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.

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

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

Inspection

| ΑF | or the | e 2023 calendar year, or tax year beginning and | ending | | |
|---------------|-------------------------------|---|---------------|--|----------------------------------|
| B (| Check if applicable | C Name of organization | | D Employer identific | cation number |
| | Addre | PENCIL INC. | | | |
| | Name chang | Doing business as | | 22-33843 | 02 |
| | □Initial □return □Final | Number and street (or P.O. box if mail is not delivered to street address) | Room/suite | E Telephone number (212) 52 | |
| | return. termir ated | _ | | | |
| | □Amen | 1 | | G Gross receipts \$ H(a) Is this a group re | 4,434,241. |
| | return _Applic _tion | | | | ? Yes X No |
| | tion pendii | SAME AS C ABOVE | | H(b) Are all subordinates in | |
| | Γαν αν | empt status: X 501(c)(3) 501(c) () (insert no.) 4947(a)(1) | or 527 | 1 ' ' | list. See instructions |
| | Nebsi | | 01 321 | H(c) Group exemptio | |
| | | organization: X Corporation Trust Association Other | I Vear | | ■ State of legal domicile: NY |
| | art I | Summary | L 16a1 | or formation. | 1 State of legal doffliche, 14 1 |
| | | Briefly describe the organization's mission or most significant activities: BRIN | GING T | OGETHER BUS | INESS |
| Se | ' | PROFESSIONALS, EDUCATORS AND STUDENTS TO | | | |
| Governance | 2 | Check this box if the organization discontinued its operations or dispose | | | |
| Ver | 3 | | | 3 | 25 |
| | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | | | 25 |
| ۆ ئ | | Total number of individuals employed in calendar year 2023 (Part V, line 2a) | | | 39 |
| itie | | Total number of volunteers (estimate if necessary) | | | 870 |
| Activities & | | Total unrelated business revenue from Part VIII, column (C), line 12 | | | 0. |
| _ ⋖ | | Net unrelated business taxable income from Form 990-T, Part I, line 11 | | | 0. |
| | | | | Prior Year | Current Year |
| Revenue | 8 | Contributions and grants (Part VIII, line 1h) | | 3,095,777. | 3,466,157. |
| | 9 | Program service revenue (Part VIII, line 2g) | | 0. | 0. |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | | 9,149. | 40,483. |
| Œ | 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) | | 3,104,926. | 3,506,640. |
| | 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. |
| S | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | | 2,391,457. | 2,826,503. |
| nse | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | | 0. | 0. |
| Expenses | b | Total fundraising expenses (Part IX, column (D), line 25) 509,1 | 30. | | |
| Ú | '' | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | | 621,522. | 607,219. |
| | 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | | 3,012,979. | 3,433,722. |
| | | Revenue less expenses. Subtract line 18 from line 12 | | 91,947. | 72,918. |
| S OF | | | Ве | ginning of Current Year | End of Year |
| t Assets or | 20 | Total assets (Part X, line 16) | | 2,677,959. | 3,077,906. |
| AAS | | Total liabilities (Part X, line 26) | | 252,389. | 576,867. |
| Net | | Net assets or fund balances. Subtract line 21 from line 20 | | 2,425,570. | 2,501,039. |
| | art II | Signature Block | | | |
| | | Ities of perjury, I declare that I have examined this return, including accompanying schedule | | | knowledge and belief, it is |
| true | , correc | and complete. Declaration of preparer (other than officer) is based on all information of wi | nch preparer | | 0.0004 |
| 0: | | Signative of officer | | Novemb | er 6, 2024 |
| Sig | | GREGG BETHEIL, CEO | | Dato | |
| Her | е | Type or print name and title | | | |
| | | | | Date Check | PTIN |
| Paid | 1 | Print/Type preparer's name MIKE SCHALL MIKE SHALI | // | .1/05/24 self-employ | |
| | arer | Firm's name SAX LLP | <u> </u> | | 1-2950760 |
| | Only | Firm's address 1040 AVENUE OF THE AMERICAS-16TH | FI. | FIIIII S EIN O | <u> </u> |
| 200 | Jy | NEW YORK, NY 10018 | | Phone no 21 | 2-268-2804 |
| May | the II | RS discuss this return with the preparer shown above? See instructions | | 11 Holle Ho. 2 2 | X Yes No |
| · · · · · · · | | | | | |

| Pai | Till 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 AND | |
| | AMBITION TO GO FAR AND WE ENVISION A CITY FILLED WITH STUDENTS WHOSE | |
| | OPPORTUNITIES MATCH THEIR AMBITIONS. SINCE 1995, WE'VE PLAYED A | |
| | CRITICAL ROLE IN BRINGING TOGETHER BUSINESS PROFESSIONALS, EDUCATORS | |
| 2 | Did the organization undertake any significant program services during the year which were not listed on the | |
| | prior Form 990 or 990-EZ? | Nο |
| | If "Yes," describe these new services on Schedule O. | |
| 3 | Did the organization cease conducting, or make significant changes in how it conducts, any program services? | ₹ No |
| 3 | <u> </u> | <u> </u> |
| _ | If "Yes," describe these changes on Schedule O. | |
| 4 | Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. | |
| | Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and | |
| | revenue, if any, for each program service reported. | |
| 4a | (Code:) (Expenses \$2 , 429 , 162 • including grants of \$) (Revenue \$) | |
| | THROUGH ITS SCHOOL BASED PARTNERSHIP PROGRAMS, PENCIL SERVED 1,338 | |
| | STUDENTS ACROSS 35 NYC PUBLIC SCHOOLS. THESE PROGRAMS LEVERAGE THE | |
| | TALENTS AND RESOURCES OF NYC'S BUSINESS COMMUNITY TO IMPROVE STUDENTS' | |
| | COLLEGE AND CAREER READINESS. | |
| | | |
| | -94% OF STUDENTS STATED THE PROGRAM CONNECTED THEM WITH PROFESSIONALS | |
| | THEY WOULD NOT OTHERWISE MEET. | |
| | | |
| | -97% OF STUDENTS AGREED THE PROGRAM HELPED THEM DEVELOP THE SKILLS | |
| | ESSENTIAL FOR THEIR GROWTH AND SUCCESS. | |
| | -88% OF RESPONDING VOLUNTEERS SAID PENCIL HELPED THEM STRENGTHEN MY | |
| | LEADERSHIP SKILLS. | |
| | (CONTINUED ON SCHEDULE O) | |
| 4b | (Code:) (Expenses \$ including grants of \$) (Revenue \$ | |
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| 4c | (Code:) (Expenses \$ including grants of \$) (Revenue \$ | , |
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| | | |
| 4d | Other program services (Describe on Schedule O.) | |
| ·u | | |
| 10 | (Expenses \$ including grants of \$) (Revenue \$) Total program service expenses 2,429,162. | |
| 4e | Total program service expenses 2,429,162. | |

Form 990 (2023) PENCIL INC. Part IV Checklist of Required Schedules

| | | | Yes | No |
|-----|--|----------|-----|----------------|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? | | | |
| | If "Yes," complete Schedule A | 1_ | Х | |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors? See instructions | 2 | X | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for | | | |
| | public office? If "Yes," complete Schedule C, Part I | 3 | | <u> </u> |
| 4 | Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect | | | l |
| | during the tax year? If "Yes," complete Schedule C, Part II | 4 | | <u> X</u> |
| 5 | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or | | | l |
| | similar amounts as defined in Rev. Proc. 98-19? If "Yes," complete Schedule C, Part III | 5 | | <u> X</u> |
| 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 | | <u> X</u> |
| 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 | | <u> X</u> |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete | | | |
| | Schedule D, Part III | 8 | | <u> </u> |
| 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 | | <u> </u> |
| 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 | | <u> X</u> |
| 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, | | | |
| | 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 | | | |
| | assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII | 11b | | <u> X</u> |
| С | Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total | | | 3,7 |
| _ | 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 | | 37 | |
| | Part X, line 16? If "Yes," complete Schedule D, Part IX | 11d | X | _ |
| | Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X | 11e | X | _ |
| f | · · · · · · · · · · · · · · · · · · · | | 37 | |
| | the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X | 11f | X | _ |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete | ١ | v | |
| | Schedule D, Parts XI and XII | 12a | X | _ |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? | 40. | | ₩ |
| 40 | If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional | 12b | | \ \frac{1}{V} |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 13 | | X |
| | Did the organization maintain an office, employees, or agents outside of the United States? | 14a | | ├^ |
| а | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, | | | |
| | investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 | 146 | | x |
| 15 | or more? If "Yes," complete Schedule F, Parts I and IV Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any | 14b | | <u> </u> |
| ıo | | 45 | | x |
| 16 | foreign organization? If "Yes," complete Schedule F, Parts II and IV Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to | 15 | | ^ |
| 10 | | 16 | | x |
| 17 | or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, | 10 | | ^ |
| ., | 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? If "Yes." | " | | \vdash |
| .5 | , | 19 | | x |
| 202 | complete Schedule G, Part III | 20a | | X |
| | If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | 20a | | |
| 21 | Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or | | | \vdash |
| - ' | domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II | 21 | | X |
| | Gornostio government on tractor, committy y, microstic rest, complete ochequie i, Parts i and ii | | | |

Form 990 (2023) 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 | | | |
| | Schedule J | 23 | Х | |
| 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 | | | ۱ |
| | Schedule K. If "No," go to line 25a | 24a | | X |
| | 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 | | - |
| | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | | \vdash |
| 25 a | Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit | | | 37 |
| | 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 | | | 3,7 |
| | 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% | | | 37 |
| | 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 | | | X |
| | entity (including an employee thereof) or family member of any of these persons? If "Yes," complete Schedule L, Part III | 27 | | |
| 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? F | 00- | | x |
| | "Yes," complete Schedule L, Part IV | 28a | | X |
| | A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV | 28b | | |
| С | A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? If | 000 | | x |
| 29 | "Yes," complete Schedule L, Part IV | 28c 29 | | X |
| 30 | | 29 | | -25 |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation | 30 | | X |
| 31 | contributions? If "Yes," complete Schedule M Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I | 31 | | X |
| 32 | Did the organization riquidate, terminate, or dissolve and cease operations: If "Yes," complete Scriedule N, Part I Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete | 31 | | |
| 32 | , , | 32 | | x |
| 33 | Schedule N, Part II Did the organization own 100% of an entity disregarded as separate from the organization under Regulations | <u>52</u> | | |
| 33 | 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 | -33 | | <u> </u> |
| - | Part V, line 1 | 34 | | x |
| 35 a | 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 | 554 | | |
| - | 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 | | х |
| 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? | | | |
| | | 38 | Х | L |
| Pai | | | | |
| | Check if Schedule O contains a response or note to any line in this Part V | <u></u> | | |
| | | | Yes | No |
| 1a | Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable | | | |
| b | Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable 1b 0 | | | |
| С | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming | | | |
| | (gambling) winnings to prize winners? | 1c | | |
| | | _ | $\Omega\Omega\Omega$ | /a-a |

Form 990 (2023) PENCIL INC.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued) 22-3384302 Page **5**

| 22 Enter the number of employees reported on Form W3, Transmittal of Wege and Tax Statements, field for the calendar year ending with or within the year covered by this neturn 3 b I the registration have unrelated business gross is some of \$1,000 or more during the year? 4 a All any time during the calendar year, did the organization that are interest in, or a signature or other authority over, a framoidal account in a foreign country (such as a bank account, securities account, or other authority over, a framoidal account in a foreign country (such as a bank account). 5 b If Yes, fearter the name of the foreign country 5 see instructions for filing requirements for FincEN Form 114, Report of Foreign Bank and Financial Accounts (FBAF). 5 was the organization aparty to a prohibited tax shelter transaction at any time during the tax year? 5 a Use the organization aparty to a prohibited tax was or so a party to a prohibited tax shelter transaction? 5 b Use any taxonization aparty to a prohibited tax was or so a party to a prohibited tax shelter transaction at any time during the tax year? 5 a Use the organization aparty to a prohibited tax was or so a party to a prohibited tax shelter transaction? 5 b Use any taxonization aparty to a prohibited tax shelter transaction at any time during the tax year? 5 c If Yes' to line So or Sh, did the organization file Form 888677. 5 c If Yes' to line So or Sh, did the organization file Form 888677. 5 c If Yes' to line So or Sh, did the organization file Form 888677. 5 c If Yes' to line so or Sh, did the organization file Form 888677. 6 c If Yes' to line so or Sh, did the organization file Form 888677. 6 c If Yes' to line to organization review that are normally greater than \$100,000, and did the organization solicit any contributions or promote tax deductible or organization solicit any contributions or promote tax organization solicit tax organization file to organization solicit tax organization solicit tax organization file form 88867 and the organization sol | | | | Yes | No |
|---|------------|---|------------|-----|----|
| b If a least one is reported on line 2a, did the organization file all required federal employment tax returns? 3 Did the organization have unrelated business gross income of \$1,000 or more during the year? 3 If "Yes," has it filed a Form \$90.7 for this year" **For **To **Ion **Bo, provide an explanation on Schedule O 3 If "Yes," has it filed a Form \$90.7 for this year" **For **To **Ion **Bo, provide an explanation on Schedule O 3 If "Yes," enter the name of the foreign country (such as a such account, securities account, or other financial accounts; (FEAR), 5 If "Yes," enter the name of the foreign country 5 See instructions for filing requirements for FinCER Form 114, Report of Foreign Bank and Financial Accounts (FEAR), 5 Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5 If "Yes," other bear or the organization file Form \$886.7? 5 If "Yes," other bear or the organization file Form \$886.7? 5 Organizations that may receive deductible as charitable contributions or gifts were not tax deductible. 5 If "Yes," other organization include with every solicitation an express statement that such contributions or gifts were not tax deductible. 5 If "Yes," other organization include with every solicitation an express statement that such contributions or gifts were not tax deductible. 5 If "Yes," other organization include with every solicitation an express statement that such contributions or gifts were not tax deductible. 5 If "Yes," other organization entire a payment in excess of \$75 made party as contribution and party for goods and services provided to the payor? 5 If "Yes," other organization entire a payment in excess of \$75 made party as contribution and party for goods and services provided to the payor? 7 If "Yes," other organization entire a payment in excess of \$75 made party as contribution and party for yours which it was required to the file form \$826? in the organization entire and payment or the services provided as contribution of | 2 a | | | | |
| Sa Diff the organization have unrelated business gross income of \$1,000 or more during the year? 3a Diff the organization have any time of the property of the propert | | filed for the calendar year ending with or within the year covered by this return | | | |
| b If "Yes," has it filled a Form 990-T for this year" if "No" to line 3b, provide an explanation on Schedule O from submitted in the explanation of the set of the provided in | b | | 2b | Х | |
| 4a A any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial accounts (FBAR). 5b If "Yes," either the name of the foreign country See instructions for Illing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 5c In Year to Illine 5a or 5b, old the organization that it was or is a party to a prohibited tax shelter transaction? 5c In Year to Illine 5a or 5b, old the organization that it was or is a party to a prohibited tax shelter transaction? 5d In Year, and the 5a or 5b, old the organization that it was or is a party to a prohibited tax shelter transaction? 5d In Year, and the 5a or 5b, old the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductibles of charable contributions? 6d In Year, and the organization include with every solicitation an express statement that such contributions or gifts were not tax deductibles a charable contribution and party for goods and services provided to the payor? 5d If Year, and the organization include with every solicitation an express statement that such contributions or gifts were not tax deductibles and scharable contribution and party for goods and services provided to the payor? 5d If Year, and the organization receive a payment in excess of \$75 made party as a contribution and party for goods and services provided to the payor? 5d If Year, and the organization receive a payment in excess of \$75 made party as a contribution and party for goods and services provided to the payor? 5d If Year, and the organization received a contribution of the value of the goods or services provided? 6d If Year, indicate the number of Forms \$252 filed during the year 7d If If the organization received a contribution of indicetty, to pay premiums on a personal benefit contrac | | | | | X |
| financial account in a foreign country (such as a bank account, securities account, or other financial account)? 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). b id any taxoble party notify the organization that it was or is a party to a prohibited tax shelter transaction? b Did any taxoble party notify the organization that it was or is a party to a prohibited tax shelter transaction? b Did any taxoble party notify the organization file form 8886-17 c If Yes' to line Sa or Sb, did the organization file form 8886-17 b If Yes', and the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible as charitable contributions? b If Yes, "did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 7 organizations that many receive deductible contributions under section 170(c). b If the organization receive apment in excess in \$75 made party as a contribution or 170(c). b If the organization receive apment in excess in \$75 made party as a contribution or party for which it was required to life Form 8882? d If Yes, "did the organization notify the donor of the value of the goods or services provided? 7 b If Yes, "did the organization notify the donor of the value of the goods or services provided? 7 b If the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 1 Did the organization receive any qualified intellectual property, of the organization free mass and the party of the organization has a contribution of cars, boats, airplanes, or other vehicles, did the organization free mass and the party of the party of the organization has a maintaining donor advised funds. b Consis | | | 3b | | |
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Form 990 (2023) PENCIL INC. 22-3384302 Page
Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

| | to line sa, se, or real below, asserbed the sine annotations, processes, or sharings on contents of the sine annotations. | | | |
|------------|--|----------|---------|-----|
| <u> </u> | Check if Schedule O contains a response or note to any line in this Part VI | | | X |
| Sec | tion A. Governing Body and Management | | | Γ |
| | 5 | | Yes | No |
| па | Enter the number of voting members of the governing body at the end of the tax year | | | |
| | If there are material differences in voting rights among members of the governing body, or if the governing | | | |
| | body delegated broad authority to an executive committee or similar committee, explain on Schedule 0. Enter the number of voting members included on line 1a, above, who are independent 25 | | | |
| b | , , , | - | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other | | | Х |
| _ | officer, director, trustee, or key employee? | 2 | | |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person? | _ | | х |
| 4 | or officers, directors, trustees, or key employees to a management company or other person? Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | | X |
| 4 5 | Did the appropriation because the state of a similar state of the stat | 5 | | X |
| 6 | Did the approximation have recorded at the Idea O | 6 | | X |
| о 7а | Did the organization have members or stockholders? Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or | - | | |
| <i>1</i> a | | 7a | | x |
| h | more members of the governing body? Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or | 1a | | |
| b | | 7b | | x |
| 8 | persons other than the governing body? Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | 7.5 | | |
| | | 8a | х | |
| b | The governing body? Each committee with authority to act on behalf of the governing body? | 8b | X | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the | 00 | | |
| Ū | organization's mailing address? If "Yes," provide the names and addresses on Schedule O | 9 | | x |
| Sec | tion B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.) | | ļ. | |
| | (This Section B requests information about policies not required by the internal nevertue Gode.) | | Yes | No |
| 10a | Did the organization have local chapters, branches, or affiliates? | 10a | | X |
| | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, | | | |
| | and branches to ensure their operations are consistent with the organization's exempt purposes? | 10b | | |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | 11a | Х | |
| b | Describe on Schedule O the process, if any, used by the organization to review this Form 990. | | | |
| 12a | Did the organization have a written conflict of interest policy? If "No," go to line 13 | 12a | Х | |
| b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | Х | |
| С | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe | | | |
| | 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 | X | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent | | | |
| | persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | | |
| 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 arrangement with 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 its participation | | | |
| | in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's | | | |
| | exempt status with respect to such arrangements? | 16b | | |
| Sec | tion C. Disclosure | | | |
| 17 | List the states with which a copy of this Form 990 is required to be filed NY | | | |
| 18 | Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s | only) | availal | 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 on Schedule O) | | | |
| 19 | Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and | l 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 books and records <u>KEITH HOWEY</u> , <u>VP</u> , <u>IMPACT</u> & <u>OPERATION</u> – (212) 524–2386 | | | |
| | 30 WEST 26TH STREET, 5TH FLOOR, NEW YORK, NY 10010 | | | |

Form 990 (2023) 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 ending with or within the organization's tax year.

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

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

- 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.

| (A) | (B) | | | |) | | | (D) | (E) | (F) |
|----------------------------|------------------------|-------------------------------|-----------------------|---------|--------------|---------------------------------|----------|-------------------------|-------------------------|------------------------|
| Name and title | Average hours per | | not ch | heck i | more | than o | | Reportable compensation | Reportable compensation | Estimated amount of |
| | week | | cer an | | | | | from | from related | other |
| | (list any | ector | | | | | | the | organizations | compensation |
| | hours for | or dire | au l | | | ted | | organization | (W-2/1099-MISC/ | from the |
| | related | stee | truste | | ao | beusa | | (W-2/1099-MISC/ | 1099-NEC) | organization |
| | organizations below | ual tru | io nal | | ploye | t com | | 1099-NEC) | | and related |
| | line) | ndividual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | organizations |
| (1) GREGG BETHEIL | 40.00 | | = | 0 | | Τ τυ | ъ. | | | |
| CEO | | | | х | | | | 239,042. | 0. | 32,090. |
| (2) JESSICA BYNOE | 40.00 | | | | | | | | | |
| PRESIDENT | | | | Х | | | | 238,462. | 0. | 14,161. |
| (3) DAVINA ANGUS | 40.00 | | | | | | | | | |
| VP PROGRAMS | | | | Х | | | | 142,386. | 0. | 17,575. |
| (4) TRACY KEBATTA | 40.00 | | | | | | | | | |
| VP OF FINANCE & ADMIN | | | | Х | | | | 134,132. | 0. | 18,918. |
| (5) KEITH HOWEY | 40.00 | | | | | | | | | |
| DIR. OF IMPACT & EVALUATIO | | | | | | Х | | 101,349. | 0. | 29,374. |
| (6) ANGELIE SINGLA | 40.00 | | | | | | | | | |
| VP OF GROWTH | | | | Х | | | | 50,981. | 0. | 7,841. |
| (7) JOANNA LAMBERT | 4.00 | | | | | | | | | |
| CHAIR | | Х | | Х | | | | 0. | 0. | 0. |
| (8) LEWIS WARREN, JR. | 4.00 | | | | | | | | | |
| VICE CHAIR | | Х | | Х | | | | 0. | 0. | 0. |
| (9) JOHN FOSINA | 4.00 | | | | | | | | _ | _ |
| TREASURER | | Х | | Х | | | | 0. | 0. | 0. |
| (10) E. SCOTT BEATTIE | 2.00 | | | | | | | | _ | _ |
| DIRECTOR | | Х | | | | | | 0. | 0. | 0. |
| (11) GERD ALEXANDER | 2.00 | | | | | | | | _ | _ |
| DIRECTOR | | Х | | | | | | 0. | 0. | 0. |
| (12) MARIEL CRUZ | 2.00 | 1 | | | | | | | | _ |
| DIRECTOR | | Х | | | | | | 0. | 0. | 0. |
| (13) HOWARD CHATZINOFF | 2.00 | 1 | | | | | | | | _ |
| DIRECTOR | | Х | | | | | | 0. | 0. | 0. |
| (14) NICOLE DEGNAN | 2.00 | 1 | | | | | | | | _ |
| DIRECTOR | | Х | | | | | | 0. | 0. | 0. |
| (15) JEREMY PHILLIPS | 2.00 | 1 | | | | | | | | _ |
| DIRECTOR | | Х | | | | | | 0. | 0. | 0. |
| (16) LEW LEONE | 2.00 | <u></u> | | | | | | | | _ |
| DIRECTOR | 0.00 | Х | Ш | | | | | 0. | 0. | 0. |
| (17) RON RUDZIN | 2.00 | | | | | | | | | _ |
| DIRECTOR | | X | | | | | <u> </u> | 0. | 0. | 990 (2022) |

Form 990 (2023) PENCIL INC. 22-3384302 Page 8
Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(E) (F)

| Name and title | Average hours per week | Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | compensation | Reportable compensation from related | on | an | Estimated amount of other | |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|---|--|----------|------------------|--|---------------|
| | (list any hours for related organizations below line) | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | the organization (W-2/1099-MISC/ 1099-NEC) | organization (W-2/1099-MIS 1099-NEC) | SC/ | fr org and | pensa om the anizati d relate anizatio | e on ed |
| (18) SHAEL POLAKOW-SURANSKY | 2.00 | Х | | | | | | | | 0. | | | 0 |
| DIRECTOR (19) CINDY MA | 2.00 | Λ | | | | \vdash | | 0. | | 0. | | | 0. |
| DIRECTOR | 2.00 | Х | | | | | | 0. | | 0. | | | 0. |
| (20) BERNARD TUBIANA | 2.00 | | | | | | | 0. | | <u> </u> | | | <u> </u> |
| DIRECTOR | 2.00 | Х | | | | | | 0. | | 0. | | | 0. |
| (21) DAVID C. BANKS | 2.00 | | | | | | | + | | | | | |
| DIRECTOR | | х | | | | | | 0. | | 0. | | | 0. |
| (22) JASON HARRELL | 2.00 | | | | | | | | | | | | |
| DIRECTOR | | Х | | | | | | 0. | | 0. | | | 0. |
| (23) SOCRATES JIMENEZ | 2.00 | | | | | | | | | | | | |
| DIRECTOR | | Х | | | | | | 0. | | 0. | | | 0. |
| (24) UCHE NJOKU | 2.00 | | | | | | | | | | | | |
| DIRECTOR | | Х | | | | | | 0. | | 0. | | | 0. |
| (25) MICHAEL MASLANSKY | 2.00 | | | | | | | | | | | | |
| DIRECTOR | | Х | | | | | | 0. | | 0. | | | 0. |
| (26) STUART RUDERFER | 2.00 | | | | | | | | | | | | |
| DIRECTOR | | X | | | | | | 0. | | 0. | | | 0. |
| 1b Subtotal | | | | | | | | 906,352. | | 0. | 11 | 9,9! | |
| c Total from continuation sheets to Part VI | | | | | | | | 0. | | 0. | 11 | 0 01 | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 906,352. | | 0. | 11 | 9,9! | 59. |
| 2 Total number of individuals (including but n | ot limited to th | ose | liste | d ab | oove | e) wh | no r | received more than \$100, | 000 of reportable | Э | | | 5 |
| compensation from the organization | | | | | | | | | | | | Yes | No |
| 3 Did the organization list any former officer, | director truste | 00 l | ·0\/ 0 | mnl | 0.40 | | r hi | abost componented omp | lovoo on | | | 103 | 140 |
| line 1a? If "Yes," complete Schedule J for si | | | | | | | | | | | 3 | | Х |
| 4 For any individual listed on line 1a, is the su | | | | | | | | | | | Ŭ | | |
| and related organizations greater than \$150 | | | | | | | | | | | 4 | х | |
| 5 Did any person listed on line 1a receive or a | | | | | | | | | | | | | |
| rendered to the organization? If "Yes," com | = | | | | - | | | | | | 5 | | Х |
| Section B. Independent Contractors | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | | | | | | | | | • | |
| Complete this table for your five highest con | mpensated ind | lepe | nder | nt co | ontra | acto | rs 1 | that received more than \$ | 6100,000 of comp | oensa | tion fro | om | |
| the organization. Report compensation for t | the calendar ye | ear e | endir | ng w | ith o | or w | ithi | n the organization's tax y | ear. | | | | |
| (A) | | | | _ | | | | (B) | | _ | (C | | |
| Name and business | address | N | ONE | 5 | | | | Description of s | services | | compe | isation | 1 |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| 2 Total number of independent contractors (in \$100,000 of compensation from the organization) | • | ot lir | nited | d to | | se lis | stec | d above) who received m | ore than | | | | |

Form 990 PENCIL INC. 22-3384302

| (A) (B) Name and title Name and title (B) Name and title Average (list any hours for related organizations below line) (C7) CHRISTOPHER B. HAYWARD DIRECTOR (29) DAVID FISHMAN DIRECTOR (30) NICOLE GALLAGHER DIRECTOR (31) ASYA JOHNSON DIRECTOR (THROUGH 12/23) (C8) (C9) Average (hours per week (list any hours for related organizations below line) (A) (B) (C) (C) (C) (D) Reportable compensation from the organization (week (list any hours for related organizations below line) Reposition (check all that apply) Reportable organization (we?/1099-MISC) Reposition (check all that apply) Reportable organization (we?/1099-MISC) Reportable organization (we.c.) Reportable organiz | (E) Reportable compensation from related organizations (W-2/1099-MISC) 0. 0. | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|
| (A) Name and title Average hours per week (list any hours for related organizations below line) (27) CHRISTOPHER B. HAYWARD DIRECTOR (28) HEATHER CANNADY DIRECTOR (29) DAVID FISHMAN DIRECTOR (29) DAVID FISHMAN DIRECTOR (30) NICOLE GALLAGHER DIRECTOR (31) ASYA JOHNSON (B) Average hours (check all that apply) Position (check all that apply) Position (check all that apply) Page and opposition the compensation from the organization (W-2/1099-MISC) Reportable compensation from the organization (W-2/1099-MISC) Average hours (check all that apply) Page and opposition (W-2/1099-MISC) Reportable compensation from the organization (W-2/1099-MISC) Average hours (check all that apply) Page and opposition (W-2/1099-MISC) Average hours (check all that apply) Page and opposition (W-2/1099-MISC) Average hours (check all that apply) Page and opposition (W-2/1099-MISC) Average hours (position (check all that apply) Page and opposition (W-2/1099-MISC) Average hours (position (check all that apply) Page and opposition (W-2/1099-MISC) Average hours Average ho | (E) Reportable compensation from related organizations (W-2/1099-MISC) 0. 0. | Estimated amount of other compensation from the organization and related organizations |
| per week (list any hours for related organizations below line) (27) CHRISTOPHER B. HAYWARD DIRECTOR (28) HEATHER CANNADY DIRECTOR (29) DAVID FISHMAN DIRECTOR (30) NICOLE GALLAGHER DIRECTOR (31) ASYA JOHNSON Per week (list any hours for related organizations below line) Page 1 | from related organizations (W-2/1099-MISC) 0. 0. | other compensation from the organization and related organizations |
| DIRECTOR | 0. | 0. |
| Carrel Cannady Canna | 0. | 0. |
| (29) DAVID FISHMAN 2.00 DIRECTOR X (30) NICOLE GALLAGHER 2.00 DIRECTOR X (31) ASYA JOHNSON 2.00 | 0. | 0. |
| DIRECTOR X 0. (30) NICOLE GALLAGHER 2.00 X 0. | 0. | 0 . |
| (30) NICOLE GALLAGHER DIRECTOR (31) ASYA JOHNSON 2.00 X 0. | 0. | 0 . |
| (31) ASYA JOHNSON 2.00 | | |
| | 0. | 0. |
| | | |
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| | | |
| | | |
| Total to Part VII, Section A, line 1c | | |

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| | | | Check if Schedule O c | ontain | ns a respo | nse | or note to any lin | e in this Part VIII | | | |
|--|----|---|--------------------------------------|-----------|-------------|--------------------|----------------------|---------------------|------------------------------------|----------------------------|---------------------------------|
| | | | | | | | | (A) | (B) | (C) | (D) |
| | | | | | | | | Total revenue | Related or exempt function revenue | Unrelated business revenue | Revenue excluded from tax under |
| | | | | | | | | | Tanodorriovende | Business revenue | sections 512 - 514 |
| s s | 1 | а | Federated campaigns | | 1a | | | | | | |
| ran | | | Membership dues | | | | | | | | |
| Q E | | С | Fundraising events | | | | 395,847. | | | | |
| ifts ar A | | | Related organizations | | 1 1 | | - | | | | |
| ä,ë | | | Government grants (contril | | | | 965,685. | | | | |
| Sig | | | All other contributions, gifts, g | | | | - | | | | |
| her i | | | similar amounts not included | | | 2, | 104,625. | | | | |
| ĘĎ | | g | Noncash contributions included in li | | | | • | | | | |
| Contributions, Gifts, Grants and Other Similar Amounts | | • | Total. Add lines 1a-1f | | . (3)+ | | | 3,466,157. | | | |
| | | | | | | | Business Code | , | | | |
| a | 2 | а | | | | | | | | | |
| Š. | _ | b | | | | | | | | | |
| Ser | | c | | | | | | | | | |
| Z S | | d | | | | | | | | | |
| Beg | | e | | | | | | | | | |
| Program Service Revenue | | | All other program service r | evenu | ıe | _ | | | | | |
| | | g | Total. Add lines 2a-2f | 0 7 01 10 | | | | | | | |
| | 3 | | Investment income (includi | ina div | vidends. ir | itere | st. and | | | | |
| | | | • | • | , | | | 38,132. | | | 38,132. |
| | 4 | | Income from investment of | | | | | | | | - |
| | 5 | | Royalties | | | · · · · · · · · | | | | | |
| | | | , | | (i) Real | | (ii) Personal | | | | |
| | 6 | а | Gross rents | 6a | | | | | | | |
| | | | | 6b | | | | | | | |
| | | | Rental income or (loss) | 6c | | | | | | | |
| | | | Net rental income or (loss) | | | | • | | | | |
| | 7 | | Gross amount from sales of | | (i) Securit | es | (ii) Other | | | | |
| | - | | | | 04,20 | | | | | | |
| | | b | Less: cost or other basis | | • | | | | | | |
| ē | | - | and sales expenses | 7b 8 | 01,85 | 1. | | | | | |
| en | | С | Gain or (loss) | 7c | 2,35 | 1. | | | | | |
| ther Revenue | | | Net gain or (loss) | | | | | 2,351. | | | 2,351. |
| ē | 8 | | Gross income from fundraisin | | | | | , | | | , |
| 등 | • | | including \$395 | | | | | | | | |
| | | | contributions reported on I | | | | | | | | |
| | | | Part IV, line 18 | | • | 8a | 125,750. | | | | |
| | | b | Less: direct expenses | | | 8b | 125,750. | | | | |
| | | | Net income or (loss) from f | | | $\overline{}$ | | 0. | | | |
| | 9 | | Gross income from gaming | | | $\overline{}$ | | | | | |
| | _ | | Part IV, line 19 | | | 9a | | | | | |
| | | b | Less: direct expenses | | | 9b | | | | | |
| | | | Net income or (loss) from g | | | $\overline{}$ | | | | | |
| | 10 | | Gross sales of inventory, le | | - | | | | | | |
| | | | and allowances | | | 10a | | | | | |
| | | b | Less: cost of goods sold | | | 10b | | | | | |
| | | | Net income or (loss) from s | | | | | | | | |
| | | | <u> </u> | | | | Business Code | | | | |
| ous | 11 | а | | | | | | | | | |
| ane | | b | | | | | | | | | |
| Miscellaneous Revenue | | С | | | | | | | | | |
| Aisc | | d | All other revenue | | | | | | | | |
| | | | Total. Add lines 11a-11d | | | | | | | | |
| | 12 | | Total revenue. See instruction | ns | | | | 3,506,640. | 0. | 0. | 40,483. |

Part IX | Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A). Check if Schedule O contains a response or note to any line in this Part IX (B)
Program service
expenses (**D**)
Fundraising (C) Management and general expenses (A) Total expenses Do not include amounts reported on lines 6b. 7b, 8b, 9b, and 10b of Part VIII. expenses Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 Grants and other assistance to domestic individuals. See Part IV, line 22 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 Benefits paid to or for members Compensation of current officers, directors, 916,383. 562,631. 154,547. 199,205. trustees, and key employees Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) 1,435,427. 1,142,560. 132,013. 160,854. Other salaries and wages 7 Pension plan accruals and contributions (include 228,427. 179,013. 22,788. 26,626. section 401(k) and 403(b) employer contributions) 246,266. 180,262. 29,335. Other employee benefits 36,669. 9 10 Payroll taxes 11 Fees for services (nonemployees): Management Legal Accounting Lobbying Professional fundraising services. See Part IV, line 17 Investment management fees Other. (If line 11g amount exceeds 10% of line 25, 4,998. 4,998. column (A), amount, list line 11g expenses on Sch O.) Advertising and promotion 12 14,913. 10,886. 1,790. 2,237. Office expenses 13 46,224. 33,744. 5,546. 6,934. Information technology 14 15 Royalties 256,789. 50,763. 348,562. 41,010. 16 Occupancy 72,748. 1,687. 71,061. 17 Travel Payments of travel or entertainment expenses 18 for any federal, state, or local public officials Conferences, conventions, and meetings 19 20 Payments to affiliates 21 8,489. 6,197. 1,019. 1,273. Depreciation, depletion, and amortization 22 30,931. 22,580. 3,711. 4,640. 23 Other expenses. Itemize expenses not covered 24 above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.) 28,159. 28,159. BANK CHARGES AND ADMIN $19,\overline{371}$. OTHER EXPENSES 15,249. 2,385. 1,737. 17,214. 2,066. 2,582. 12,566. EQUIPMENT VIDEO AND EVENT PRODUCT 15,610. 15,610. e All other expenses _ 3,433,722. 2,429,162. 495,430. 509,130. Total functional expenses. Add lines 1 through 24e 25 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)

Form 990 (2023)
Part X Balance Sheet

| Par | rt X | Balance Sheet | | | | | |
|-----------------------------|------|---|-----------------|------------------|---------------------------------|------------|---------------------------|
| | | Check if Schedule O contains a response or | note to any lin | e in this Part X | | | |
| | | | | | (A) Beginning of year | | (B) End of year |
| | 1 | Cash - non-interest-bearing | 447,040. | 1 | 176,903. | | |
| | 2 | Savings and temporary cash investments | | 2 | | | |
| | 3 | Pledges and grants receivable, net | 690,020. | 3 | 1,041,447. | | |
| | 4 | Accounts receivable, net | | 4 | | | |
| | 5 | Loans and other receivables from any curren | | | | | |
| | | trustee, key employee, creator or founder, su | bstantial conti | ributor, or 35% | | | |
| | | controlled entity or family member of any of t | hese persons | | | 5 | |
| | 6 | Loans and other receivables from other disqu | | | | | |
| | | under section 4958(f)(1)), and persons descri | | 6 | | | |
| ιχ | 7 | Notes and loans receivable, net | | | | 7 | |
| Assets | 8 | Inventories for sale or use | | | 8 | | |
| As | 9 | B | | | | 9 | |
| | 10a | Land, buildings, and equipment: cost or other | er | | | | |
| | | basis. Complete Part VI of Schedule D | 10a | 697,026. | | | |
| | b | Less: accumulated depreciation | 10b | 682,747. | 15,088. | 10c | 14,279. 1,357,360. |
| | 11 | Investments - publicly traded securities | | 1,297,097. | 11 | 1,357,360. | |
| | 12 | Investments - other securities. See Part IV, lir | | 12 | | | |
| | 13 | Investments - program-related. See Part IV, li | | 13 | | | |
| | 14 | Intangible assets | | | 14 | | |
| | 15 | Other assets. See Part IV, line 11 | | 228,714. | 15 | 487,917. | |
| | 16 | Total assets. Add lines 1 through 15 (must e | | | 2,677,959. | 16 | 3,077,906. |
| | 17 | Accounts payable and accrued expenses | | | 56,815. | 17 | 19,169. |
| | 18 | Grants payable | | 18 | | | |
| | 19 | Deferred revenue | | | 19 | 111,244. | |
| | 20 | Tax-exempt bond liabilities | | | | 20 | |
| | 21 | Escrow or custodial account liability. Comple | te Part IV of S | chedule D | | 21 | |
| es | 22 | Loans and other payables to any current or for | | | | | |
| Liabilities | | trustee, key employee, creator or founder, su | | | | | |
| iab | | controlled entity or family member of any of t | hese persons | | | 22 | |
| _ | 23 | Secured mortgages and notes payable to un | • | | | 23 | |
| | 24 | Unsecured notes and loans payable to unrela | | | | 24 | |
| | 25 | Other liabilities (including federal income tax, | | l | | | |
| | | parties, and other liabilities not included on li | • | · . | 105 554 | | 446 454 |
| | | of Schedule D | | | 195,574. | | 446,454. |
| | 26 | | | 77 | 252,389. | 26 | 576,867. |
| S | | Organizations that follow FASB ASC 958, o | check here | X | | | |
| Ce | | and complete lines 27, 28, 32, and 33. | | | 1 005 472 | | 1 026 100 |
| alar | 27 | Net assets without donor restrictions | | | 1,985,473. | 27 | 1,836,192. |
| Ä | 28 | Net assets with donor restrictions | | | 440,097. | 28 | 664,847. |
| ŭ | | Organizations that do not follow FASB ASC | C 958, check | here 🔲 | | | |
| F | | and complete lines 29 through 33. | _ | | | | |
| Net Assets or Fund Balances | 29 | Capital stock or trust principal, or current fun | | | | 29 | |
| SSe | 30 | Paid-in or capital surplus, or land, building, o | | | | 30 | |
| τA | 31 | Retained earnings, endowment, accumulated | | | 2 425 570 | 31 | 2 501 020 |
| ž | 32 | Total net assets or fund balances | | | 2,425,570. | 32 | 2,501,039. |
| | 33 | Total liabilities and net assets/fund balances | | | 2,677,959. | 33 | 3,077,906. |

Form **990** (2023)

Form 990 (2023) PENCIL INC. 22-3384302 Page 12

| Pa | T 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 | 3,50 | | | | | |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 3,43 | 3,7 | <u> 22.</u> | | | |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | $\frac{7}{2,42}$ | 2,9 | | | | |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A)) | | | | | | | |
| 5 | Net unrealized gains (losses) on investments | 5 | | 2,5 | <u>51.</u> | | | |
| 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 | 2,50 | 1,0 | 39. | | | |
| Pa | rt XII Financial Statements and Reporting | | • | | | | | |
| | Check if Schedule O contains a response or note to any line in this Part XII | | | | | | | |
| | • | | | Yes | No | | | |
| 1 | Accounting method used to prepare the Form 990: Cash X Accrual Other | | | | | | | |
| | If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule | Ο. | | | | | | |
| 2a | 2a Were the organization's financial statements compiled or reviewed by an independent accountant? | | | | | | | |
| | If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed | on a | | | | | | |
| | separate basis, consolidated basis, or both: | | | | | | | |
| | Separate basis Consolidated basis Both consolidated and separate basis | | | | | | | |
| b | Were the organization's financial statements audited by an independent accountant? | | 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 | audit, | | | | | | |
| | 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 Sche | edule O. | | | | | | |
| За | 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 | | X | | | |
| b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required | | | | | | | |
| | or audits, explain why on Schedule O and describe any steps taken to undergo such audits | | . 3b | | | | | |
| | | | Form | 990 | (2023) | | | |

SCHEDULE A

(Form 990)

Total

Department of the Treasury Internal Revenue Service

Name of the organization

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.

Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023

Open to Public Inspection

Employer identification number

| | | | | | | | 2-338430 | 2 | | |
|-----|---|--|------------------------------|---|-------------------------------------|--------------|----------------------|--------------|--------------------|-----------|
| Pa | rt I | Reason for Public Charity Status. (All organizations must complete this part.) See instructions. | | | | | | | | |
| Γhe | organ | ization is not a private found | ation because it is: (F | For lines 1 through 12, cl | neck only | one box.) | | | | |
| 1 | | A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). | | | | | | | | |
| 2 | | A school described in sect | ion 170(b)(1)(A)(ii). (| Attach Schedule E (Form | n 990).) | | | | | |
| 3 | | A hospital or a cooperative | hospital service orga | anization described in se | ection 170 | (b)(1)(A)(ii | i). | | | |
| 4 | | A medical research organiz | ation operated in cor | njunction with a hospital | described | in sectio | n 170(b)(1)(A) | (iii). Enter | the hospital's na | ame, |
| | | city, and state: | | | | | | | | |
| 5 | | An organization operated for | or the benefit of a col | lege or university owned | or operate | ed by a go | vernmental u | nit describe | ed in | |
| | | section 170(b)(1)(A)(iv). (C | Complete Part II.) | | | | | | | |
| 6 | | A federal, state, or local gov | vernment or governm | nental unit described in | section 17 | 70(b)(1)(A) | (v). | | | |
| 7 | X | An organization that norma | lly receives a substar | ntial part of its support fr | om a gove | ernmental | unit or from th | ne general p | oublic described | l in |
| | | section 170(b)(1)(A)(vi). (C | omplete Part II.) | | | | | | | |
| 8 | | A community trust describe | ed in section 170(b)(| 1)(A)(vi). (Complete Part | : II.) | | | | | |
| 9 | | An agricultural research org | anization described | in section 170(b)(1)(A)(i | x) operate | ed in conju | inction with a | land-grant | college | |
| | | or university or a non-land-g | | | | - | | - | - | |
| | | university: | | | | | | _ | | |
| 10 | | An organization that norma | lly receives (1) more | than 33 1/3% of its supp | ort from c | ontributior | ns, membersh | ip fees, and | d gross receipts | from |
| | | activities related to its exen | | | | | | | | |
| | | income and unrelated busir | ness taxable income | (less section 511 tax) fro | m busines | ses acqui | red by the org | anization a | fter June 30, 19 | 75. |
| | | See section 509(a)(2). (Con | mplete Part III.) | | | | | | | |
| 11 | | An organization organized a | and operated exclusi | vely to test for public sat | ety. See | section 50 |)9(a)(4). | | | |
| 12 | | An organization organized a | and operated exclusi | vely for the benefit of, to | perform tl | he function | 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 s | 509(a)(2). | See section § | 509(a)(3). (| Check the box o | n |
| | | lines 12a through 12d that | describes the type of | f supporting organization | and com | plete lines | 12e, 12f, and | 12g. | | |
| а | | Type I. A supporting orga | anization operated, si | upervised, or controlled | by its supp | orted org | anization(s), ty | pically by | giving | |
| | | the supported organization | on(s) the power to reg | gularly appoint or elect a | majority o | of the direc | tors or trustee | es of the su | pporting | |
| | | organization. You must o | omplete Part IV, Se | ections A and B. | | | | | | |
| b | | Type II. A supporting org | anization supervised | or controlled in connect | ion with its | s supporte | ed organization | n(s), by hav | ing | |
| | | control or management o | f the supporting orga | anization vested in the sa | me perso | ns that co | ntrol or manag | ge the supp | orted | |
| | | organization(s). You mus | t complete Part IV, | Sections A and C. | | | | | | |
| С | | Type III functionally inte | grated. A supporting | g organization operated | in connect | tion with, a | and functional | ly integrate | d with, | |
| | | its supported organization | n(s) (see instructions) |). You must complete F | Part IV, Se | ctions A, | D, and E. | | | |
| d | | Type III non-functionally | integrated. A supp | orting organization oper | ated in cor | nnection w | ith its suppor | ted organiz | ation(s) | |
| | | that is not functionally int | egrated. The organiz | ation generally must sati | sfy a distr | ibution rec | quirement and | an attentiv | reness | |
| | | requirement (see instructi | ions). You must con | nplete Part IV, Sections | A and D, | and Part | V. | | | |
| е | | Check this box if the orga | anization received a v | written determination from | m the IRS | that it is a | Type I, Type I | II, Type III | | |
| | | functionally integrated, or | Type III non-function | nally integrated supportir | ng organiz | ation. | | | | |
| f | f Enter the number of supported organizations | | | | | | | | | |
| g | | vide the following information | | | | | | | | |
| | (| (i) Name of supported | (ii) EIN | (iii) Type of organization (described on lines 1-10 | (iv) Is the orga in your governi | ng document? | (v) Amount of | , | (vi) Amount of | |
| | | organization | | above (see instructions)) | Yes | No | support (see in | istructions) | support (see insti | ructions) |
| | | | | | | | | | | |
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332021 12-21-23

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 | Section A. Public Support | | | | | | | |
|------|--|-----------------------|----------------------|---------------------------------------|-----------------------------|---------------------|-----------|--|
| Cale | ndar year (or fiscal year beginning in) | (a) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) 2023 | (f) Total | |
| 1 | Gifts, grants, contributions, and | | | | | | | |
| | membership fees received. (Do not | | | | | | | |
| | include any "unusual grants.") | 2811679. | 2818662. | 3015456. | 3095777. | 3466157. | 15207731. | |
| 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 | 2811679. | 2818662. | 3015456. | 3095777. | 3466157. | 15207731. | |
| | 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) | | | | | | 1235913. | |
| 6 | Public support. Subtract line 5 from line 4. | | | | | | 13971818. | |
| | ction B. Total Support | | | | | | | |
| Cale | ndar year (or fiscal year beginning in) | (a) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) 2023 | (f) Total | |
| | Amounts from line 4 | 2811679. | 2818662. | 3015456. | 3095777. | | 15207731. | |
| | Gross income from interest, | | | | | | | |
| | dividends, payments received on | | | | | | | |
| | securities loans, rents, royalties, | | | | | | | |
| | and income from similar sources | 22,142. | 9,985. | 5,677. | 5,236. | 38,132. | 81,172. | |
| 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 | | | | | | 15288903. | |
| | Gross receipts from related activities, | etc. (see instruction | ns) | | | 12 | | |
| | First 5 years. If the Form 990 is for the | | | | | | | |
| | organization, check this box and stop | - | | · · · · · · · · · · · · · · · · · · · | | | | |
| Sec | ction C. Computation of Publi | | | | | | | |
| | Public support percentage for 2023 (I | | | olumn (f)) | | 14 | 91.39 % | |
| | Public support percentage from 2022 | | | | | 15 | 92.42 % | |
| | | | | | | ore, check this box | | |
| | 16a 33 1/3% support test - 2023. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | | | | | | |
| b | 33 1/3% support test - 2022. If the | | | | | | | |
| | and stop here. The organization qual | ifies as a publicly s | upported organiza | tion | | | | |
| 17a | 10% -facts-and-circumstances test | | | | | | | |
| | and if the organization meets the fact | s-and-circumstance | es test, check this | box and stop her | r e. Explain in Part | VI how the organiz | ation | |
| | meets the facts-and-circumstances te | st. The organizatio | n qualifies as a pul | blicly supported or | ganization | | | |
| b | 10% -facts-and-circumstances test | - 2022. If the orga | anization did not c | heck a box on line | 13, 16a, 16b, or 1 | 7a, and line 15 is | 10% or | |
| | more, and if the organization meets the | ne facts-and-circum | stances test, chec | ck this box and st | op here. Explain ir | n Part VI how the | | |
| | organization meets the facts-and-circu | umstances test. Th | e organization qua | alifies as a publicly | supported organiz | ation | | |
| 18 | Private foundation. If the organization | n did not check a l | oox on line 13, 16a | a, 16b, 17a, or 17b | , check this box ar | | | |
| | | | | | | | | |

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.)

| Se | ction A. Public Support | | | | | | |
|------|--|---------------------------|--------------------|---------------------|--------------------------|-----------------------|-----------|
| Cale | ndar year (or fiscal year beginning in) | (a) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) 2023 | (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 | | | | | | |
| 78 | Amounts included on lines 1, 2, and | | | | | | |
| _ | 3 received from disqualified persons | | | | | | |
| k | 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 | T | T | | T | T | T |
| | ndar year (or fiscal year beginning in) | (a) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) 2023 | (f) Total |
| | Amounts from line 6 | | | | | | |
| 108 | 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 | | | | | | |
| | | | | | | | |
| | Add lines 10a and 10b Net income from unrelated business | | | | | | |
| •• | activities not included on line 10b, | | | | | | |
| | whether or not the business is | | | | | | |
| 12 | regularly carried on Other income. Do not include gain | | | | | | |
| - | or loss from the sale of capital | | | | | | |
| 12 | assets (Explain in Part VI.) Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |
| | First 5 years. If the Form 990 is for the | L ne organization's fi | ret second third : | fourth or fifth tax | l vear as a section 5 | (01(c)(3) organizatio | l on |
| 17 | | - | | | - | | |
| Se | ction C. Computation of Publi | | | | | | |
| | Public support percentage for 2023 (I | | | column (f)) | | 15 | % |
| | Public support percentage from 2022 | | • | | | 16 | % |
| | ction D. Computation of Inves | | - | | | | |
| | Investment income percentage for 20 | | | ne 13, column (f)) | | 17 | % |
| | Investment income percentage from | | | | | 18 | % |
| | 33 1/3% support tests - 2023. If the | | | | | | |
| - | more than 33 1/3%, check this box ar | | | | | | |
| k | 33 1/3% support tests - 2022. If the | | | | | | |
| | line 18 is not more than 33 1/3%, che | • | | | • | · | |
| 20 | Private foundation. If the organization | | | | | | |

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.)

| | Yes | No |
|-----|-----|----|
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| 10b | | |

| Par | t IV Supp | porting Organizations _(continued) | | | |
|--------|----------------|---|-----------|-----|-----|
| | | | | Yes | No |
| 11 | Has the orga | nization accepted a gift or contribution from any of the following persons? | | | |
| а | A person who | o directly or indirectly controls, either alone or together with persons described on lines 11b and | | | |
| | 11c below, th | ne governing body of a supported organization? | 11a | | |
| b | A family men | ober of a person described on line 11a above? | 11b | | |
| С | A 35% contro | olled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide | | | |
| | detail in Part | | 11c | | |
| Sect | ion B. Typ | e I Supporting Organizations | | | |
| | | | | Yes | No |
| | • | rning body, members of the governing body, officers acting in their official capacity, or membership of one or ted organizations have the power to regularly appoint or elect at least a majority of the organization's officers, | | 100 | 110 |
| | directors, or | trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) | | | |
| | , , | erated, supervised, or controlled the organization's activities. If the organization had more than one supported describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the | | | |
| | | ganizations and what conditions or restrictions, if any, applied to such powers during the tax year. | 1 | | |
| | | nization operate for the benefit of any supported organization other than the supported | | | |
| | - | s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in | | | |
| | | providing such benefit carried out the purposes of the supported organization(s) that operated, | | | |
| | | or controlled the supporting organization. | 2 | | |
| Sect | ion C. Typ | e II Supporting Organizations | | | |
| | | | | Yes | No |
| 1 | Were a maio | ity of the organization's directors or trustees during the tax year also a majority of the directors | | | |
| | = | f each of the organization's supported organization(s)? If "No," describe in Part VI how control | | | |
| | | ent of the supporting organization was vested in the same persons that controlled or managed | | | |
| | | d organization(s). | 1 | | |
| Sect | ion D. All | Type III Supporting Organizations | • | | |
| | | ······································ | | Yes | No |
| 1 | Did the organ | nization provide to each of its supported organizations, by the last day of the fifth month of the | | 100 | 110 |
| | - | s tax year, (i) a written notice describing the type and amount of support provided during the prior tax | | | |
| | | by of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the | | | |
| | | s governing documents in effect on the date of notification, to the extent not previously provided? | 1 | | |
| | - | the organization's officers, directors, or trustees either (i) appointed or elected by the supported | | | |
| | | s) or (ii) serving on the governing body of a supported organization? If "No." explain in Part VI how | | | |
| | | ion maintained a close and continuous working relationship with the supported organization(s). | 2 | | |
| | _ | the relationship described on line 2, above, did the organization's supported organizations have a | | | |
| | - | ice in the organization's investment policies and in directing the use of the organization's | | | |
| | - | | | | |
| | | sets at all times during the tax year? If "Yes," describe in Part VI the role the organization's | 3 | | |
| Sect | ion E. Tvp | ganizations played in this regard. e III Functionally Integrated Supporting Organizations | <u> </u> | | |
| | | | | | |
| ' a | | ox next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions) Ganization satisfied the Activities Test. <i>Complete</i> line 2 below. | | | |
| b | | ganization is the parent of each of its supported organizations. Complete line 3 below. | | | |
| c | | ganization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see in | etruction | c) | |
| 2 | | et. Answer lines 2a and 2b below. | struction | Yes | No |
| | | ially all of the organization's activities during the tax year directly further the exempt purposes of | | 100 | 110 |
| | | d organization(s) to which the organization was responsive? If "Yes," then in Part VI identify | | | |
| | | rted organizations and explain how these activities directly furthered their exempt purposes, | | | |
| | | | | | |
| | • | nization was responsive to those supported organizations, and how the organization determined | 2a | | |
| | | tivities constituted substantially all of its activities. ties described on line 2a, above, constitute activities that, but for the organization's involvement, | Zd | | |
| | | | | | |
| | | of the organization's supported organization(s) would have been engaged in? If "Yes," explain in | | | |
| | | easons for the organization's position that its supported organization(s) would have engaged in | 2b | | |
| | | es but for the organization's involvement. | ZU | | |
| | | oported Organizations. Answer lines 3a and 3b below. | | | |
| | _ | nization have the power to regularly appoint or elect a majority of the officers, directors, or | 3a | | |
| | | ach of the supported organizations? If "Yes" or "No" provide details in Part VI. | Jd | | |
| b | _ | nization exercise a substantial degree of direction over the policies, programs, and activities of each | 3h | | |

| Pai | rt V Type III Non-Functionally Integrated 509(a)(3) Supporting | ng Organ | nizations | J |
|----------|--|-------------|----------------------------|--------------------------------|
| 1 | Check here if the organization satisfied the Integral Part Test as a qualifyir | ng trust on | Nov. 20, 1970 (explain in | Part VI). See instructions. |
| | All other Type III non-functionally integrated supporting organizations mus | t complete | Sections A through E. | |
| Sect | ion 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 | ion 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 | | |
| <u>d</u> | 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 | ion 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 | | |

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

Schedule A (Form 990) 2023

instructions).

| Par | t V Type III Non-Functionally Integrated 509(| (a)(3) Supporting Orga | nizations (continu | od) | |
|-------|---|-------------------------------|---------------------------------------|-----|---|
| | on D - Distributions | (a)(o) capporang crga | COMM | eu) | Current Year |
| 1 | Amounts paid to supported organizations to accomplish exer | mot purposes | | 1 | Current real |
| 2 | Amounts paid to perform activity that directly furthers exemp | | | | |
| _ | organizations, in excess of income from activity | ar parpooce or capported | | 2 | |
| 3 | Administrative expenses paid to accomplish exempt purpose | es of supported organizations | 3 | 3 | |
| 4 | Amounts paid to acquire exempt-use assets | o or supported organizations | | 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. | ovide details in a size a say | | 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 2023 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-2023 | s | (iii) Distributable Amount for 2023 |
| 1 | Distributable amount for 2023 from Section C, line 6 | | | | |
| 2 | Underdistributions, if any, for years prior to 2023 (reason- | | | | |
| | able cause required - explain in Part VI). See instructions. | | | | |
| 3 | Excess distributions carryover, if any, to 2023 | | | | |
| а | From 2018 | | | | |
| b | From 2019 | | | | |
| С | From 2020 | | | | |
| d | From 2021 | | | | |
| е | From 2022 | | | | |
| f | Total of lines 3a through 3e | | | | |
| g | Applied to underdistributions of prior years | | | | |
| h | Applied to 2023 distributable amount | | | | |
| i | Carryover from 2018 not applied (see instructions) | | | | |
| j | Remainder. Subtract lines 3g, 3h, and 3i from line 3f. | | | | |
| 4 | Distributions for 2023 from Section D, | | | | |
| | line 7: \$ | | | | |
| а | Applied to underdistributions of prior years | | | | |
| b | Applied to 2023 distributable amount | | | | |
| С | Remainder. Subtract lines 4a and 4b from line 4. | | | | |
| 5 | Remaining underdistributions for years prior to 2023, 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 2023. Subtract lines 3h | | | | |
| | and 4b from line 1. For result greater than zero, explain in | | | | |
| | Part VI. See instructions. | | | | |
| 7 | Excess distributions carryover to 2024. Add lines 3j | | | | |
| | and 4c. | | | | |
| 8 | Breakdown of line 7: | | | | |
| а | Excess from 2019 | | | | |
| b | Excess from 2020 | | | | |
| С | Excess from 2021 | | | | |
| d | Excess from 2022 | | | | |

Schedule A (Form 990) 2023

e Excess from 2023

Schedule B (Form 990)

Schedule of Contributors

OMB No. 1545-0047

2023

Department of the Treasury Internal Revenue Service Attach to Form 990, 990-EZ, or 990-PF.
Go to www.irs.gov/Form990 for the latest information.

Name of the organization Employer identification number 22-3384302

Organization type (check one): Filers of: Section: X 501(c)(3) (enter number) organization Form 990 or 990-FZ 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).

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

Schedule B (Form 990) (2023)

Name of organization

Employer identification number

PENCIL INC.

22-3384302

| Part I | Contributors (see instructions). Use duplicate copies of Part I if additional space is needed. | | | | | | | |
|------------|--|-------------------------|--|--|--|--|--|--|
| (a) | (b) | (c) | (d) | | | | | |
| No. | Name, address, and ZIP + 4 | Total contributions | Type of contribution | | | | | |
| 1 | | \$ | Person X Payroll Noncash (Complete Part II for noncash contributions.) | | | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution | | | | | |
| 2 | | \$ 275,000. | Person X Payroll Noncash (Complete Part II for noncash contributions.) | | | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution | | | | | |
| 3 | | \$\$ | Person X Payroll | | | | | |
| (a) | (b) | (c) | (d) | | | | | |
| No. 4 | Name, address, and ZIP + 4 | \$ 160,307. | Person X Payroll Noncash (Complete Part II for noncash contributions.) | | | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution | | | | | |
| 5 | | \$160,000. | Person X Payroll Noncash (Complete Part II for noncash contributions.) | | | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution | | | | | |
| 6 | | \$114,596. | Person X Payroll | | | | | |

Name of organization

Employer identification number

PENCIL INC.

22-3384302

| Part I | Contributors (see instructions). Use duplicate copies of Part I if additional space is needed. | | | | | | |
|------------|--|----------------------------|--|--|--|--|--|
| (a) | (b) | (c) | (d) | | | | |
| No. | Name, address, and ZIP + 4 | Total contributions | Type of contribution | | | | |
| 7 | | \$\$ | Person X Payroll Noncash (Complete Part II for noncash contributions.) | | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution | | | | |
| 8 | | \$ | Person X Payroll Noncash (Complete Part II for noncash contributions.) | | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution | | | | |
| 9 | | \$ | Person X Payroll | | | | |
| (a) | (b) | (c) | (d) | | | | |
| No. | Name, address, and ZIP + 4 | Total contributions | Type of contribution | | | | |
| 10 | | \$ | Person X Payroll Noncash (Complete Part II for noncash contributions.) | | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution | | | | |
| 11 | | \$\$ | Person X Payroll Noncash (Complete Part II for noncash contributions.) | | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution | | | | |
| 12 | | \$\$ | Person X Payroll Noncash (Complete Part II for noncash contributions.) | | | | |

Name of organization

Employer identification number

PENCIL INC.

22-3384302

| Part II | Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed. | | | | | | |
|------------------------------|---|---|----------------------|--|--|--|--|
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received | | | | |
| | | | | | | | |
| | | \$ | | | | | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received | | | | |
| | | _ | | | | | |
| | | | | | | | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received | | | | |
| | | _ | | | | | |
| | | | | | | | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received | | | | |
| | | _ | | | | | |
| | | | | | | | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received | | | | |
| | | _ | | | | | |
| | | \$ | | | | | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received | | | | |
| | | _ | | | | | |
| | | | | | | | |

Employer identification number

Name of organization

PENCIL INC. 22-3384302 Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) Use duplicate copies of Part III if additional space is needed. (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

Attach to Form 990.

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

OMB No. 1545-0047 Inspection

Name of the organization

PENCIL INC.

Employer identification number 22-3384302

| Par | t I Organizations Maintaining Donor Advised organization answered "Yes" on Form 990, Part IV, lin. | | Similar Funds | or Accour | nts. Complete if the |
|-----|--|----------------------------|---------------------|-----------------|---------------------------------|
| | organization answered Tes Sitt Offi 550,1 art iv, iiii | (a) Donor advis | ed funds | (b) Fur | nds and other accounts |
| 1 | Total number at end of year | | | | |
| 2 | Aggregate value of contributions to (during year) | | | | |
| 3 | Aggregate value of grants from (during year) | | | | |
| 4 | Aggregate value at end of year | | | | |
| 5 | Did the organization inform all donors and donor advisors in v | | eld in donor advis | ed funds | |
| | are the organization's property, subject to the organization's | ~ | | | Yes No |
| 6 | Did the organization inform all grantees, donors, and donor a | | | | |
| | for charitable purposes and not for the benefit of the donor or | | | | |
| | impermissible private benefit? | | | | |
| Par | t II Conservation Easements. Complete if the org | ganization answered "Ye | es" on Form 990, F | Part IV, line 7 | |
| 1 | Purpose(s) of conservation easements held by the organization | on (check all that apply) | | | |
| | Preservation of land for public use (for example, recreated | tion or education) | Preservation of | a historically | important land area |
| | Protection of natural habitat | | Preservation of | a certified hi | storic structure |
| | Preservation of open space | | | | |
| 2 | Complete lines 2a through 2d if the organization held a qualif | fied conservation contrib | oution in the form | of a conserva | |
| | day of the tax year. | | | | Held at the End of the Tax Year |
| а | Total number of conservation easements | | | 2a | |
| b | Total acreage restricted by conservation easements | | | 2b | |
| С | Number of conservation easements on a certified historic stru | ucture included on line 2 | 2a | 2c | |
| d | Number of conservation easements included on line 2c acqui | | | | |
| | on a historic structure listed in the National Register | | | | |
| 3 | Number of conservation easements modified, transferred, rele | eased, extinguished, or | terminated by the | organization | during the tax |
| | year | | | | |
| 4 | Number of states where property subject to conservation eas | | | | |
| 5 | Does the organization have a written policy regarding the per | | | | |
| | violations, and enforcement of the conservation easements it | | | | Yes No |
| 6 | Staff and volunteer hours devoted to monitoring, inspecting, | handling of violations, a | nd enforcing cons | ervation ease | ements during the year |
| _ | | | | | |
| 7 | Amount of expenses incurred in monitoring, inspecting, hand | iling of violations, and e | nforcing conservat | tion easemen | its during the year |
| • | Door and a company time and a co | | ftion 170/h | \(4\(\D\(;\ | |
| 8 | Does each conservation easement reported on line 2d above | | | | □ vaa □ Na |
| • | and section 170(h)(4)(B)(ii)? | | | | Yes No |
| 9 | In Part XIII, describe how the organization reports conservation | | | | |
| | balance sheet, and include, if applicable, the text of the footn | note to the organization | s financiai stateme | ents that desc | cribes the |
| Par | organization's accounting for conservation easements. † III Organizations Maintaining Collections of | Art. Historical Tre | easures, or Ot | her Simila | r Assets. |
| | Complete if the organization answered "Yes" on Form | - | , | | |
| 1a | If the organization elected, as permitted under FASB ASC 95 | | venue statement a | nd balance sl | heet works |
| | of art, historical treasures, or other similar assets held for pub | • | | | |
| | service, provide in Part XIII the text of the footnote to its finan | • | • | | • |
| b | If the organization elected, as permitted under FASB ASC 95 | | | | t works of |
| | art, historical treasures, or other similar assets held for public | | | | |
| | 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 | | | gain, provide | e |
| | the following amounts required to be reported under FASB A | | | - • | |
| а | Revenue included on Form 990, Part VIII, line 1 | | | | \$ |
| b | Assets included in Form 990, Part X | | | | \$ |

4 Describe in Part XIII the intended uses of the organization's endowment funds. Part VI Land, Buildings, and Equipment

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

| Description of property (a) Cost or other (b) Cost or other (c) Accumulated (d) Book value | | | | | | | | |
|--|--------------------|---------------|--------------|----------------|--|--|--|--|
| | basis (investment) | basis (other) | depreciation | (d) Book value | | | | |
| 1a Land | | | | | | | | |
| b Buildings | | | | | | | | |
| c Leasehold improvements | | 591,669. | 591,669. | 0. | | | | |
| d Equipment | | 105,357. | 91,078. | 14,279. | | | | |
| e Other | | | | | | | | |
| Total. Add lines 1a through 1e. (Column (d) must equa | 14,279. | | | | | | | |

Schedule D (Form 990) 2023

| Schedule D (Form 990) 2023 PENCIL INC. | | 22- | -3384302 Page 3 |
|--|----------------------------|--|----------------------|
| Part VII Investments - Other Securities | | | <u> </u> |
| Complete if the organization answered "Yes" | on Form 990, Part IV, line | 11b. See Form 990, Part X, line 12. | |
| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end- | of-year market value |
| (1) Financial derivatives | | | |
| (2) Closely held equity interests | | | |
| (3) Other | | | |
| (A) | | | |
| (B) | | | |
| (C) | | | |
| (D) | | | |
| (E) | | | |
| (F) | | | |
| (G) | | | |
| (H) | | | |
| | | | |
| Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B)) Part VIII Investments - Program Related. | | | |
| Complete if the organization answered "Yes" | on Form 990 Part IV line | 11c See Form 900 Part Y line 13 | |
| (a) Description of investment | (b) Book value | (c) Method of valuation: Cost or end- | of year market value |
| - <u></u> | (b) Dook value | (c) Method of Valuation. Cost of end- | Oryear market value |
| <u>(1)</u> | | | |
| (2) | | | |
| (3) | | | |
| (4) | | | |
| (5) | | | |
| (6) | | | |
| <u>(7)</u> | | | |
| (8) | | | |
| (9) | | | |
| Total. (Col. (b) must equal Form 990, Part X, line 13, col. (B)) Part IX Other Assets | | | |
| Complete if the organization answered "Yes" | on Form 990, Part IV, line | 11d. See Form 990, Part X, line 15. | |
| | Description | | (b) Book value |
| (1) SECURITY DEPOSIT | • | | 42,667. |
| 1-7 | USE ASSET | | 445,250. |
| (3) | | | |
| (4) | | | |
| (5) | | | |
| (6) | | | |
| (7) | | | |
| (8) | | | |
| (9) | | | |
| Total. (Column (b) must equal Form 990, Part X, line 15, co. Part X Other Liabilities | I. (B)) | | 487,917. |
| Complete if the organization answered "Yes" | on Form 990. Part IV. line | 11e or 11f. See Form 990. Part X. line 25. | |
| 1. (a) Description of liability | | | (b) Book value |
| (1) Federal income taxes | | | (L) Look value |
| (2) OPERATING LEASE LIABILITY | | | 446,454. |
| | | | <u> </u> |
| (3) | | | |
| | | | |
| (6) | | | |
| (7) | | | |

Total. (Column (b) must equal Form 990, Part X, line 25, col. (B)) 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

446,454.

(8) (9)

| Pa | rt XI | Reconciliation of Revenue per Audited Financia | | th Revenue per Re | turn | |
|-------|---------|---|-------------------------|---------------------------|-----------|---------------------|
| | | Complete if the organization answered "Yes" on Form 990, Pa | rt IV, line 12a. | | | |
| 1 | Total r | revenue, gains, and other support per audited financial statemer | nts | | 1 | 3,615,067. |
| 2 | | nts included on line 1 but not on Form 990, Part VIII, line 12: | 1 | | | |
| а | | nrealized gains (losses) on investments | | 2,551. 105,876. | | |
| b | | ed services and use of facilities | | 105,876. | - | |
| С | Recov | veries of prior year grants | 2c | | | |
| d | Other | (Describe in Part XIII.) | 2d | | | |
| е | Add lir | nes 2a through 2d | | | 2e | 108,427. |
| 3 | Subtra | act line 2e from line 1 | | | 3 | 3,506,640. |
| 4 | Amou | nts included on Form 990, Part VIII, line 12, but not on line 1: | ı | 1 | | |
| а | Invest | ment expenses not included on Form 990, Part VIII, line 7b | 4a | | | |
| b | Other | (Describe in Part XIII.) | 4b | | | |
| С | Add lir | nes 4a and 4b | | | 4c | 0. |
| 5 | Total r | revenue. Add lines 3 and 4c. (This must equal Form 990. Part I. Reconciliation of Expenses per Audited Financi | line 12.) | | 5 | 3,506,640. |
| Pa | rt XII | · · | | ith Expenses per l | Returr | 1 |
| | | Complete if the organization answered "Yes" on Form 990, Pa | rt IV, line 12a. | | | |
| 1 | Total e | expenses and losses per audited financial statements | | | 1 | 3,539,598. |
| 2 | | nts included on line 1 but not on Form 990, Part IX, line 25: | | | | |
| а | Donate | ed services and use of facilities | 2a | 105,876. | | |
| b | | /ear adjustments | | | | |
| С | | losses | | | | |
| d | | (Describe in Part XIII.) | | | | |
| е | | nes 2a through 2d | | | 2e | 105,876. |
| 3 | Subtra | act line 2e from line 1 | | | 3 | 3,433,722. |
| 4 | | nts included on Form 990, Part IX, line 25, but not on line 1: | | | | |
| а | | ment expenses not included on Form 990, Part VIII, line 7b | 4a | | | |
| b | | (Describe in Part XIII.) | | | | |
| С | | nes 4a and 4b | | • | 4c | 0. |
| | | expenses. Add lines 3 and 4c. (This must equal Form 990. Part I | | | 5 | 3,433,722. |
| Pa | rt XIII | Supplemental Information | , 11110 10., | | | |
| Prov | ide the | descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1 | a and 4; Part IV, lines | 1b and 2b; Part V, line 4 | l; Part X | ر, line 2; Part XI, |
| lines | 2d and | 4b; and Part XII, lines 2d and 4b. Also complete this part to pro | vide any additional in | formation. | | |
| | | | • | | | |
| | | | | | | |
| PAI | RT X | , LINE 2: | | | | |
| | | | | | | |
| PEI | NCIL | DOES NOT BELIEVE ITS FINANCIAL | STATEMENTS | INCLUDE ANY | MATE | ERIAL, |
| | | | | | | • |
| UN | CERT | AIN TAX POSITIONS. TAX FILINGS F | OR PERIODS | ENDING DECEM | IBER | 31, 2020 |
| | | | | | | , |
| ANI | D LA | TER ARE SUBJECT TO EXAMINATION B | Y APPLICABI | E TAXING AUT | 'HOR | TIES. |
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SCHEDULE G (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2023

Open to Public Inspection

Name of the organization Employer identification number PENCIL INC. 22-3384302 Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part. 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply. а Mail solicitations е Solicitation of non-government grants Internet and email solicitations b f Solicitation of government grants Phone solicitations Special fundraising events С g d In-person solicitations 2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or X Yes key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? No b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. (iii) Did fundraiser have custody or control of contributions? (v) Amount paid (vi) Amount paid (i) Name and address of individual (iv) Gross receipts to (or retained by) (ii) Activity to (or retained by) fundraiser or entity (fundraiser) from activity organization listed in col. (i) Yes No Total List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing. NY

| | | le G (Form 990) 2023 PENCIL | | | | 3384302 Page 2 |
|-----------------|------|---|------------------------|--|--------------------|--|
| Pa | rt I | Fundraising Events. Complete if the of fundraising event contributions and ground fundraising event contributions and ground fundraising events. | | | | |
| | | or furidialsing event contributions and gro | (a) Event #1 | (b) Event #2 | (c) Other events | T |
| | | | CELEBRATION | , , | NONE | (d) Total events (add col. (a) through |
| | | | OF SUCCESS | | | col. (c)) |
| ē | | | (event type) | (event type) | (total number) | |
| Revenue | 1 | Gross receipts | 521,597. | | | 521,597. |
| | 2 | Less: Contributions | 395,847. | | | 395,847. |
| | 3 | Gross income (line 1 minus line 2) | 125,750. | | | 125,750. |
| | 4 | Cash prizes | | | | |
| | | | | | | |
| တ္သ | 5 | Noncash prizes | | | | |
| sued | 6 | Rent/facility costs | | | | |
| Direct Expenses | 7 | Food and beverages | | | | |
| | 8 | Entertainment | | | | |
| | 9 | Other direct expenses | | | | 125,750. |
| | 10 | Direct expense summary. Add lines 4 through | n 9 in column (d) | | | 125,750. |
| Pa | 11 | Net income summary. Subtract line 10 from li | | | | 0. |
| Pa | ונו | Gaming. Complete if the organization s \$15,000 on Form 990-EZ, line 6a. | answered "Yes" on Form | 990, Part IV, line 19, or i | reported more than | |
| Revenue | | \$ 10,000 0.11 0.111 000 EE, mile ou. | (a) Bingo | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col. (a) through col. (c)) |
| Revo | 1 | Gross revenue | | | | |
| | | | | | | |
| es | 2 | Cash prizes | | | | |
| Expenses | 3 | Noncash prizes | | | | |
| Direct I | 4 | Rent/facility costs | | | | |
| | 5 | Other direct expenses | | | | |
| | | Volunteer labor | Yes % No | Yes % No | Yes % No | |
| | 7 | Direct expense summary. Add lines 2 through | n 5 in column (d) | | | |
| | a | Net gaming income summary. Subtract line 7 | from line 1 column (d) | | | |
| | | Not garning income summary. Oubtract line 1 | montaine 1, column (a) | | | |
| | | ter the state(s) in which the organization condu | _ | | | |
| | | the organization licensed to conduct gaming ac | | | | Yes No |
| D | IT " | No," explain: | | | | |
| | _ | | | | | |
| | | ere any of the organization's gaming licenses re Yes," explain: | | | /ear? | Yes No |
| | | · ' | | | | |

| Sch | edule G (Form 990) 2023 | PENCIL | INC. | 22-338 | 4302 | Page 3 |
|-----|------------------------------------|--------------------|--|-----------------|---------|----------|
| 11 | Does the organization conduct ga | ming activities | with nonmembers? | | Yes | No No |
| 12 | - | • | e of a trust, or a member of a partnership or other entity formed | _ | 7 | |
| 40 | to administer charitable gaming? | | | L | Yes | L No |
| | Indicate the percentage of gaming | | | 13 | . | % |
| | | | | | | |
| | | | repares the organization's gaming/special events books and recor | | | |
| | Name | | | | | |
| | Address | | | | | |
| 15a | Does the organization have a cont | tract with a third | d party from whom the organization receives gaming revenue? | | Yes | ☐ No |
| k | If "Yes," enter the amount of gami | | | nount | | |
| | of gaming revenue retained by the | | | | | |
| (| : If "Yes," enter name and address | of the third part | ry: | | | |
| | Name | | | | | |
| | Address | | | | | |
| 16 | Gaming manager information: | | | | | |
| | Name | | | | | |
| | | | | | | |
| | Gaming manager compensation | \$ | | | | |
| | Description of services provided | | | | | |
| | | | | | | |
| | | | | | | |
| | Director/officer | Employee | Independent contractor | | | |
| 17 | Mandatory distributions: | | | | | |
| | | state law to ma | ake charitable distributions from the gaming proceeds to | | | |
| | retain the state gaming license? | | | | Yes | ☐ No |
| k | | - | state law to be distributed to other exempt organizations or spent | in the | | |
| Pa | organization's own exempt activiti | | ax year \$ ide the explanations required by Part I, line 2b, columns (iii) and (v | · and Dart III | ines 0 | 9h 10h |
| | , | | o provide any additional information. See instructions. | , and rait iii, | 1103 0, | 55, 105, |
| | , , , , , , | | | | | |
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| Schedule G | (Form 990) Supplemental Info | PENCIL | INC. | | 22-3384302 | Page 4 |
|------------|---------------------------------|---------------------------|--------|--|------------|--------|
| Part IV | Supplemental Info | rmation _{(conti} | inued) | | | |
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SCHEDULE J (Form 990)

Compensation Information

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

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

Attach to Form 990.

2023

OMB No. 1545-0047

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

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

PENCIL INC.

Employer identification number 22-3384302

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

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

Schedule J (Form 990) 2023

Schedule J (Form 990) 2023 PENCIL INC. 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 | V-2 and/or 1099-MISO compensation | C and/or 1099-NEC | (C) Retirement and 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) | 234,042. | 5,000. | 0. | 4,900. | 27,190. | 271,132. | 0. |
| CEO | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (2) JESSICA BYNOE | (i) | 233,462. | 5,000. | 0. | 4,800. | 9,361. | 252,623. | 0. |
| PRESIDENT | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (3) DAVINA ANGUS | (i) | 142,086. | 300. | 0. | 0. | 17,575. | 159,961. | 0. |
| VP PROGRAMS | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (4) TRACY KEBATTA | (i) | 133,632. | 500. | 0. | 2,729. | 16,189. | 153,050. | 0. |
| VP OF FINANCE & ADMIN | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
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| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |

| Schedule J (Form 990) 2023 | PENCIL INC. | 22-3384302 | Page 3 |
|------------------------------------|---|---|--------|
| Part III Supplemental Informa | | | |
| Provide the information, explanati | on, 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 | n. |
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SCHEDULE 0 (Form 990)

Supplemental Information to Form 990 or 990-EZ

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

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

OMB No. 1545-0047 Inspection

Department of the Treasury Internal Revenue Service Name of the organization

PENCIL INC.

Employer identification number 22-3384302

| FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION: |
|--|
| OPEN DOORS. |
| |
| 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: |
| PENCIL HOSTED PRINCIPAL FOR A DAY ON MAY 2ND, 2023. THESE EVENTS |
| CREATED SPACE FOR PRINCIPALS AND BUSINESS EXECUTIVES TO DISCUSS THE |
| ONGOING CHALLENGES AND OPPORTUNITIES IN THEIR SCHOOLS. OVER 150 |
| EXECUTIVES CONNECTED WITH 134 SCHOOLS SUPPORTING AN ESTIMATED 598 |
| TEACHERS AND 5,167 STUDENTS. |
| |
| PENCIL SUPPORTED THREE SCHOOLS AS PART OF NYC PUBLIC SCHOOL'S FUTURE |
| READY NYC INITIATIVE. THESE COACHING SUPPORTED PRINCIPALS AND EDUCATORS |
| INTEGRATE CAREER READINESS INTO THEIR CURRICULA AND PROVIDED |
| PROFESSIONAL DEVELOPMENT IMPROVING THE EDUCATIONAL EXPERIENCE OF OVER |
| 1,153 STUDENTS. |
| |
| FORM 990, PART VI, SECTION B, LINE 11B: |
| 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. |

Schedule O (Form 990) 2023 Page 2

Name of the organization **Employer identification number** 22-3384302 PENCIL INC. 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 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.

Form **8868**

(Rev. January 2024)

Application for Extension of Time To File an Exempt Organization Return or Excise Taxes Related to Employee Benefit Plans

File a separate application for each return.

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

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

Electronic filing (e-file). You can electronically file Form 8868 to request up to a 6-month extension of time to file any of the forms listed below except for Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts. An extension request for Form 8870 must be sent to the IRS in a paper format (see instructions). For more details on the electronic filing of Form 8868, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits. Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment 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. Part I - Identification Taxpayer identification number (TIN) Name of exempt organization, employer, or other filer, see instructions. Type or **Print** PENCIL INC. 22-3384302 File by the Number, street, and room or suite no. If a P.O. box, see instructions. due date for filina vour 30 WEST 26TH STREET, 5TH FLOOR return. See instructions. City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10010 Enter the Return Code for the return that this application is for (file a separate application for each return) 01 Application Is For Return | Application Is For Return Code Code Form 990 or Form 990-EZ 01 Form 4720 (other than individual) 09 Form 4720 (individual) 03 Form 5227 10 Form 990-PF 04 Form 6069 11 Form 990-T (sec. 401(a) or 408(a) trust) 12 05 Form 8870 Form 990-T (trust other than above) 06 Form 5330 (individual) 13 07 Form 5330 (other than individual) 14 Form 990-T (corporation) Form 1041-A 80 After you enter your Return Code, complete either Part II or Part III. Part III, including signature, is applicable only for an extension of time to file Form 5330. • If this application is for an extension of time to file Form 5330, you must enter the following information. Plan Name Plan Number Plan Year Ending (MM/DD/YYYY) Part II - Automatic Extension of Time To File for Exempt Organizations (see instructions) The books are in the care of KEITH HOWEY, VP, IMPACT & OPERATION 30 WEST 26TH STREET, 5TH FLOOR - NEW YORK, NY 10010 Telephone No. (212) 524-2386 Fax No. If the organization does not have an office or place of business in the United States, check this box 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 . If it is for part of the 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 , 20 24 , to file the exempt organization return for the organization named above. The extension is for the organization's return for: X calendar year 20 23 or tax year beginning ______, 20 ____, and ending ___ If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period 3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. За If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. 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.