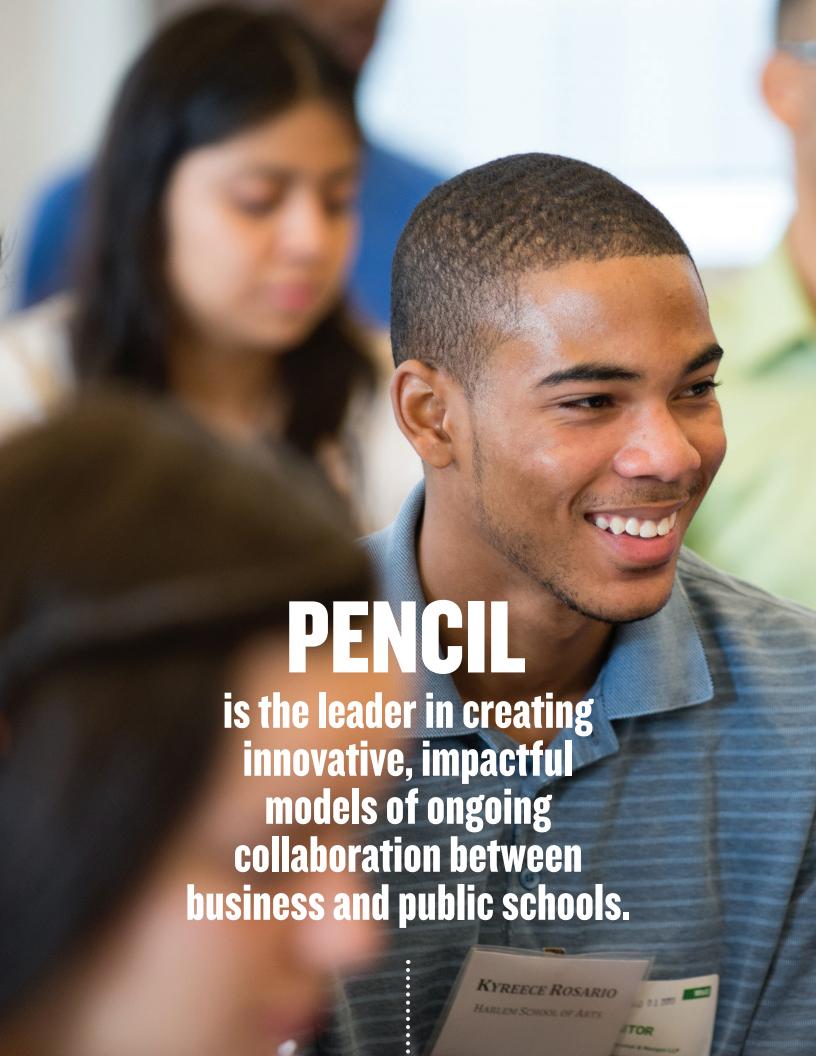
2013 ANNUAL REPORT







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In 1995, PENCIL launched Principal for a Day®, an annual event that brought business leaders into schools to increase civic engagement in education. At its inception, that concept seemed unorthodox and untested. Now, business leaders throughout the city and country are raising their hands to become more actively involved in improving our schools.

As policy makers and thought leaders from across the country shift more resources and intellectual capital to fuel the expansion of business involvement in education, PENCIL has focused its efforts on programming that asks business leaders to have deeper and more sustained relationships with schools and students. Our PENCIL Fellows Program recruits and matches talented high schools students with skilled business mentors for paid summer internships that develop vital workplace experiences and training for high-need students. Our PENCIL School Partnership Program creates and supports transformative partnerships between business professionals and public schools in order to strengthen school leadership and improve students' college and career readiness.

Last year, 90% of principals said their PENCIL Partnership helped improve student performance and/or school culture. And 94% of our PENCIL Fellows reported that the PENCIL Fellows Program helped them develop skills they needed to be successful in the workplace.

PENCIL's Board of Directors and staff have also recently completed a strategic plan to set the direction for our next 20 years of programming. This plan for the future was constructed with the support of AT Kearney, one of our valued business partners. The plan has three core objectives: I) ensuring that our programming has measureable impact on student and school performance, 2) that PENCIL continues to serve as a model for effectively engaging the business community in education, and 3) activating a growing network of business leaders and educators to share best practices and innovations for business-school collaboration.

We look forward to partnering with our network in the coming year to develop new models of partnerships that can help students and school leaders develop the essential skills, habits, and attitudes they need to succeed.

Together, we can help schools build their capacity and ensure all students graduate high school ready for college and career success.

Thank you for being a part of our effort and for your continuous support.



PENCIL BY THE NUMBERS

35,000+

hours of career
development received by
PENCIL Fellows applicants
and participants

of PENCIL Principals
say their Partnership
elped to improve student
performance and/or
school culture

200,000+

students enrolled in PENCIL schools

30

full-time staff supporting, measuring, and improving PENCIL's programs

38,000

hours donated by nearly 750 volunteers to public schools—time that was valued at \$4.6 million (July 2012-June 2013) 98

PENCIL Fellows interned at top companies this summer 287

student résumés developed as part of PENCIL Fellows career development

3

PENCIL Affiliate programs in Baltimore, MD; Philadelphia, PA; and Rochester, NY

60+
media mentions



PROGRAMS

PENCIL is the leader in creating innovative, impactful models of ongoing collaboration between business and public schools. We focus our school and business leaders' skills, talents, and knowledge to address school needs in the key areas that can affect and improve school and student performance.

STRATEGIC FOCUS AREAS

These Focus Areas represent the intersection of school needs and business expertise. Refined using our 19 years' of experience and an expanding field of academic research, these Focus Areas represent the best ways that schools and businesses can work together to make a difference for our students.



AT THE INTERSECTION OF SCHOOL NEEDS AND BUSINESS EXPERTISE

SCHOOL LEADERSHIF

Advising school leaders on building stronger school communities by planning strategically and leading/managing effectively

SCHOOL INFRASTRUCTURE

Maximizing the capacity to leverage new and existing resources such as physical space, technology and funding opportunities

FAMILY ENGAGEMENT

Promoting meaningful involvement by improving communication with families and developing more accessible and effective vehicles for engagement

STUDENT ENGAGEMENT

Enhancing student learning experiences through project-based opportunities, leadership development, mentoring and expanded learning time

COLLEGE & CAREER READINESS

Creating a path to college and career success by building student awareness, increasing access and honing the skills required to succeed

"Our Partnership
Coordinator is an
equal member of
our Partnership...
It's wonderful to have
someone on your team...
whose role is to make
sure we're moving
forward and focused,
but is flexible and
supportive of what
we want to do."

ELIZABETH BRADLEY,
PRESIDENT. THE BALTO GROUP

PENCIL PARTNER: SANDRA GITTENS, PRINCIPAL, PS 102 PENCIL PARTNERSHIP COORDINATOR: EMILY MILLER

PENCIL SUPPORT IS KEY TO SUCCESS

The expert support that PENCIL provides our school and business partners empowers them to make a critical difference in public education. In fact, Partners who worked closely with their PENCIL Partnership Coordinators (PC's) were over 20% more likely to report significant positive impact as a result of their partnership.

PC's are expert facilitators who maximize the impact of PENCIL's Programs by:

ASSESSING SCHOOL NEEDS AND STRATEGICALLY MATCHING SCHOOL AND BUSINESS PARTNERS

SETTING REALISTIC, MEASURABLE GOALS

FOSTERING OPEN AND ONGOING COMMUNICATION

SHARING BEST PRACTICES

MEASURING IMPACT

As a critical component of our models of school-business collaboration, PENCIL's new strategic direction prioritizes developing our PC's expertise.

The support that PC's provide is just as important for the Business Mentors and students who help students master college and career readiness skills through the PENCIL Fellows Program. The career development program—which includes a sixweek, paid summer internship—requires constant guidance from PENCIL staff, who work with Business Mentors throughout the internship to ensure that Fellows understand what's expected of them, and who support students every step of the way through the competitive application process that teaches high schoolers basic career skills like résumé-writing, interviewing, and networking.

Over the last school year, we saw that when school and business leaders receive PENCIL's expert support and strategically work together in PENCIL's Focus Areas, they deliver deep, lasting impact: On our 2012-2013 Impact Survey, 90% of PENCIL Principals said their Partnership helped to improve student performance and/or school culture.

During the last fiscal year, PENCIL Principals, students, teachers, families, and volunteers reported that the PENCIL model helped them create:

- Stronger School Leaders
- Enhanced School Infrastructure
- Greater Family Engagement
- Increased Student Engagement
- Improved College and Career Readiness





STRONGER SCHOOL LEADERS

Stronger leaders create stronger organizations.

That's particularly true in schools: great principals can lead to increased student attendance and enrollment, higher teacher retention, and can effectively extend the school year by two to seven months.

This year, business volunteers helped principals make that type of school-wide impact by using their professional experience to develop school leadership skills, focusing on operations, talent management, and improving both school identity and culture.

We measure our partners work in these three areas by assessing increases in principal confidence and self-efficacy; increases in attendance and enrollment; improvement in both school family and staff perceptions about the school culture and its leadership; and longitudinal graduation and performance information, and found that:

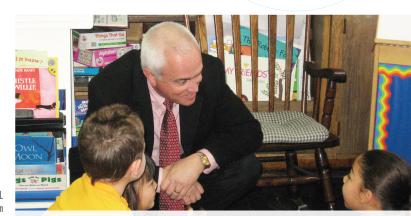
PS 29's Principal Meredith Gotlin and her PENCIL
Partner, Elliot Wahle, Chairman & CEO, Rykom
Enterprises are focusing on supporting the school's two
Assistant Principals as integral members of the school's
administrative team—which in turn helps Principal Gotlin
manage and guide these key members of her team.

82%

of principals say their Business Partner helped them hone their strategic decision-making

3 0 1

report they now more clearly communicate their school's mission and vision



PS 29 saw a 29-point increase in the percentage of teachers reporting that Principal Gotlin is an effective manager who makes the school run smoothly!



ENHANCED SCHOOL INFRASTRUCTURE

PENCIL Partners work together to provide schools with the resources they need for infrastructure upgrades and programs.

But rather than writing a check, businesses teach school leaders how to increase and meet their fundraising goals, maximize and customize their technology to meet school needs, and upgrade school facilities to ensure that the buildings remain safe, productive, and enriching places for students to learn.



Highbridge Capital Management's Christopher Hayward, Managing Partner and Chief Operating Officer, helped PENCIL Partner Principal Crystal Bonds assess the High School for Math, Science's technology to determine what new equipment students will need to master 21st century skills.

of Principals working in Enhanced
School Infrastructure reported
improvement in technology,
fundraising or physical
environment



GREATER FAMILY ENGAGEMENT

When families are engaged with their children's school work, it makes an incredible difference for both their children and their teachers.

Students with engaged families perform better academically and exhibit fewer behavioral problems in the classroom. It's just one of the reasons why New York City Schools Chancellor Dennis Walcott recently created a parents' academy to "help parents help their children," and it's why PENCIL's Business Partners help educators communicate with families—providing them with more information, and more opportunities to get involved in the classroom.

At a school where the students and their families speak Spanish, Arabic,
Bengali, Mandarin Chinese, Haitian Creole, Russian, and Malinke,
communication can be a real challenge. Principal Medina's Partnership
with Richard Murrieta, Head of the Steering Committee of VOCES—The
Latino Heritage Network of the New York Times—provides the school
with written and oral translation services that helps educators and
families communicate with one another.

of principals say their Partnership fostered a more positive relationship with parents and the community





INCREASED STUDENT ENGAGEMENT

Students who are excited about school are so attracted to their work that they persist even when the going gets tough, and take delight when they complete their assignments.

Business Partners engage students by connecting classroom lessons to the wider world through project-based learning, mentoring, and after-school activities:



After participating in the program, PS IOIQ educators felt that students' academic performance improved as compared to last year

As the co-founder and CEO of a firm that specializes in construction management, engineering, and architecture, PENCIL Partner Husam Ahmad had key insights and resources that he could use to help PS 1010 Principal Monique Paniagua to enrich her students' Science, Technology, Engineering and Mathematics Curriculum.

Nearly %

of principals say their students are better able to connect

academic learning with the professional world

3 0 4

principals say their students developed important problem-solving and analytic skills



IMPROVED COLLEGE AND CAREER READINESS

Imagine how well-prepared students would be if we embedded the expectation that businesses would help them develop college and career readiness at certain critical junctures of their education.

Relying on PENCIL's models of school-business collaboration, we've seen business volunteers do just that at every step of a child's education by promoting awareness of careers and industries in elementary school; developing planning skills in middle and early high school that help students understand the college application process and the range of options available to them; and refining students' professional skills through hands-on work experiences and internships in high school that expose students to workplace norms and expectations, and help students steer their education toward a career.

To assess our work in each of these areas, we measure students' knowledge of different colleges and careers, as well as their understanding of the process involved in applying to college and developing careers; college application and acceptance rates by high school; and demonstrated increases in social capital, adaptability, self-direction, and optimism.

By using these measurements, we found that after participating in PENCIL activities, students have a better understanding of how their education connects to their career goals:

90%

of Principals reported that
Partnership activities helped
increase students' awareness
of the colleges or careers
available to them

88%

of Principals reported that students were better able to connect academic experiences with the professional world



90% of participating Business of Sports School students reported the partnership provided them with information and experiences needed to perform a job search through dedicated Business Mentors from Morgan Stanley.



Longtime PENCIL Partner CA Technologies supports enrichment programs such as The Story Pirates at the Talented and Gifted School in Harlem, where students get the opportunity to write their own stories that are then performed for their peers.

THE PENCIL PASS-THROUGH PROGRAM AND THE PENCIL BOX

PENCIL helped businesses provide their Partner schools with strategic financial investments to implement programs that they designed together.

The Pass-Through school donation program helped businesses make donations quickly and effectively. PENCIL shepherded the donation along the way, ensuring that the school receives the gift, deposits it, and uses it correctly. Last year five PENCIL Partners gave a combined \$41,225.00 to five separate schools.

PENCIL also helped businesses provide schools with material support, such as gently-used books, office and art supplies, furniture, science equipment, and more through the PENCIL Box Program. In the final year of the PENCIL Box program, PENCIL's Business partners made 91 donations to 22 schools for a combined estimated value of \$25.575.00.



AFFILIATE PROGRAM

PENCIL's model—and our impact—reaches far beyond New York City. Our work guiding school-business partnerships that make a difference in local school systems extends to three other cities: Philadelphia manages 6 PENCIL Partnerships; Baltimore works with 13 PENCIL Partnerships; and Rochester coordinates 57 PENCIL Partnerships.

In every city, local intermediary organizations work with PENCIL to share best practices and establish roles and professional development for local Partnership Coordinators. PENCIL also provides every affiliate Partner with access to our online Partnership database—the Partnership exchange.

PENCIL's Affiliate Partners do more than make a difference in their own communities: by working with them, we've established the work-flows and organizational infrastructure needed to share best practices with stakeholders across the country. As we continue refining our work and developing models of school-business collaboration, the experience that we've had working with national partners will ensure that our program models have the reach—and the impact—that all students across the country deserve.



Established in the summer of 2012, Philadelphia Academies, Inc manages PENCIL's Philadelphia Affiliate Program. In its second year, principals primarily worked with business leaders to develop their organizational development and strategic planning skills, and agreed with the following statements:

- I am more strategic in my decision-making to ensure we achieve school goals
- · I have developed stronger organizational and management skills
- BUSINESSVOlunteers

doing good. better.

 Business Volunteers Maryland has manages PENCIL's Baltimore affiliate, where school and business leaders addressed critical issues. Principals report that: Students demonstrated improved performance on city/state exams over last year

- · Participation in extracurricular activities has increased
- Student developed important character traits, such as optimism, responsibility, social etiquette



Every child is a work of art. Create a masterpiece.

Since the fall of 2008, the Rochester Board of Education has worked with local school and business leaders to create school-business collaborations in upstate New York. Local school and business leaders have worked to boost student engagement and increase college and career readiness skills, and achieved incredible results together:

- 100% of Principals reported students are more aware of the colleges or careers available to them, as compared to 82% in 2012
- 85% of Principals reported students have a better understanding of how to pursue their goals after high school (to search for and apply to college, or to apply for a position with a completed resume and cover letters), as compared to 50% in 2012
- 100% reported students are more engaged in their academic work and/or classroom activities, as compared to 90% in 2012



SPECIAL EVENTS

We continued to engage a larger network by raising awareness of PENCIL's impact on public schools through exciting events which celebrated and included our committed supporters and volunteers

PRINCIPAL FOR A DAY®

Hundreds of PENCIL Business Partners, school principals, and guests gathered to celebrate the kick-off of the 2012-2013 PENCIL Partnership Program on Principal For A Day in October. This year's program included a breakfast and panel discussion on how New York City's schools and students will respond to the changing face of education. Moderated by Lindsey Christ, Education Reporter for NYI, Panelists included Merryl H. Tisch, Chancellor, NY State Board of Regents; Ernest Logan, President, Council of School Supervisors & Administrators; and Kathryn S. Wylde, President & CEO, Partnership for New York City. For the tenth year in a row, PENCIL Partner Macy's sponsored Principal for a Day.



Panelists Merryl Tisch (left), Ernest Logan (middle), and Kathryn Wylde (right) joined PENCIL's network to discuss Common Core, teacher evaluations, and other pressing trends that are changing the face of education as we know it.



PENCIL Partner and JetBlue Airways Vice President of Compensation & Benefits Harry Spencer (left) accepts the PENCIL Corporate Award on behalf of JetBlue Airways. His PENCIL Partner A.C.E. Academy of Scholars (at P.S. 290) Principal Mieasia Harris and her student, second-grader Jaime Longo, participate in the award ceremy at Imagine What We Can Do: An Evening to Benefit PENCIL.

IMAGINE WHAT WE CAN DO: AN EVENING TO BENEFIT PENCIL

More than 600 supporters and education leaders gathered for PENCIL's annual gala at the stunning American Museum of Natural History in New York City. The event raised \$1.7 million to support our work. Journalist Rosanna Scotto emceed the evening!

PENCIL Partner JetBlue received the PENCIL Corporate Parner Award. JetBlue is leading by example and supports five PENCIL Partnerships in the borough of Queens. Christopher Hayward, Managing Partner and Chief Operating Officer, Highbridge Capital Management, and PENCIL Partner to the High School for Math, Science & Engineering at City College, received the PENCIL Leadership Award. Chris also serves as the Treasurer of PENCIL's Board of Directors. Howard Chatzinoff, Partner, Weil, Gotshal & Manges LLP, and PENCIL Partner to MS 224, received the PENCIL Public Schools Champion Award. Howard also serves as the Vice-Chair of PENCIL's Board of Directors.



PENCIL Partner Principal Patricia Mitchell (left) of PS 48 poses with her Business Partner Ruth Zsolnai (center) of TheSparks Marketing and Orlando Suazo of View Higher Pictures. This team received one of the PENCIL Partnership Awards for Outstanding Collaboration.

YEAR-END PARTNERSHIP CELEBRATION

Our team and 100 of our Partners headed to the Boat Basin overlooking the Hudson River on Manhattan's West Side for a festive Year-End Celebration in June. PENCIL celebrated three outstanding Partnerships and one corporate contributor for creatively using their skills, intellectual capital, and insights to help all City students get the world-class education that they deserve.

GED Plus at Davidson Campus' Assistant Principal Dannette Queen, with the help of Mike Connors (Managing Direcor, Production Department, New York Times), teaches students critical habits and qualities like personal branding, online professionalism, and resume and cover letter writing.

At PS 48, Principal Mitchell began working with TheSpark Marketing's Ruth Zsolnai on new vision and mission statements that capture the school's new energy and momentum.

Since 2008, Broadridge Financial Solutions' CEO Richard Daly has worked with Principal Brian O'Connell at Scholars' Academy to ensure that his students learn about the job market and connect with working adults through The Broadridge Ambassadors Program.

The Valedictorian Award for Corporate Involvement is awarded to A.T. Kearney for their service and committment to PENCIL and New York City's schools.



PENCIL Board of Directors members Stephen Meringoff (left) and Howard Chatzinoff (right) congratulate PENCIL Fellow Stefany Nunez on receiving the first place scholarship award from the Meringoff Family Foundation.

PENCIL FELLOWS CULMINATING EVENT

Nearly 100 New York City students are better prepared to take the next steps in their career goals thanks to the career development training that they received through the PENCIL Fellows Program. Many of those students began that training nearly nine months ago, and marked the end of their summer internship experience alongside their Business Mentors and other coworkers at the PENCIL Fellows Culminating Event, held at Scholastic's SoHo offices.

Representatives from some of the City's top businesses—including Deloitte, CA Technologies, JetBlue Airways, JPMorgan Chase, Meringoff Properties, and Ogilvy & Mather—gathered together for the marquee celebration, which came at the end of the Fellows' paid, six-week summer internship.

LOOKING AHEAD

Using the guidance and support that A.T. Kearney donated pro bono to PENCIL, we will continue researching our work to identify, share, and teach the best practices for school-business collaboration. Those lessons will empower us to create impact beyond New York City, and train the next wave of emerging leaders as we all strive to provide students with the world-class education that they deserve.

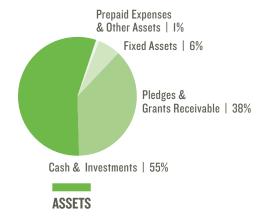


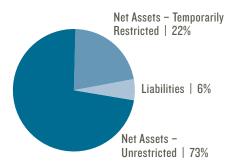
STATEMENT OF FINANCIAL POSITION	FY 2013	FY 2012
ASSETS		
Cash & Investments	\$2,957,115	\$3,619,595
Pledges & Grants Receivable	2,006,453	1,131,569
Fixed Assets	332,721	441,561
Prepaid Expenses and Other Assets	51,607	79,144
Total Assets	\$5,347,896	\$5,271,869
LIABILITIES & NET ASSETS		
Liabilities	\$311,737	\$322,796
Net Assets - Unrestricted	3,881,060	4,071,474
Net Assets – Temporarily Restricted	1,155,099	877,599
Total Net Assets	\$5,036,159	\$4,949,073
TOTAL LIABILITIES & NET ASSETS	\$5,347,896	\$5,271,869

STATEMENT OF ACTIVITIES

INCREASE IN NET ASSETS	\$87,086	\$253,996
Total Expenses	\$3,620,126	\$3,491,408
Fundraising	626,596	599,517
Management & General	387,655	373,274
Program Services	\$2,605,875	\$2,518,617
EXPENSES**		
Total Revenue	\$3,707,212	\$3,745,404
Others	266,192	111,408
Individuals	1,300,428	1,702,596
Foundations	355,000	236,750
Corporations	\$1,785,593	\$1,694,650
REVENUE*		

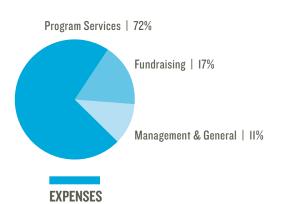
^{*}Excludes in-kind donations of \$610,077 for FY I3 and \$1,972,582 for FY I2





LIABILITIES & NET ASSETS





PENCIL, our supporters, and our volunteers are helping hundreds of schools and thousands of students across new York City reach their potential each year. more than 200,000 students across New York City reach their potential. By working in the intersections of school need and business expertise, PENCIL channels our network's intellectual capital, skills, and passion to make a difference in the areas that propel students forward.

It's essential that we continue to expand the reach and depth of our work, which requires high-quality support and ongoing research into the best practices for impactful school-business collaborations. We can't do that without you, and we thank our supporters for PENCIL's growth and providing more students with the access, insight, programs, opportunities, and education that they need to succeed.

UNDERWRITERS \$100,000+

Dave Barger
The Booth Ferris Foundation
CA Technologies
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TRAILBLAZERS \$50,000 - \$99,999

The Bendit Family Foundation
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Family Fund
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LEADERS \$35,000 - \$49,000

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