

Return of Organization Exempt From Income Tax

2017

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury Internal Revenue Service

Open to Public Inspection

A For the 2017 calendar year, or tax year beginning 7/01, 2017, and ending 6/30, 2018

B Check if applicable: Address change, Name change, Initial return, Final return/terminated, Amended return, Application pending. C Learning Ally, Inc, 20 Roszel Road, Princeton, NJ 08540. D Employer identification number 13-1659345. E Telephone number 609-243-7603. F Name and address of principal officer: Andrew Friedman, Same As C Above. G Gross receipts \$ 18,698,614. H(a) Is this a group return for subordinates? Yes No. H(b) Are all subordinates included? Yes No. I Tax-exempt status 501(c)(3). J Website: www.Learningally.org. K Form of organization: Corporation. L Year of formation: 1948. M State of legal domicile: NJ.

Part I Summary

Table with columns for Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances. Rows include mission statement, governance metrics, revenue breakdown, expenses, and net assets for prior and current years.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer Andrew Friedman, Date 10/5/2018, Title President & CEO.

Paid Preparer Use Only: Print/Type preparer's name Michael Somer, Preparer's signature Michael Somer, Date, Check self-employed, PTIN P00094591, Firm's name Eisner Amper LLP, Firm's address 111 Wood Avenue South-6TH Floor, Iselin, NJ 08830-2700, Firm's EIN 13-1639826, Phone no. 732-243-7000.

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

LEARNING ALLY IS A LEADING NONPROFIT ED-TECH ORGANIZATION DELIVERING A COMPREHENSIVE SOLUTION FOR STRUGGLING READERS IN ELEMENTARY, MIDDLE AND HIGH SCHOOLS. SEE ATTACHMENT 1.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

If 'Yes,' describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by 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 \$ 12,836,968. including grants of \$ 93,800.) (Revenue \$ 6,386,910.)

ATTACHMENT 2

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

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

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 12,836,968.

**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)? <i>If 'Yes,' complete Schedule A.</i> .....   | X   |    |
| 2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? .....  | X   |    |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If 'Yes,' complete Schedule C, Part I.</i> .....  |     | X  |
| 4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If 'Yes,' complete Schedule C, Part II.</i> .....   | X   |    |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If 'Yes,' complete Schedule C, Part III.</i> .....   |     | X  |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If 'Yes,' complete Schedule D, Part I.</i> .....  |     | X  |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If 'Yes,' complete Schedule D, Part II.</i> .....  |     | X  |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i> .....   |     | X  |
| 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV.</i> .....            |     | X  |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V.</i> .....   | X   |    |
| 11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.  |     |    |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If 'Yes,' complete Schedule D, Part VI.</i> .....   | 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? <i>If 'Yes,' complete Schedule D, Part VII.</i> .....   | X   |    |
| c Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VIII.</i> .....   |     | 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 Part X, line 16? <i>If 'Yes,' complete Schedule D, Part IX.</i> .....  | X   |    |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If 'Yes,' complete Schedule D, Part X.</i> .....   |     | X  |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If 'Yes,' complete Schedule D, Part X.</i> .....  | X   |    |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If 'Yes,' complete Schedule D, Parts XI and XII.</i> .....  | X   |    |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional.</i> .....   |     | X  |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E.</i> .....  |     | X  |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? .....   |     | X  |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If 'Yes,' complete Schedule F, Parts I and IV.</i> ..... |     | X  |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If 'Yes,' complete Schedule F, Parts II and IV.</i> .....   |     | X  |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If 'Yes,' complete Schedule F, Parts III and IV.</i> .....   |     | X  |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If 'Yes,' complete Schedule G, Part I</i> (see instructions). .....  | 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? <i>If 'Yes,' complete Schedule G, Part II.</i> .....   |     | X  |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i> .....   |     | X  |

**Part IV Checklist of Required Schedules** (continued)

|   | Yes | No |
|---|-----|----|
| <b>20a</b> Did the organization operate one or more hospital facilities? <i>If 'Yes,' complete Schedule H.</i> .....  |     | X  |
| <b>b</b> If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return? .....   |     |    |
| <b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i> .....   | X   |    |
| <b>22</b> 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? <i>If 'Yes,' complete Schedule I, Parts I and III.</i> .....   | X   |    |
| <b>23</b> 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? <i>If 'Yes,' complete Schedule J.</i> .....  | X   |    |
| <b>24a</b> 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? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a.</i> .....                           |     | X  |
| <b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....  |     |    |
| <b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....   |     |    |
| <b>d</b> Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year? .....  |     |    |
| <b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i> .....  |     | X  |
| <b>b</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? <i>If 'Yes,' complete Schedule L, Part I.</i> .....  |     | X  |
| <b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If 'Yes,' complete Schedule L, Part II.</i> .....                                 |     | X  |
| <b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i> ..... |     | X  |
| <b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):   |     |    |
| <b>a</b> A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i> .....  |     | X  |
| <b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i> .....   |     | X  |
| <b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV.</i> .....   |     | X  |
| <b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i> .....  | X   |    |
| <b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i> .....  |     | X  |
| <b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i> .....  |     | X  |
| <b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i> .....  |     | X  |
| <b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I.</i> .....  |     | X  |
| <b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Part II, III, or IV, and Part V, line 1.</i> .....  |     | X  |
| <b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....  |     | X  |
| <b>b</b> If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i> .....  |     |    |
| <b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i> .....   |     | X  |
| <b>37</b> 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? <i>If 'Yes,' complete Schedule R, Part VI.</i> .....   |     | X  |
| <b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O. ....   | X   |    |

BAA

Form 990 (2017)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

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

|             |  | Yes | No |
|-------------|--|-----|----|
| <b>1 a</b>  | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. <span style="float:right">134</span>   |     |    |
| <b>1 b</b>  | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. <span style="float:right">0</span>  |     |    |
| <b>1 c</b>  | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?   | X   |    |
| <b>2 a</b>  | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. <span style="float:right">148</span>                        |     |    |
| <b>2 b</b>  | If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)         | X   |    |
| <b>3 a</b>  | Did the organization have unrelated business gross income of \$1,000 or more during the year?  |     | X  |
| <b>3 b</b>  | If 'Yes,' has it filed a Form 990-T for this year? If 'No' to line 3b, provide an explanation in Schedule O.   |     |    |
| <b>4 a</b>  | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? |     | X  |
| <b>4 b</b>  | If 'Yes,' enter the name of the foreign country:<br>See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).  |     |    |
| <b>5 a</b>  | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  |     | X  |
| <b>5 b</b>  | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?   |     | X  |
| <b>5 c</b>  | If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?   |     |    |
| <b>6 a</b>  | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?                                    |     | X  |
| <b>6 b</b>  | If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  |     |    |
| <b>7</b>    | <b>Organizations that may receive deductible contributions under section 170(c).</b>   |     |    |
| <b>7 a</b>  | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?  |     | X  |
| <b>7 b</b>  | If 'Yes,' did the organization notify the donor of the value of the goods or services provided?  |     |    |
| <b>7 c</b>  | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?   |     | X  |
| <b>7 d</b>  | If 'Yes,' indicate the number of Forms 8282 filed during the year.   |     |    |
| <b>7 e</b>  | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  |     | X  |
| <b>7 f</b>  | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?   |     | X  |
| <b>7 g</b>  | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?   |     |    |
| <b>7 h</b>  | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?   |     |    |
| <b>8</b>    | <b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?   |     |    |
| <b>9</b>    | <b>Sponsoring organizations maintaining donor advised funds.</b>   |     |    |
| <b>9 a</b>  | Did the sponsoring organization make any taxable distributions under section 4966?   |     |    |
| <b>9 b</b>  | Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?  |     |    |
| <b>10</b>   | <b>Section 501(c)(7) organizations.</b> Enter:   |     |    |
| <b>10 a</b> | Initiation fees and capital contributions included on Part VIII, line 12.  |     |    |
| <b>10 b</b> | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.   |     |    |
| <b>11</b>   | <b>Section 501(c)(12) organizations.</b> Enter:  |     |    |
| <b>11 a</b> | Gross income from members or shareholders.   |     |    |
| <b>11 b</b> | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)   |     |    |
| <b>12 a</b> | <b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?  |     |    |
| <b>12 b</b> | If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.   |     |    |
| <b>13</b>   | <b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>  |     |    |
| <b>13 a</b> | Is the organization licensed to issue qualified health plans in more than one state?<br><b>Note.</b> See the instructions for additional information the organization must report on Schedule O.   |     |    |
| <b>13 b</b> | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.   |     |    |
| <b>13 c</b> | Enter the amount of reserves on hand.  |     |    |
| <b>14 a</b> | Did the organization receive any payments for indoor tanning services during the tax year?   |     | X  |
| <b>14 b</b> | If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.   |     |    |

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 in Schedule O. See instructions.

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed See Schedule O
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
[X] Own website [ ] Another's website [X] Upon request [ ] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O
20 State the name, address, and telephone number of the person who possesses the organization's books and records: Thomas Hetzel 20 Roszel Road Princeton NJ 08540 609-243-7603

**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**

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

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

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

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

| (A)<br>Name and Title                                | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
|  |  | Individual trustee or director  | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |  |   |   |
| (1) Harold J Logan<br>Chairman                       | 5<br>0   | X   |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (2) Therese Llorente attach. 3<br>Trustee            | 3<br>0   | X   |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (3) Marc Baranski attach 3<br>Trustee                | 3<br>0   | X   |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (4) Kimberlee Phelan<br>Treasurer                    | 3<br>0   | X   |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (5) Deborah Jillson<br>Secretary                     | 3<br>0   | X   |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (6) Robert Writz<br>Trustee                          | 3<br>0   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (7) Soonkyu Shin attach 3<br>Trustee                 | 3<br>0   | X   |                       | X       |              |                              |        | 0.   | 0.  | 0.  |
| (8) Nicole Channing<br>Trustee                       | 3<br>0   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (9) Mary Beth O'Hagan attach 3<br>Trustee            | 0<br>0   | X   |                       |         |              |                              |        | 0.   | 0.  | 0.  |
| (10) Andrew Friedman<br>President & CEO              | 60<br>0  |   |                       | X       |              |                              |        | 307,359.   | 0.  | 87,183.   |
| (11) Tim Wilson<br>CFO                               | 50<br>0  |   |                       | X       |              |                              |        | 222,599.   | 0.  | 24,135.   |
| (12) Cynthia Hamburger<br>COO/CIO                    | 50<br>0  |   |                       |         | X            |                              |        | 267,459.   | 0.  | 23,953.   |
| (13) Constance Murphy<br>EVP Partnership & Comm Dev. | 50<br>0  |   |                       |         | X            |                              |        | 221,251.   | 0.  | 21,926.   |
| (14) Stephen Ferranti<br>VP Digital Operations       | 50<br>0  |   |                       |         | X            |                              |        | 204,733.   | 0.  | 22,919.   |

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

| (A)<br>Name and title  | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
|  |  | Individual trustee or director  | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |  |   |   |
| (15) Jan McDavitt<br>VP Philanthropy   | 50<br>0  |   |                       |         | X            |                              |        | 192,493.   | 0.  | 1,121.  |
| (16) Jeffery Ho<br>VP New Product Development  | 50<br>0  |   |                       |         | X            |                              |        | 180,455.   | 0.  | 13,948.   |
| (17) Cheryl B Lin<br>Chief Marketing Officer   | 50<br>0  |   |                       |         | X            |                              |        | 164,814.   | 0.  | 934.  |
| (18) Heather Connelly<br>National Sales Director   | 50<br>0  |   |                       |         | X            |                              |        | 155,535.   | 0.  | 23,748.   |
| (19) Erin Morales<br>Dir, Inst. Giving & Strat Init  | 50<br>0  |   |                       |         | X            |                              |        | 158,382.   | 0.  | 2,769.  |
| (20) Steven M Valvano<br>VP-People and Culture   | 50<br>0  |   |                       |         | X            |                              |        | 152,464.   | 0.  | 18,673.   |
| (21) Jamey Gildea<br>Sr. Data Architect  | 50<br>0  |   |                       |         | X            |                              |        | 156,962.   | 0.  | 9,126.  |
| (22) Andrew Singleton<br>Dir. School Opera.  | 50<br>0  |   |                       |         |              | X                            |        | 142,490.   | 0.  | 21,022.   |
| (23) Cheryl Kopec<br>Leader, Member Suc  | 50<br>0  |   |                       |         |              | X                            |        | 142,179.   | 0.  | 5,947.  |
| (24) David Kozemchak<br>AVP Operations   | 50<br>0  |   |                       |         |              | X                            |        | 133,784.   | 0.  | 22,010.   |
| (25) Douglas S. Sprei<br>Natl Dr PR & Comm   | 50<br>0  |   |                       |         |              | X                            |        | 132,709.   | 0.  | 22,846.   |
| <b>1 b Sub-total</b>   |  |   |                       |         |              |                              |        | 2,935,668.   | 0.  | 322,260.  |
| <b>c Total from continuation sheets to Part VII, Section A</b>   |  |   |                       |         |              |                              |        | 133,283.   | 0.  | 22,117.   |
| <b>d Total (add lines 1b and 1c)</b>   |  |   |                       |         |              |                              |        | 3,068,951.   | 0.  | 344,377.  |
| 2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 25 |  |   |                       |         |              |                              |        |  |   |   |

|  | Yes | No |
|--|-----|----|
| 3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>                                       | 3   | X  |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes,' complete Schedule J for such individual.</i> | 4   | X  |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person.</i>                       | 5   | X  |

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A)<br>Name and business address   | (B)<br>Description of services | (C)<br>Compensation |
|--|--------------------------------|---------------------|
| FAIRCOM NEW YORK INC 12 WEST 27TH ST NEW YORK, NY 10001  | DIRECT MAIL                    | 391,064.            |
| ORACLE AMERICA INC 15612 COLLECTIONS CTR DR CHICAGO, IL 60693  | SOFTWARE FIRM                  | 157,627.            |
| BAILEY BRAND CONSULT 200 WEST GERMANTOWN PIKE PLYMOUTH MEETING, PA 1   | MARKETING CONSULTING           | 120,820.            |
| LIMELIGHT NETWORKS DEPT. CH 16409 PALATINE, IL 60055-6409  | DATA STORAGE                   | 117,619.            |
| EISNER AMPER LLP PO BOX 360635 PITTSBURGH, PA 15251-6635   | AUDITING FIRM                  | 105,150.            |
| 2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 5 |                                |                     |





**Part VIII Statement of Revenue**

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

|   |  | (A)<br>Total revenue                                     | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from tax<br>under sections<br>512-514 |            |  |
|---|--|--|--|---|--|------------|--|
| <b>Contributions, Gifts, Grants<br/>and Other Similar Amounts</b>       | <b>1 a</b> Federated campaigns   | <b>1 a</b>   |  |   |  |            |  |
|   | <b>b</b> Membership dues   | <b>1 b</b>   |  |   |  |            |  |
|   | <b>c</b> Fundraising events  | <b>1 c</b>   |  |   |  |            |  |
|   | <b>d</b> Related organizations   | <b>1 d</b>   |  |   |  |            |  |
|   | <b>e</b> Government grants (contributions)   | <b>1 e</b> 3,791,254.                                    |  |   |  |            |  |
|   | <b>f</b> All other contributions, gifts, grants, and<br>similar amounts not included above   | <b>1 f</b> 4,559,898.                                    |  |   |  |            |  |
|   | <b>g</b> Noncash contributions included in lines 1a-1f: \$   | 50,786.  |  |   |  |            |  |
|   | <b>h Total.</b> Add lines 1a-1f  | ▶ 8,351,152.   |  |   |  |            |  |
| <b>Program Service Revenue</b>  | <b>2 a</b> <u>Membership Fee Revenue</u>   |  | Business Code<br>900099                            | 6,306,708.                              | 6,306,708.   |            |  |
|   | <b>b</b> <u>Training &amp; Seminars</u>  |  | 900099   | 23,213.                                 | 23,213.  |            |  |
|   | <b>c</b> _____   |  |  |   |  |            |  |
|   | <b>d</b> _____   |  |  |   |  |            |  |
|   | <b>e</b> _____   |  |  |   |  |            |  |
|   | <b>f</b> All other program service revenue   |  |  |   |  |            |  |
|   | <b>g Total.</b> Add lines 2a-2f  |  | ▶ 6,329,921.                                       |   |  |            |  |
| <b>Other Revenue</b>  | <b>3</b> Investment income (including dividends, interest and<br>other similar amounts)  |  | ▶ 2,495,542.                                       |   |  | 2,495,542. |  |
|   | <b>4</b> Income from investment of tax-exempt bond proceeds  |  | ▶  |   |  |            |  |
|   | <b>5</b> Royalties   |  | ▶ 712.   |   |  | 712.       |  |
|   | <b>6 a</b> Gross rents   | (i) Real   | (ii) Personal                                      |   |  |            |  |
|   |  | <b>b</b> Less: rental expenses                           |  |   |  |            |  |
|   |  | <b>c</b> Rental income or (loss)                         |  |   |  |            |  |
|   |  | <b>d</b> Net rental income or (loss)                     | ▶  |   |  |            |  |
|   | <b>7 a</b> Gross amount from sales of<br>assets other than inventory   | (i) Securities   | (ii) Other   |   |  |            |  |
|   |  | 1,448,187.   |  |   |  |            |  |
|   |  | <b>b</b> Less: cost or other basis<br>and sales expenses |  |   |  |            |  |
|   |  | 1,394,147.   |  |   |  |            |  |
|   | <b>c</b> Gain or (loss)  | 54,040.  |  |   |  |            |  |
|   | <b>d</b> Net gain or (loss)  |  | ▶ 54,040.  |   |  | 54,040.    |  |
|   | <b>8 a</b> Gross income from fundraising events<br>(not including \$ _____<br>of contributions reported on line 1c).<br>See Part IV, line 18 |  | <b>a</b>   |   |  |            |  |
|   | <b>b</b> Less: direct expenses   |  | <b>b</b>   |   |  |            |  |
| <b>c</b> Net income or (loss) from fundraising events                   |  | ▶  |  |   |  |            |  |
| <b>9 a</b> Gross income from gaming activities.<br>See Part IV, line 19 |  | <b>a</b>   |  |   |  |            |  |
| <b>b</b> Less: direct expenses  |  | <b>b</b>   |  |   |  |            |  |
| <b>c</b> Net income or (loss) from gaming activities                    |  | ▶  |  |   |  |            |  |
| <b>10 a</b> Gross sales of inventory, less returns<br>and allowances    | <b>a</b>   | 56,989.  |  |   |  |            |  |
|   | <b>b</b> Less: cost of goods sold  | <b>b</b>   |  |   |  |            |  |
|   | <b>c</b> Net income or (loss) from sales of inventory  | ▶ 56,989.  | 56,989.  |   |  |            |  |
| Miscellaneous Revenue   |  | Business Code  |  |   |  |            |  |
| <b>11 a</b> <u>Other Revenue</u>  |  | 900099   | 16,111.  |   | 16,111.  |            |  |
| <b>b</b> _____  |  | 900099   |  |   |  |            |  |
| <b>c</b> _____  |  | 900099   |  |   |  |            |  |
| <b>d</b> All other revenue  |  |  |  |   |  |            |  |
| <b>e Total.</b> Add lines 11a-11d                                       |  | ▶ 16,111.  |  |   |  |            |  |
| <b>12 Total revenue.</b> See instructions                               |  | ▶ 17,304,467.  | 6,386,910.   | 0.                                      | 2,566,405.   |            |  |

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.  | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21  | 25,000.               | 25,000.                         |  |                             |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22   | 68,800.               | 68,800.                         |  |                             |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16  |                       |                                 |  |                             |
| 4 Benefits paid to or for members   |                       |                                 |  |                             |
| 5 Compensation of current officers, directors, trustees, and key employees  | 2,658,696.            | 1,240,947.                      | 811,035.                               | 606,714.                    |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)   | 0.                    | 0.                              | 0.                                     | 0.                          |
| 7 Other salaries and wages  | 6,861,666.            | 5,686,634.                      | 690,567.                               | 484,465.                    |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)  | 49,645.               | 42,935.                         | 3,802.                                 | 2,908.                      |
| 9 Other employee benefits   | 1,016,317.            | 839,246.                        | 100,931.                               | 76,140.                     |
| 10 Payroll taxes  | 761,093.              | 576,549.                        | 104,947.                               | 79,597.                     |
| 11 Fees for services (non-employees):   |                       |                                 |  |                             |
| a Management  |                       |                                 |  |                             |
| b Legal   | 25,956.               |                                 | 25,956.                                |                             |
| c Accounting  | 84,057.               |                                 | 84,057.                                |                             |
| d Lobbying  | 101,977.              | 101,977.                        |  |                             |
| e Professional fundraising services. See Part IV, line 17   | 412,891.              |                                 |  | 412,891.                    |
| f Investment management fees  | 8,835.                |                                 | 8,835.                                 |                             |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)  | 825,058.              | 808,512.                        | 8,676.                                 | 7,870.                      |
| 12 Advertising and promotion  | 122,674.              | 119,139.                        | 1,191.                                 | 2,344.                      |
| 13 Office expenses  | 533,655.              | 298,060.                        | 226,696.                               | 8,899.                      |
| 14 Information technology   | 512,349.              | 177,524.                        | 310,686.                               | 24,139.                     |
| 15 Royalties  |                       |                                 |  |                             |
| 16 Occupancy  | 846,859.              | 846,859.                        |  |                             |
| 17 Travel   | 471,734.              | 340,493.                        | 73,182.                                | 58,059.                     |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials   |                       |                                 |  |                             |
| 19 Conferences, conventions, and meetings   | 21,964.               | 13,061.                         | 4,539.                                 | 4,364.                      |
| 20 Interest   | 8,072.                |                                 | 8,072.                                 |                             |
| 21 Payments to affiliates   |                       |                                 |  |                             |
| 22 Depreciation, depletion, and amortization  | 939,040.              | 834,217.                        | 103,908.                               | 915.                        |
| 23 Insurance  | 120,526.              | 70,706.                         | 49,820.                                |                             |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)                                      |                       |                                 |  |                             |
| a <u>STAFF RECRUITMENT &amp; TRAINING</u>   | 477,637.              | 436,001.                        | 41,136.                                | 500.                        |
| b <u>TAPES &amp; SUPPLIES</u>   | 193,146.              | 193,146.                        |  |                             |
| c <u>BOOKS &amp; PUBLICATIONS</u>   | 117,736.              | 85,980.                         | 6,325.                                 | 25,431.                     |
| d <u>ALL OTHER EXPENSES</u>   | 58,280.               | 31,182.                         | 18,079.                                | 9,019.                      |
| e All other expenses  |                       |                                 |  |                             |
| 25 Total functional expenses. Add lines 1 through 24e   | 17,323,663.           | 12,836,968.                     | 2,682,440.                             | 1,804,255.                  |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) |                       |                                 |  |                             |

**Part X Balance Sheet**

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

|   |  | (A)<br>Beginning of year |             | (B)<br>End of year    |
|---|--|--------------------------|-------------|-----------------------|
| <b>Assets</b>   | <b>1</b> Cash – non-interest-bearing   | 1,250.                   | <b>1</b>    | 500.                  |
|   | <b>2</b> Savings and temporary cash investments  | 801,107.                 | <b>2</b>    | 1,716,054.            |
|   | <b>3</b> Pledges and grants receivable, net  | 4,130,066.               | <b>3</b>    | 2,350,565.            |
|   | <b>4</b> Accounts receivable, net  | 212,310.                 | <b>4</b>    | 617,759.              |
|   | <b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L   |                          | <b>5</b>    |                       |
|   | <b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L |                          | <b>6</b>    |                       |
|   | <b>7</b> Notes and loans receivable, net   |                          | <b>7</b>    |                       |
|   | <b>8</b> Inventories for sale or use   |                          | <b>8</b>    |                       |
|   | <b>9</b> Prepaid expenses and deferred charges   | 620,868.                 | <b>9</b>    | 528,215.              |
|   | <b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D   | <b>10a</b> 22,015,732.   |             |                       |
|   | <b>b</b> Less: accumulated depreciation  | <b>10b</b> 18,793,877.   | 3,949,091.  | <b>10c</b> 3,221,855. |
|   | <b>11</b> Investments – publicly traded securities   | 618,678.                 | <b>11</b>   | 636,216.              |
|   | <b>12</b> Investments – other securities. See Part IV, line 11   | 17,045,252.              | <b>12</b>   | 18,204,045.           |
|   | <b>13</b> Investments – program-related. See Part IV, line 11  |                          | <b>13</b>   |                       |
|   | <b>14</b> Intangible assets  |                          | <b>14</b>   |                       |
|   | <b>15</b> Other assets. See Part IV, line 11   | 3,981,617.               | <b>15</b>   | 4,070,758.            |
| <b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) | 31,360,239.  | <b>16</b>                | 31,345,967. |                       |
| <b>Liabilities</b>  | <b>17</b> Accounts payable and accrued expenses  | 928,750.                 | <b>17</b>   | 1,329,664.            |
|   | <b>18</b> Grants payable   |                          | <b>18</b>   |                       |
|   | <b>19</b> Deferred revenue   | 2,518,217.               | <b>19</b>   | 3,266,117.            |
|   | <b>20</b> Tax-exempt bond liabilities  |                          | <b>20</b>   |                       |
|   | <b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D  |                          | <b>21</b>   |                       |
|   | <b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L   |                          | <b>22</b>   |                       |
|   | <b>23</b> Secured mortgages and notes payable to unrelated third parties   | 196,936.                 | <b>23</b>   | 137,905.              |
|   | <b>24</b> Unsecured notes and loans payable to unrelated third parties   |                          | <b>24</b>   |                       |
|   | <b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D  |                          | <b>25</b>   |                       |
|   | <b>26 Total liabilities.</b> Add lines 17 through 25   | 3,643,903.               | <b>26</b>   | 4,733,686.            |
| <b>Net Assets or Fund Balances</b>                                  | <b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>  |                          |             |                       |
|   | <b>27</b> Unrestricted net assets  | 6,509,276.               | <b>27</b>   | 5,236,372.            |
|   | <b>28</b> Temporarily restricted net assets  | 8,789,964.               | <b>28</b>   | 10,036,199.           |
|   | <b>29</b> Permanently restricted net assets  | 12,417,096.              | <b>29</b>   | 11,339,710.           |
|   | <b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>   |                          |             |                       |
|   | <b>30</b> Capital stock or trust principal, or current funds   |                          | <b>30</b>   |                       |
|   | <b>31</b> Paid-in or capital surplus, or land, building, or equipment fund   |                          | <b>31</b>   |                       |
|   | <b>32</b> Retained earnings, endowment, accumulated income, or other funds   |                          | <b>32</b>   |                       |
|   | <b>33</b> Total net assets or fund balances  | 27,716,336.              | <b>33</b>   | 26,612,281.           |
|   | <b>34</b> Total liabilities and net assets/fund balances   | 31,360,239.              | <b>34</b>   | 31,345,967.           |

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Form 990 (2017)

**Part XI Reconciliation of Net Assets**

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

|           |  |           |             |
|-----------|--|-----------|-------------|
| <b>1</b>  | Total revenue (must equal Part VIII, column (A), line 12)  | <b>1</b>  | 17,304,467. |
| <b>2</b>  | Total expenses (must equal Part IX, column (A), line 25)   | <b>2</b>  | 17,323,663. |
| <b>3</b>  | Revenue less expenses. Subtract line 2 from line 1   | <b>3</b>  | -19,196.    |
| <b>4</b>  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                      | <b>4</b>  | 27,716,336. |
| <b>5</b>  | Net unrealized gains (losses) on investments   | <b>5</b>  | -1,096,215. |
| <b>6</b>  | Donated services and use of facilities   | <b>6</b>  | -83,924.    |
| <b>7</b>  | Investment expenses  | <b>7</b>  |             |
| <b>8</b>  | Prior period adjustments   | <b>8</b>  |             |
| <b>9</b>  | Other changes in net assets or fund balances (explain in Schedule O) <i>See Schedule O</i>                     | <b>9</b>  | 95,280.     |
| <b>10</b> | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | <b>10</b> | 26,612,281. |

**Part XII Financial Statements and Reporting**

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

|   |  | Yes | No |
|---|--|-----|----|
| <b>1</b>  | Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____   |     |    |
| If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.   |  |     |    |
| <b>2a</b>   | Were the organization's financial statements compiled or reviewed by an independent accountant?  |     | X  |
| If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: |  |     |    |
| <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis                 |  |     |    |
| <b>2b</b>   | Were the organization's financial statements audited by an independent accountant?   | 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:              |  |     |    |
| <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis      |  |     |    |
| <b>2c</b>   | 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? | X   |    |
| If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.   |  |     |    |
| <b>3a</b>   | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?   | X   |    |
| <b>3b</b>   | If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.    | X   |    |

BAA

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

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

**2017**

**Open to Public Inspection**

|   |   |
|---|---|
| Name of the organization<br><b>Learning Ally, Inc</b> | Employer identification number<br><b>13-1659345</b> |
|---|---|

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: \_\_\_\_\_
- 10  An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
  - f Enter the number of supported organizations .....
  - g Provide the following information about the supported organization(s).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-10 above (see instructions)) | (iv) Is the organization listed in your governing document? |    | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|------------------------------------|----------|---|---|----|---|---|
|                                    |          |   | Yes   | No |   |   |
| (A)                                |          |   |   |    |   |   |
| (B)                                |          |   |   |    |   |   |
| (C)                                |          |   |   |    |   |   |
| (D)                                |          |   |   |    |   |   |
| (E)                                |          |   |   |    |   |   |
| <b>Total</b>                       |          |   |   |    |   |   |

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

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

**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ▶  | (a) 2013  | (b) 2014   | (c) 2015  | (d) 2016   | (e) 2017   | (f) Total   |
|--|-----------|------------|-----------|------------|------------|-------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)   | 14195586. | 9,187,836. | 12541706. | 8,362,362. | 8,351,152. | 52,638,642. |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.   |           |            |           |            |            | 0.          |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge.   |           |            |           |            |            | 0.          |
| 4 <b>Total.</b> Add lines 1 through 3.   | 14195586. | 9,187,836. | 12541706. | 8,362,362. | 8,351,152. | 52,638,642. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). |           |            |           |            |            | 3,999,674.  |
| 6 <b>Public support.</b> Subtract line 5 from line 4.  |           |            |           |            |            | 48,638,968. |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ▶  | (a) 2013   | (b) 2014   | (c) 2015  | (d) 2016   | (e) 2017   | (f) Total                |
|--|------------|------------|-----------|------------|------------|--------------------------|
| 7 Amounts from line 4.   | 14195586.  | 9,187,836. | 12541706. | 8,362,362. | 8,351,152. | 52,638,642.              |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources.   | 2,244,156. | 1,559,017. | 827,083.  | 454,067.   | 2,496,254. | 7,580,577.               |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on.  |            |            |           |            |            | 0.                       |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) See Part VI.  | 981,115.   | 2,029,805. | 673,916.  | 189,120.   | 73,100.    | 3,947,056.               |
| 11 <b>Total support.</b> Add lines 7 through 10.   |            |            |           |            |            | 64,166,275.              |
| 12 Gross receipts from related activities, etc. (see instructions).  |            |            |           |            | 12         | 33,889,611.              |
| 13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . |            |            |           |            |            | <input type="checkbox"/> |

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

|  |    |         |
|--|----|---------|
| 14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f)). | 14 | 75.80 % |
| 15 Public support percentage from 2016 Schedule A, Part II, line 14.                       | 15 | 75.79 % |

- 16a **33-1/3% support test—2017.** 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—2016.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization.
- 17a **10%-facts-and-circumstances test—2017.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.
- b **10%-facts-and-circumstances test—2016.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.
- 18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

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

**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ▶  | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.) . . . . .  |          |          |          |          |          |           |
| <b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose. . . . . |          |          |          |          |          |           |
| <b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513. . . . .   |          |          |          |          |          |           |
| <b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. . . . .  |          |          |          |          |          |           |
| <b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge. . . . .  |          |          |          |          |          |           |
| <b>6 Total.</b> Add lines 1 through 5. . . . .   |          |          |          |          |          |           |
| <b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons. . . . .  |          |          |          |          |          |           |
| <b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year. . . . .           |          |          |          |          |          |           |
| <b>c</b> Add lines 7a and 7b. . . . .  |          |          |          |          |          |           |
| <b>8 Public support.</b> (Subtract line 7c from line 6.) . . . . .   |          |          |          |          |          |           |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ▶   | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| <b>9</b> Amounts from line 6. . . . .   |          |          |          |          |          |           |
| <b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources. . . . . |          |          |          |          |          |           |
| <b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975. . . . .                           |          |          |          |          |          |           |
| <b>c</b> Add lines 10a and 10b. . . . .   |          |          |          |          |          |           |
| <b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on. . . . .      |          |          |          |          |          |           |
| <b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) . . . . .                                 |          |          |          |          |          |           |
| <b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .  |          |          |          |          |          |           |

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**. . . . . ▶

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

|   |           |   |
|---|-----------|---|
| <b>15</b> Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f)). . . . . | <b>15</b> | % |
| <b>16</b> Public support percentage from 2016 Schedule A, Part III, line 15. . . . .                      | <b>16</b> | % |

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

|   |           |   |
|---|-----------|---|
| <b>17</b> Investment income percentage for <b>2017</b> (line 10c, column (f) divided by line 13, column (f)). . . . . | <b>17</b> | % |
| <b>18</b> Investment income percentage from <b>2016</b> Schedule A, Part III, line 17. . . . .                        | <b>18</b> | % |

**19a 33-1/3% support tests—2017.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. . . . . ▶

**b 33-1/3% support tests—2016.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. . . . . ▶

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. . . . . ▶



**Part IV Supporting Organizations**

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

**Section A. All Supporting Organizations**

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

**Part IV Supporting Organizations** (continued)

|  | Yes | No |
|--|-----|----|
| <b>11</b> Has the organization accepted a gift or contribution from any of the following persons?  |     |    |
| <b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization? |     |    |
| <b>b</b> A family member of a person described in (a) above?   |     |    |
| <b>c</b> A 35% controlled entity of a person described in (a) or (b) above? <i>If 'Yes' to a, b, or c, provide detail in Part VI.</i>  |     |    |

**Section B. Type I Supporting Organizations**

|   | Yes | No |
|---|-----|----|
| <b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If 'No,' describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i> |     |    |
| <b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If 'Yes,' explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>   |     |    |

**Section C. Type II Supporting Organizations**

|  | Yes | No |
|--|-----|----|
| <b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If 'No,' describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i> |     |    |

**Section D. All Type III Supporting Organizations**

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

**Section E. Type III Functionally Integrated Supporting Organizations**

|   |  |  |  |
|---|--|--|--|
| <b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).  |  |  |  |
| <b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.  |  |  |  |
| <b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.   |  |  |  |
| <b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).   |  |  |  |
| <b>2</b> Activities Test. Answer (a) and (b) below.   |  |  |  |
| <b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If 'Yes,' then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i> |  |  |  |
| <b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If 'Yes,' explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>  |  |  |  |
| <b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.   |  |  |  |
| <b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>  |  |  |  |
| <b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If 'Yes,' describe in Part VI the role played by the organization in this regard.</i>   |  |  |  |

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

- 1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

| <b>Section A – Adjusted Net Income</b> |  | (A) Prior Year | (B) Current Year (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                                      | <b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4).   | 8              |                             |

| <b>Section B – Minimum Asset Amount</b> |   | (A) Prior Year | (B) Current Year (optional) |
|---|---|----------------|-----------------------------|
| 1                                       | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year): |                |                             |
| a                                       | Average monthly value of securities   | 1a             |                             |
| b                                       | Average monthly cash balances   | 1b             |                             |
| c                                       | Fair market value of other non-exempt-use assets  | 1c             |                             |
| d                                       | <b>Total</b> (add lines 1a, 1b, and 1c)   | 1d             |                             |
| e                                       | <b>Discount</b> claimed for blockage or other factors (explain in detail in <b>Part VI</b> ):                                   |                |                             |
| 2                                       | Acquisition indebtedness applicable to non-exempt-use assets  | 2              |                             |
| 3                                       | Subtract line 2 from line 1d.   | 3              |                             |
| 4                                       | Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).                                 | 4              |                             |
| 5                                       | Net value of non-exempt-use assets (subtract line 4 from line 3)  | 5              |                             |
| 6                                       | Multiply line 5 by .035.  | 6              |                             |
| 7                                       | Recoveries of prior-year distributions  | 7              |                             |
| 8                                       | <b>Minimum Asset Amount</b> (add line 7 to line 6)  | 8              |                             |

| <b>Section C – Distributable Amount</b> |   |   | Current Year |
|---|---|---|--------------|
| 1                                       | Adjusted net income for prior year (from Section A, line 8, Column A)   | 1 |              |
| 2                                       | Enter 85% of line 1.  | 2 |              |
| 3                                       | Minimum asset amount for prior year (from Section B, line 8, Column A)  | 3 |              |
| 4                                       | Enter greater of line 2 or line 3.  | 4 |              |
| 5                                       | Income tax imposed in prior year  | 5 |              |
| 6                                       | <b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).   | 6 |              |
| 7                                       | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions). |   |              |

BAA

Schedule A (Form 990 or 990-EZ) 2017

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations** (continued)

| Section D – Distributions  | Current Year |
|--|--------------|
| 1 Amounts paid to supported organizations to accomplish exempt purposes  |              |
| 2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity      |              |
| 3 Administrative expenses paid to accomplish exempt purposes of supported organizations  |              |
| 4 Amounts paid to acquire exempt-use assets  |              |
| 5 Qualified set-aside amounts (prior IRS approval required)  |              |
| 6 Other distributions (describe in Part VI). See instructions.   |              |
| 7 <b>Total annual distributions.</b> Add lines 1 through 6.  |              |
| 8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions. |              |
| 9 Distributable amount for 2017 from Section C, line 6   |              |
| 10 Line 8 amount divided by line 9 amount  |              |

| Section E – Distribution Allocations (see instructions)   | (i)<br>Excess<br>Distributions | (ii)<br>Underdistributions<br>Pre-2017 | (iii)<br>Distributable<br>Amount for 2017 |
|---|--------------------------------|--|---|
| 1 Distributable amount for 2017 from Section C, line 6  |                                |  |   |
| 2 Underdistributions, if any, for years prior to 2017 (reasonable cause required – explain in Part VI). See instructions.   |                                |  |   |
| 3 Excess distributions carryover, if any, to 2017   |                                |  |   |
| <b>a</b>  |                                |  |   |
| <b>b</b> From 2013  |                                |  |   |
| <b>c</b> From 2014  |                                |  |   |
| <b>d</b> From 2015  |                                |  |   |
| <b>e</b> From 2016  |                                |  |   |
| <b>f</b> Total of lines 3a through e  |                                |  |   |
| <b>g</b> Applied to underdistributions of prior years   |                                |  |   |
| <b>h</b> Applied to 2017 distributable amount   |                                |  |   |
| <b>i</b> Carryover from 2012 not applied (see instructions)   |                                |  |   |
| <b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from 3f.  |                                |  |   |
| 4 Distributions for 2017 from Section D, line 7: \$   |                                |  |   |
| <b>a</b> Applied to underdistributions of prior years   |                                |  |   |
| <b>b</b> Applied to 2017 distributable amount   |                                |  |   |
| <b>c</b> Remainder. Subtract lines 4a and 4b from 4.  |                                |  |   |
| 5 Remaining underdistributions for years prior to 2017, 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 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.                        |                                |  |   |
| 7 <b>Excess distributions carryover to 2018.</b> Add lines 3j and 4c.   |                                |  |   |
| 8 Breakdown of line 7:  |                                |  |   |
| <b>a</b> Excess from 2013   |                                |  |   |
| <b>b</b> Excess from 2014   |                                |  |   |
| <b>c</b> Excess from 2015   |                                |  |   |
| <b>d</b> Excess from 2016   |                                |  |   |
| <b>e</b> Excess from 2017   |                                |  |   |

BAA

Schedule A (Form 990 or 990-EZ) 2017

**Part VI Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.  
(See instructions.)

### Part II, Line 10 - Other Income

| <u>Nature and Source</u> | <u>2017</u>       | <u>2016</u>        | <u>2015</u>        | <u>2014</u>          | <u>2013</u>        |
|--------------------------|-------------------|--------------------|--------------------|----------------------|--------------------|
| SPECIAL EVENT REVENUE    |                   | \$ 10,855.         | \$ 87,880.         | \$ 191,796.          | \$ 279,049.        |
| GROSS SALES-INVENTORY    | \$ 56,989.        | 146,729.           | 465,992.           | 668,880.             | 687,121.           |
| MISCELLANEOUS REV.       | 16,111.           | 31,536.            | 120,044.           | 15,922.              | 14,945.            |
| LEASE OIL/GAS RIGHTS     |                   |                    |                    | 1,153,207.           |                    |
| Total                    | \$ <u>73,100.</u> | \$ <u>189,120.</u> | \$ <u>673,916.</u> | \$ <u>2,029,805.</u> | \$ <u>981,115.</u> |

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

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

**2017**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**  
▶ **Go to at [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information**

**Open to Public Inspection**

**If the organization answered 'Yes,' on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered 'Yes,' on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered 'Yes,' on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

|   |   |
|---|---|
| Name of organization<br><b>Learning Ally, Inc</b> | Employer identification number<br><b>13-1659345</b> |
|---|---|

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV. (see instructions for definition of 'political campaign activities')
- 2 Political campaign activity expenditures (see instructions) ▶ \$ \_\_\_\_\_
- 3 Volunteer hours for political campaign activities (see instructions) ▶ \_\_\_\_\_

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ \_\_\_\_\_ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ \_\_\_\_\_ 0.
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?  Yes  No
- 4 a Was a correction made?  Yes  No  
b If 'Yes,' describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ \_\_\_\_\_
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file **Form 1120-POL** for this year?  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds. If none, enter -0- | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0- |
|----------|-------------|---------|--|---|
| (1)      | -----       |         |  |   |
| (2)      | -----       |         |  |   |
| (3)      | -----       |         |  |   |
| (4)      | -----       |         |  |   |
| (5)      | -----       |         |  |   |
| (6)      | -----       |         |  |   |

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

- A Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check  if the filing organization checked box A and 'limited control' provisions apply.

| <b>Limits on Lobbying Expenditures</b><br><b>(The term 'expenditures' means amounts paid or incurred.)</b>  |  | (a) Filing organization's totals                | (b) Affiliated group totals                              |                    |                               |   |  |   |  |  |   |                   |              |  |  |
|---|--|---|--|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| <b>1 a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying).....  |  |   |  |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| <b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying).....   |  | 101,977.  |  |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| <b>c</b> Total lobbying expenditures (add lines 1a and 1b).....   |  | 101,977.  | 0.   |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| <b>d</b> Other exempt purpose expenditures.....   |  | 17,221,686.                                     |  |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| <b>e</b> Total exempt purpose expenditures (add lines 1c and 1d).....   |  | 17,323,663.                                     | 0.   |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| <b>f</b> Lobbying nontaxable amount. Enter the amount from the following table in both columns.....   |  | 1,000,000.                                      |  |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> |  | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is:                       | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. |  |  |
| If the amount on line 1e, column (a) or (b) is:   | The lobbying nontaxable amount is:                 |   |  |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| Not over \$500,000  | 20% of the amount on line 1e.                      |   |  |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| Over \$500,000 but not over \$1,000,000   | \$100,000 plus 15% of the excess over \$500,000.   |   |  |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| Over \$1,000,000 but not over \$1,500,000   | \$175,000 plus 10% of the excess over \$1,000,000. |   |  |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| Over \$1,500,000 but not over \$17,000,000  | \$225,000 plus 5% of the excess over \$1,500,000.  |   |  |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| Over \$17,000,000   | \$1,000,000.                                       |   |  |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| <b>g</b> Grassroots nontaxable amount (enter 25% of line 1f).....   |  | 250,000.  | 0.   |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| <b>h</b> Subtract line 1g from line 1a. If zero or less, enter -0-.....   |  | 0.  | 0.   |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| <b>i</b> Subtract line 1f from line 1c. If zero or less, enter -0-.....   |  | 0.  | 0.   |                    |                               |   |  |   |  |  |   |                   |              |  |  |
| <b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?.....   |  |   | <input type="checkbox"/> Yes <input type="checkbox"/> No |                    |                               |   |  |   |  |  |   |                   |              |  |  |

**4-Year Averaging Period Under section 501(h)**  
**(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)**

| <b>Lobbying Expenditures During 4-Year Averaging Period</b>           |            |            |          |            |            |
|---|------------|------------|----------|------------|------------|
| Calendar year (or fiscal year beginning in)                           | (a) 2014   | (b) 2015   | (c) 2016 | (d) 2017   | (e) Total  |
| <b>2 a</b> Lobbying nontaxable amount.....                            | 1,000,000. | 1,000,000. | 965,579. | 1,000,000. | 3,965,579. |
| <b>b</b> Lobbying ceiling amount (150% of line 2a, column (e)).....   |            |            |          |            | 5,948,369. |
| <b>c</b> Total lobbying expenditures.....                             | 101,744.   | 101,832.   | 101,308. | 101,977.   | 406,861.   |
| <b>d</b> Grassroots nontaxable amount.....                            | 250,000.   | 250,000.   | 241,395. | 250,000.   | 991,395.   |
| <b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))..... |            |            |          |            | 1,487,093. |
| <b>f</b> Grassroots lobbying expenditures.....                        |            |            |          |            | 0.         |

BAA

Schedule C (Form 990 or 990-EZ) 2017

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each 'Yes' response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

|  | (a) |    | (b)    |
|--|-----|----|--------|
|  | Yes | No | Amount |
| <b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of: |     |    |        |
| <b>a</b> Volunteers?   |     |    |        |
| <b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?  |     |    |        |
| <b>c</b> Media advertisements?   |     |    |        |
| <b>d</b> Mailings to members, legislators, or the public?  |     |    |        |
| <b>e</b> Publications, or published or broadcast statements?   |     |    |        |
| <b>f</b> Grants to other organizations for lobbying purposes?  |     |    |        |
| <b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?   |     |    |        |
| <b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?   |     |    |        |
| <b>i</b> Other activities?   |     |    |        |
| <b>j</b> Total. Add lines 1c through 1i.   |     |    |        |
| <b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?  |     |    |        |
| <b>b</b> If 'Yes,' enter the amount of any tax incurred under section 4912.  |     |    |        |
| <b>c</b> If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912.   |     |    |        |
| <b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?  |     |    |        |

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

|  | Yes | No |
|--|-----|----|
| <b>1</b> Were substantially all (90% or more) dues received nondeductible by members?  |     |    |
| <b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?                                   |     |    |
| <b>3</b> Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year? |     |    |

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered 'No,' OR (b) Part III-A, line 3, is answered 'Yes.'**

|   |            |  |
|---|------------|--|
| <b>1</b> Dues, assessments and similar amounts from members.  | <b>1</b>   |  |
| <b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).   |            |  |
| <b>a</b> Current year.  | <b>2 a</b> |  |
| <b>b</b> Carryover from last year.  | <b>2 b</b> |  |
| <b>c</b> Total.   | <b>2 c</b> |  |
| <b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues.   | <b>3</b>   |  |
| <b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? | <b>4</b>   |  |
| <b>5</b> Taxable amount of lobbying and political expenditures (see instructions).  | <b>5</b>   |  |

**Part IV Supplemental Information**

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.



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

OMB No. 1545-0047

**2017**

**Open to Public Inspection**

Name of the organization

Employer identification number

Learning Ally, Inc

13-1659345

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6.

|   | (a) Donor advised funds      | (b) Funds and other accounts |
|---|------------------------------|------------------------------|
| 1 Total number at end of year . . . . .   |                              |                              |
| 2 Aggregate value of contributions to (during year) . . . . .   |                              |                              |
| 3 Aggregate value of grants from (during year) . . . . .  |                              |                              |
| 4 Aggregate value at end of year . . . . .  |                              |                              |
| 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . .  | <input type="checkbox"/> Yes | <input type="checkbox"/> No  |
| 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? . . . . . | <input type="checkbox"/> Yes | <input type="checkbox"/> No  |

**Part II Conservation Easements.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

|  |   |
|--|---|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of a historically important land area |
| <input type="checkbox"/> Protection of natural habitat                                       | <input type="checkbox"/> Preservation of a certified historic structure     |
| <input type="checkbox"/> Preservation of open space  |   |

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

|  | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements . . . . .   | 2 a                             |
| b Total acreage restricted by conservation easements . . . . .   | 2 b                             |
| c Number of conservation easements on a certified historic structure included in (a) . . . . .   | 2 c                             |
| d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register . . . . . | 2 d                             |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? . . . . .  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? . . . . .  Yes  No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1 a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If 'Yes,' explain the arrangement in Part XIII and complete the following table:

|                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1 c    |
| d Additions during the year     | 1 d    |
| e Distributions during the year | 1 e    |
| f Ending balance                | 1 f    |

2 a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII.

**Part V Endowment Funds.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 10.

|  | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1 a Beginning of year balance                    | 12,807,903.      | 13,504,036.    | 13,873,950.        | 13,957,880.          | 15,386,610.         |
| b Contributions                                  |                  |                |                    |                      | 223,182.            |
| c Net investment earnings, gains, and losses     | 920,201.         | 1,479,999.     | -369,914.          | -83,930.             | 1,776,333.          |
| d Grants or scholarships                         |                  |                |                    |                      |                     |
| e Other expenditures for facilities and programs |                  | 2,176,132.     |                    | 0.                   | 3,428,245.          |
| f Administrative expenses                        |                  |                |                    |                      |                     |
| g End of year balance                            | 13,728,104.      | 12,807,903.    | 13,504,036.        | 13,873,950.          | 13,957,880.         |

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment  \_\_\_\_\_ %
  - b Permanent endowment  60.00 %
  - c Temporarily restricted endowment  40.00 %
- The percentages on lines 2a, 2b, and 2c should equal 100%.

3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

|  | Yes                      | No                       |
|--|--------------------------|--------------------------|
| (i) unrelated organizations  | <input type="checkbox"/> | X                        |
| (ii) related organizations   | <input type="checkbox"/> | X                        |
| b If 'Yes' on line 3a(ii), are the related organizations listed as required on Schedule R? | <input type="checkbox"/> | <input type="checkbox"/> |

4 Describe in Part XIII the intended uses of the organization's endowment funds. See Part XIII

**Part VI Land, Buildings, and Equipment.**

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

| Description of property  | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1 a Land   |                                      | 856,510.                        |                              | 856,510.       |
| b Buildings  |                                      | 6,963,789.                      | 5,247,034.                   | 1,716,755.     |
| c Leasehold improvements   |                                      | 242,070.                        | 242,070.                     | 0.             |
| d Equipment  |                                      | 4,968,188.                      | 4,949,740.                   | 18,448.        |
| e Other  |                                      | 8,985,175.                      | 8,355,033.                   | 630,142.       |
| <b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) |                                      |                                 |                              | 3,221,855.     |

BAA

**Part VII Investments – Other Securities.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security)        | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1) Financial derivatives   |                |   |
| (2) Closely-held equity interests   |                |   |
| (3) Other <u>FUND OF FUNDS</u>  | 18,204,045.    | End of Year Market Value                                  |
| (A) -----   |                |   |
| (B) -----   |                |   |
| (C) -----   |                |   |
| (D) -----   |                |   |
| (E) -----   |                |   |
| (F) -----   |                |   |
| (G) -----   |                |   |
| (H) -----   |                |   |
| (I) -----   |                |   |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 12.) | 18,204,045.    |   |

**Part VIII Investments – Program Related.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13. N/A

| (a) Description of investment   | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1)   |                |   |
| (2)   |                |   |
| (3)   |                |   |
| (4)   |                |   |
| (5)   |                |   |
| (6)   |                |   |
| (7)   |                |   |
| (8)   |                |   |
| (9)   |                |   |
| (10)  |                |   |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 13.) |                |   |

**Part IX Other Assets.**

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

| (a) Description   | (b) Book value |
|---|----------------|
| (1) Beneficial Interest in Perpetual Trust                                  | 3,058,079.     |
| (2) Split Interest Agreements   | 1,012,679.     |
| (3)   |                |
| (4)   |                |
| (5)   |                |
| (6)   |                |
| (7)   |                |
| (8)   |                |
| (9)   |                |
| (10)  |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 15.) | 4,070,758.     |

**Part X Other Liabilities.**

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

| (a) Description of liability  | (b) Book value |
|---|----------------|
| (1) Federal income taxes  |                |
| (2)   |                |
| (3)   |                |
| (4)   |                |
| (5)   |                |
| (6)   |                |
| (7)   |                |
| (8)   |                |
| (9)   |                |
| (10)  |                |
| (11)  |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 25.) |                |

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. See Part XIII.

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

|          |  |           |             |
|----------|--|-----------|-------------|
| <b>1</b> | Total revenue, gains, and other support per audited financial statements .....                       | <b>1</b>  | 20,224,185. |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12:                                  |           |             |
|          | <b>a</b> Net unrealized gains (losses) on investments .....  | <b>2a</b> | -1,096,215. |
|          | <b>b</b> Donated services and use of facilities .....  | <b>2b</b> | 3,929,488.  |
|          | <b>c</b> Recoveries of prior year grants .....   | <b>2c</b> |             |
|          | <b>d</b> Other (Describe in Part XIII.) See Part XIII .....  | <b>2d</b> | 95,280.     |
|          | <b>e</b> Add lines <b>2a</b> through <b>2d</b> .....   | <b>2e</b> | 2,928,553.  |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> .....   | <b>3</b>  | 17,295,632. |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line 1:                                 |           |             |
|          | <b>a</b> Investment expenses not included on Form 990, Part VIII, line 7b .....                      | <b>4a</b> | 8,835.      |
|          | <b>b</b> Other (Describe in Part XIII.) .....  | <b>4b</b> |             |
|          | <b>c</b> Add lines <b>4a</b> and <b>4b</b> .....   | <b>4c</b> | 8,835.      |
| <b>5</b> | Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) ..... | <b>5</b>  | 17,304,467. |

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

|          |   |           |             |
|----------|---|-----------|-------------|
| <b>1</b> | Total expenses and losses per audited financial statements .....                                      | <b>1</b>  | 21,328,240. |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part IX, line 25:                                     |           |             |
|          | <b>a</b> Donated services and use of facilities .....   | <b>2a</b> | 4,013,412.  |
|          | <b>b</b> Prior year adjustments .....   | <b>2b</b> |             |
|          | <b>c</b> Other losses .....   | <b>2c</b> |             |
|          | <b>d</b> Other (Describe in Part XIII.) .....   | <b>2d</b> |             |
|          | <b>e</b> Add lines <b>2a</b> through <b>2d</b> .....  | <b>2e</b> | 4,013,412.  |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> .....  | <b>3</b>  | 17,314,828. |
| <b>4</b> | Amounts included on Form 990, Part IX, line 25, but not on line 1:                                    |           |             |
|          | <b>a</b> Investment expenses not included on Form 990, Part VIII, line 7b .....                       | <b>4a</b> | 8,835.      |
|          | <b>b</b> Other (Describe in Part XIII.) .....   | <b>4b</b> |             |
|          | <b>c</b> Add lines <b>4a</b> and <b>4b</b> .....  | <b>4c</b> | 8,835.      |
| <b>5</b> | Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) ..... | <b>5</b>  | 17,323,663. |

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**Part V, Line 4 - Intended Uses Of Endowment Fund**

LEARNING ALLY, INC. 'S ENDOWMENT FUND CONSISTS OF APPROXIMATELY 40 INDIVIDUAL DONOR-RESTRICTED FUNDS ESTABLISHED FOR THE PURPOSE OF SUPPORTING THE ORGANIZATION'S MISSION-RELATED PROGRAMS. THE ENDOWMENT'S PRINCIPAL IS INTENDED TO BE LEFT UNTOUCHED, WHILE ITS INCOME WILL BE USED TO FUND GENERAL OPERATIONS, VARIOUS PROGRAMS, SCHOLARSHIPS, AND OTHER PROGRAM-RELATED ENDEAVORS.

**Part XIII Supplemental Information** (continued)**Part X - FIN 48 Footnote**

THE ORGANIZATION ADOPTED THE PROVISIONS OF FASB INTERPRETATION NO. 48 FIN 48 ACCOUNTING FOR UNCERTAINTIES IN INCOME TAXES AN INTERPRETATION OF FASB STATEMENT NO.109, NOW INCORPORATED IN ACCOUNTING STANDARDS CODIFICATION ASC 740. THE INTERNAL REVENUE SERVICE HAS RECOGNIZED LEARNING ALLY AS TAX-EXEMPT UNDER SECTION 501C3 OF THE INTERNAL REVENUE CODE. MANAGEMENT HAS ANALYZED THE TAX POSITIONS TAKEN BY THE ORGANIZATION AND HAS CONCLUDED THAT AS OF JUNE 30, 2018 AND 2017, THERE ARE NO UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE THE RECOGNITION OF A LIABILITY OR DISCLOSURE IN THE FINANCIAL STATEMENTS. THE ORGANIZATION RECOGNIZES ACCRUED INTEREST AND PENALTIES ASSOCIATED WITH UNCERTAIN TAX PROVISIONS, IF ANY. THERE WERE NO INCOME TAX-RELATED INTEREST AND PENALTIES RECORDED FOR THE YEARS ENDED JUNE 30, 2018 AND 2017.

**Schedule D, Part XI, Line 2d  
Other Revenue Included In F/S But Not Included On Form 990**

|   |       |                   |
|---|-------|-------------------|
| Changes in Split Interest Agreements..... | \$    | 95,280.           |
|   | Total | <u>\$ 95,280.</u> |

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

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

OMB No. 1545-0047

**2017**

**Open to Public Inspection**

Name of the organization

Learning Ally, Inc

Employer identification number

13-1659345

**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.

- a  Mail solicitations
- b  Internet and email solicitations
- c  Phone solicitations
- d  In-person solicitations
- e  Solicitation of non-government grants
- f  Solicitation of government grants
- g  Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  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.

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? |    | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in column (i) | (vi) Amount paid to (or retained by) organization |
|---|---------------|--|----|-----------------------------------|---|---|
|   |               | Yes  | No |                                   |   |   |
| 1 Faircom NY Inc.<br>12 West 27th St<br>New York NY 10001 | DIRECT MAIL   |  | X  | 921,573.                          | 412,891.  | 508,682.  |
| 2   |               |  |    |                                   |   |   |
| 3   |               |  |    |                                   |   |   |
| 4   |               |  |    |                                   |   |   |
| 5   |               |  |    |                                   |   |   |
| 6   |               |  |    |                                   |   |   |
| 7   |               |  |    |                                   |   |   |
| 8   |               |  |    |                                   |   |   |
| 9   |               |  |    |                                   |   |   |
| 10  |               |  |    |                                   |   |   |
| <b>Total</b> .....  |               |  |    | 921,573.                          | 412,891.  | 508,682.  |

3 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.

AL AK AZ AR CA CO CT DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE  
NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY

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

| REVENUE         |    | (a) Event #1   | (b) Event #2 | (c) Other events       | (d) Total events                    |
|-----------------|----|--|--------------|------------------------|-------------------------------------|
|                 |    | (event type)   | (event type) | None<br>(total number) | (add column (a) through column (c)) |
| REVENUE         | 1  | Gross receipts .....   |              |                        |                                     |
|                 | 2  | Less: Contributions .....  |              |                        |                                     |
|                 | 3  | Gross income (line 1 minus line 2) .....                           |              |                        |                                     |
| DIRECT EXPENSES | 4  | Cash prizes .....  |              |                        |                                     |
|                 | 5  | Noncash prizes .....   |              |                        |                                     |
|                 | 6  | Rent/facility costs .....  |              |                        |                                     |
|                 | 7  | Food and beverages .....   |              |                        |                                     |
|                 | 8  | Entertainment .....  |              |                        |                                     |
|                 | 9  | Other direct expenses .....  |              |                        |                                     |
|                 | 10 | Direct expense summary. Add lines 4 through 9 in column (d) .....  |              |                        |                                     |
|                 | 11 | Net income summary. Subtract line 10 from line 3, column (d) ..... |              |                        |                                     |

**Part III Gaming.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

| REVENUE         |   | (a) Bingo  | (b) Pull tabs/instant bingo/progressive bingo                       | (c) Other gaming  | (d) Total gaming  |
|-----------------|---|--|---|---|---|
|                 |   |  |   |   | (add column (a) through column (c))                                 |
| REVENUE         | 1 | Gross revenue .....  |   |   |   |
|                 | 2 | Cash prizes .....  |   |   |   |
| DIRECT EXPENSES | 3 | Noncash prizes .....   |   |   |   |
|                 | 4 | Rent/facility costs .....  |   |   |   |
|                 | 5 | Other direct expenses .....  |   |   |   |
| DIRECT EXPENSES | 6 | Volunteer labor .....  | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No |
|                 | 7 | Direct expense summary. Add lines 2 through 5 in column (d) .....        |   |   |   |
|                 | 8 | Net gaming income summary. Subtract line 7 from line 1, column (d) ..... |   |   |   |

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

a Is the organization licensed to conduct gaming activities in each of these states?  Yes  No

b If 'No,' explain: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

10 a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year?  Yes  No

b If 'Yes,' explain: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

- 11 Does the organization conduct gaming activities with nonmembers?  Yes  No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No

13 Indicate the percentage of gaming activity conducted in:

|                               |      |   |
|-------------------------------|------|---|
| a The organization's facility | 13 a | % |
| b An outside facility         | 13 b | % |

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No
- b If 'Yes,' enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_
- c If 'Yes,' enter name and address of the third party:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

Director/officer       Employee       Independent contractor

- 17 Mandatory distributions:
- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

**Part IV Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

**Part I, Line 2b - Fundraiser Additional Information**

Schedule G, Part I FUNDRAISERS ----- THE FEES REPORTED AS HAVING BEEN PAID TO THE PROFESSIONAL FUNDRAISER IN SCHEDULE G, PART I, WERE PAID ON A FISCAL YEAR BASIS. THE AMOUNT LISTED FOR FAIRCOM NEW YORK INC. IS DIFFERENT THAN THE AMOUNT SHOWN ON PART VII, SECTION B, AS A TOP FIVE HIGHEST PAID CONTRACTOR AS THAT SCHEDULE IS PREPARED ON A CALENDAR YEAR BASIS.



**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

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

OMB No. 1545-0047

**2017**

**Open to Public  
Inspection**

Name of the organization **Learning Ally, Inc**

Employer identification number  
**13-1659345**

**Part I General Information on Grants and Assistance**

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? .....  **Yes**  **No**
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. See Part IV

**Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

| 1 (a) Name and address of organization or government        | (b) EIN    | (c) IRC section (if applicable) | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of noncash assistance | (h) Purpose of grant or assistance |
|---|------------|---------------------------------|--------------------------|-----------------------------------|---|---------------------------------------|------------------------------------|
| (1) UCSF Foundation<br>Box 45339<br>San Francisco, CA 94145 | 94-2829914 | 501 (C) (3)                     | 25,000.                  | 0.                                |   |                                       | Development of assessment app.     |
| (2) -----   |            |                                 |                          |                                   |   |                                       |                                    |
| (3) -----   |            |                                 |                          |                                   |   |                                       |                                    |
| (4) -----   |            |                                 |                          |                                   |   |                                       |                                    |
| (5) -----   |            |                                 |                          |                                   |   |                                       |                                    |
| (6) -----   |            |                                 |                          |                                   |   |                                       |                                    |
| (7) -----   |            |                                 |                          |                                   |   |                                       |                                    |
| (8) -----   |            |                                 |                          |                                   |   |                                       |                                    |

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ..... ▶ **1**
- 3 Enter total number of other organizations listed in the line 1 table ..... ▶ **0**

**Part III Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of noncash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of noncash assistance |
|---------------------------------|--------------------------|--------------------------|----------------------------------|---|---------------------------------------|
| 1 Educational Scholarships      | 14                       | 55,000.                  |                                  |   |                                       |
| 2 Educator Awards               | 6                        | 13,800.                  |                                  |   |                                       |
| 3                               |                          |                          |                                  |   |                                       |
| 4                               |                          |                          |                                  |   |                                       |
| 5                               |                          |                          |                                  |   |                                       |
| 6                               |                          |                          |                                  |   |                                       |
| 7                               |                          |                          |                                  |   |                                       |

**Part IV Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

**Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S.**

SCHEDULE I, PART I, LINE 2 LEARNING ALLY, INC. PROVIDES SCHOLARSHIPS TO STUDENTS SEEKING A DEGREE IN HIGHER EDUCATION. THESE AMOUNTS ARE REMITTED DIRECTLY TO THE STUDENTS, WITH THE EXPECTATION THAT THE AMOUNTS WILL BE USED TO DEFRAY TUITION OR EDUCATIONAL COSTS, OR TO AN EDUCATIONAL INSTITUTION ATTENDED BY THE STUDENT. THE ORGANIZATION ISSUES 1099S TO THE RECIPIENT STUDENTS AS IT DOES NOT CONTROL THE USE OF THE FUNDS ONCE PAID DIRECTLY TO STUDENTS.

EDUCATOR AWARDS, WHICH ARE COMPOSED OF A PAYMENT DIRECTLY TO TEACHERS AND FUNDS FOR USE IN SUPPLYING CLASSROOM MATERIAL ARE PROVIDED TO DESERVING TEACHERS WHO ADVANCE THE CAUSE OF EDUCATING STUDENTS IN THE CLASSROOM WHO ARE BLIND OR LEARNING DISABLED AND STRUGGLE READING THE PRINTED WORD.

**Part IV - Additional Supplemental Information**

SCHEDULE I, PART II, LINE 1 LEARNING ALLY OCCASIONALLY PROVIDES GRANTS TO CHARITABLE ORGANIZATIONS ALSO ENGAGED IN ADVANCING THE CAUSE OF STUDENTS WHO STRUGGLE TO READ THE PRINTED WORD.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

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

**2017**

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

▶ Attach to Form 990.

▶ Go to [www.irs.gov/form990](http://www.irs.gov/form990) for instructions and the latest information

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization **Learning Ally, Inc**

Employer identification number  
**13-1659345**

**Part I Questions Regarding Compensation**

**1 a** 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.

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use    |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence    |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees      |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (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. ....

**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? .....

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? ..... **4 a** X
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? ..... **4 b** X
- c** Participate in, or receive payment from, an equity-based compensation arrangement? ..... **4 c** X
- If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. **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:

- a** The organization? ..... **5 a** X
- b** Any related organization? ..... **5 b** X
- If 'Yes' on line 5a or 5b, describe in Part III. **Part III**

**6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? ..... **6 a** X
- b** Any related organization? ..... **6 b** X
- 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**

|            | Yes | No |
|------------|-----|----|
| <b>1 a</b> |     |    |
| <b>1 b</b> |     |    |
| <b>2</b>   |     |    |
| <b>3</b>   |     |    |
| <b>4 a</b> | X   |    |
| <b>4 b</b> | X   |    |
| <b>4 c</b> |     | X  |
| <b>5 a</b> | X   |    |
| <b>5 b</b> |     | X  |
| <b>6 a</b> |     | X  |
| <b>6 b</b> |     | X  |
| <b>7</b>   |     | X  |
| <b>8</b>   |     | X  |
| <b>9</b>   |     |    |

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

**Schedule J (Form 990) 2017**

**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.

| (A) Name and Title                                     |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns(B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|--|------|--|-------------------------------------|-------------------------------------|--|-------------------------|--------------------------------|---|
|  |      | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                |   |
| 1 Andrew Friedman<br>President & CEO                   | (i)  | 306,552.   | 0.                                  | 807.                                | 63,000.  | 24,183.                 | 394,542.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 2 Tim Wilson<br>CFO                                    | (i)  | 221,792.   | 0.                                  | 807.                                | 0.   | 24,135.                 | 246,734.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 3 Cynthia Hamburger<br>COO/CIO                         | (i)  | 266,652.   | 0.                                  | 807.                                | 0.   | 23,953.                 | 291,412.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 4 Constance Murphy<br>EVP Partnership & Comm Dev.      | (i)  | 220,820.   | 0.                                  | 431.                                | 0.   | 21,926.                 | 243,177.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 5 Stephen Ferranti<br>VP Digital Operations            | (i)  | 204,302.   | 0.                                  | 431.                                | 0.   | 22,919.                 | 227,652.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 6 Jan McDavitt<br>VP Philanthropy                      | (i)  | 191,330.   | 0.                                  | 1,163.                              | 0.   | 1,121.                  | 193,614.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 7 Jeffery Ho<br>VP New Product Development             | (i)  | 180,285.   | 0.                                  | 170.                                | 0.   | 13,948.                 | 194,403.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 8 Cheryl B Lin<br>Chief Marketing Officer              | (i)  | 164,578.   | 0.                                  | 236.                                | 0.   | 934.                    | 165,748.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 9 Heather Connelly<br>National Sales Director          | (i)  | 155,325.   | 0.                                  | 210.                                | 0.   | 23,748.                 | 179,283.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 10 Erin Morales<br>Dir, Inst. Giving & Strat Initiativ | (i)  | 158,250.   | 0.                                  | 132.                                | 0.   | 2,769.                  | 161,151.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 11 Steven M Valvano<br>VP-People and Culture           | (i)  | 151,873.   | 0.                                  | 591.                                | 0.   | 18,673.                 | 171,137.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 12 Jamey Gildea<br>Sr. Data Architect                  | (i)  | 156,405.   | 0.                                  | 557.                                | 0.   | 9,126.                  | 166,088.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 13 Andrew Singleton<br>Dir. School Opera.              | (i)  | 107,796.   | 34,500.                             | 194.                                | 0.   | 21,022.                 | 163,512.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 14 David Kozemchak<br>AVP Operations                   | (i)  | 133,525.   | 0.                                  | 259.                                | 0.   | 22,010.                 | 155,794.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 15 Douglas S. Sprei<br>Natl Dr PR & Comm               | (i)  | 99,525.  | 0.                                  | 33,184.                             | 0.   | 22,846.                 | 155,555.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |
| 16 Cynthia Cortina<br>VP Sales & Mkt                   | (i)  | 132,449.   | 0.                                  | 834.                                | 0.   | 22,117.                 | 155,400.                       | 0.  |
|  | (ii) | 0.   | 0.                                  | 0.                                  | 0.   | 0.                      | 0.                             | 0.  |

**Part III Supplemental Information**

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

**Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation**

SCHEDULE J, PART I, LINE 4B. LEARNING ALLY, INC. AWARDED ANDREW FRIEDMAN, ITS PRESIDENT & CEO, AN EXECUTIVE NONQUALIFIED DEFERRED COMPENSATION AWARD UNDER THE LEARNING ALLY, INC. DEFERRED COMPENSATION PLAN. THE TERMS OF THE AWARD ARE: MR. FRIEDMAN IS TO RECEIVE \$315,000 UPON THE COMPLETION OF FIVE YEARS OF CONTINUOUS SERVICE AS AN EXECUTIVE EMPLOYEE OF LEARNING ALLY, INC. FOLLOWING THE DATE OF THE AWARD -- JULY 1, 2016. UPON THE FIFTH ANNIVERSARY OF THE AWARD, THE AWARD WILL BE FULLY VESTED. NO PAYMENTS HAVE YET BEEN MADE ON THIS AWARD. SCHEDULE J, PART 1, LINE 4A DOUGLAS SPREI RECEIVED A SEVERANCE PAYMENT OF \$19,733.

**Part I, Line 5 - Compensation Contingent On Revenues Or Related Organization**

SCHEDULE J, PART 1, LINE 5A. \$17,250 OF ANDREW SINGLETON'S (DIRECTOR OF SCHOOL OPERATIONS) ANNUAL BONUS WAS BASED ON THE AMOUNT CURRENT YEAR INSTITUTIONAL MEMBERSHIP FEE REVENUE EXCEEDED LIKE PRIOR YEAR REVENUE. THE INCREASE OVER THE PRIOR YEAR DETERMINES THE PERCENT TO BE APPLIED TO BASE SALARY TO DETERMINE THE AMOUNT OF BONUS. THE PERCENT APPLIED CAN RANGE FROM 10% TO 20% DEPENDING ON THE INCREASE IN REVENUE. THE PERCENT USED FOR THE PAST YEAR WAS 15%.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2017**

**Open to Public  
Inspection**

- ▶ Complete if the organizations answered 'Yes' on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

Department of the Treasury  
Internal Revenue Service

Name of the organization

Employer identification number

Learning Ally, Inc

13-1659345

**Part I Types of Property**

|  | (a)<br>Check if<br>applicable | (b)<br>Number of<br>contributions or<br>items contributed | (c)<br>Noncash contribution<br>amounts reported<br>on Form 990,<br>Part VIII, line 1g | (d)<br>Method of determining<br>noncash contribution amounts |
|--|-------------------------------|---|---|--|
| 1 Art – Works of art.....  |                               |   |   |  |
| 2 Art – Historical treasures.....                                    |                               |   |   |  |
| 3 Art – Fractional interests.....                                    |                               |   |   |  |
| 4 Books and publications.....  | X                             |   | 42,074.   | FMV  |
| 5 Clothing and household goods.....                                  |                               |   |   |  |
| 6 Cars and other vehicles.....                                       |                               |   |   |  |
| 7 Boats and planes.....  |                               |   |   |  |
| 8 Intellectual property.....   |                               |   |   |  |
| 9 Securities – Publicly traded.....                                  | X                             | 5   | 8,712.  | FMV  |
| 10 Securities – Closely held stock.....                              |                               |   |   |  |
| 11 Securities – Partnership, LLC, or trust interests.....            |                               |   |   |  |
| 12 Securities – Miscellaneous.....                                   |                               |   |   |  |
| 13 Qualified conservation contribution –<br>Historic structures..... |                               |   |   |  |
| 14 Qualified conservation contribution – Other.....                  |                               |   |   |  |
| 15 Real estate – Residential.....                                    |                               |   |   |  |
| 16 Real estate – Commercial.....                                     |                               |   |   |  |
| 17 Real estate – Other.....  |                               |   |   |  |
| 18 Collectibles.....   |                               |   |   |  |
| 19 Food inventory.....   |                               |   |   |  |
| 20 Drugs and medical supplies.....                                   |                               |   |   |  |
| 21 Taxidermy.....  |                               |   |   |  |
| 22 Historical artifacts.....   |                               |   |   |  |
| 23 Scientific specimens.....   |                               |   |   |  |
| 24 Archeological artifacts.....                                      |                               |   |   |  |
| 25 Other ▶ (.....).....  |                               |   |   |  |
| 26 Other ▶ (.....).....  |                               |   |   |  |
| 27 Other ▶ (.....).....  |                               |   |   |  |
| 28 Other ▶ (.....).....  |                               |   |   |  |

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement..... **29**

|  | Yes | No |
|--|-----|----|
| 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?..... |     | X  |
| b If 'Yes,' describe the arrangement in Part II.   |     |    |
| 31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?.....   | X   |    |
| 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?.....  | X   |    |
| b If 'Yes,' describe in Part II.   |     |    |
| 33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.  |     |    |

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

**Schedule M (Form 990) (2017)**

**Part II Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

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### Schedule M - Additional Information

THIRD PARTY ASSISTANCE OF NON-CASH CONTRIBUTIONS SCHEDULE M, PART I, LINE 32B.  
THE ORGANIZATION HIRES INDEPENDENT THIRD PARTIES TO SELL NON-CASH CONTRIBUTIONS IT RECEIVES, INCLUDING PUBLICLY TRADED SECURITIES. THE ORGANIZATION PAYS FAIR MARKET VALUE RATES AND COMMISSIONS IN INSTANCES THE ITEMS ARE NOT RETAINED.



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

Department of the Treasury  
Internal Revenue Service

Name of the organization

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

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

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

OMB No. 1545-0047

**2017**

**Open to Public  
Inspection**

Learning Ally, Inc

Employer identification number

13-1659345

**SUPPLEMENTAL INFORMATION TO FORM 990**

FOR ADDITIONAL INFORMATION SEE ATTACHMENT

**Form 990, Part VI, Line 11b - Form 990 Review Process**

MANAGEMENT PREPARES THE ANNUAL TAX FORM 990. FORM 990 WITH SUPPORTING DOCUMENTATION IS PROVIDED TO A PROFESSIONAL CPA FIRM WITH EXPERIENCE AND EXPERTISE IN NOT-FOR-PROFIT TAX RETURN PREPARATION. ONCE FORM 990 IS REVIEWED BY THE CPA FIRM, MANAGEMENT REVIEWS THE FORM, WHICH IS THEN PRESENTED TO AND REVIEWED AND APPROVED BY THE AUDIT COMMITTEE OF THE ORGANIZATION. FOLLOWING THEIR REVIEW, FORM 990 IS MADE AVAILABLE TO EACH VOTING MEMBER OF THE ORGANIZATION'S GOVERNING BODY THE BOARD OF TRUSTEES PRIOR TO FILING WITH THE IRS. THE ORGANIZATION'S BOARD OF TRUSTEES HAS DELEGATED TO ITS AUDIT COMMITTEE THE RESPONSIBILITY TO OVERSEE, REVIEW, AND APPROVE THE FEDERAL FORM 990, INCLUDING THE PREPARATION, REVIEW AND FILING PROCESS.

**Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts**

THE ORGANIZATION REGULARLY MONITORS AND ENFORCES COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY. ANNUALLY, ALL MEMBERS OF THE BOARD OF TRUSTEES, OFFICERS, AND SENIOR MANAGEMENT PERSONNEL ARE REQUIRED TO REVIEW THE EXISTING CONFLICT OF INTEREST POLICY AND COMPLETE A QUESTIONNAIRE TO ENSURE COMPLIANCE WITH THE POLICY. THE COMPLETED QUESTIONNAIRES ARE RETURNED TO THE PRESIDENT'S/CEO'S OFFICE. ANY POTENTIAL CONFLICTS ARE REVIEWED AND RESOLVED. FAILURE TO COMPLY WITH THE ORGANIZATION'S CONFLICT OF INTEREST POLICY COULD LEAD TO TERMINATION.

**Form 990, Part VI, Line 15a - Compensation Review & Approval Process - CEO & Top Management**

SEE ATTACHMENT 5

**Form 990, Part VI, Line 15b - Compensation Review & Approval Process - Officers & Key Employees**

SEE ATTACHMENT 5

|   |   |
|---|---|
| Name of the organization<br><b>Learning Ally, Inc</b> | Employer identification number<br><b>13-1659345</b> |
|---|---|

**Form 990, Part VI, Line 17 - List of States which this Return is Filed**

AL AR AZ AK CA CO CT DC FL GA IN KS KY ME IL MD MA MN MI MO MS NH NJ NM NY NC ND  
OH OK OR PA RI SC TN UT VA WA WV WI MT

**Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available**

LEARNING ALLY, INC. MAKES ITS FORM 990 AND AUDITED FINANCIAL STATEMENTS AVAILABLE ON ITS WEBSITE, WWW.LEARNINGALLY.ORG. THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST STATEMENT ARE AVAILABLE UPON REQUEST AND AT MANAGEMENT'S DISCRETION.

**Form 990, Part XI, Line 9  
Other Changes In Net Assets Or Fund Balances**

|   |                         |
|---|-------------------------|
| Changes in Split Interest Agreements..... | \$ 95,280.              |
|   | Total <u>\$ 95,280.</u> |

**SCHEDULE O****Supplemental Information to Form 990****2017**

Form 990 or 990-EZ

Name of Organization

Employer Identification number

LEARNING ALLY, INC.

13-1659345

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**ATTACHMENT – 1****FORM 990, PART III, LINE 1 – ORGANIZATION’S MISSION**

Learning Ally (“LA”) is a leading national non-profit ed-tech organization focused on improving educational outcomes and fostering life readiness for students who learn differently – particularly those who have learning differences, like dyslexia and visual impairments. Learning Ally’s work has always been based upon the belief that "education is a right, not a privilege." Originally founded as Recording for the Blind, Learning Ally has evolved over 70 years to serve a broad variety of individuals with print and learning disabilities, like dyslexia. Since our founding, Learning Ally has represented the critical difference between isolation and integration, between frustration and pride, and between struggle and success in the classroom and workplace for millions of people. Learning Ally's mission is to promote personal achievement when access and reading are barriers to learning by advancing the use of effective and accessible educational solutions. Our organization has evolved over the years to incorporate state of the art technologies and a growing set of service solutions that enable us to better serve nearly 375,000 individuals who struggle to read the printed word.

The organization’s educational solutions include the most extensive library of human-read audio books that students want and need to read both at home and at school, along with a suite of teacher-focused resources that ensure student success. This reading experience helps accelerate learning, enables a new level of access to knowledge and powerfully increases confidence and self-belief.

Today, Learning Ally is successfully partnering with more than **15,000** schools across the country to support students with learning differences experience improved comprehension, vocabulary, fluency

and critical thinking skills. For seven decades Learning Ally has helped transform the lives of struggling readers by bridging the gap between their reading capability and their academic potential as they confidently become life-long learners who thrive in school and beyond.

## **ATTACHMENT – 2**

### FORM 990, PART III, LINE 4A – PROGRAM SERVICES

Founded in 1948, Learning Ally has helped millions of K-12, college and graduate students, veterans and life-long learners – all of whom read and learn differently. LA’s collection of more than 82,000 human-read audio literature and textbooks titles (the largest of its kind in the world) offers more than the traditional audiobook. LA’s titles are designed to encourage reading and learning by those who struggle to read the printed word. All titles are accessible, contain navigational tools enabling ease of use, and are synced with their printed version and downloadable to smart phones and tablets so “readers” blend in with their classmates. LA’s collection has an emphasis on STEM (science, technology, engineering & math) resources. A volunteer force of approximately 1,200 across the U.S. help record and process LA’s educational materials, which students rely on to achieve academic and well-being success.

*Learning Ally is fulfilling a societal need.* Recent research about U.S. school students (kindergarten through 12<sup>th</sup> grade) indicates possibly up to 20% of U.S. students struggle with reading the printed word due to learning disabilities, dyslexia and blindness. Ramifications of which are profound: more than 50% of students with dyslexia perform three grade levels below their enrolled grade in key skills; roughly 33% of students with learning disabilities have been left back a grade at least once; only 25%-30% of students with learning disabilities have access to any assistive technology in school; about 60% of adolescents in treatment for substance abuse have a learning disability; and approximately 20% (vs. 8% of non-disabled students) drop out of high school. Also, a greater percentage of adults with learning disabilities are not in the labor force (39% vs. 21% of non-LD adults: 2005 data); and 55% of people with

learning disabilities had some encounter with the criminal justice system within eight years of leaving high school. (Sources: “The State of Learning Disabilities,” by National Center for Learning Disabilities (2014), “Don’t DYS Our Kids: Dyslexia and the Quest for Grade-Level Reading Frequency,” Fiester, L. (2012), commissioned by the Emily Hall Tremaine Foundation in partnership with the Campaign for Grade-Level Reading; and “CASA White Paper: Substance Abuse and LD” (2000).

*To address this need Learning Ally’s* products and solutions break down barriers to learning for students with learning disabilities. According to the National Center for Educational Statistics, approximately 2.5 million K-12 students have been formally diagnosed with a reading-based learning disability. Learning Ally’s audio titles offer the following features to encourage reading and learning:

- Human-read text with appropriate inflection and pace to encourage listening and learning.
- Highlighted text that is in sync with the narration (“Voicetext”) aimed at improving vocabulary and comprehension and understanding of tables, graphs and pictures specifically in textbooks.
- Audio navigation tools such as table of contents, chapters and page numbers. Learning Ally titles are specifically designed to be used seamlessly in a classroom setting and have the unique feature of complete alignment of its page numbers with the corresponding printed manuscript, enabling the student to be in sync with their teacher.
- Capability of students to add notes, interpretations and explanations thereby reinforcing the learning process. Those notes can be bookmarked, shared with teachers and classmates and edited.
- Capability of teachers to have full visibility to student usage: which books and textbooks are read, reading duration and frequency, enabling the teacher to provide comprehensive feedback and positive reinforcement to the student. Teachers have full capability to assign books and track progress based upon the *Lexile* framework.

In addition, LA offers educator and student workshops, seminars, webcasts, coaching & training tools aimed, in conjunction with the products & features above, at helping students with learning disabilities improve comprehension, increase word recognition, build vocabulary and boost reading rate and ultimately become confident, independent, life-long learners who thrive in school and beyond.

*Learning Ally's impact.*

In a 2018 national survey of teachers, more than 85% agreed that because of Learning Ally services their students are better equipped to engage in classroom discussions, meet their learning objectives and independent reading goals and demonstrate greater ownership of their learning.

Staying true to the organization's heritage Learning Ally continues to support students with visual impairment and blindness through a unique national initiative, called the **College Success Program (CSP)**. The program serves over 1,000 college students and is designed to improve their ability to overcome the barriers and challenges encountered in their pursuit of higher education. CSP provides an online curriculum of core resources in areas essential for success in higher education (Communicating With Your Professor, Discovering Technology, Learning Effectively, Making Connections, Partnering With the DSO and Career Exploration), access to Learning Ally's audio book collection, along with a mentoring program where students are paired with peers, also blind or visually impaired, who have successfully navigated a collegiate journey.

On the horizon, Learning Ally will continue to enhance its product content and delivery all with the aim of offering comprehensive learning solutions for those who struggle to read. LA will continue to develop student-centric solutions that teachers can use in their classrooms that differentiate based on student needs, enabling personalized education. Develop targeted audio book programs for specific grade levels and classroom settings; programs focused specifically on increasing the frequency and duration of student reading. Provide students and teachers with the capability to customize reading programs and books assigned, based on student learning styles, needs and challenges.

For more information about LA please refer to our website at: WWW.LEARNINGALLY.ORG

REVENUES RELATED TO THIS PROGRAM SERVICE ACTIVITY ARE AS FOLLOWS:

|                       |                    |
|-----------------------|--------------------|
| MEMBERSHIP FEES       | \$6,306,708        |
| TRAINING & SEMINARS   | 28,213             |
| PRODUCT SALES         | 56,989             |
| <b>TOTAL REVENUES</b> | <b>\$6,386,910</b> |

**ATTACHMENT – 3**

FORM 990, PART VII – OFFICERS, DIRECTORS, TRUSTEES

- 1) Ms. Llorente is Vice Chair of the Organization as well as a Trustee.
- 2) Mr. Baranski’s term ended June 22, 2018. Mr. Baranski was Vice Chair of the Organization.
- 3) Mr. Shin is Vice Chair of the Organization, effective June 22, 2018, as well as a Trustee.
- 4) Ms. O’Hagan was elected to the Board on June 22, 2018.

**ATTACHMENT – 4**

FORM 990, PART VIII, 10a – GROSS SALES AND COST OF GOODS SOLD

|  |                 |
|--|-----------------|
| GROSS SALES LESS RETURN AND ALLOWANCES ----- | <u>\$56,989</u> |
| INVENTORY AT BEGINNING OF YEAR-----          |                 |
| PURCHASES-----                               |                 |
| SALARIES AND WAGES-----                      |                 |
| OTHER COSTS-----                             | -----           |
| SUBTOTAL-----                                | <u>0</u>        |
| MINUS ENDING INVENTORY-----                  | -----           |
| COST OF GOODS SOLD-----                      | <u>0</u>        |

## **ATTACHMENT – 5**

### FORM 990, PART VI, LINES 15A & 15B

The Human Resources (HR) Committee of the Board meets prior to the start of the Organization's fiscal year. The Human Resources Department provides the HR Committee with market-based compensation data for review, the HR Department engages a third-party compensation consultant to review the salary structure and validates, based upon a sampling, the grade level assignments as well as the geographic-based schedules. The HR Department gathers market-based data between the independent year studies to utilize in recommending salary adjustments and any salary schedule adjustments from a variety of sources including the CPI. The actions taken by the HR Committee enable the Organization to receive the rebuttable presumption of reasonableness for the purpose of IRS code section 4958 with respect to the total compensation of certain members of the Executive and Senior Management team, including the President/CEO and the next seven most highly compensated employees. The compensation for the President/CEO is reviewed and approved by the Executive Committee of the Board, based on the recommendation of the HR Committee, prior to any adjustments.

The three factors which must be satisfied in order to receive the rebuttable presumption of reasonableness are the following: (1) The compensation arrangement is approved in advance by an authorized body of the applicable tax-exempt organization which is composed entirely of individuals who do not have a conflict of interest with respect to the compensation arrangement; (2) The authorized body obtained and relied upon appropriate data as to comparability prior to making its determination; and (3) The authorized body adequately documented the basis for its determination concurrently with making that determination.

The actions outlined above with respect to the HR Committee and the establishment of the rebuttable presumption of reasonableness applies to certain individuals disclosed in the Form 990, including the President/CEO and the next seven most highly compensated employees.



FORM 990, PART VI, LINES 15B

The compensation and benefits of the other individuals contained in this Form 990 is reviewed annually by the President/CEO with assistance from the HR Department in conjunction with the individual's job performance during the year and is based upon other objective factors designed to ensure that reasonable and fair market value compensation is paid by the Organization.

Upon the market data provided by either the HR Department or an independent third-party as described above, management will propose to the HR Committee a salary adjustment range which would be utilized in determining annual adjustment by the President/CEO and his Executive Team.