Form 990

EXTENDED TO NOVEMBER 15, 2023 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 for instructions and the latest information. OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

B Charge of the sequence of the	A For the 2022 calendar year, or tax year beginning and ending									
Premare PENCIL INC. 22-3384302 Image: Comparison of the strength		heck if oplicab	e: C Name of organization	D Employer identific	cation number					
Number of organization: Doing business as is a construction of the governing body (Part V), line 1a) 22-3384302 Present Team 30 WEST 26TH STREET, 5TH FLOOR Room/suite E Telephone number (212) 524-2386 City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10010 HG is this a group return for subordinates? Yes No I Tax-exempt status: X5 501(c)(3) 501(c) (1) (insert no.) 4947(a)(1) or 527 I Tax-exempt status: X5 501(c)(3) 501(c) (1) (insert no.) 4947(a)(1) or 527 I Tax-exempt status: X5 501(c)(3) 501(c) (1) (insert no.) 4947(a)(1) or 527 I Tax-exempt status: X5 501(c)(3) 501(c) (1) (insert no.) 4947(a)(1) or 527 I Tax-exempt status: X5 501(c)(3) 501(c) (1) (insert no.) 4947(a)(1) or 527 I Tax-exempt status: X5 501(c)(3) 501(c) (1) (insert no.) 4947(a)(1) or 527 I Tax-exempt status: X5 501(c)(3) 501(c) (1) (insert no.) 497(a)(1) or 527 I Tax-exempt status: S 501(c)(3) 501(c)		Addre	PENCIL INC.							
Image: Pressure of the set of the s		Name			22-338430	02				
Image: Construction of the consthere the construction of the construction o		Initial		Room/suite						
Bit Product City or town, state or province, country, and ZIP or foreign postal code G coosereceipts \$ 3,652,797. New YORK, NY 10010 NEW YORK, NY 10010 Hai Is this a group return for subordinates? Hei Is this a group return for subordinates? Yes X No Particular pending FAme and address of principal officer: GREGG BETHEIL SAME AS C ABOVE Hai Is this a group return for subordinates? Yes X No I tracexempt status: X I 501(c)(1) (inset no.) 4947(a)(1) or EXT J Briffy describe the organization's mission or most significant activities: BRINGING TOGETHER BUSINESS PROFESSIONALS, EDUCATORS, AND STUDENTS TO OPEN MINDS AND OPEN DOORS. 2 Check this box I the organization discontinue dits operations or disposed of more than 25% of fts net assets. Number of independent voting members of the governing body (Part VI, line 1a) 4 222 Ya Total number of individuals employed in calendar year 2022 (Part V, line 2a) 5 6 Total number of individuals employed in calendar year 2022 (Part V, line 12) 7a 0. Net unrelated business revenue from Part VIII, column (C), line 12 7a 0. Number of individuals employed in calendar year 2022 (Part V, line 1a) 3,015,456.3,095,7777. 9 Program service revenue (Part VIII, column (A), lines 3,4, and 7d) 0. 0. </td <td></td> <td>- Final</td> <td></td> <td></td> <td></td> <td></td>		- Final								
Image: Total model Image: To		termir ated								
pending SAME AS C ABOVE H(b) Are all subordinates included? Yes No 1 Tax-exempt status: X 501(c)(3) 501(c)(1) (insert no.) 4947(a)(1) or 527 If 'No,'' attach a list. See instructions Website: WWD, PENCILL.ORG H(c) Group exemption number K Form of organization: X Corporation Trust Association Other L year of formation: M State of legal domicile: NY Part I Summary Isriefly describe the organization's mission or most significant activities: BRINGING TOGETHER BUSINESS PROFESSIONALS, EDUCATORS, AND STUDENT'S TO OPEN MINDS AND OPEN DOORS. 2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 3 Number of voting members of the governing body (Part V, line 1a) 3 222 4 Number of volunteers (estimate if necessary) 6 1382. 7 Total number of volunteers (estimate if necessary) 7 0. 0. 7 Total number of volunteers (estimate if necessary) 6 1382. 7 7 Total number of volunteers (estimate if necessary) 7 0. 0. 0. 0.		Amen return	NEW YORK, NY 10010		H(a) Is this a group re	turn				
SAME AS C ABOVE H(b) Are all subcritates include? Vets No 1 Tax-exempt status: S01(c)(3) 501(c)(1) (insert no.) 4947(a)(1) or 527 If 'No,'' attach a list. See instructions J Website: WWW.PENCIL.ORG H(c) Area all subcritates include? If 'No,'' attach a list. See instructions Vent Summary Istrictly describe the organization's mission or most significant activities: BRINGING TOGETHER BUSINESS PROFESSIONALS, EDUCATORS, AND STUDENTS TO OPEN MINDS AND OPEN DOORS. 2 2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 3 Number of individuals employed in calendar year 2022 (Part V, line 1a) 4 22 4 Total number of individuals employed in calendar year 2022 (Part V, line 2a) 5 6 6 Total number of volumeers (estimate if necessary) 6 1382 7 Total number of southers (restructed business taxable income from Form 990.T, Part I, line 11 7b 0. 9 Program service revenue (Part VIII, column (A), lines 3, 4, and 7d) 40, 184.9, 149.1 0. 0.		Ition	^{Ca-} F Name and address of principal officer: GREGG BETHEIL		for subordinates	? Yes X No				
J Website: WWW.PENCIL.ORG H(c) Group exemption number K Form of organization; X] Corporation Trust Association Other L Year of formation; M State of legal domicile; NY Part I Summary M State of legal domicile; NY Part I Summary M State of legal domicile; NY ProfESSIONALS, EDUCATORS, AND STUDENTS TO OPEN MINDS AND OPEN DOORS. 2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 Number of voting members of the governing body (Part VI, line 1a) 3 22 4 Number of individuals employed in calendar year 2022 (Part V, line 2a) 5 6 6 Total number of individuals employed in calendar year 2022 (Part V, line 2a) 5 6 6 Total number of volunteers (estimate if necessary) 6 1382 7a Total number of volunteers (estimate if necessary) 7a 0. 0. 9 Program service revenue (Part VIII, column fO), line 12 7a 0. 0. 9 Program service revenue (Part VIII, column A), lines 3, 4, and 7d) 40, 1844. 9, 149. 10 Investment income (Part VIII, column (A), lines 1.		-	SAME AS C ABOVE		H(b) Are all subordinates in	cluded? Yes No				
K Form of organization: X Corporation Trust Association Other L Year of formation: M State of legal domicile: NY Part I Summary I Briefly describe the organization's mission or most significant activities: BRINGING TOGETHER BUSINESS PROFESSIONALS, EDUCATORS, AND STUDENT'S TO OPEN MINDS AND OPEN DOORS. 2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 3 Number of independent voting members of the governing body (Part VI, line 1a) 3 222 4 Number of independent voting members of the governing body (Part VI, line 1a) 3 222 5 Total number of individuals employed in calendar year 2022 (Part V, line 2a) 5 6 1382 7 a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0.	<u>I</u> T	ax-ex		or 🗌 527	If "No," attach a	list. See instructions				
Part I Summary 1 Briefly describe the organization's mission or most significant activities: BRINGING TOGETHER BUSINESS PROFESSIONALS, EDUCATORS, AND STUDENTS TO OPEN MINDS AND OPEN DOORS. 2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 Number of voting members of the governing body (Part VI, line 1a) 3 22 4 Number of independent voting members of the governing body (Part VI, line 2a) 5 6 5 Total number of individuals employed in calendar year 2022 (Part V, line 2a) 5 6 6 Total number of volunteers (estimate if necessary) 6 13862 7 a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0. 0. 9 Program service revenue (Part VIII, line 1h) 3, 015, 456. 3, 095, 777. 9 Program service revenue (Part VIII, line 2g) 0. 0. 0. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 40, 184. 9, 149. 11 Other revenue (Part VIII, column (A), lines 5.0 0. 0. 0. 12 Total and similar amounts paid (Part IX, column (A), lines 1.3) 0. 0. 0. <	_									
Image: State of the organization's mission or most significant activities: BRINGING TOGETHER BUSINESS PROFESSIONALS, EDUCATORS, AND STUDENTS TO OPEN MINDS AND OPEN DOORS. If the organization discontinued its operations or disposed of more than 25% of its net assets. Number of voting members of the governing body (Part VI, line 1a) 3 222 Number of independent voting members of the governing body (Part VI, line 1a) 3 222 Number of independent voting members of the governing body (Part VI, line 1a) 3 222 Total number of individuals employed in calendar year 2022 (Part VI, line 2a) 6 13822 Total number of volunteers (estimate if necessary) 6 13822 7a Total unrelated business revenue from Part VIII, column (C), line 12 7b 0. b Net unrelated business revenue from Form 990-T, Part I, line 11 Prior Year Current Year 8 Contributions and grants (Part VIII, line 1b) 3, 015, 456. 3, 095, 777. 9 Program service revenue (Part VIII, line 2b) 0. 0. 0. 10 Investment income (Part VIII, column (A), lines 3.4, and 7c) 0. 0. 0. 0. 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 0. 0. 0.				L Year	of formation: N	State of legal domicile: NY				
PROFESSIONALS, EDUCATORS, AND STUDENTS TO OPEN MINDS AND OPEN DOORS. 2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 Number of independent voting members of the governing body (Part VI, line 1a) 3 222 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 222 5 Total number of individuals employed in calendar year 2022 (Part V, line 2a) 5 6 6 Total number of volunteers (estimate if necessary) 6 13822 7a Total numelated business revenue from Part VIII, column (C), line 12 7a 0. b Net unrelated business taxable income from Form 990-T, Part I, line 11 7b 0. 0. 9 Program service revenue (Part VIII, column (A), lines 3, 4, and 7c) 40, 1844. 9, 149. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7c) 0. 0. 0. 12 Total revenue (Part VIII, column (A), lines 3, 4, and 7c) 0. 0. 0. 0. 14 Benefits paid to or for members (Part IX, column (A), lines 1-3) 0. 0. 0. 0. 0. 0. 0. 0. 0.	Ра									
b Net unrelated business taxable income from Form 990-T, Part I, line 11 Tot 0. Prior Year Current Year 3,015,456. 3,095,777. 9 Program service revenue (Part VIII, line 2g) 0. 0. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 40,184. 9,149. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), lines 1.3) 0. 0. 13 Grants and similar amounts paid (Part IX, column (A), lines 4.) 0. 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 2,173,608. 2,391,457. 16a Professional fundraising expenses (Part IX, column (D), line 25) 554,783. 0. 0. 17 Other expenses (Part IX, column (A), line 11.11d, 11f-24e) 551,459. 621,522. 2,725,067. 3,012,979. 19 Revenue less expenses. Subtract line 18 from line 12 330,573. 91,947. Beginning of Current Year End of Year 20 Total assets (Part X, line	e	1								
b Net unrelated business taxable income from Form 990-T, Part I, line 11 Tot 0. Prior Year Current Year 3,015,456. 3,095,777. 9 Program service revenue (Part VIII, line 2g) 0. 0. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 40,184. 9,149. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), lines 1.3) 0. 0. 13 Grants and similar amounts paid (Part IX, column (A), lines 4.) 0. 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 2,173,608. 2,391,457. 16a Professional fundraising expenses (Part IX, column (D), line 25) 554,783. 0. 0. 17 Other expenses (Part IX, column (A), line 11.11d, 11f-24e) 551,459. 621,522. 2,725,067. 3,012,979. 19 Revenue less expenses. Subtract line 18 from line 12 330,573. 91,947. Beginning of Current Year End of Year 20 Total assets (Part X, line	anc	-								
b Net unrelated business taxable income from Form 990-T, Part I, line 11 Tot 0. Prior Year Current Year 3,015,456. 3,095,777. 9 Program service revenue (Part VIII, line 2g) 0. 0. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 40,184. 9,149. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), lines 1.3) 0. 0. 13 Grants and similar amounts paid (Part IX, column (A), lines 4.) 0. 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 2,173,608. 2,391,457. 16a Professional fundraising expenses (Part IX, column (D), line 25) 554,783. 0. 0. 17 Other expenses (Part IX, column (A), line 11.11d, 11f-24e) 551,459. 621,522. 2,725,067. 3,012,979. 19 Revenue less expenses. Subtract line 18 from line 12 330,573. 91,947. Beginning of Current Year End of Year 20 Total assets (Part X, line	ern									
b Net unrelated business taxable income from Form 990-T, Part I, line 11 Tot 0. Prior Year Current Year 3,015,456. 3,095,777. 9 Program service revenue (Part VIII, line 2g) 0. 0. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 40,184. 9,149. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), lines 1.3) 0. 0. 13 Grants and similar amounts paid (Part IX, column (A), lines 4.) 0. 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 2,173,608. 2,391,457. 16a Professional fundraising expenses (Part IX, column (D), line 25) 554,783. 0. 0. 17 Other expenses (Part IX, column (A), line 11.11d, 11f-24e) 551,459. 621,522. 2,725,067. 3,012,979. 19 Revenue less expenses. Subtract line 18 from line 12 330,573. 91,947. Beginning of Current Year End of Year 20 Total assets (Part X, line	Gov									
b Net unrelated business taxable income from Form 990-T, Part I, line 11 Tot 0. Prior Year Current Year 3,015,456. 3,095,777. 9 Program service revenue (Part VIII, line 2g) 0. 0. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 40,184. 9,149. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), lines 1.3) 0. 0. 13 Grants and similar amounts paid (Part IX, column (A), lines 4.) 0. 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 2,173,608. 2,391,457. 16a Professional fundraising expenses (Part IX, column (D), line 25) 554,783. 0. 0. 17 Other expenses (Part IX, column (A), line 11.11d, 11f-24e) 551,459. 621,522. 2,725,067. 3,012,979. 19 Revenue less expenses. Subtract line 18 from line 12 330,573. 91,947. Beginning of Current Year End of Year 20 Total assets (Part X, line	8	-								
b Net unrelated business taxable income from Form 990-T, Part I, line 11 Tot 0. Prior Year Current Year 3,015,456. 3,095,777. 9 Program service revenue (Part VIII, line 2g) 0. 0. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 40,184. 9,149. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), lines 1.3) 0. 0. 13 Grants and similar amounts paid (Part IX, column (A), lines 4.) 0. 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 2,173,608. 2,391,457. 16a Professional fundraising expenses (Part IX, column (D), line 25) 554,783. 0. 0. 17 Other expenses (Part IX, column (A), line 11.11d, 11f-24e) 551,459. 621,522. 2,725,067. 3,012,979. 19 Revenue less expenses. Subtract line 18 from line 12 330,573. 91,947. Beginning of Current Year End of Year 20 Total assets (Part X, line	ties				<u> </u>					
b Net unrelated business taxable income from Form 990-T, Part I, line 11 Tot 0. Prior Year Current Year 3,015,456. 3,095,777. 9 Program service revenue (Part VIII, line 2g) 0. 0. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 40,184. 9,149. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), lines 1.3) 0. 0. 13 Grants and similar amounts paid (Part IX, column (A), lines 4.) 0. 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 2,173,608. 2,391,457. 16a Professional fundraising expenses (Part IX, column (D), line 25) 554,783. 0. 0. 17 Other expenses (Part IX, column (A), line 11.11d, 11f-24e) 551,459. 621,522. 2,725,067. 3,012,979. 19 Revenue less expenses. Subtract line 18 from line 12 330,573. 91,947. Beginning of Current Year End of Year 20 Total assets (Part X, line	tivi		Total unrelated husiness revenue from Part VIII column (C) line 12							
Prior Year Current Year 8 Contributions and grants (Part VIII, line 1h) 3,015,456. 3,095,777. 9 Program service revenue (Part VIII, column (A), lines 3, 4, and 7d) 0. 0. 10 Investment income (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), lines 1.3) 0. 0. 13 Grants and similar amounts paid (Part IX, column (A), lines 1.3) 0. 0. 0. 14 Benefits paid to or for members (Part IX, column (A), lines 5.10) 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5.10) 2,173,608. 2,391,457. 16a Proferssional fundraising expenses (Part IX, column (A), line 25) 554,783. 551,459. 621,522. 17 Other expenses. Column (A), lines 11a-11d, 11f-24e) 551,459. 621,522. 2,725,067. 3,012,979. 19 Revenue less expenses. Subtract line 18 from line 12 330,573. 91,947. 91,947. 20 Total assets (Part X, line 16) 2,403,327. 2,677,959. 2,272,077,959. 22,207,957,959. <	Ac									
9 Program service revenue (Part VIII, line 2g) 0. 0. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 40, 184. 9, 149. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 3, 055, 640. 3, 104, 926. 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 0. 14 Benefits paid to or for members (Part IX, column (A), line 4) 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 2, 173, 608. 2, 391, 457. 16a Professional fundraising fees (Part IX, column (D), line 25) 554, 783. 0. 0. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 551, 459. 621, 522. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 2, 725, 067. 3, 012, 979. 19 Revenue less expenses. Subtract line 18 from line 12 330, 573. 91, 947. 20 Total assets (Part X, line 16) 2, 403, 327. 2, 677, 959. <			······································			Current Year				
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 3, 055, 640. 3, 104, 926. 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 0. 0. 14 Benefits paid to or for members (Part IX, column (A), line 4) 0. 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), line 5-10) 2, 173, 608. 2, 391, 457. 16a Professional fundraising fees (Part IX, column (D), line 25) 554, 783. 0. 0. b Total expenses (Part IX, column (A), line 11e) 0. 0. 0. b Total fundraising expenses (Part IX, column (D), line 25) 554, 783. 551, 459. 621, 522. 17 Other expenses (Part IX, column (A), line 11a-11d, 11f-24e) 330, 573. 91, 947. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 2, 725, 067. 3, 012, 979. 19 Revenue less expenses. Subtract line 18 from line 12 330, 573. 91, 947. 20 Total assets (Part X, line 16) 2, 403, 327. 2, 677, 959. <tr< td=""><td></td><td>8</td><td>Contributions and grants (Part VIII, line 1h)</td><td></td><td>3,015,456.</td><td>3,095,777.</td></tr<>		8	Contributions and grants (Part VIII, line 1h)		3,015,456.	3,095,777.				
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 3, 055, 640. 3, 104, 926. 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 0. 0. 14 Benefits paid to or for members (Part IX, column (A), line 4) 0. 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), line 5-10) 2, 173, 608. 2, 391, 457. 16a Professional fundraising fees (Part IX, column (D), line 25) 554, 783. 0. 0. b Total expenses (Part IX, column (A), line 11e) 0. 0. 0. b Total fundraising expenses (Part IX, column (D), line 25) 554, 783. 551, 459. 621, 522. 17 Other expenses (Part IX, column (A), line 11a-11d, 11f-24e) 330, 573. 91, 947. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 2, 725, 067. 3, 012, 979. 19 Revenue less expenses. Subtract line 18 from line 12 330, 573. 91, 947. 20 Total assets (Part X, line 16) 2, 403, 327. 2, 677, 959. <tr< td=""><td>nue</td><td>9</td><td>Program service revenue (Part VIII, line 2g)</td><td></td><td>• •</td><td></td></tr<>	nue	9	Program service revenue (Part VIII, line 2g)		• •					
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0. 0. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 3, 055, 640. 3, 104, 926. 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 0. 0. 14 Benefits paid to or for members (Part IX, column (A), line 4) 0. 0. 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), line 5-10) 2, 173, 608. 2, 391, 457. 16a Professional fundraising fees (Part IX, column (D), line 25) 554, 783. 0. 0. b Total expenses (Part IX, column (A), line 11e) 0. 0. 0. b Total fundraising expenses (Part IX, column (D), line 25) 554, 783. 551, 459. 621, 522. 17 Other expenses (Part IX, column (A), line 11a-11d, 11f-24e) 330, 573. 91, 947. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 2, 725, 067. 3, 012, 979. 19 Revenue less expenses. Subtract line 18 from line 12 330, 573. 91, 947. 20 Total assets (Part X, line 16) 2, 403, 327. 2, 677, 959. <tr< td=""><td>eve</td><td>10</td><td>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td></td><td>40,184.</td><td>9,149.</td></tr<>	eve	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		40,184.	9,149.				
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)0.0.0.14 Benefits paid to or for members (Part IX, column (A), line 4)0.0.0.15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)2,173,608.2,391,457.16a Professional fundraising fees (Part IX, column (A), line 11e)0.0.0.b Total fundraising expenses (Part IX, column (D), line 25)554,783.17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)551,459.621,522.18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)330,573.91,947.19 Revenue less expenses. Subtract line 18 from line 12330,573.91,947.20 Total assets (Part X, line 16)2,403,327.2,677,959.21 Total liabilities (Part X, line 26)43,246.252,389.	æ	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		•••					
10 Grante and online and the place (narry, obtaining (), mice (o)14Benefits paid to or for members (Part IX, column (A), line 4)0.0.0.15Salaries, other compensation, employee benefits (Part IX, column (A), lines 5·10)2,173,608.2,391,457.16aProfessional fundraising fees (Part IX, column (A), line 11e)0.0.0.bTotal fundraising expenses (Part IX, column (D), line 25)554,783.17Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)551,459.621,522.18Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)330,573.91,947.19Revenue less expenses. Subtract line 18 from line 12330,573.91,947.20Total assets (Part X, line 16)2,403,327.2,677,959.21Total liabilities (Part X, line 26)43,246.252,389.		12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)							
11 Definite part is of the minimum		13			÷ •					
16a Professional fundraising fees (Part IX, column (A), line 11e) 0. 0. b Total fundraising expenses (Part IX, column (D), line 25) 554,783. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 551,459. 621,522. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 2,725,067. 3,012,979. 19 Revenue less expenses. Subtract line 18 from line 12 330,573. 91,947. 20 Total assets (Part X, line 16) 2,403,327. 2,677,959. 21 Total liabilities (Part X, line 26) 43,246. 252,389.		14			÷ ·	••				
17 Other expenses (Part X, column (A), lines Harrid, Hir246) 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 19 Revenue less expenses. Subtract line 18 from line 12 20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26)	es			Professional fundraising fees (Part IX, column (A), line 11e)						
17 Other expenses (Part X, column (A), lines Harrid, Hir246) 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 19 Revenue less expenses. Subtract line 18 from line 12 20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26)	sue									
17 Other expenses (Part X, column (A), lines Harrid, Hir246) 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 19 Revenue less expenses. Subtract line 18 from line 12 20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26)	žbě		5 1 1 1 1 1 1 1 1 1 1							
19 Revenue less expenses. Subtract line 18 from line 12 330, 573. 91, 947. bigg Beginning of Current Year End of Year 20 Total assets (Part X, line 16) 2, 403, 327. 2, 677, 959. 21 Total liabilities (Part X, line 26) 43, 246. 252, 389.	ш									
Beginning of Current Year End of Year 20 Total assets (Part X, line 16) 2,403,327. 2,677,959. 21 Total liabilities (Part X, line 26) 43,246. 252,389.					2,125,007.					
20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26)	s	19	Hevenue less expenses. Subtract line 18 from line 12							
	ts o	00	Tatel assets (Dart V. Jing 16)							
	\sse Bala									
	let ∕ und		· · · · · · · · · · · · · · · · · · ·							
Part II Signature Block	Pa				2,300,0010	4,445,570.				

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	Signature of officer	Date									
	GREGG BETHEIL, CEO 💢 🛛 🖉 🔨	October 11, 2023									
	Type or print name and title										
	Print/Type preparer's name Preparer's signature Mul Sul Date										
Paid	MIKE SCHALL MIKE SCHALL 10/18	/23 self-employed P02024184									
Preparer	Firm's name SAX LLP	Firm's EIN 81-2950760									
Use Only	Firm's address 1040 AVENUE OF THE AMERICAS-16TH FL										
	NEW YORK, NY 10018	Phone no. 212 - 268 - 2804									
May the IRS discuss this return with the preparer shown above? See instructions											
232001 12-1	32001 12-13-22 LHA For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2022)										

Form	m 990 (2022) PENCIL INC. 22-3384302	Page 2
Par	art III Statement of Program Service Accomplishments	
	Check if Schedule O contains a response or note to any line in this Part III	X
1	Briefly describe the organization's mission:	
	NEW YORK CITY SCHOOLS ARE FILLED WITH STUDENTS WHO HAVE POTENTIAL A AMBITION TO GO FAR AND WE ENVISION A CITY FILLED WITH STUDENTS WHOS	
	OPPORTUNITIES MATCH THEIR AMBITIONS. SINCE 1995, WE'VE PLAYED A	<u> </u>
	CRITICAL ROLE IN BRINGING TOGETHER BUSINESS PROFESSIONALS, EDUCATOR	S
2	Did the organization undertake any significant program services during the year which were not listed on the	
2		es X No
	If "Yes," describe these new services on Schedule O.	
3		es X 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 expense	S.
	Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses,	
	revenue, if any, for each program service reported.	
4a)
	IN 2022, PENCIL CONNECTED 7,400 NYC STUDENTS TO 1,286 VOLUNTEERS AN	D
	MENTORS FROM 185 BUSINESS. PENCIL BEGAN ITS TRANSITION BACK TO IN	
	PERSON PROGRAMS AS THE EFFECTS OF THE PANDEMIC STARTED TO SETTLE IN	
	MARCH 2022.	
	PENCIL'S PARTNERSHIP PROGRAM SERVED 1,561 STUDENTS ACROSS 45 NEW YO	
	CITY PUBLIC SCHOOLS BY LEVERAGING THE TALENTS AND RESOURCES OF NYC'	
	BUSINESS COMMUNITY TO IMPROVE STUDENTS' COLLEGE AND CAREER READINES	
	THESE PARTNERSHIPS WERE SUPPORTED BY 647 VOLUNTEERS FROM 33 COMPANI 88% OF STUDENTS SAW IMPROVEMENT IN ONE OR MORE OF PENCIL'S KEYS TO	ES.
	SUCCESS. ANALYSIS OF SESSION FEEDBACK SHOWED:	
	(CONTINUED ON SCHEDULE O)	
4b)
40	(Code:) (Expenses \$ including grants or \$) (Revenue \$))
4c	(Code:) (Expenses \$ including grants of \$) (Revenue \$))
4d	Other program services (Describe on Schedule O.)	
	(Expenses \$ including grants of \$) (Revenue \$)	
4e		
		1 990 (2022)
232002	PUBLIC DISCLOSURE CONTINUATION(S)	

	990 (2022) PENCIL INC. 22-338	<u>4302</u>	Р	_{age} 3
Pa	TIV Checklist of Required Schedules			
			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?			
	If "Yes," complete Schedule A	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? See instructions	2	Х	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for			
	public office? If "Yes," complete Schedule C, Part I	3		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect			
	during the tax year? If "Yes," complete Schedule C, Part II	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or			
	similar amounts as defined in Rev. Proc. 98-19? If "Yes," complete Schedule C, Part III	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to			
	provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,			
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete			
	Schedule D, Part III	8		X X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for			
	amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services?			
	If "Yes," complete Schedule D, Part IV	9		X X
10	Did the organization, directly or through a related organization, hold assets in donor-restricted endowments			
	or in quasi endowments? If "Yes," complete Schedule D, Part V	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X,			
	as applicable.			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D,		v	
-	Part VI	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total			- v
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		X
С	Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total			v
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		X
d	Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in		v	
	Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	X X	
	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	~	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses		х	
10-	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	Λ	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete	12a	х	
L	Schedule D, Parts XI and XII	12a	Λ	
a	Was the organization included in consolidated, independent audited financial statements for the tax year?	12b		x
13	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	13		X
13 14a	Did the second string provide in a file second second second string of the United Obstan O	14a		X
14a b	Did the organization maintain an office, employees, or agents outside of the United States?			<u> </u>
5	investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000			
	or more? If "Yes," complete Schedule F, Parts I and IV	14b		x
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any	1.10		
	foreign organization? If "Yes," complete Schedule F, Parts II and IV	15		x
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to			
	or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16		x
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX,			
	column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I. See instructions	17		x
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines			
	1c and 8a? If "Yes," complete Schedule G, Part II	18	х	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If</i> "Yes."	_		
	complete Schedule G, Part III	19		x
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or			
	domestic government on Part IX, column (A), line 1? If "Yes " complete Schedule I, Parts I and II	21		x

232003 12-13-22

Public Disclosure Copy

Form **990** (2022)

Form	990	(2022)

Form 990 (2022) PENCIL INC.
Part IV Checklist of Required Schedules (continued)

			Yes	No					
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on								
	Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		X					
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current								
	and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete		х						
	Schedule J								
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the								
	last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete								
	Schedule K. If "No," go to line 25a	24a		X					
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b							
С	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease								
	any tax-exempt bonds?	24c							
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d							
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit								
	transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		X					
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and								
	that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete								
	Schedule L, Part I	25b		X					
26	Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current								
	or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35%								
	controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II	26		X					
27	Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee,								
	creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled								
	entity (including an employee thereof) or family member of any of these persons? If "Yes." complete Schedule L, Part III	27		x					
28	Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV,								
	instructions for applicable filing thresholds, conditions, and exceptions):								
а	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If								
	"Yes," complete Schedule L, Part IV	28a		x					
b	A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV	28b		Х					
	A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? If								
	"Yes," complete Schedule L, Part IV	28c		x					
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		Х					
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation								
	contributions? If "Yes," complete Schedule M	30		x					
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		Х					
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete								
	Schedule N, Part II	32		x					
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations								
	sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33		x					
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and								
	Part V, line 1	34		x					
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		Х					
	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity								
	within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b							
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization?								
	If "Yes," complete Schedule R, Part V, line 2	36		x					
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization								
	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		x					
38	Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19?								
	Note: All Form 990 filers are required to complete Schedule O	38	х						
Pa	rt 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	<u></u>	<u></u> .						
			Yes	No					
1a	Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable								
	Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable 1b 0								
	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming	1							

Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?

Public Disclosure Copy

Х Form 990 (2022)

1c

Form	990 (2022) PENCIL INC. 22-3384	302	P	_{age} 5						
Par	t V Statements Regarding Other IRS Filings and Tax Compliance (continued)									
-			Yes	No						
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 2a 6									
L	, , , ,									
	 b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? a. Did the organization have unrelated huginess grass income of \$1,000 or more during the user? 									
	Did the organization have unrelated business gross income of \$1,000 or more during the year? If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation on Schedule O</i>	3a 3b		Х						
	It "Yes," has it filed a Form 990-1 for this year? <i>If</i> "No" to line 3b, provide an explanation on Schedule O At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a									
Tu	financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		х						
b	If "Yes," enter the name of the foreign country									
-	See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).									
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		Х						
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		Х						
с	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c								
	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit									
	any contributions that were not tax deductible as charitable contributions?	6a		Х						
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts									
	were not tax deductible?	6b								
7	Organizations that may receive deductible contributions under section 170(c).									
а	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X						
	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b								
С	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required									
	to file Form 8282?	7c		X						
	If "Yes," indicate the number of Forms 8282 filed during the year 7d	_		v						
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e 7f		X X						
	f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?									
-	g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?									
8	 h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the 									
0										
9	 9 Sponsoring organizations maintaining donor advised funds. 									
a										
b										
10	Section 501(c)(7) organizations. Enter:									
а	Initiation fees and capital contributions included on Part VIII, line 12									
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b									
11	Section 501(c)(12) organizations. Enter:									
а	Gross income from members or shareholders 11a									
b	Gross income from other sources. (Do not net amounts due or paid to other sources against									
	amounts due or received from them.)									
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a								
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year									
13	Section 501(c)(29) qualified nonprofit health insurance issuers.									
а	Is the organization licensed to issue qualified health plans in more than one state?	13a								
	Note: See the instructions for additional information the organization must report on Schedule O.									
b	Enter the amount of reserves the organization is required to maintain by the states in which the									
	organization is licensed to issue qualified health plans 13b	-								
	Enter the amount of reserves on hand			v						
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		Х						
	If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation on Schedule O</i>	14b								
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or	45		х						
	excess parachute payment(s) during the year?	15		Λ						
16	If "Yes," see the instructions and file Form 4720, Schedule N.	16		х						
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income?	16		Δ						
17	If "Yes," complete Form 4720, Schedule O. Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities									
.,	that would result in the imposition of an excise tax under section 4951, 4952 or 4953?	17								
	If "Yes," complete Form 6069.									
		-	000	(0000)						

Public Disclosure Copy

Form	990 (2022) PENCIL INC.		22-3384		Pa	age 6		
Par	t VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 th	nrough	7b below, and for a	"No" r	espon	se		
	to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O.	See ii	nstructions.					
	Check if Schedule O contains a response or note to any line in this Part VI					X		
Sec	tion A. Governing Body and Management							
					Yes	No		
1a	Enter the number of voting members of the governing body at the end of the tax year	1 a	22					
	If there are material differences in voting rights among members of the governing body, or if the governing							
	body delegated broad authority to an executive committee or similar committee, explain on Schedule 0.							
b	Enter the number of voting members included on line 1a, above, who are independent	1b	22					
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship	with a	any other					
	officer, director, trustee, or key employee?			2		<u>X</u>		
3	Did the organization delegate control over management duties customarily performed by or under the	direct	supervision					
				3		<u>X</u>		
4	Did the organization make any significant changes to its governing documents since the prior Form 99			4		X		
5	Did the organization become aware during the year of a significant diversion of the organization's asse			5		X		
6	Did the organization have members or stockholders?			6		X		
7a	Did the organization have members, stockholders, or other persons who had the power to elect or app			_		37		
	more members of the governing body?			7a		<u>X</u>		
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, sto					37		
-	persons other than the governing body?			7b		X		
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year		•	•	v			
	The governing body?			8a	X X			
	Each committee with authority to act on behalf of the governing body?			8b				
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be read			9		х		
Sec	organization's mailing address? If "Yes," provide the names and addresses on Schedule O tion B. Policies (This Section B requests information about policies not required by the Internal Rev		0	9		21		
	The internal Rev	/enue	Code.)		Yes	No		
100	Did the organization have local chapters, branches, or affiliates?			10a	162	X		
	If "Yes," did the organization have written policies and procedures governing the activities of such cha			104				
D D			, anniaces,	10b				
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body			11a	X			
	 b Describe on Schedule O the process, if any, used by the organization to review this Form 990. 							
	a Did the organization have a written conflict of interest policy? If "No," go to line 13							
	b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?							
	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Y							
	on Schedule O how this was done	,		12c	X			
13	Did the organization have a written whistleblower policy?			13	Х			
14	Did the organization have a written document retention and destruction policy?			14	Х			
15	Did the process for determining compensation of the following persons include a review and approval	by ind	dependent					
	persons, comparability data, and contemporaneous substantiation of the deliberation and decision?							
а	The organization's CEO, Executive Director, or top management official			15a	Х			
b	Other officers or key employees of the organization			15b	Х			
	If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.							
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangem	nent w	ith a					
	taxable entity during the year?			16a		X		
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate	e its p	articipation					
	in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organi	ization	's					
	exempt status with respect to such arrangements?			16b				
Sec	tion C. Disclosure							
17	List the states with which a copy of this Form 990 is required to be filed $_\mathrm{NY}$							
18	Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, an	d 990	T (section 501(c)(3)s	only)	availat	ble		
	for public inspection. Indicate how you made these available. Check all that apply.							
	X Own website Another's website X Upon request Other (explain		,					
19	Describe on Schedule O whether (and if so, how) the organization made its governing documents, cor	nflict o	f interest policy, and	financ	cial			
	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 boo	ks and	l records					
	TRACY KEBATTA - (212) 524-2386 30 WEST 26TH STREET, 5TH FLOOR, NEW YORK, NY 10010							
				[arrive	990	(0000)		
232006	¹²⁻¹³⁻²² Public Disclosure Copy			Form	330	(2022)		

Form 990 (2022) PENCIL INC.	22-3384302	Page 7
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 endir List all of the organization's current officers, directors, trustees (whether individuals or organizations). 	5	,

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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.

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

• List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See the 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)	(B)			(0	C)			(D)	(E)	(F)
Name and title	Average	(10		Pos	ition			Reportable	Reportable	Estimated
	hours per	box	not cł , unles	ss per	rson i	s both	an	compensation	compensation	amount of
	week		cer an	d a d	irecto	r/trus T	tee)	from	from related	other
	(list any	ector						the	organizations	compensation
	hours for	or dir	e			ated		organization	(W-2/1099-MISC/	from the
	related	Istee	truste		Ð	pens		(W-2/1099-MISC/	1099-NEC)	organization
	organizations	ual tru	ional		ploye	t com		1099-NEC)		and related
	below line)	ndividual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			organizations
(1) GREGG BETHEIL	40.00	-		0	$ \ge $	Ξæ	ш			
CEO				х				236,620.	Ο.	33,023.
(2) JESSICA BYNOE	40.00									
PRESIDENT				х				200,096.	Ο.	14,666.
(3) KATJE KING-MCGANN (LEFT 11/22)	40.00									
SENIOR PROGRAM OFFICER						x		143,714.	Ο.	0.
(4) MARILYN FOGARTY (LEFT 2022)	40.00									
VP OF FINANCE & ADMIN				х				97,819.	Ο.	2,100.
(5) TRACY KEBATTA (STARTED 8/22)	40.00									
VP OF FINANCE & ADMIN				Х				45,518.	0.	9,590.
(6) CHRISTOPHER B. HAYWARD	2.00									
CHAIR		Х		Х				0.	0.	0.
(7) E. SCOTT BEATTIE	2.00									
TREASURER		Х		Х				0.	0.	0.
(8) JOANNA LAMBERT	2.00									
VICE CHAIR		Х		Х				0.	0.	0.
(9) LEWIS WARREN, JR.	2.00								0	•
VICE CHAIR	0.00	Х		Х				0.	0.	0.
(10) GERD ALEXANDER	2.00								0	0
DIRECTOR	0.00	Х						0.	0.	0.
(11) MARIEL CRUZ	2.00								0	0
DIRECTOR	0.00	Х						0.	0.	0.
(12) HOWARD CHATZINOFF	2.00								0	0
DIRECTOR	0.00	Х			<u> </u>			0.	0.	0.
(13) NICOLE DEGNAN	2.00								0	0
DIRECTOR	2 00	Х				-		0.	0.	0.
(14) JOHN FOSINA	2.00	77						0.	0	0
DIRECTOR	2 00	Х						0.	0.	0.
(15) JEREMY PHILLIPS	2.00	х						0.	0.	0
DIRECTOR (16) DEBBIE KENYON	2.00	Λ						0.	0.	0.
DIRECTOR	2.00	х						0.	0.	0.
(17) LEW LEONE	2.00	Λ						0.	0.	0.
DIRECTOR	2.00	х						0.	0.	0.
					_				0.	Form 990 (2022)
	JIIQU	D	IS	Cl	0	SL		е Сору		(LOLL)

form 990 (2022) PENCIL INC. 22-3384302 Page 8										
Part VII Section A. Officers, Directors, Trus		ploye	ees,			ghes	t C	ompensated Employee	s (continued)	
(A)	(B)	(B) (C)						(D)	(E)	(F)
Name and title	Average hours per		not cł	heck i	more	than c		Reportable	Reportable	Estimated
	week					s both pr/trust		compensation from	compensation from related	amount of other
	(list any	tor						the	organizations	compensation
	hours for	direc				pa		organization	(W-2/1099-MISC/	from the
	related	tee or	ustee			ensate		(W-2/1099-MISC/	1099-NEC)	organization
	organizations	ll trus	nal tr		oyee	omp		1099-NEC)		and related
	below	Individual trustee or director	In stitutional trustee	Officer	Key employee	Highest compensated employee	Former			organizations
(10)	line)	Ind	lns	Off	Key	Hig	For			
(18) RON RUDZIN	2.00	v						0.	0.	0
DIRECTOR (19) SHAEL POLAKOW-SURANSKY	2.00	X						0.	0.	0.
DIRECTOR	2.00	x						0.	0.	0.
(20) CINDY MA	2.00	~						0.	0.	0.
DIRECTOR	2.00	x						0.	0.	0.
(21) BERNARD TUBIANA	2.00	Δ						0.	0.	0.
DIRECTOR	2.00	x						0.	0.	0.
(22) DAVID C. BANKS	2.00	Δ						0.	0.	0.
DIRECTOR	2.00	х						0.	0.	0.
(23) JASON HARRELL	2.00	Δ						0.	0.	0.
DIRECTOR	2.00	x						0.	0.	0.
(24) SOCRATES JIMENEZ	2.00									<u> </u>
DIRECTOR	2.00	x						0.	0.	0.
(25) UCHE NJOKU	2.00									<u> </u>
DIRECTOR		x						0.	0.	0.
(26) MICHAEL MASLANSKY	2.00									
DIRECTOR		x						0.	0.	0.
dh. Outblatal	-							723,767.	0.	59,379.
c Total from continuation sheets to Part V								0.	0.	0.
d Total (add lines 1b and 1c)								723,767.	0.	59,379.
2 Total number of individuals (including but i									000 of reportable	
compensation from the organization						,		· · · · · · · · · · · · · · · · · · ·		3
										Yes No
3 Did the organization list any former officer	, director, truste	ee, k	ey e	mpl	oyee	e, or	hig	hest compensated emp	loyee on	
line 1a? If "Yes," complete Schedule J for s	such individual									3 X
4 For any individual listed on line 1a, is the s										
and related organizations greater than \$15	0,000? If "Yes,	" со	mple	ete S	Sche	edule	Jf	or such individual		4 X
5 Did any person listed on line 1a receive or										
rendered to the organization? If "Yes." cor	nplete Schedule	e J fo	or su	ich r	berse	on .				5 X
Section B. Independent Contractors										
1 Complete this table for your five highest co	•	•								tion from
the organization. Report compensation for	the calendar ye	ear e	ndin	ig w	ith o	or wi	thin T		ear.	
(A) Name and busines:	addross	370	NTT					(B) Description of s	onvicos	(C) Compensation
	5 2001635	INC	ONE	5			_	Description of a		
							_			
							1			
2 Total number of independent contractors (including but no	ot lin	nited	l to t	thos	se lis	ted	above) who received mo	ore than	
\$100,000 of compensation from the organ					0					
SEE PART VII, SECTIO		IN	UΑ	TI	ON	S	HE	ETS		Form 990 (2022)

Form 990 PENCIL IN									22-338	4302
Part VII Section A. Officers, Directors, Tru	istees, Key En	nplo	yee	s, aı	nd H	ligh	est (Compensated Employe	es (continued)	
(A)	(B)				C)			(D)	(E)	(F)
Name and title	Average			Pos	ition			Reportable	Reportable	Estimated
	hours	(cł	heck	all t	that	app	ly)	compensation	compensation	amount of
	per						-	from	from related	other
	week					yee		the	organizations	compensation
	(list any	Individual trustee or director				Highest com pensated em ployee		organization	(W-2/1099-MISC)	from the
	hours for	or dir				ted e		(W-2/1099-MISC)		organization
	related	stee c	Institutional trustee			en sa				and related
	organizations	ul trus	nal tr		Key employee	dmo				organizations
	below	vidua	itutio	Cer	emp	hest (Former			
	line)	Indi	Inst	Officer	Key	Hig	Fon			
(27) JASON E. SILVERS	2.00									-
DIRECTOR		Х						0.	0.	0.
(28) STUART RUDERFER	2.00									
DIRECTOR		Х						0.	0.	0.
		1								
-										
		•								
		1								
		•								
		-								
Total to Part VII, Section A, line 1c										
Totar to Fart VII, OccuoITA, III C								I		

Public Disclosure Copy

				CIL INC.					22-3384	302 Page 9
Pa	rt V	/111	Statement of Rev	enue						
			Check if Schedule O co	ontains a respor	nse o	r note to any line		(D)	(0)	
							(A) Total revenue	(B) Related or exempt	(C) Unrelated	(D) Revenue excluded
							10tal 10vondo	function revenue	business revenue	from tax under
										sections 512 - 514
nts nts	1		Federated campaigns							
Gra				<u>1b</u>		100 700				
Contributions, Gifts, Grants and Other Similar Amounts			Fundraising events		4	122,706.				
			Related organizations		6	26 000				
ns, Sim			Government grants (contrib			536,909.				
utio		t	All other contributions, gifts, gr		2 (136 162				
Oth		_	similar amounts not included a			36,162.				
no:		÷.	Noncash contributions included in lin				3,095,777.			
o e		n	Total. Add lines 1a-1f			Business Code	5,055,111.			
•	2	~			-	Dusiness Code				
Program Service Revenue	2	a b			—					
Ser		c								
m :		d								
Be		e			_					
Pro			All other program service re	evenue						
			Total. Add lines 2a-2f		-					
	3		Investment income (includir							
							5,236.			5,236.
	4		Income from investment of							
	5		Royalties	<u></u>						
				(i) Real		(ii) Personal				
	6	а	Gross rents	6a						
		b	Less: rental expenses	6b						
				6c						
			Net rental income or (loss).							
	7	а	Gross amount from sales of	(i) Securiti		(ii) Other				
				<u>7a</u> 466,60	4.					
•		b	Less: cost or other basis	76462,68	٥					
venue		_		7c 3,91						
			Gain or (loss) Net gain or (loss)				3,913.			3,913.
Other Re			Gross income from fundraising				5,515.			3,513.
Othe	0	a	including 422 ,							
0			contributions reported on li							
			Part IV, line 18	,	8a	85,182.				
		b	Less: direct expenses			85,182.				
			Net income or (loss) from fu		ts		0.			
			Gross income from gaming							
			Part IV, line 19		9a					
			Less: direct expenses		9b					
		с	Net income or (loss) from ga	aming activities						
	10	а	Gross sales of inventory, les	ss returns						
			and allowances		10a					
			Less: cost of goods sold		10b					
		С	Net income or (loss) from sa	ales of inventor						
sn		_			\vdash	Business Code				
Miscellaneous Revenue	11				-					
ilar ven		b			—					
Be		c d	All other revenue		- +					
Σ			Total. Add lines 11a-11d							
	12		Total revenue. See instruction				3,104,926.	0.	0.	9,149.
23200										Form 990 (2022

	Grants and other assistance to domestic organizations				
	and domestic governments. See Part IV, line 21				
2	Grants and other assistance to domestic				
	individuals. See Part IV, line 22				
3	Grants and other assistance to foreign				
	organizations, foreign governments, and foreign				
	individuals. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors,				
	trustees, and key employees	679,895.	334,581.	111,719.	233,595.
6	Compensation not included above to disqualified	,			
•	persons (as defined under section 4958(f)(1)) and				
	persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	1,318,296.	1,108,431.	67,016.	142,849.
8	Pension plan accruals and contributions (include	1,510,250.	1,100,4510	07,010.	112,019.
0	-				
•	section 401(k) and 403(b) employer contributions)	183,646.	145,669.	13,799.	24,178.
9	Other employee benefits	209,620.			
10	Payroll taxes	209,020.	152,387.	18,577.	38,656.
11	Fees for services (nonemployees):				
	Management				
b	Legal	00 1 50			
	Accounting	20,150.		20,150.	
	Lobbying				
	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other. (If line 11g amount exceeds 10% of line 25,				
	column (A), amount, list line 11g expenses on Sch 0.)	6,920.	5,126.	582.	1,212.
12	Advertising and promotion				
13	Office expenses	4,667.	3,379.	418.	870.
14	Information technology	44,874.	32,488.	4,020.	8,366.
15	Royalties				
16	Occupancy	388,266.	283,435.	33,969.	70,862.
17	Travel	62,401.	47,396.	4,616.	10,389.
18	Payments of travel or entertainment expenses				
	for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	7,216.	5,224.	647.	1,345.
23	Insurance	28,457.	20,602.	2,550.	5,305.
24	Other expenses. Itemize expenses not covered				
27	above. (List miscellaneous expenses on line 24e. If				
	line 24e amount exceeds 10% of line 25, column (A),				
-	amount, list line 24e expenses on Schedule 0.)	20,830.	15,081.	1,866.	3,883.
a b	OTHER EXPENSES	15,018.	2,666.	4,009.	8,343.
	BAD DEBT EXPENSE	13,000.	2,000.	13,000.	0,545.
C	VIDEO AND EVENT PRODUCT	4,930.		13,000	4,930.
d		4,930.		4,793.	4,930.
	All other expenses	3,012,979.	2,156,465.	301,731.	554,783.
<u>25</u>	Total functional expenses. Add lines 1 through 24e	5,014,5/3.	2,1J0,40J.	JUL,/JL.	JJ4,/0J.
26	Joint costs. Complete this line only if the organization				
	reported in column (B) joint costs from a combined				
	educational campaign and fundraising solicitation.				
	Check here if following SOP 98-2 (ASC 958-720)		1	I	

(D) Fundraising expenses

Form 990 (2022)

1

Do not include amounts reported on lines 6b,

Grants and other assistance to domestic organizations

7b, 8b, 9b, and 10b of Part VIII.

PENCIL INC. 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).

(A) Total expenses

(B) Program service expenses

(C) Management and general expenses

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

22-3384302	Page 11
------------	----------------

Form	n 990 (2				22-	3384302 Page 11
Pa	rt X	Balance Sheet				
		Check if Schedule O contains a response or not	e to any line in this Part X			
				(A) Beginning of year		(B) End of year
	1	Cash - non-interest-bearing		365,648.	1	447,040.
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net		602,549.	3	690,020.
	4	Accounts receivable, net			4	
	5	Loans and other receivables from any current or				
		trustee, key employee, creator or founder, subst				
		controlled entity or family member of any of thes		5		
	6	Loans and other receivables from other disqualif	ied persons (as defined			
ţ		under section 4958(f)(1)), and persons described		6		
	7	Notes and loans receivable, net		7		
Assets	8	Inventories for sale or use		8		
Ä	9	Prepaid expenses and deferred charges		9		
	10a	Land, buildings, and equipment: cost or other				
		basis. Complete Part VI of Schedule D				
	b	Less: accumulated depreciation	10b 674,258.	12,121.	10c	15,088.
	11	Investments - publicly traded securities		1,380,342.	11	1,297,097.
	12	Investments - other securities. See Part IV, line 1	1		12	
	13	Investments - program-related. See Part IV, line -	1		13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		42,667.		228,714.
	16	Total assets. Add lines 1 through 15 (must equa		2,403,327.		2,677,959.
	17	Accounts payable and accrued expenses		26,543.	17	56,815.
	18	Grants payable			18	
	19	Deferred revenue			19	
	20				20	
	21	Escrow or custodial account liability. Complete F			21	
es	22	Loans and other payables to any current or form				
bilities		trustee, key employee, creator or founder, subst				
P	1	controlled entity or family member of any of thes	e persons		22	

ŝ	22	Loans and other payables to any current or former officer, director,			
litie		trustee, key employee, creator or founder, substantial contributor, or 35%			
Liabilities		controlled entity or family member of any of these persons		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third			
		parties, and other liabilities not included on lines 17-24). Complete Part X			
		of Schedule D	16,703.	25	195,574.
	26	Total liabilities. Add lines 17 through 25	43,246.	26	252,389.
		Organizations that follow FASB ASC 958, check here			
sec		and complete lines 27, 28, 32, and 33.			
Balances	27	Net assets without donor restrictions	1,898,081.	27	1,985,473.
Ba	28	Net assets with donor restrictions	462,000.	28	440,097.
pun		Organizations that do not follow FASB ASC 958, check here			
ш.		and complete lines 29 through 33.			
s or	29	Capital stock or trust principal, or current funds		29	
Assets	30	Paid-in or capital surplus, or land, building, or equipment fund		30	
	31	Retained earnings, endowment, accumulated income, or other funds		31	
Net	32	Total net assets or fund balances	2,360,081.	32	2,425,570.
	33	Total liabilities and net assets/fund balances	2,403,327.	33	2,677,959.
					Game 990 (0000)

Form 990 (2022)

Public Disclosure Copy

Form	n 990 (2022) PENCIL INC.	22-3384	1302	Pag	_{ge} 12
Pa	rt XI Reconciliation of Net Assets				
	Check if Schedule O contains a response or note to any line in this Part XI				
1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,104	.,92	26.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,012		
3	Revenue less expenses. Subtract line 2 from line 1	3			47.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4 2	2,360		
5	Net unrealized gains (losses) on investments	5	-26	5,4	58.
6	Donated services and use of facilities	6			
7	Investment expenses	7			
8	Prior period adjustments	8			
9	Other changes in net assets or fund balances (explain on Schedule O)	9			0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32,				
_	column (B))	10 2	2,425	5,5'	70.
Pa	rt XII Financial Statements and Reporting				
	Check if Schedule O contains a response or note to any line in this Part XII	<u></u>			
				Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other				
	If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule	О.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a		X
	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			2b	X	
	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:				
	X Separate basis Consolidated basis Both consolidated and separate basis				
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the				
	review, or compilation of its financial statements and selection of an independent accountant?		2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain on Sch	edule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the				
	Uniform Guidance, 2 C.F.R. Part 200, Subpart F?		3a		<u> </u>
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the requi				
	or audits, explain why on Schedule O and describe any steps taken to undergo such audits	<u></u>	3b		

Form 990 (2022)

Department of the Treasury

(Form 990)

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.

OMB No. 1545-0047
2022
Open to Public Inspection

mem	arneve	The Service	Go to www.irs.gov/l	Form990 for instructior	s and the	latest info	ormation.		Inspection				
Nan	ne of	the organization							identification number $2 - 3384302$				
Pa	PENCIL INC. 22-3384302 Part I Reason for Public Charity Status. (All organizations must complete this part.) See instructions. 22-3384302												
		ization is not a private found											
1		A church, convention of ch		-	-)(A)(i).						
2	\square	A school described in secti					<i>N</i> · <i>N</i> · <i>J</i> ·						
3	\square	A hospital or a cooperative				(b)(1)(A)(iii	i).						
4	\square	A medical research organiza)(iii). Enter	the hospital's name.				
-		city, and state:											
5	\square	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	\square	A federal, state, or local gov		ental unit described in	section 17	70(b)(1)(A)(v).						
	X		-				-	ne general p	oublic described in				
		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 describe		1)(A)(vi). (Complete Parl	: II.)								
9		An agricultural research org				ed in conju	nction with a	land-grant	college				
		or university or a non-land-g				-		-	-				
		university:		. , ,				Ū					
10		An organization that norma	Ily receives (1) more t	han 33 1/3% of its supp	ort from c	ontribution	s, membersh	ip fees, and	d gross receipts from				
		activities related to its exem	npt functions, subjec	t to certain exceptions; a	nd (2) no	more than	33 1/3% of it	s support fr	rom gross investment				
		income and unrelated busir	ness taxable income	(less section 511 tax) fro	m busines	ses acquir	ed by the org	anization a	fter June 30, 1975.				
		See section 509(a)(2). (Cor	mplete Part III.)										
11		An organization organized a	and operated exclusi	vely to test for public saf	ety. See	section 50	9(a)(4).						
12		An organization organized a	and operated exclusi	vely for the benefit of, to	perform t	ne functior	ns of, or to ca	rry out the	purposes of one or				
		more publicly supported or	ganizations describe	d in section 509(a)(1) o	r section !	509(a)(2).	See section	509(a)(3). C	Check the box on				
	_	_lines 12a through 12d that	describes the type of	supporting organization	and com	plete lines	12e, 12f, and	12g.					
а		Type I. A supporting orga	anization operated, su	upervised, or controlled	oy its supp	ported orga	anization(s), t	ypically by g	giving				
		the supported organization	on(s) the power to req	jularly appoint or elect a	majority o	f the direc	tors or truste	es of the su	ipporting				
		organization. You must c	-										
b		Type II. A supporting org	-				-		-				
		control or management o			ime perso	ns that cor	ntrol or manag	ge the supp	ported				
		organization(s). You mus	-										
С		Type III functionally inte	• • • •					ly integrate	d with,				
		its supported organization		-									
d		Type III non-functionally						-					
		that is not functionally int requirement (see instructi			•	-		i an allentiv	reness				
е		Check this box if the orga	,	• •									
0		functionally integrated, or					турет, туре	n, rype m					
f	Ente	er the number of supported o			0 0								
q		vide the following information	0										
U		(i) Name of supported	(ii) EIN	(iii) Type of organization	(iv) Is the orga in your governi	inization listed ng document?	(v) Amount of	f monetary	(vi) Amount of other				
		organization		(described on lines 1-10 above (see instructions))	Yes	No	support (see ir	nstructions)	support (see instructions)				
Tota	al												

PENCIL INC.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Sec	ction A. Public Support				-	-	
Cale	ndar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1	Gifts, grants, contributions, and						
	membership fees received. (Do not						
	include any "unusual grants.")	3041238.	2811679.	2818662.	3015456.	3095777.	14782812.
2	Tax revenues levied for the organ-						
	ization's benefit and either paid to						
	or expended on its behalf						
3	The value of services or facilities						
	furnished by a governmental unit to						
	the organization without charge						
4	Total. Add lines 1 through 3	3041238.	2811679.	2818662.	3015456.	3095777.	14782812.
5	The portion of total contributions						
	by each person (other than a						
	governmental unit or publicly						
	supported organization) included						
	on line 1 that exceeds 2% of the						
	amount shown on line 11,						
	column (f)						1067339.
6	Public support. Subtract line 5 from line 4.						13715473.
Sec	tion B. Total Support				•	•	
Cale	ndar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
7	Amounts from line 4	3041238.	2811679.	2818662.	3015456.	3095777.	14782812.
8	Gross income from interest,						
	dividends, payments received on						
	securities loans, rents, royalties,						
	and income from similar sources	14,769.	22,142.	9,985.	5,677.	5,236.	57,809.
9	Net income from unrelated business						
	activities, whether or not the						
	business is regularly carried on						
10	Other income. Do not include gain						
	or loss from the sale of capital						
	assets (Explain in Part VI.)						
11	Total support. Add lines 7 through 10						14840621.
	Gross receipts from related activities,	etc. (see instructio	uns)			12	•
	First 5 years. If the Form 990 is for th					01(c)(3)	
	organization, check this box and stop	-					
Sec	ction C. Computation of Publi						
14	Public support percentage for 2022 (I	ine 6, column (f), d	ivided by line 11, c	olumn (f))		14	92.42 %
15	Public support percentage from 2021	Schedule A, Part	II, line 14			15	<u>93.93 %</u>
16a	33 1/3% support test - 2022. If the o	organization did no	t check the box or	n line 13, and line ⁻	14 is 33 1/3% or m	ore, check this bo	x and
	stop here. The organization qualifies	as a publicly suppo	orted organization				X
b	33 1/3% support test - 2021. If the o	organization did no	t check a box on l	ine 13 or 16a, and	line 15 is 33 1/3%	or more, check th	is box
	and stop here. The organization qual	ifies as a publicly s	upported organiza	ation			
17a	10% -facts-and-circumstances test						
	and if the organization meets the fact	s-and-circumstance	es test, check this	box and stop he	re. Explain in Part	VI how the organiz	ation
	meets the facts-and-circumstances te			-	-	-	
b	10% -facts-and-circumstances test	- 2021. If the org	anization did not c	heck a box on line	e 13, 16a, 16b, or 1	7a, and line 15 is	10% or
	more, and if the organization meets th	ne facts-and-circum	stances test, cheo	ck this box and st	op here. Explain i	n Part VI how the	
	organization meets the facts-and-circu						
18	Private foundation. If the organization				• •		

Schedule A (Form 990) 2022

Schedule A (Form	990) 202
--------------	------	-----	-------

PENCIL INC.

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.)

See	ction A. Public Support		,				
Cale	ndar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	2 (f) Total
1	Gifts, grants, contributions, and						
	membership fees received. (Do not						
	include any "unusual grants.")						
2	Gross receipts from admissions, merchandise sold or services per- formed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3	Gross receipts from activities that						
	are not an unrelated trade or bus- iness under section 513						
4	Tax revenues levied for the organ-						
	ization's benefit and either paid to						
	or expended on its behalf						
5	The value of services or facilities						
	furnished by a governmental unit to						
	the organization without charge						
6	Total. Add lines 1 through 5						
7a	Amounts included on lines 1, 2, and						
	3 received from disqualified persons						
t	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						
	Add lines 7a and 7b						
	Public support. (Subtract line 7c from line 6.)						
	ction B. Total Support					1	
Cale	ndar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	2 (f) Total
	Amounts from line 6						
	Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
k	Unrelated business taxable income						
	(less section 511 taxes) from businesses acquired after June 30, 1975						
ہ 11	Add lines 10a and 10b Net income from unrelated business						
	activities not included on line 10b, whether or not the business is regularly carried on						
12	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13	Total support. (Add lines 9, 10c, 11, and 12.)						
14	First 5 years. If the Form 990 is for the	ne organization's fi	irst, second, third,	fourth, or fifth tax	year as a section §	501(c)(3) orgar	nization,
	check this box and stop here	<u></u>					
See	ction C. Computation of Public	c Support Per	rcentage				
15	Public support percentage for 2022 (I	ine 8, column (f), c	divided by line 13, o	column (f))		15	%
	Public support percentage from 2021					16	%
	ction D. Computation of Inves						
	Investment income percentage for 20					17	%
	Investment income percentage from					18	%
19 a	33 1/3% support tests - 2022. If the						ine 17 is not
	more than 33 1/3%, check this box a						
b	33 1/3% support tests - 2021. If the						
	line 18 is not more than 33 1/3%, che						tion
	Private foundation. If the organization						<u></u>
2320	23 12-09-22	Dublid	o Dicolo	OURO C	o n v	Sched	lule A (Form 990) 2022

1

2

3a

3b

3c

4a

4b

4c

5a

5b

5c

6

7

8

9a

9b

9c

10a

Yes No

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Schedule A				-	INC.
Part IV	Suppor	ting	Organizations	(cont	inued)

1

2

			Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?			
а	A person who directly or indirectly controls, either alone or together with persons described on lines 11b and			
	11c below, the governing body of a supported organization?	11a		
b	A family member of a person described on line 11a above?	11b		
с	A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide			
	detail in Part VI.	11c		
Sec	tion B. Type I Supporting Organizations			
			Yes	No
1	Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported			

	organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the
	supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.
2	Did the organization operate for the benefit of any supported organization other than the supported
	organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in
	Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated,

supervised, or controlled the supporting organization.

Sec	tion C. Type II Supporting Organizations		
		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors		
	or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control		

or management of the supporting organization was vested in the same persons that controlled or managed
the supported organization(s).

Section D. All Type III Supporting Organizations	Section D. Al	l Type III	Supporting	Organizations
--	---------------	------------	------------	---------------

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

Section E. Type III Functionally Integrated Supporting Organizations

1	Check the box next to the method that the organization used to	satisfy the Integral Part	Test during the year	(see instructions).
-		satisfy the integral r art	rest during the year	(

- **a** The organization satisfied the Activities Test. *Complete* **line 2** *below.*
- **b** The organization is the parent of each of its supported organizations. *Complete* **line 3** *below.*

с	The organization supported a governmental entity.	Describe in Part VI how	vou supported a	overnmental entitv	(see instructions)).

- 2 Activities Test. Answer lines 2a and 2b below.
- a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in **Part VI identify those supported organizations and explain** how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.
- b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *If* "Yes," *explain in* Part VI *the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.*
- **3** Parent of Supported Organizations. **Answer lines 3a and 3b below.**
- **a** Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *If* "Yes" or "No" provide details in **Part VI.**
- **b** Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? *If "Yes," describe in* **Part VI** *the role played by the organization in this regard.*

Yes

No

Public Disclosure Copy

Schedule A (Form 990) 2022

Pa	t V Type III Non-Functionally Integrated 509(a)(3) Supportin	g Orgar	nizations	
1	Check here if the organization satisfied the Integral Part Test as a qualifyin	g trust on	Nov. 20, 1970 (explain in	Part VI). See instructions.
	All other Type III non-functionally integrated supporting organizations must			
Sect	on A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1		
2	Recoveries of prior-year distributions	2		
3	Other gross income (see instructions)	3		
4	Add lines 1 through 3.	4		
5	Depreciation and depletion	5		
6	Portion of operating expenses paid or incurred for production or			
	collection of gross income or for management, conservation, or			
	maintenance of property held for production of income (see instructions)	6		
7	Other expenses (see instructions)	7		
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
Sect	on B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see			
	instructions for short tax year or assets held for part of year):			
a	Average monthly value of securities	1a		
b	Average monthly cash balances	1b		
c	Fair market value of other non-exempt-use assets	1c		
d	Total (add lines 1a, 1b, and 1c)	1d		
е	Discount claimed for blockage or other factors			
	(explain in detail in Part VI):			
2	Acquisition indebtedness applicable to non-exempt-use assets	2		
3	Subtract line 2 from line 1d.	3		
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount,			
	see instructions).	4		
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6	Multiply line 5 by 0.035.	6		
7	Recoveries of prior-year distributions	7		
8	Minimum Asset Amount (add line 7 to line 6)	8		
Sect	on C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1		
2	Enter 0.85 of line 1.	2		
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3		
4	Enter greater of line 2 or line 3.	4		
5	Income tax imposed in prior year	5		
6	Distributable Amount. Subtract line 5 from line 4, unless subject to			
	emergency temporary reduction (see instructions).	6		
7	Check here if the current year is the organization's first as a non-functional	ly integrat	ed Type III supporting orga	inization (see

PENCIL INC.

Schedule A (Form 990) 2022

Schedule A (Form 990) 2022

22-3384302 Page 6

instructions).

232027 12-09-22

2	Amounts paid to perform activity that directly furthers exemp				
	organizations, in excess of income from activity	2			
3	Administrative expenses paid to accomplish exempt purpose	;	3		
4	Amounts paid to acquire exempt-use assets			4	
5	Qualified set-aside amounts (prior IRS approval required - pro	ovide details in Part VI)		5	
6	Other distributions (describe in Part VI). See instructions.			6	
7	Total annual distributions. Add lines 1 through 6.			7	
8	Distributions to attentive supported organizations to which the	ne organization is responsive			
	(provide details in Part VI). See instructions.			8	
9	Distributable amount for 2022 from Section C, line 6			9	
10	Line 8 amount divided by line 9 amount			10	
Secti	on E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistribution Pre-2022	IS	(iii) Distributable Amount for 2022
1	Distributable amount for 2022 from Section C, line 6				
2	Underdistributions, if any, for years prior to 2022 (reason-				
	able cause required - explain in Part VI). See instructions.				
3	Excess distributions carryover, if any, to 2022				
а	From 2017				
b	From 2018				
c	From 2019				
d	From 2020				
е	From 2021				
f	Total of lines 3a through 3e				
g	g Applied to underdistributions of prior years				
h	h Applied to 2022 distributable amount				
i	i Carryover from 2017 not applied (see instructions)				
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.				
4	Distributions for 2022 from Section D,				
	line 7: \$				
a	Applied to underdistributions of prior years				
b	Applied to 2022 distributable amount				
c	Remainder. Subtract lines 4a and 4b from line 4.				
5	Remaining underdistributions for years prior to 2022, if				
	any. Subtract lines 3g and 4a from line 2. For result greater				
	than zero, explain in Part VI. See instructions.				
6	Remaining underdistributions for 2022. Subtract lines 3h				
	and 4b from line 1. For result greater than zero, explain in				
	Part VI. See instructions.				
7	Excess distributions carryover to 2023. Add lines 3j				
	and 4c.				
8	Breakdown of line 7:				
а	Excess from 2018				
b	Excess from 2019				
C	Excess from 2020				
d	Excess from 2021				
е	Excess from 2022				
				Sc	hedule A (Form 990) 2022

1 Amounts paid to supported organizations to accomplish exempt purposes

1

Current Year

Schedule A (Form 990) 2022 Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions

Schedule A	(Form 990) 2022	PENC	IL	INC.	22-3384302 Page 8
Part VI	Supplemental Inform Part IV, Section A, lines 1, line 1; Part IV, Section D,	nation. 2, 3b, 3c lines 2 an	Prov , 4b, d 3; F	vide the explanations required by Part II, line 10; Part II, line 17a o 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V Section E, lines 2, 5, and 6. Also complete this part for any additio	r 17b; Part III, line 12; 1 and 2; Part IV, Section C, V, Section B, line 1e; Part V,

** PUBLIC DISCLOSURE COPY

Schedule of Contributors

Attach to Form 990 or Form 990-PF. Go to www.irs.gov/Form990 for the latest information. OMB No. 1545-0047

2022

Employer identification number

Concaute	
(Form 990)	

chadula R

Department of the Treasury Internal Revenue Service

Name of the organization

······	,	
	PENCIL INC.	22-3384302
Organization type (chec	k one):	
Filers of:	Section:	
Form 990 or 990-EZ	\boxed{X} 501(c)(3) (enter number) organization	

	4947(a)(1) nonexempt charitable trust not treated as a private foundation
	527 political organization
Form 990-PF	501(c)(3) exempt private foundation
	4947(a)(1) nonexempt charitable trust treated as a private foundation
	501(c)(3) taxable private foundation

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

General Rule

📙 For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

X For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year ______\$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990) (2022)

	s (Form 990) (2022)		-	Page 2
Name of or	ganization		Emplo	yer identification number
PENCII	INC.		22	-3384302
Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	l space is needed.		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributio	ns	(d) Type of contribution
1		\$75,0	00.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributio	ns	(d) Type of contribution
2		\$75,0	<u>00.</u>	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contribution	ns	(d) Type of contribution
<u>3</u>		\$155,0	<u>00.</u>	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributio	ns	(d) Type of contribution
<u>4</u>		\$275,0	00.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contribution	ns	(d) Type of contribution
5		\$636,9	09.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributio	ns	(d) Type of contribution
6		\$80,0	00.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
223452 11-15-	22 Public Disclosure	Conv		Schedule B (Form 990) (2022)

Public Disclosure Copy

PENCIL INC. 22-3384302 Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed. (a) Name, address, and ZIP + 4 Total contributions Type of contrib 7		3 (Form 990) (2022)		1	Page
Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed. (c) (d) (a) Name, address, and ZIP + 4 Total contributions Type of contrib 7	Name of o	ganization		Emplo	over identification number
(a) (b) (c) (c) <td>PENCII</td> <td>I INC.</td> <td></td> <td>22</td> <td>-3384302</td>	PENCII	I INC.		22	-3384302
No. Name, address, and ZIP + 4 Total contributions Type of contrib 7	Part I	Contributors (see instructions). Use duplicate copies of Part I if additiona	I space is needed.		
s 68,800. Payroll Noncesh (a) (b) (c) (c) (c) (a) Name, address, and ZIP + 4 Total contributions Type of contributions (b) No. Name, address, and ZIP + 4 Total contributions Type of contributions (a) (b) (c) (c) (c) (c) (a) (b) (c) (c) (c) Payroll (a) (b) (c) (c) (c) (c) (a) Name, address, and ZIP + 4 Total contributions Type of contributions (a) (b) (c) (c) (c) (c) (a) Name, address, and ZIP + 4 Total contributions Type of contributions (a) Name, address, and ZIP + 4 Total contributions Type of contributions (b) No. Name, address, and ZIP + 4 Total contributions Type of contributions (a) (b) No Total contributions Type of contributions (a) <td></td> <td></td> <td></td> <td>ns</td> <td>(d) Type of contribution</td>				ns	(d) Type of contribution
No. Name, address, and ZIP + 4 Total contributions Type of contributions 8	7		\$68,8	800.	Payroll
image: second				ns	(d) Type of contribution
No. Name, address, and ZIP + 4 Total contributions Type of contributions 9	8_		\$110,0	00.	Payroll
9				ne	
No. Name, address, and ZIP + 4 Total contributions Type of contrib	9		\$75,0	00.	Person X Payroll
Image: second				ns	(d) Type of contribution
No. Name, address, and ZIP + 4 Total contributions Type of contributions			\$		Payroll
(a) (b) (c) (d) No. Name, address, and ZIP + 4 Total contributions Type of contributions				ns	(d) Type of contribution
No. Name, address, and ZIP + 4 Total contributions Type of contributions Person \$ Person Noncash Noncash			\$		Payroll
Payroll Noncash				ns	(d) Type of contribution
noncash contribut					Payroll

Schedule	B (Form	990)	(2022
	- (,	·

Public Disclosure Copy

	(Form 990) (2022)		Page 3
Name of ore	ganization		Employer identification number
PENCIL	INC.		22-3384302
Part II	Noncash Property (see instructions). Use duplicate copies of Part II if	additional space is needed	d.
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate (See instructions	
		- - - - \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate (See instructions	Data received
		- - - - \$\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate (See instructions	
		- - - - \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate (See instructions	
		- - - - \$\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate (See instructions	
		- - - - \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate (See instructions	
		_ _ _ \$	
223453 11-15-2	Public Disclosure		Schedule B (Form 990) (2022)

Name of o	rganization				Employer identification number	
PENCTI	L INC.				22-3384302	
Part III	Exclusively religious, charitable, etc., contributi from any one contributor. Complete columns (a) completing Part III, enter the total of exclusively religious, of) through (e) and the following charitable, etc., contributions of \$1,0	ine entry. For or	rganizations	at total more than \$1,000 for the year	
(a) No.	Use duplicate copies of Part III if additional					
from Part I	(b) Purpose of gift	(c) Use of gift		(d) Desc	cription of how gift is held	
		(e) Transfer	of gift			
-	Transferee's name, address, a	nd ZIP + 4	R	Relationship of transferor to transferee		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift (d)		(d) Desc	cription of how gift is held	
-		(e) Transfer	of gift			
-	Transferee's name, address, and ZIP + 4		R	elationship of tra	nsferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gif	1	(d) Desc	cription of how gift is held	
-	(e) Transfer of gift					
-	Transferee's name, address, a	nd ZIP + 4	R	elationship of tra	nsferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gif	t	(d) Desc	cription of how gift is held	
-	(e) Transfer of gift					
-	Transferee's name, address, a	nd ZIP + 4	R	elationship of tra	nsferor to transferee	
223454 11-15	-22 Dub				Schedule B (Form 990) (2022)	
	FUD	lic Disclosu		уру	,, , ,	

Department of the Treasury Internal Revenue Service

Name of the organization

Supplemental Financial Statements Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. Go to www.irs.gov/Form990 for instructions and the latest information.



Employer identification number

<u>_</u>	2	2	2	0	Λ	2	A	
	2-	-3	3	x.	4	5	UZ.	

	PENCIL INC.			22-3384302
Par	t I Organizations Maintaining Donor Advised	d Funds or Other Sin	nilar Funds or Ac	counts. Complete if the
	organization answered "Yes" on Form 990, Part IV, line	e 6.		·
		(a) Donor advised	funds (b) Funds and other accounts
1	Total number at end of year			
2	Aggregate value of contributions to (during year)			
3	Aggregate value of grants from (during year)			
4	Aggregate value of grants non (during year)			
5	Did the organization inform all donors and donor advisors in v	witing that the aposto hold	in depart advised fund	10
5				
6	are the organization's property, subject to the organization's e			
6	Did the organization inform all grantees, donors, and donor ad			•
	for charitable purposes and not for the benefit of the donor or			
Par	impermissible private benefit?	······································		Yes No
			on Form 990, Part IV,	line 7.
1	Purpose(s) of conservation easements held by the organization			
	Preservation of land for public use (for example, recreat			prically important land area
	Protection of natural habitat		Preservation of a certi	fied historic structure
	Preservation of open space			
2	Complete lines 2a through 2d if the organization held a qualifi	ed conservation contributi	on in the form of a cor	
	day of the tax year.			Held at the End of the Tax Year
а	Total number of conservation easements			2a
b				2b
С	Number of conservation easements on a certified historic stru			2c
d	Number of conservation easements included in (c) acquired a	•		
	historic structure listed in the National Register			2d
3	Number of conservation easements modified, transferred, rele	eased, extinguished, or terr	minated by the organiz	zation during the tax
	year			
4	Number of states where property subject to conservation eas	ement is located		
5	Does the organization have a written policy regarding the peri	odic monitoring, inspection	n, handling of	
	violations, and enforcement of the conservation easements it	holds?		YesNo
6	Staff and volunteer hours devoted to monitoring, inspecting, I	nandling of violations, and	enforcing conservatio	n easements during the year
7	Amount of expenses incurred in monitoring, inspecting, hand	ling of violations, and enfo	rcing conservation eas	sements during the year
8	Does each conservation easement reported on line 2(d) above	e satisfy the requirements of	of section 170(h)(4)(B)	(i)
	and section 170(h)(4)(B)(ii)?			
9	In Part XIII, describe how the organization reports conservation	on easements in its revenue	e and expense statem	ent and
	balance sheet, and include, if applicable, the text of the footn	ote to the organization's fir	nancial statements that	at describes the
_	organization's accounting for conservation easements.	A	0.1.0	· · · ·
Par	t III Organizations Maintaining Collections of	-	sures, or Other S	imilar Assets.
	Complete if the organization answered "Yes" on Form			
1a	If the organization elected, as permitted under FASB ASC 958			
	of art, historical treasures, or other similar assets held for pub	lic exhibition, education, o	r research in furtheran	nce of public
	service, provide in Part XIII the text of the footnote to its finan	cial statements that descri	bes these items.	
b	If the organization elected, as permitted under FASB ASC 958	B, to report in its revenue s	tatement and balance	e sheet works of
	art, historical treasures, or other similar assets held for public	exhibition, education, or re	esearch in furtherance	e of public service,
	provide the following amounts relating to these items:			
	(i) Revenue included on Form 990, Part VIII, line 1			\$
2	If the organization received or held works of art, historical treat	asures, or other similar ass	ets for financial gain, p	provide
	the following amounts required to be reported under FASB AS	SC 958 relating to these ite	ems:	
а	Revenue included on Form 990, Part VIII, line 1			\$
				•
LHA	For Paperwork Reduction Act Notice, see the Instructions	for Form 990.		Schedule D (Form 990) 2022
232051	09-01-22 Public D	isclosure (Conv	

Sche	dule D (Form 990) 2022 PENCIL					22	2-338	34302	2 ра	age 2
Par	t III Organizations Maintaining C	ollections of Ar	t, Historical	Freasures, oi	r Other \$	Similar A	Assets	(contir	nued)	
3	Using the organization's acquisition, accessi	on, and other record	s, check any of t	he following that	make sigr	nificant use	e of its			
	collection items (check all that apply):									
а	Public exhibition	c	1 📃 Loan or	exchange progra	ım					
b	Scholarly research	e	ð 🗌 Other_							
с	Preservation for future generations									
4	Provide a description of the organization's co	ollections and explair	n how they furthe	er the organizatio	n's exemp	ot purpose	in Part >	KIII.		
5	During the year, did the organization solicit of	or receive donations of	of art, historical t	reasures, or othe	er similar a	ssets		_		_
	to be sold to raise funds rather than to be ma							Yes		No
Par	t IV Escrow and Custodial Arran		ete if the organiz	ation answered "	Yes" on F	orm 990, F	Part IV, li	ne 9, or		
	reported an amount on Form 990, Pa									
1a	Is the organization an agent, trustee, custod	ian or other intermed	liary for contribut	ions or other ass	ets not ind	cluded		-		_
	on Form 990, Part X?						L	Yes		No
b	If "Yes," explain the arrangement in Part XIII	and complete the fol	llowing table:							
								Amoun	t	
	Beginning balance					1c				
	Additions during the year					1d				
е	Distributions during the year					1e				
f	Ending balance					1f		1		
	Did the organization include an amount on F					ı?	L	Yes		No
	If "Yes," explain the arrangement in Part XIII.					<u></u>	<u></u>	<u></u>		
Par	t V Endowment Funds. Complete	-					ra haali	(a) [au		haali
		(a) Current year	(b) Prior yea	(c) Two year	S DACK (C	d) Three yea	IS DACK	(e) Four	years	DACK
1a	Beginning of year balance									
b	Contributions									
с	Net investment earnings, gains, and losses									
d	Grants or scholarships									
е	Other expenditures for facilities									
	and programs									
	Administrative expenses									
g	End of year balance									
2	Provide the estimated percentage of the curr	•		n (a)) held as:						
a	Board designated or quasi-endowment		_%							
D	Permanent endowment	%								
С		<u>%</u>								
2-	The percentages on lines 2a, 2b, and 2c sho		ation that are had	d and administer	ad far tha					
Ja	Are there endowment funds not in the posse	ssion of the organiza	alion that are her	and administer				ſ	Yes	No
	organization by: (i) Unrelated organizations							3a(i)		
								3a(ii)		
h	(ii) Related organizations							3b		
4	Describe in Part XIII the intended uses of the							55		
Par	t VI Land, Buildings, and Equipm		which tunds.							
	Complete if the organization answere). Part IV. line 11	a. See Form 990	. Part X. lir	ne 10.				
	Description of property	(a) Cost or c		Cost or other		cumulated		(d) Boo	k valu	<u></u>
	Description of property	basis (investr	• • •	sis (other)	• •	eciation		(u) 000	n valut	6
19	Land		,	()	191					
	Buildings									
	Leasehold improvements			591,669.	5	91,667	7.			2.
	Equipment			97,677.		82,591		1	5,08	
	Other			2.,0,,•		,		<u> </u>	- ,	
-	Add lines 1a through 1e. (Column (d) must e		V column (P) li-					1	5,08	88.
Total	i Add mids fa through fe. (Column (a) Must e	qual FOITT 990, Part	$\overline{\Lambda}$, COIUIIIII (B), III				·· I		- ,	

Schedule D (Form 990) 2022

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.

PENCIL INC.

(c) Method of valuation: Cost or end-of-year market value (a) Description of security or category (including name of security) (b) Book value (1) Financial derivatives (2) Closely held equity interests (3) Other (A) (B) (C) (D) (E) (F) (G) (H) Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) Part VIII Investments - Program Related. Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13. (a) Description of investment (b) Book value (c) Method of valuation: Cost or end-of-year market value (1) (2) (3) (4) (5) (6) (7) (8) (9) Total. (Col. (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) SECURITY DEPOSIT 42,667 OPERATING LEASE RIGHT OF USE ASSET 186,047 (2) (3) (4) (5) (6) (7) (8) (9) 228,714. Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) Part X Other Liabilities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25. (a) Description of liability (b) Book value 1 (1) Federal income taxes 195,574 OPERATING LEASE LIABILITY (2)(3) (4) (5) (6) (7) (8) (9) 195,574. Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)

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

Schedule D (Form 990) 2022

Sche	dule D (Form 990) 2022 PENCIL INC.			22-2	3384302	Page 4
Pa	t XI Reconciliation of Revenue per Audited Financial Statemer	nts With	Revenue per Re	turn.		
	Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.					
1	Total revenue, gains, and other support per audited financial statements			1	3,241,	601.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:					
а	Net unrealized gains (losses) on investments	2a	-26,458.			
b	Donated services and use of facilities	2b	163,133.			
с	Recoveries of prior year grants					
d	Other (Describe in Part XIII.)	2d				
е	Add lines 2a through 2d			2e	136,	<u>,675.</u>
3	Subtract line 2e from line 1			3	3,104,	<u>,926.</u>
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:					
а	Investment expenses not included on Form 990, Part VIII, line 7b	4a				
b	Other (Describe in Part XIII.)	4b				
с	Add lines 4a and 4b			4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)			5	3,104,	,926.
Pa	t XII Reconciliation of Expenses per Audited Financial Stateme	ents With	Expenses per F	Returi	า.	
	Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.			· · · ·		
1	Total expenses and losses per audited financial statements			1	3,176,	<u>,112.</u>
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:					
а	Donated services and use of facilities	2a	163,133.			
b	Prior year adjustments	2b				
С	Other losses	2c				
d	Other (Describe in Part XIII.)	2d				
е	Add lines 2a through 2d			2e		<u>,133.</u>
3	Subtract line 2e from line 1			3	3,012,	<u>,979.</u>
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:					
а	Investment expenses not included on Form 990, Part VIII, line 7b	4a				
b	Other (Describe in Part XIII.)	4b				
с	Add lines 4a and 4b			4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)			5	3,012,	,979.
Pa	t 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.

PART X, LINE 2:

PENCIL DOES NOT BELIEVE ITS FINANCIAL STATEMENTS INCLUDE ANY MATERIAL,

UNCERTAIN TAX POSITIONS. TAX FILINGS FOR PERIODS ENDING DECEMBER 31, 2019

AND LATER ARE SUBJECT TO EXAMINATION BY APPLICABLE TAXING AUTHORITIES.

SCHEDULE G	Suppleme	ntal Information Regarding	Fund	Iraisi	ng or Gaming A	ctivi	ties	OMB No. 1545-0047
(Form 990)		e organization answered "Yes" on				r 19 ,	or if the	2022
5 <i></i>	C	organization entered more than \$1 Attach to Form 990 o	-		-			Open to Public
Department of the Treasury Internal Revenue Service	Go t	o www.irs.gov/Form990 for instruc				ı.		Inspection
Name of the organization								entification number
Double Fundacio	PENCIL						22-338	
	complete this part	Complete if the organization answe	ered "Y	es" or	n Form 990, Part IV, li	ne 17	7. Form 990-E	Z filers are not
 Indicate whether th a Mail solicitat b Internet and c Phone solici d In-person so 2 a Did the organization key employees list 	e organization rais ions email solicitations tations licitations on have a written o ed in Form 990, Pa highest paid indiv	ed funds through any of the followin e Solicita f Solicita g Special or oral agreement with any individual art VII) or entity in connection with p viduals or entities (fundraisers) pursu	tion of tion of fundra (includ	non-g gover iising o ling of onal fu	overnment grants nment grants events ficers, directors, trust undraising services?		X Ye	
(i) Name and addres or entity (func		(ii) Activity	(iii) fundr have c or con contribu	ustody itrol of	(iv) Gross receipts from activity	tò (o 1	Amount paid r retained by fundraiser red in col. (i)	(vi) Amount paid to (or retained by) organization
			Yes	No				
Total								
3 List all states in whi or licensing.	ch the organizatio	n is registered or licensed to solicit o	contrib	utions	or has been notified	it is e	exempt from r	egistration
NY								

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

Schedule G (Form 990) 2022

PENCIL INC.

22-3384302 Page 2

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

		of fundraising event contributions and gro	oss income on Form 990	EZ, lines 1 and 6b. List e		ots greater than \$5,000.
			(a) Event #1 CELEBRATION	(b) Event #2	(c) Other events NONE	(d) Total events
			OF SUCCESS		HOILE	(add col. (a) through
			(event type)	(event type)	(total number)	col. (c))
anı					,	
Revenue	1	Gross receipts	507,888.			507,888.
	2	Less: Contributions	422,706.			422,706.
	3	Gross income (line 1 minus line 2)	85,182.			85,182.
	4	Cash prizes				
ŝ	5	Noncash prizes				
pense	6	Rent/facility costs				
Direct Expenses	7	Food and beverages				
Δ	8	Entertainment				
	9	Other direct expenses				85,182.
	10	Direct expense summary. Add lines 4 through		•		0 - 100
		Net income summary. Subtract line 10 from li				0
Pa	rt I	II Gaming. Complete if the organization	answered "Yes" on Form	n 990, Part IV, line 19, or r	reported more than	
		\$15,000 on Form 990-EZ, line 6a.				
Revenue			(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
eve						
щ	1	Gross revenue				
s	2	Cash prizes				
suse						
xpe	3	Noncash prizes				
Direct Expenses						
Dire	4	Rent/facility costs				
				1		

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

8 Net gaming income summary. Subtract line 7 from line 1, column (d)

7 Direct expense summary. Add lines 2 through 5 in column (d)

Other direct expenses

6 Volunteer labor

a Is the organization licensed to conduct gaming activities in each of these states?
b If "No," explain: ______

%

Yes

No

Yes

No

%

Yes

No

%

232082 10-27-22

5

Schedule G (Form 990) 2022

Yes

No

No

Scł	nedule G (Form 990) 2022	PENCIL	INC.	22-338	4302	Page 3
11	Does the organization conduct ga		with nonmembers?		Yes	No
	Is the organization a grantor, bene	eficiary or truste	e of a trust, or a member of a partnership or other entity formed		7.4	
				L	Yes	└── No
	Indicate the percentage of gaming				1	
						%
					וכ	%
14	Enter the name and address of the	e person who p	repares the organization's gaming/special events books and record	S.		
	Name					
	Address					
15	a Does the organization have a con	tract with a thir	d party from whom the organization receives gaming revenue? \dots		Yes	No No
I	b If "Yes," enter the amount of gam	ing revenue rec	eived by the organization \$ and the am	ount		
	of gaming revenue retained by the	e third party	\$			
	c If "Yes," enter name and address	of the third par	ty:			
	Name					
	Address					
16	Gaming manager information:					
	Name					
	Coming manager componention	\$				
	Gaming manager compensation	φ				
	Description of services provided					
	Director/officer	Employee	e Independent contractor			
17	Mandatory distributions:					
	•	state law to m	ake charitable distributions from the gaming proceeds to			
	retain the state gaming license?				Yes	No No
I			state law to be distributed to other exempt organizations or spent in			
	organization's own exempt activit	ies during the t	ax year \$			
Pa			ide the explanations required by Part I, line 2b, columns (iii) and (v);	and Part III, I	ines 9,	9b, 10b,
	15b, 15c, 16, and 17b, as	applicable. Als	o provide any additional information. See instructions.			

Part IV	Supplemental Information (continued)

SCH	IEDULE J	Comp	ensation Information	OMB No	o. 1545-00	47
(Foi	rm 990)	-	prectors, Trustees, Key Employees, and Highest Compensated Employees	20)22	
		Complete if the organiza	ation answered "Yes" on Form 990, Part IV, line 23.			_
	ment of the Treasury		Attach to Form 990.		to Publ	
	I Revenue Service e of the organizatior	· · · · · · · · · · · · · · · · · · ·	m990 for instructions and the latest information.	Employer identifica		
	e er une ergannzaner	PENCIL INC.		22-33843		
Pa	rt I Question	s Regarding Compensation				
					Yes	No
1a	Check the appropri	ate box(es) if the organization provide	d any of the following to or for a person listed on Form 9	990,		
			ny relevant information regarding these items.			
	First-class or c	harter travel	Housing allowance or residence for person	al use		
	Travel for com	panions	Payments for business use of personal res	idence		
	Tax indemnific	ation and gross-up payments	Health or social club dues or initiation fees			
	Discretionary s	spending account	Personal services (such as maid, chauffeur	r, chef)		
b	•	· –	zation follow a written policy regarding payment or			
	reimbursement or p	provision of all of the expenses describ	ed above? If "No," complete Part III to explain	1b		
2	Did the organization	n require substantiation prior to reimb	ursing or allowing expenses incurred by all directors,			
	trustees, and office	rs, including the CEO/Executive Direct	tor, regarding the items checked on line 1a?	2		
_						
3			sed to establish the compensation of the organization's			
		11,3	ck any boxes for methods used by a related organizatio	n to		
	·	ation of the CEO/Executive Director, b				
	Compensation		Written employment contract			
		compensation consultant	Compensation survey or study			
	X Form 990 of o	ther organizations	X Approval by the board or compensation co	mmittee		
4	During the year, did	any person listed on Form 990. Part '	VII, Section A, line 1a, with respect to the filing			
	organization or a re	• •				
	-	e payment or change-of-control payme	ent?	4a		X
		eive payment from a supplemental no				X
	•	eive payment from an equity-based co			:	x
	•		the applicable amounts for each item in Part III.			
	Only section 501(c	:)(3), 501(c)(4), and 501(c)(29) organiz	zations must complete lines 5-9.			
5	For persons listed o	on Form 990, Part VII, Section A, line 1	a, did the organization pay or accrue any compensation	1		
	contingent on the re					
а	The organization?			<u>5</u> a		X
b	Any related organiz	ation?				X
		or 5b, describe in Part III.				
			a, did the organization pay or accrue any compensation	1		
	contingent on the n	0				
				<u>6a</u>		X
	Any related organiz			6b		X
		or 6b, describe in Part III.				
			a, did the organization provide any nonfixed payments			37
			III			X
	-		or accrued pursuant to a contract that was subject to the			v
		•				X
9			uttable presumption procedure described in			
	Regulations section					
LHA	For Paperwork Re	eduction Act Notice, see the Instruc	tions for Form 990.	Schedule J (Fo	rm 990) 2022

22-3384302

Page **2**

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

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

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

		(B) Breakdown of W	/-2 and/or 1099-MIS compensation	C and/or 1099-NEC	other deferred	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	in column (B)
(A) Name and Title		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	compensation			reported as deferred on prior Form 990
(1) GREGG BETHEIL	(i)	236,620.	0.	0.	5,059.	27,964.	269,643.	0.
CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JESSICA BYNOE	(i)	200,096.	0.	0.	4,276.	10,390.		0.
PRESIDENT	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

Schedule J (Form 990) 2022

SCHEDULE O (Form 990)

Department of the Treasury Internal Revenue Service Name of the organization 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 Form 990-EZ. Go to www.irs.gov/Form990 for the latest information.



PENCIL INC.

22-3384302

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

AND STUDENTS TO OPEN EYES, OPEN MINDS, AND OPEN DOORS. BY DOING SO, WE

CONNECT STUDENTS TO SUCCESS.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

1) 91% OF STUDENTS AGREE THAT PENCIL CONNECTED THEM WITH PROFESSIONALS

WHOM THEY WOULD NOT MEET

OTHERWISE.

2) 95% OF STUDENTS AGREE THAT PENCIL HELPED THEM DEVELOP THE SKILLS

ESSENTIAL FOR THEIR GROWTH AND

SUCCESS.

3) 88% OF STUDENTS AGREE THAT PENCIL CONNECTED THEM TO OPPORTUNITIES

AND EXPERIENCES THEY DIDN'T

KNOW ABOUT BEFORE.

PENCIL ONCE AGAIN HOSTED IN-PERSON AND VIRTUAL PRINCIPAL FOR A DAY

VISITS! PRINCIPAL FOR A DAY IS AN IMMERSIVE

VISIT TO A NYC PUBLIC SCHOOL WHERE EXECUTIVES LEARN ABOUT WHAT IT TAKES

TO LEAD A SCHOOL DIRECTLY FROM PRINCIPALS AS WELL AS VISIT WITH

STUDENTS TO OFFER INSIGHT INTO THEIR CAREER TRAJECTORY AND

OPPORTUNITIES THAT EXIST WITHIN THEIR INDUSTRY. 136 EXECUTIVES

CONNECTED WITH 134 SCHOOLS SUPPORTING AN ESTIMATED 337 TEACHERS AND

4,362 STUDENTS.

OVER THE SUMMER, PENCIL PLACED 788 STUDENTS IN INTERNSHIP AND OTHER

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. ²³²²¹¹ ¹⁰⁻²⁸⁻²² Public Disclosure Copy

lame of the organization				Employer identification number
PEN	CIL INC.			22-3384302
AID WORK-BASED E	XPERIENCES. PENC	IL PLACED 627	STUDENTS IN	N SIX-WEEK

YORK CITY. PENCIL PROVIDED 161 ADDITIONAL STUDENTS WITH VIRTUAL PAID

WORK-BASED EXPERIENCES THROUGH TWO PROGRAMS (CAREER EXPLORERS AND

TECHNYC). AN ADDITIONAL 598 STUDENTS ALSO RECEIVED COLLEGE AND CAREER

TRAINING THROUGH PENCIL'S PROGRAMS.

IN TOTAL, PARTICIPANTS RECEIVED OVER \$1,800,000 IN WAGES. BUSINESS MENTORS AND STUDENT INTERNS ALSO REPORT THAT THE INTERNSHIP PROGRAM HAD A POSITIVE IMPACT ON PARTICIPANTS' COMMUNICATION SKILLS, NETWORKING SKILLS, PROFESSIONAL SKILLS, AND THEIR CAREER AWARENESS.

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

LINE 11B EXPLANATION - MANAGEMENT REVIEWED A DRAFT OF THE FORM 990 WITH THE AUDIT/FINANCE COMMITTEE AND PROVIDED EDITS TO THE TAX PREPARER. AFTER THIS PROCESS WAS PERFORMED, THE FORM 990 WAS SENT TO THE FULL BOARD OF DIRECTORS PRIOR TO BEING FILED WITH THE IRS.

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

THE ORGANIZATION HAS A BOARD APPROVED CONFLICTS OF INTEREST POLICY. EACH BOARD MEMBER MUST FILL OUT AN ANNUAL DECLARATION STATING THEY HAD NO CONFLICTS OR IDENTIFYING THE NATURE OF THEIR INTERESTED PARTY TRANSACTIONS.

FORM 990, PART VI, SECTION B, LINE 15:

EACH YEAR, THE LEADERSHIP TEAM REVIEWS COMPARABLE SALARIES BASED ON A

RECOGNIZED STUDY AND REVIEWS THE PERFORMANCE OF EMPLOYEES TO DETERMINE IF

SALARIES FALL WITHIN THESE RANGES. AFTER A DELIBERATION OF THIS MATTER, A

Public Disclosure Copy

Schedule O (Form 990) 2022

NEW PROPOSED SALARY AND BENEFIT PACKAGE IS INCLUDED IN THE ANNUAL BUDGET

AND REVIEWED BY THE AUDIT & FINANCE COMMITTEE. THE MINUTES OF THE BOARD OF DIRECTORS REFLECT THE NATURE OF THIS PROCESS.

THE PRESIDENT AND CEO'S SALARY IS REVIEWED AND APPROVED BY THE BOARD. EACH YEAR, THE EXECUTIVE COMMITTEE REVIEWS COMPARABLE SALARIES BASED ON A RECOGNIZED STUDY AND REVIEWS THE PERFORMANCE OF THE PRESIDENT TO DETERMINE IF THE EXISTING SALARY FALLS WITHIN THESE RANGES. AFTER A DELIBERATION OF THIS MATTER, A NEW PROPOSED SALARY AND BENEFIT PACKAGE IS VOTED ON. THE MINUTES OF THE BOARD OF DIRECTORS REFLECT THE NATURE OF THIS PROCESS.

FORM 990, PART VI, SECTION C, LINE 19:

ORGANIZATIONAL DOCUMENTS ARE MADE AVAILABLE ON THE PENCIL WEBSITE.

(Rev. January 2022)

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury Internal Revenue Service

Eilo a	conarato	application	for oach	roturn
File a	separate	application	tor eacr	n return.

► Go to www.irs.gov/Form8868 for the latest information.

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits*.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Туре о	Name of exempt organization or other filer, see instructions. PENCIL INC.				Taxpayer identification number (TIN)					
print					22-3384302					
File by the due date filing your return. Se										
instructio	See									
Enter t	ne Return Code for the return that this application is for (fi	le a separa	te application for each return)				0 1			
Application			Application				Return			
Is For			Is For				Code			
Form 990 or Form 990-EZ			Form 1041-A				08			
Form 4720 (individual)		03	Form 4720 (other than individual)				09			
Form 990-PF		04	Form 5227				10			
Form 990-T (sec. 401(a) or 408(a) trust)			Form 6069				11			
Form 990-T (trust other than above)			Form 8870				12			
Form 9	90-T (corporation) TRACY KEBATTA	07								
 If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ▶ and attach a list with the names and TINs of all members the extension is for. I request an automatic 6-month extension of time until NOVEMBER 15, 2023 , to file the exempt organization return for the organization named above. The extension is for the organization's return for: ▶ X calendar year 2022 or ▶, and ending If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return 										
3a li	Change in accounting period this application is for Forms 990-PF, 990-T, 4720, or 606	9, enter the	tentative tax, less							
<u>a</u>	ny nonrefundable credits. See instructions.			3a	\$		0.			
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and										
e	estimated tax payments made. Include any prior year overpayment allowed as a credit.						0.			
сE	c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by									
using EFTPS (Electronic Federal Tax Payment System). See instructions.			ns.	3c	\$		0.			
Cautio instruc	n: If you are going to make an electronic funds withdrawa tions.	l (direct deb	bit) with this Form 8868, see Form 84	53-TE an	d Form 8879	9-TE for pa	ayment			

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2022)