                                | Other gross income (see instructions)  | <b>3</b>       |                                |
| <b>4</b>                                | Add lines 1 through 3  | <b>4</b>       |                                |
| <b>5</b>                                | Depreciation and depletion   | <b>5</b>       |                                |
| <b>6</b>                                | 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) | <b>6</b>       |                                |
| <b>7</b>                                | Other expenses (see instructions)  | <b>7</b>       |                                |
| <b>8</b>                                | <b>Adjusted Net Income</b> (subtract lines 5, 6 and 7 from line 4)   | <b>8</b>       |                                |
| <b>Section B - Minimum Asset Amount</b> |  | (A) Prior Year | (B) Current Year<br>(optional) |
| <b>1</b>                                | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):  | <b>1</b>       |                                |
| <b>a</b>                                | Average monthly value of securities  | <b>1a</b>      |                                |
| <b>b</b>                                | Average monthly cash balances  | <b>1b</b>      |                                |
| <b>c</b>                                | Fair market value of other non-exempt-use assets   | <b>1c</b>      |                                |
| <b>d</b>                                | <b>Total</b> (add lines 1a, 1b, and 1c)  | <b>1d</b>      |                                |
| <b>e</b>                                | <b>Discount</b> claimed for blockage or other factors (explain in detail in Part VI):  |                |                                |
| <b>2</b>                                | Acquisition indebtedness applicable to non-exempt use assets   | <b>2</b>       |                                |
| <b>3</b>                                | Subtract line 2 from line 1d   | <b>3</b>       |                                |
| <b>4</b>                                | Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).  | <b>4</b>       |                                |
| <b>5</b>                                | Net value of non-exempt-use assets (subtract line 4 from line 3)   | <b>5</b>       |                                |
| <b>6</b>                                | Multiply line 5 by .035  | <b>6</b>       |                                |
| <b>7</b>                                | Recoveries of prior-year distributions   | <b>7</b>       |                                |
| <b>8</b>                                | <b>Minimum Asset Amount</b> (add line 7 to line 6)   | <b>8</b>       |                                |
| <b>Section C - Distributable Amount</b> |  |                | Current Year                   |
| <b>1</b>                                | Adjusted net income for prior year (from Section A, line 8, Column A)  | <b>1</b>       |                                |
| <b>2</b>                                | Enter 85% of line 1  | <b>2</b>       |                                |
| <b>3</b>                                | Minimum asset amount for prior year (from Section B, line 8, Column A)   | <b>3</b>       |                                |
| <b>4</b>                                | Enter greater of line 2 or line 3  | <b>4</b>       |                                |
| <b>5</b>                                | Income tax imposed in prior year   | <b>5</b>       |                                |
| <b>6</b>                                | <b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)   | <b>6</b>       |                                |
| <b>7</b>                                | <input type="checkbox"/> 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)

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

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

|                                     |
|-------------------------------------|
| <b>Facts And Circumstances Test</b> |
|-------------------------------------|

**990 Schedule A, Supplemental Information**

| Return Reference                             | Explanation  |
|--|--|
| SCHEDULE A, PART VI, LIST OF UNUSUAL GRANTS: | DESCRIPTION: PANCIL LLC MEMBERSHIP INTEREST DATE: 07/01/15 AMOUNT: 19200000. DESCRIPTION: PANCIL LLC MEMBERSHIP INTEREST DATE: 07/01/15 AMOUNT: 3200000. DESCRIPTION: PANCIL LLC MEMBERSHIP INTEREST DATE: 07/01/15 AMOUNT: 3200000. |

**SCHEDULE D**  
(Form 990)  
  
Department of the Treasury  
Internal Revenue Service

# Supplemental Financial Statements

OMB No. 1545-0047  
**2019**  
**Open to Public Inspection**

▶ 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](http://www.irs.gov/Form990) for instructions and the latest information.

**Name of the organization**  
STARFALL EDUCATION FOUNDATION

**Employer identification number**  
46-4463460

**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 |
|--|-------------------------|------------------------------|
| <b>1</b> Total number at end of year . . . . .             |                         |                              |
| <b>2</b> Aggregate value of contributions to (during year) |                         |                              |
| <b>3</b> Aggregate value of grants from (during year)      |                         |                              |
| <b>4</b> 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 |
|---|-----------------------------|
| <b>a</b> Total number of conservation easements . . . . .   | <b>2a</b>                   |
| <b>b</b> Total acreage restricted by conservation easements . . . . .   | <b>2b</b>                   |
| <b>c</b> Number of conservation easements on a certified historic structure included in (a) . . . . .   | <b>2c</b>                   |
| <b>d</b> Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register . . . . . | <b>2d</b>                   |

**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 . . . . . ▶ \$ \_\_\_\_\_

**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:
- c** Beginning balance . . . . .
  - d** Additions during the year . . . . .
  - e** Distributions during the year . . . . .
  - f** Ending balance . . . . .

|           | Amount |
|-----------|--------|
| <b>1c</b> |        |
| <b>1d</b> |        |
| <b>1e</b> |        |
| <b>1f</b> |        |

- 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 |
|---|------------------|----------------|--------------------|----------------------|---------------------|
| <b>1a</b> Beginning of year balance . . . . .                     |                  |                |                    |                      |                     |
| <b>b</b> Contributions . . . . .                                  |                  |                |                    |                      |                     |
| <b>c</b> Net investment earnings, gains, and losses               |                  |                |                    |                      |                     |
| <b>d</b> Grants or scholarships . . . . .                         |                  |                |                    |                      |                     |
| <b>e</b> Other expenditures for facilities and programs . . . . . |                  |                |                    |                      |                     |
| <b>f</b> Administrative expenses . . . . .                        |                  |                |                    |                      |                     |
| <b>g</b> 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 . . . . .
- b** If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

|               | Yes | No |
|---------------|-----|----|
| <b>3a(i)</b>  |     |    |
| <b>3a(ii)</b> |     |    |
| <b>3b</b>     |     |    |

- 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 |
|--|--------------------------------------|---------------------------------|------------------------------|----------------|
| <b>1a</b> Land . . . . .   |                                      |                                 |                              |                |
| <b>b</b> Buildings . . . . .   |                                      |                                 |                              | 0              |
| <b>c</b> Leasehold improvements  |                                      | 21,421                          | 2,103                        | 19,318         |
| <b>d</b> Equipment . . . . .   |                                      | 875,971                         | 838,051                      | 37,920         |
| <b>e</b> Other . . . . .   |                                      |                                 |                              | 0              |
| <b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . ▶ |                                      |                                 |                              | 57,238         |

**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<br>(including name of security)   | (b) Book value | (c) Method of valuation:<br>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)   |                |  |
| <b>Total.</b> (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:<br>Cost or end-of-year market value |
|--|----------------|--|
| (1)  |                |  |
| (2)  |                |  |
| (3)  |                |  |
| (4)  |                |  |
| (5)  |                |  |
| (6)  |                |  |
| (7)  |                |  |
| (8)  |                |  |
| (9)  |                |  |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, col.(B) line 13.) |                |  |

**Part IX Other Assets.**

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

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

**Part X Other Liabilities.**

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

| 1. (a) Description of liability  | (b) Book value |
|--|----------------|
| (1) Federal income taxes   |                |
| (2)  |                |
| (3)  |                |
| (4)  |                |
| (5)  |                |
| (6)  |                |
| (7)  |                |
| (8)  |                |
| (9)  |                |
| (10)   |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, col.(B) line 25.) |                |

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under 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.

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

**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.

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

**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 |
|------------------|-------------|
|                  |             |
|                  |             |
|                  |             |
|                  |             |
|                  |             |
|                  |             |
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|                  |             |
|                  |             |
|                  |             |

# Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 46-4463460  
**Name:** STARFALL EDUCATION FOUNDATION

## Supplemental Information

| Return Reference | Explanation  |
|------------------|--|
| PART X, LINE 2:  | THE FOUNDATION FOLLOWS GUIDANCE THAT CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, INCLUDING ISSUES RELATING TO FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT. THIS GUIDANCE PROVIDES THAT THE TAX EFFECTS FROM AN UNCERTAIN TAX POSITION CAN ONLY BE RECOGNIZED IN THE FINANCIAL STATEMENTS IF THE POSITION IS "MORE-LIKELY-THAN-NOT" TO BE SUSTAINED IF THE POSITION WERE TO BE CHALLENGED BY A TAXING AUTHORITY. THE ASSESSMENT OF THE TAX POSITION IS BASED SOLELY ON THE TECHNICAL MERITS OF THE POSITION, WITHOUT REGARD TO THE LIKELIHOOD THAT THE TAX POSITION MAY BE CHALLENGED. THE FOUNDATION IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, THOUGH IT IS SUBJECT TO TAX ON INCOME UNRELATED TO ITS EXEMPT PURPOSE, UNLESS THAT INCOME IS OTHERWISE EXCLUDED BY THE CODE. THE FOUNDATION HAS ALSO BEEN RECOGNIZED BY THE CALIFORNIA FRANCHISE TAX BOARD AS EXEMPT FROM CALIFORNIA FRANCHISE AND INCOME TAXES UNDER SECTION 23701D OF THE CALIFORNIA REVENUE AND TAXATION CODE. THE FOUNDATION ALSO HAS TAX-EXEMPT STATUS IN COLORADO. THE FOUNDATION HAS PROCESSES PRESENTLY IN PLACE TO ENSURE THE MAINTENANCE OF ITS TAX-EXEMPT STATUS; TO IDENTIFY AND REPORT UNRELATED INCOME; TO DETERMINE ITS FILING AND TAX OBLIGATIONS IN JURISDICTIONS FOR WHICH IT HAS NEXUS; AND TO IDENTIFY AND EVALUATE OTHER MATTERS THAT MAY BE CONSIDERED TAX POSITIONS. THE FOUNDATION HAS DETERMINED THAT THERE ARE NO MATERIAL UNCERTAIN TAX POSITIONS THAT REQUIRE RECOGNITION OR DISCLOSURE IN THE FINANCIAL STATEMENTS. |

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

OMB No. 1545-0047

2019

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990.

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

Name of the organization

STARFALL EDUCATION FOUNDATION

Employer identification number

46-4463460

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance...
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.

Table with 8 columns: (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, (g) Description of noncash assistance, (h) Purpose of grant or assistance. Row 1: (1) MILE HIGH UNITED WAY, 84-0404235, 501 (C)(3), 1,000,000, COVID-19 RELIEF EFFORTS.

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

**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  |
|------------------|--|
| PART I, LINE 2:  | MONITORING THE USE OF GRANT FUNDS: GRANT FUNDS WERE APPROVED BY THE BOARD PRIOR TO DISBURSEMENT. FUNDS WERE REQUIRED TO BE USED FOR COVID-19 RELIEF EFFORTS IN COLORADO. |

**Schedule J**  
(Form 990)

**Compensation Information**

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

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.  
▶ Attach to Form 990.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
STARFALL EDUCATION FOUNDATION

Employer identification number  
46-4463460

**Part I Questions Regarding Compensation**

|  | Yes   | No   |  |  |   |   |   |  |  |  |
|--|---|--|--|--|---|---|---|--|--|--|
| <p><b>1a</b> 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.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax idemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table> | <input type="checkbox"/> First-class or charter travel                              | <input type="checkbox"/> Housing allowance or residence for personal use | <input type="checkbox"/> Travel for companions               | <input type="checkbox"/> Payments for business use of personal residence | <input type="checkbox"/> Tax idemnification and gross-up payments   | <input type="checkbox"/> Health or social club dues or initiation fees              | <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |  |  |
| <input type="checkbox"/> First-class or charter travel   | <input type="checkbox"/> Housing allowance or residence for personal use            |  |  |  |   |   |   |  |  |  |
| <input type="checkbox"/> Travel for companions   | <input type="checkbox"/> Payments for business use of personal residence            |  |  |  |   |   |   |  |  |  |
| <input type="checkbox"/> Tax idemnification and gross-up payments  | <input type="checkbox"/> Health or social club dues or initiation fees              |  |  |  |   |   |   |  |  |  |
| <input type="checkbox"/> Discretionary spending account  | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)            |  |  |  |   |   |   |  |  |  |
| <p><b>b</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</p>   | <b>1b</b>   |  |  |  |   |   |   |  |  |  |
| <p><b>2</b> 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?</p>   | <b>2</b>  |  |  |  |   |   |   |  |  |  |
| <p><b>3</b> 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.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>   | <input checked="" type="checkbox"/> Compensation committee                          | <input type="checkbox"/> Written employment contract                     | <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study         | <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |   |  |  |  |
| <input checked="" type="checkbox"/> Compensation committee   | <input type="checkbox"/> Written employment contract                                |  |  |  |   |   |   |  |  |  |
| <input type="checkbox"/> Independent compensation consultant   | <input checked="" type="checkbox"/> Compensation survey or study                    |  |  |  |   |   |   |  |  |  |
| <input checked="" type="checkbox"/> Form 990 of other organizations  | <input checked="" type="checkbox"/> Approval by the board or compensation committee |  |  |  |   |   |   |  |  |  |
| <p><b>4</b> 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:</p> <p><b>a</b> Receive a severance payment or change-of-control payment? . . . . .</p> <p><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .</p> <p><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>   | <b>4a</b>   | No   |  |  |   |   |   |  |  |  |
|  | <b>4b</b>   | No   |  |  |   |   |   |  |  |  |
|  | <b>4c</b>   | No   |  |  |   |   |   |  |  |  |
| <p><b>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</b></p> <p><b>5</b> 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:</p> <p><b>a</b> The organization? . . . . .</p> <p><b>b</b> Any related organization? . . . . .</p> <p>If "Yes," on line 5a or 5b, describe in Part III.</p>   | <b>5a</b>   | No   |  |  |   |   |   |  |  |  |
|  | <b>5b</b>   | No   |  |  |   |   |   |  |  |  |
| <p><b>6</b> 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:</p> <p><b>a</b> The organization? . . . . .</p> <p><b>b</b> Any related organization? . . . . .</p> <p>If "Yes," on line 6a or 6b, describe in Part III.</p>  | <b>6a</b>   | No   |  |  |   |   |   |  |  |  |
|  | <b>6b</b>   | No   |  |  |   |   |   |  |  |  |
| <p><b>7</b> 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 . . . . .</p>  | <b>7</b>  | No   |  |  |   |   |   |  |  |  |
| <p><b>8</b> 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 . . . . .</p>  | <b>8</b>  | No   |  |  |   |   |   |  |  |  |
| <p><b>9</b> If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . . . .</p>   | <b>9</b>  |  |  |  |   |   |   |  |  |  |



**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 L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No. 1545-0047

2019

Open to Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b. Attach to Form 990 or Form 990-EZ. Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury Internal Revenue Service

Name of the organization STARFALL EDUCATION FOUNDATION

Employer identification number 46-4463460

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and section 501(c)(29) organizations only). Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

Table with 5 columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958. \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization. \$

Part II Loans to and/or From Interested Persons. Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

Table with 9 columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Total \$

Part III Grants or Assistance Benefiting Interested Persons. Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 5 columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? |    |
|-------------------------------|---|---------------------------|--------------------------------|---|----|
|                               |   |                           |                                | Yes                                     | No |
| (1) 1725 WALNUT STREET LLC    | SEE PART V  | 148,141                   | OFFICE RENT                    |   | No |
| (2) SPS STUDIOS INC           | SEE PART V  | 165,804                   | FULFILLMENT SERVICES AND HR    |   | No |
|                               |   |                           |                                |   |    |
|                               |   |                           |                                |   |    |
|                               |   |                           |                                |   |    |

**Part V Supplemental Information**

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

| Return Reference            | Explanation   |
|-----------------------------|---|
| SCHEDULE L, PART IV, LINE 1 | STEPHEN SCHUTZ, CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER OF STARFALL EDUCATION FOUNDATION, AND HIS WIFE OWN 1725 WALNUT STREET, LLC. STARFALL LEASES OFFICE SPACE IN BOULDER, CO FROM 1725 WALNUT STREET, LLC. RENT IS TREATED AT FMV, WAS REVIEWED BY AN INDEPENDENT 3RD PARTY, AND WAS APPROVED BY THE BOARD. AS SUCH, THIS TRANSACTION IS DEEMED AS ARM'S LENGTH. THE LEASE WAS RENEWED ON JANUARY 1, 2020 AT BELOW MARKET RENT. RENT EXPENSE UNDER THE AGREEMENT TOTALED \$148,141. THE TRANSACTION HAS RECORDED AN IN-KIND CONTRIBUTION IN REVENUE FOR THE DIFFERENCE BETWEEN THE FMV RENT AND THE RATE BEING CHARGED BY 1725 WALNUT STREET LLC.  |
| SCHEDULE L, PART IV, LINE 2 | SPS STUDIOS, INC. DBA BLUE MOUNTAIN ARTS, INC. PROVIDES ORDER FULFILLMENT SERVICES FOR STARFALL EDUCATION FOUNDATION. SPS STUDIOS, INC. IS OWNED BY STEPHEN SCHUTZ AND HIS WIFE, SUSAN SCHUTZ, AND THE SCHUTZ'S OTHER CHILDREN. PROPOSALS TO PROVIDE FULFILLMENT SERVICES WERE SOLICITED FROM INDEPENDENT THIRD PARTY PROVIDERS AND COMPARED AGAINST THE SPS STUDIOS, INC. FULFILLMENT AGREEMENT. THE SCOPE, TERMS AND CONDITIONS WERE FOUND TO BE COMPETITIVE WITH THE PROPOSALS SUBMITTED BY THE THIRD PARTIES. THE BOARD OF DIRECTORS (WITH STEPHEN SCHUTZ AND JORDANNA POLIS SCHUTZ ABSTAINING) CONCLUDED THAT SPS STUDIOS, INC. FULFILLMENT AGREEMENT WAS ON MARKET TERMS AND DEEMED THE TRANSACTION AS ARM'S LENGTH. SPS STUDIOS, INC. ALSO ASSISTS STARFALL EDUCATION FOUNDATION WITH HUMAN RESOURCES. THE AGREEMENT FOR THE ASSISTANCE CALLS FOR TOTAL PAYMENTS OF \$69,300 PER YEAR. PROPOSALS TO PROVIDE HUMAN RESOURCES SERVICES WERE SOLICITED FROM INDEPENDENT THIRD PARTY PROVIDERS. FURTHER, AN ANALYSIS OF THE AVERAGE COMPENSATION FOR HUMAN RESOURCE DIRECTORS FROM THE COLORADO NONPROFIT ASSOCIATION COMPLIED BY THE UNIVERSITY OF DENVER WAS ALSO DONE. THE PROPOSALS AND AVERAGE COMPENSATION INFORMATION WERE COMPARED WITH THE SPS STUDIOS, INC. HUMAN RESOURCES AGREEMENT. THE SCOPE, TERMS AND CONDITIONS WERE FOUND TO BE COMPETITIVE WITH THE PROPOSALS SUBMITTED BY THE THIRD PARTIES AND IN THE RANGE OF THE AVERAGE COMPENSATION FOR A HUMAN RESOURCE DIRECTOR. THE BOARD OF DIRECTORS (WITH STEPHEN SCHUTZ AND JORDANNA POLIS SCHUTZ ABSTAINING) CONCLUDED THAT THE SPS STUDIOS, INC. HUMAN RESOURCES AGREEMENT WAS ON MARKET TERMS AND DEEMED THE TRANSACTION AS ARM'S LENGTH. |

**SCHEDULE O**  
(Form 990 or 990-EZ)

**Supplemental Information to Form 990 or 990-EZ**

OMB No. 1545-0047

**2019**

**Open to Public Inspection**

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](http://www.irs.gov/Form990) for the latest information.

Department of the Treasury

Name of the organization

STARFALL EDUCATION FOUNDATION

Employer identification number

46-4463460

**990 Schedule O, Supplemental Information**

| Return Reference         | Explanation   |
|--------------------------|---|
| FORM 990, PART I, LINE 1 | ...CHILDREN HAVE FUN LEARNING THROUGH EXPLORATION, GAIN SELF-CONFIDENCE, AND DEVELOP AN UNDERSTANDING AND COMPASSION FOR DIVERSITY. |

**990 Schedule O, Supplemental Information**

| <b>Return Reference</b>           | <b>Explanation</b>   |
|-----------------------------------|--|
| FORM 990,<br>PART III,<br>LINE 4A | <p>THE FOUNDATION, THROUGH ITS WEBSITE STARFALL.COM, OFFERS FREE AND LOW-COST INTERACTIVE EXPERIENCES WHEREBY CHILDREN CAN SUCCESSFULLY LEARN THROUGH EXPLORATION. IT CONTINUES THE TRADITION OF ITS PREDECESSOR, A SOCIAL ENTERPRISE FOUNDED IN 2002, AS A PLACE WHERE CHILDREN HAVE FUN LEARNING TO READ. CURRENTLY, IT INCLUDES THE CORE SUBJECTS OF LANGUAGE ARTS AND MATHEMATICS FOR PRE-K, KINDERGARTEN, AND ELEMENTARY SCHOOL GRADE LEVELS. IT TEACHES THROUGH POSITIVE REINFORCEMENT TO HELP CHILDREN BECOME CONFIDENT AND INTRINSICALLY MOTIVATED. THE FOUNDATION PRODUCES AND DISTRIBUTES THE FOLLOWING EDUCATIONAL SERVICES AND MATERIALS FOR STUDENTS, PARENTS, TEACHERS AND SCHOOLS: INTERACTIVE GAMES, VIDEOS, MOVIES, E-BOOKS, AUDIO BOOKS, EDUCATIONAL SONGS, DOWNLOADABLE BOOKS, LESSON PLANS, CLASSROOM CURRICULA, PRINTED BOOKS, PRACTICE BOOKS, ELECTRONIC MEDIA AND TEACHING TOOLS. THESE ARE PRIMARILY DISTRIBUTED THROUGH THE STARFALL.COM WEBSITE. MANY OF STARFALL'S DIGITAL ACTIVITIES ARE ALSO AVAILABLE ON MOBILE APPS. STARFALL OFFERS LOW-COST MEMBERSHIP WHICH EXPANDS ITS FREE CONTENT TO INCLUDE ADDITIONAL GAMES, E-BOOKS, MOVIES AND SONGS. BENEFITS OF ANNUAL MEMBERSHIP INCLUDE PREFERRED AND UNLIMITED ACCESS TO STARFALL.COM FROM TABLET, MOBILE PHONE OR COMPUTER DURING A ONE YEAR MEMBERSHIP PERIOD. THE FOUNDATION ALSO MAINTAINS A FREE WEBSITE AT PUMEROSA.COM TO HELP SPANISH LANGUAGE SPEAKERS LEARN ENGLISH.</p> |

# 990 Schedule O, Supplemental Information

| Return Reference                     | Explanation  |
|--------------------------------------|--|
| FORM 990, PART VI, SECTION A, LINE 2 | BUSINESS RELATIONSHIPS STEPHEN SCHUTZ, JORDANNA SCHUTZ, JAY GRODIN, PAUL KNUTSON AND DIANA TEMPLE ARE EMPLOYED AT SPS STUDIOS. FAMILY RELATIONSHIPS STEPHEN SCHUTZ AND JORDANNA SCHUTZ HAVE A FAMILY RELATIONSHIP. |

## 990 Schedule O, Supplemental Information

| Return Reference                       | Explanation   |
|--|---|
| FORM 990, PART VI, SECTION B, LINE 11B | FORM 990 REVIEW PROCESS THE FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM AND THEN REVIEWED BY THE ORGANIZATION'S MANAGEMENT TEAM. THE FINAL DRAFT OF THE FORM IS PROVIDED TO THE BOARD OF DIRECTORS FOR THEIR REVIEW PRIOR TO FILING. |

**990 Schedule O, Supplemental Information**

| <b>Return Reference</b>                         | <b>Explanation</b>   |
|---|--|
| FORM 990,<br>PART VI,<br>SECTION B,<br>LINE 12C | CONFLICT OF INTEREST POLICY ENFORCEMENT & MONITORING PROCESS A CONFLICT OF INTEREST CERTIFICATION AND DISCLOSURE FORM ARE SENT TO THE BOARD OF DIRECTORS AND OFFICERS ANNUALLY. THE CERTIFICATIONS AND DISCLOSURE FORMS ARE REVIEWED BY THE BOARD OF DIRECTORS TO ENSURE THEY ARE COMPLIANT WITH THE POLICY. IF A CONFLICT OF INTEREST IS IDENTIFIED, THE PERSON HAVING THE CONFLICT OF INTEREST SHALL NOT PARTICPATE OR ATTEND ANY DISCUSSION RELATING TO SUCH INTEREST. VIOLATION OF THE CONFLICT OF INTEREST POLICY MAY CONSTITUTE CAUSE FOR REMOVAL OR TERMINATION OF A DIRECTOR OR OFFICER. |

**990 Schedule O, Supplemental Information**

| <b>Return Reference</b>                         | <b>Explanation</b>   |
|---|--|
| FORM 990,<br>PART VI,<br>SECTION B,<br>LINE 15A | COMPENSATION REVIEW THE ORGANIZATION TAKES INTO CONSIDERATION A COMPENSATION REPORT PREPARED BY THE UNIVERSITY OF DENVER TO DETERMINE THE COMPENSATION FOR THE ORGANIZATION'S PRESIDENT. THE BOARD OF DIRECTORS REVIEW THE REPORT AND APPROVES THE COMPENSATION. |

# 990 Schedule O, Supplemental Information

| Return Reference                               | Explanation  |
|--|--|
| FORM 990,<br>PART VI,<br>SECTION C,<br>LINE 18 | THE ORGANIZATION WILL PROVIDE THE FORM 1023 AND FORM 990 UPON WRITTEN REQUEST. |

# 990 Schedule O, Supplemental Information

| Return Reference                               | Explanation   |
|--|---|
| FORM 990,<br>PART VI,<br>SECTION C,<br>LINE 19 | GOVERNING DOCUMENTS THE ORGANIZATION WILL PROVIDE ITS GOVERNING DOCUMENTS UPON WRITTEN REQUEST. |

**990 Schedule O, Supplemental Information**

| <b>Return Reference</b>            | <b>Explanation</b>   |
|------------------------------------|--|
| FORM 990,<br>PART XII,<br>LINE 2C: | THE FOUNDATION'S TWO STANDING COMMITTEES CONSISTING OF TWO MEMBERS EACH DID NOT EXERCISE THEIR AUTHORITY TO ACT ON BEHALF OF THE BOARD. INSTEAD, ALL COMMITTEE BUSINESS WAS DISCUSSED AND VOTED ON BY THE ENTIRE SIX MEMBER BOARD AND RECORDED IN ITS MINUTES. |

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2019**

**Open to Public  
Inspection**

▶ **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](http://www.irs.gov/Form990) for instructions and the latest information.**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
STARFALL EDUCATION FOUNDATION

**Employer identification number**

46-4463460

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

| (a)<br>Name, address, and EIN (if applicable) of disregarded entity                        | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
|--|-------------------------|--|---------------------|---------------------------|----------------------------------|
| <b>(1)</b> STARFALL EDUCATION LLC<br>1725 WALNUT STREET<br>BOULDER, CO 80302<br>27-2997551 | APP SALES               | CA   | 27,929              | 18,581                    | STARFALL                         |
| <b>(2)</b> PANCILLLC<br>1725 WALNUT STREET<br>BOULDER, CO 80302<br>33-0903809              | INACTIVE                | CA   | 0                   | 0                         | STARFALL                         |
|  |                         |  |                     |                           |                                  |
|  |                         |  |                     |                           |                                  |
|  |                         |  |                     |                           |                                  |
|  |                         |  |                     |                           |                                  |

**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)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled entity? |    |
|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
|   |                         |  |                            |   |                                  | Yes  | No |
|   |                         |  |                            |   |                                  |  |    |
|   |                         |  |                            |   |                                  |  |    |
|   |                         |  |                            |   |                                  |  |    |
|   |                         |  |                            |   |                                  |  |    |
|   |                         |  |                            |   |                                  |  |    |
|   |                         |  |                            |   |                                  |  |    |

**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)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Direct controlling entity | (e)<br>Predominant income(related, unrelated, excluded from tax under sections 512-514) | (f)<br>Share of total income | (g)<br>Share of end-of-year assets | (h)<br>Disproportionate allocations? |    | (i)<br>Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j)<br>General or managing partner? |    | (k)<br>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)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Direct controlling entity | (e)<br>Type of entity (C corp, S corp, or trust) | (f)<br>Share of total income | (g)<br>Share of end-of-year assets | (h)<br>Percentage ownership | (i)<br>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.

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

**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)<br>Name of related organization | (b)<br>Transaction type (a-s) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-------------------------------------|-------------------------------|------------------------|--|
|                                     |                               |                        |  |
|                                     |                               |                        |  |
|                                     |                               |                        |  |
|                                     |                               |                        |  |
|                                     |                               |                        |  |



**Part VII**    **Supplemental Information**

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

| <b>Return Reference</b> | <b>Explanation</b> |
|-------------------------|--------------------|
|                         |                    |