

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

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization: KnowledgeWorks Foundation
 Doing Business As: _____
 Number and street (or P O box if mail is not delivered to street address) Room/suite: One West Fourth Street No 200
 City or town, state or country, and ZIP + 4: Cincinnati, OH 452023634

D Employer identification number: 31-1321973
E Telephone number: (513) 929-4777
G Gross receipts \$ 24,452,880

F Name and address of principal officer: Timothy C Tuff, One West Fourth Street No 200, Cincinnati, OH 452023634

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

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

J Website: ▶ http //knowledgeworks org/

K Form of organization: Corporation Trust Association Other ▶ _____
L Year of formation: 1991 **M** State of legal domicile: OH

Part I Summary

1 Briefly describe the organization's mission or most significant activities Create sustainable improvement in student readiness for college and careers			
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
3 Number of voting members of the governing body (Part VI, line 1a)		3	13
4 Number of independent voting members of the governing body (Part VI, line 1b)		4	11
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)		5	112
6 Total number of volunteers (estimate if necessary)		6	0
7a Total unrelated business revenue from Part VIII, column (C), line 12		7a	0
b Net unrelated business taxable income from Form 990-T, line 34		7b	0
		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)		4,896,566	4,461,731
9 Program service revenue (Part VIII, line 2g)		16,784,618	18,722,514
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		2,569	849
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		213,266	1,267,786
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		21,897,019	24,452,880
		Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)		1,668,092	1,334,315
14 Benefits paid to or for members (Part IX, column (A), line 4)		0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		10,629,940	13,159,754
16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 113,280			
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		19,753,781	17,990,904
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		32,051,813	32,484,973
19 Revenue less expenses Subtract line 18 from line 12		-10,154,794	-8,032,093
		Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)		190,763,496	180,038,043
21 Total liabilities (Part X, line 26)		181,739,515	165,577,592
22 Net assets or fund balances Subtract line 21 from line 20		9,023,981	14,460,451

Part II Signature Block

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

Sign Here
 Signature of officer: _____ Date: 2013-05-07
 William L McNeese Senior VP & CFO
 Type or print name and title

Paid Preparer's Use Only

Preparer's signature: Rebecca Lyons	Date: _____	Check if self-employed: <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions): P01487105
Firm's name (or yours if self-employed), address, and ZIP + 4: Deloitte Tax LLP, 250 East Fifth Street Suite 1900, Cincinnati, OH 45202	EIN: 86-1065772	Phone no: (513) 784-7100	

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 to any question in this Part III

1 Briefly describe the organization's mission
 KnowledgeWorks' mission is to create sustainable improvement in student readiness for college and careers Through its portfolio of school and community approaches, KnowledgeWorks provides innovative tools, training and assistance to school leaders, teachers and community stakeholders KnowledgeWorks supports student-centered approaches that deliver real learning and results

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
 If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
 If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ 3,265,368 including grants of \$ 0) (Revenue \$ 1,965,527)
 EdWorks, LLC During fiscal year 2012, the EdWorks technical assistance team provided professional development for more than 500 teachers in 39 schools across 24 districts in six states, impacting a total of 14,396 students Three distinct technical assistance models guide EdWorks' support to schools, including EdWorks New Start, EdWorks Fast Track and EdWorks' STEMLab During FY2012, 40% of the sites implemented the EdWorks' New Start model and 58% implemented the EdWorks Fast Track model Results included reduced dropout rates, increases in English language arts scores and a higher percentage of students on track for a 4-year high school graduation rate In STEMLab sites, EdWorks' newest technical assistance model, students outperform their peers across the state, not just in mathematics and science, but in reading and social studies, as well As signature elements of EdWorks' STEMLab strategy, students participate in hands-on, real world engineering design challenges with local STEM business and industry partners

4b (Code) (Expenses \$ 9,836,014 including grants of \$ 23,000) (Revenue \$ 7,818,999)
 New Technology Network, LLC (NTN) New Technology Network works nationwide with schools, districts and communities to develop innovative schools NTN provides services and support that enable schools to fundamentally rethink teaching and learning NTN's goal is to enable students to gain the knowledge and skills they need to succeed in life, college and the careers of tomorrow The NTN design provides an instructional approach centered on project-based learning, a culture that empowers students and teachers, and integrated technology in the classroom NTN's hands-on, multi-year approach gives schools structure and support to ensure long-term success As of fiscal year-end, NTN's school portfolio included 115 schools in 18 states across the country, representing over 30,000 students and 2,200 teachers

4c (Code) (Expenses \$ 3,264,480 including grants of \$ 675,753) (Revenue \$ 561,343)
 Strive Cincinnati/Northern Kentucky, LLC (Strive) In its national Cradle to Career work, Strive reached the benchmark of having over 150 communities reach out for assistance in implementing collective impact initiatives using the Cradle to Career Civic Infrastructure framework During the year, Strive saw 80 communities participate in its national network Each community engages a variety of sectors, including education, youth development, philanthropy, civic, and business Strive also embarked on the delivery of tools and resources to help communities better use data to drive decisions, including the Community Impact Report Card and the Student Success Dashboard The Strive Partnership focused efforts on improving academic achievement in the Greater Cincinnati region's urban core and creating work groups around its shared outcomes to better align resources and funding The Partnership realized success with coordinating volunteer recruitment through their initiative "Be the Change" The initiative recruits volunteer tutors from the business community and community at large to spend one hour a week tutoring an elementary student in Cincinnati Public Schools (CPS) The Partnership also worked with local school districts to incorporate the Learning Partner Dashboard, a data system that tracks the performance of students into the work of all resource coordinators within the districts

(Code) (Expenses \$ 10,824,362 including grants of \$ 635,562) (Revenue \$ 9,599,757)
 Included in the other program services are Ohio Education Matters, National Advocacy & State Cultivation, Organizational Learning & Innovation, Grantmaking and Student Lending, described below Ohio Education Matters (OEM) - From July 2011 to June 2012, the OEM team worked with state leaders and education stakeholders to create more learning opportunities for students and more efficient delivery of education services OEM helped state leaders think through new policies on the use of digital and blending learning that called for better use of technology to improve learning OEM sponsored forums and events that brought national experts on digital learning to Ohio to meet with educators and stakeholders In February, OEM sponsored Digital Learning Day activities to draw attention to the advantages of digital learning To help promote efficiency in schools, OEM sponsored a statewide conference in November to share best practices of school districts that were identified as getting more for their money in non-instructional spending KnowledgeWorks also continued support for the Ohio 8 school districts and union leaders to help promote collaboration, and continued to sponsor the Transformational Dialogue for Public Education - a multi-year initiative where education leaders and stakeholders come together on long-term strategies for state education improvement National Advocacy & State Cultivation - From July 2011 to June 2012, KnowledgeWorks worked closely with policymakers and national organizations to drive demand for innovative learning environments Throughout the year, KnowledgeWorks advised fourteen state departments of education on development and implementation of comprehensive school improvement systems Conversations focused on flexibility and innovation within the federal School Improvement Grant program and development of new state accountability systems under the Obama Administration's Elementary and Secondary Education (ESEA) Act waiver package Two KnowledgeWorks' publications released this year informed these conversations - A Guide to School Improvement Grant Implementation and Transforming to a World of Learning An ESEA State Waiver Strategy Document KnowledgeWorks also engaged federal policymakers on a number of topics, helping shape the U.S. Senate Health, Education, Labor and Pensions Committee's bipartisan ESEA reauthorization bill, the School Improvement Grant Program, and the Race to the Top - District program The release of KnowledgeWorks' first federal policy agenda in July 2011 - Transforming to a World of Learning A Federal Policy Agenda, provided the framework for these discussions In addition to shaping state and federal policy, KnowledgeWorks secured a \$3 million Investing in Innovation (I3) Grant in partnership with the Riley Institute at Furman University to establish two STEM NTN schools in rural South Carolina along the underserved, underrepresented I-95 corridor Organizational Learning & Innovation (OLI) - KnowledgeWorks' OLI group worked to create a vision for the future of learning and identify ways of taking action in the present that will help make that vision a reality It distributed and conducted presentations on, and designed learning experiences around KnowledgeWorks' second future forecast, the 2020 Forecast Creating the Future of Learning (<http://futureofed.org/wp-content/uploads/2011/07/2020-Forecast.pdf>) OLI researched and created the third futures publication, Recombinant Education, Regenerating the Learning Ecosystem It is expected that more than 10,000 copies of the publication will be distributed in the first quarter of FY2013 OLI continued to impact the strategic planning processes of major national education organizations, including the Council of Chief State School Officers and Grantmaker's for Education Grant-making - The Grant making program provided approximately \$1.3 million of grant funding to 100 organizations KnowledgeWorks and its subsidiary, KnowledgeFunding Ohio, served approximately 23,000 students during the fiscal year through its student lending programs

4d Other program services (Describe in Schedule O)
 (Expenses \$ 10,824,362 including grants of \$ 635,562) (Revenue \$ 9,599,757)

4e Total program service expenses \$ 27,190,224

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> <input checked="" type="checkbox"/>	Yes	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
9	Did the organization report an amount in Part X, line 21, 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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> <input checked="" type="checkbox"/>		No
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, XII, and XIII is optional.</i> <input checked="" type="checkbox"/>	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
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, Part I.</i>		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? <i>If "Yes," complete Schedule F, Part II and IV.</i>		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? <i>If "Yes," complete Schedule F, Part III and IV.</i>		No
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>		No
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>		No
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>		No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 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>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. 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>	25a		No
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>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	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)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	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 owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	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>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	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>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, question text, and Yes/No columns. Includes rows for 1a-1b, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (13), 1b (11), 2 (Yes), 3 (Yes), 4 (No), 5 (No), 6 (No), 7a (No), 7b (No), 8a (Yes), 8b (Yes), 9 (No).

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

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

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection
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
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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 organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) 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) Joseph P Tomain Esq Chair of the Board	2 00	X					8,600	2,000	22,000	
(2) Dr Jacquelyn M Belcher Vice Chair of the Board	2 00	X					14,300	0	0	
(3) John E Dean Esq Treasurer	2 00	X					0	0	13,400	
(4) Dr Sherrill Cleland Director	2 00	X					12,500	0	1,000	
(5) Hon Nathaniel R Jones Director	2 00	X					11,000	0	0	
(6) Lucie Lapovsky Director	2 00	X					0	0	11,500	
(7) Steven Minter Director	2 00	X					0	0	12,000	
(8) Richard W Riley Esq Director	2 00	X					52,100	0	0	
(9) Eileen Rudden Director	2 00	X					0	0	0	
(10) Barry Schuler Director	2 00	X					0	0	0	
(11) Timothy Tuff Director	2 00	X					0	0	16,200	
(12) Chad P Wick Founder & Director	40 00	X					492,271	0	56,100	
(13) Brian Ross President & CEO	40 00	X		X			425,494	0	121,722	
(14) Douglas Thomson Secretary	2 00			X			0	0	0	
(15) William L McNeese Senior VP & CFO	40 00			X			227,444	0	62,674	
(16) Holly A Brinkman VP & Controller	40 00			X			175,611	0	54,129	
(17) Meredith Meyer VP Strategic Thinking	40 00			X			185,143	0	39,427	

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

(A) Name and Title	(B) Average hours per week per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) James Scott Chief Information Officer	40 00			X				171,772	0	42,504
(19) Harold Brown President Edworks	40 00				X			205,045	0	36,667
(20) Lydia Dobyns President New Tech	40 00				X			216,524	0	58,441
(21) Matthew Barcus Chief Technology Officer	40 00				X			193,115	0	50,537
(22) Andrew Benson VP KW Ohio	40 00					X		156,626	0	52,906
(23) Jeff Edmondson Managing Director Strive	40 00					X		154,295	0	47,620
(24) Jillian Darwish VP Learn & Design	40 00					X		152,136	0	50,165
(25) Christopher Walsh Director Innov & Design	40 00					X		133,228	0	45,636
(26) Deborah Howard Director EdWorks Strategy	40 00					X		119,792	0	27,609
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								3,106,996	2,000	822,237

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 **23**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
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>	Yes	
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>		No

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) Name and business address	(B) Description of services	(C) Compensation
Kohne O'Neill LLC 8160 Corporate Park Drive Cincinnati, OH 45242	Student Loan Consulting	1,133,669
Logicalis PO Box 67000 Detroit, MI 482671723	Technology Development & Support	892,881
Frost Brown Todd LLC 301 E 4th Street Cincinnati, OH 45201	Legal Services	344,566
The Bridespan Group Inc 535 Boylston Street 10th Floor Boston, MA 02116	Business Planning and Consulting	230,000
Robinson Lerer & Montgomery 1345 Avenue of the Americas New York, NY 10105	PR & Strategic Communications	200,000

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 **10**

Part VIII Statement of Revenue

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e	94,279				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	4,367,452				
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f		4,461,731			
Program Service Revenue			Business Code				
	2a	Fees for Services	611710	10,437,570	10,437,570		
	b	Int on Student Loans	611710	6,571,250	6,571,250		
	c	KFO Admin Fee Income	611710	1,415,584	1,415,584		
	d	OH Centric Admin Fees	611710	298,110	298,110		
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f		18,722,514				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		849		849	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	(i) Real		(ii) Personal			
		b	Gross rents				
		b	Less rental expenses				
		c	Rental income or (loss)				
	d	Net rental income or (loss)					
	7a	(i) Securities		(ii) Other			
		b	Gross amount from sales of assets other than inventory				
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
	d	Net gain or (loss)					
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18					
		a					
b		Less direct expenses b					
c	Net income or (loss) from fundraising events						
9a	Gross income from gaming activities See Part IV, line 19						
	a						
	b	Less direct expenses b					
c	Net income or (loss) from gaming activities						
10a	Gross sales of inventory, less returns and allowances						
	a						
	b	Less cost of goods sold b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11a	Servicing Fee Income	611710	1,069,560	1,069,560			
b	KWI Admin Fee Income	611710	83,552	83,552			
c	Pledge Fee Income	611710	70,000	70,000			
d	All other revenue		44,674		44,674		
e	Total. Add lines 11a-11d		1,267,786				
12	Total revenue. See Instructions		24,452,880	19,945,626	0	45,523	

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) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,334,315	1,334,315		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	3,012,197	1,527,149	1,429,264	55,784
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	7,660,736	6,483,821	1,134,373	42,542
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	785,937	697,270	86,273	2,394
9	Other employee benefits	981,583	803,461	172,545	5,577
10	Payroll taxes	719,301	558,507	153,811	6,983
11	Fees for services (non-employees)				
a	Management				
b	Legal	318,031	217,586	100,445	
c	Accounting	212,670	62,985	149,685	
d	Lobbying	82,017	82,017		
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	4,130,069	3,864,145	265,924	
12	Advertising and promotion	323,795	227,354	96,441	
13	Office expenses	521,062	374,687	146,375	
14	Information technology	1,082,905	812,275	270,630	
15	Royalties				
16	Occupancy	572,810	278,193	294,617	
17	Travel	2,157,567	2,019,202	138,365	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	1,267,492	1,203,290	64,202	
20	Interest	3,746,420	3,746,420		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	598,992	259,796	339,196	
23	Insurance	112,909	833	112,076	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	Cons Rebate Fees	1,431,473	1,431,473		
b	Amortization Expense	672,677	672,677		
c	Loan Svc/Trustee Fees	318,254	318,254		
d	Student Loan Provision	37,689	37,689		
e					
f	All other expenses	404,072	176,825	227,247	
25	Total functional expenses. Add lines 1 through 24f	32,484,973	27,190,224	5,181,469	113,280
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	9,568,535	1	10,325,181
	2 Savings and temporary cash investments	12,542,879	2	16,562,057
	3 Pledges and grants receivable, net	1,194,989	3	1,795,271
	4 Accounts receivable, net	2,564,979	4	3,355,686
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	291,425	9	574,898
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	5,032,904		
	b Less accumulated depreciation	3,212,004	10c	1,820,900
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11	159,370,081	13	141,858,413
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	4,126,439	15	3,745,637
16 Total assets. Add lines 1 through 15 (must equal line 34)	190,763,496	16	180,038,043	
Liabilities	17 Accounts payable and accrued expenses	5,559,678	17	5,944,178
	18 Grants payable		18	
	19 Deferred revenue	2,810,750	19	2,188,240
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	171,164,491	23	155,903,381
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	2,204,596	25	1,541,793
	26 Total liabilities. Add lines 17 through 25	181,739,515	26	165,577,592
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	4,985,504	27	9,757,782
	28 Temporarily restricted net assets	4,038,477	28	4,702,669
	29 Permanently restricted net assets		29	0
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	9,023,981	33	14,460,451	
34 Total liabilities and net assets/fund balances	190,763,496	34	180,038,043	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	24,452,880
2	Total expenses (must equal Part IX, column (A), line 25)	2	32,484,973
3	Revenue less expenses Subtract line 2 from line 1	3	-8,032,093
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	9,023,981
5	Other changes in net assets or fund balances (explain in Schedule O)	5	13,468,563
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	14,460,451

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	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		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
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		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
KnowledgeWorks Foundation

Employer identification number

31-1321973

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 11, check only one box)

- 1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 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 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)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 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 that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
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)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** **Section C. Computation of Public Support Percentage**

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2011. 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 <input type="checkbox"/>		
b 33 1/3% support test—2010. If the organization did not check the 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 <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2011. 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 IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2010. 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 IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
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 <input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	16,445,905	17,843,966	17,368,861	16,920,840	14,075,221	82,654,793
2 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	9,449,729	8,862,099	10,388,061	16,856,707	18,722,514	64,279,110
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	25,895,634	26,706,065	27,756,922	33,777,547	32,797,735	146,933,903
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	10,766,699	12,459,767	13,635,737	14,162,367	10,143,490	61,168,060
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	988,272	934,345	1,949,042	759,858	937,432	5,568,949
c Add lines 7a and 7b	11,754,971	13,394,112	15,584,779	14,922,225	11,080,922	66,737,009
8 Public Support (Subtract line 7c from line 6)						80,196,894

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	25,895,634	26,706,065	27,756,922	33,777,547	32,797,735	146,933,903
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,084,902	849,014	999,992	743,089	1,718,531	8,395,528
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	4,084,902	849,014	999,992	743,089	1,718,531	8,395,528
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	135,455	200,194	140,939	143,266	1,197,911	1,817,765
13 Total support (Add lines 9, 10c, 11 and 12)	30,115,991	27,755,273	28,897,853	34,663,902	35,714,177	157,147,196
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	51 030 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	42 830 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	5 340 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	8 220 %

- 19a 33 1/3% support tests—2011.** 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—2010.** 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 **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Schedule A, Part II, Line 12, Explanation of Other Income KWI Admin Fee Income Securities Litigation Income KWF Miscellaneous Income
Non-profit Servicing Fee Revenues

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2011

Open to Public Inspection

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

Complete if the organization is described below.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

If the organization answered "Yes," to 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," to 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," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

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

Name of the organization KnowledgeWorks Foundation

Employer identification number

31-1321973

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 on behalf of or in opposition to candidates for public office in Part IV
2 Political expenditures
3 Volunteer hours

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
2 Enter the amount of any excise tax incurred by organization managers under section 4955
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
4a Was a correction made?
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?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%; text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 65%; 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													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a If zero or less, enter -0-														
i Subtract line 1f from line 1c If zero or less, enter -0-														
j 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 instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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)).

	(a)		(b)
	Yes	No	Amount
1 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			
a Volunteers?		No	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c Media advertisements?		No	
d Mailings to members, legislators, or the public?		No	
e Publications, or published or broadcast statements?		No	
f Grants to other organizations for lobbying purposes?		No	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		82,017
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i Other activities? If "Yes," describe in Part IV		No	
j Total lines 1c through 1i			82,017
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d 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
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

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

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 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?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
Part IV, Supplemental Information		Part I-A and I-B These sections are "Not Applicable" as KnowledgeWorks Foundation does not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization KnowledgeWorks Foundation

Employer identification number 31-1321973

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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?

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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?

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year

7 Amount of expenses incurred in monitoring, inspecting, 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 170(h)(4)(B)(ii)?

9 In Part XIV, 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" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, 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) Revenues included in 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 relating to these items

a Revenues included in 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 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 XIV

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" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

- a** Board designated or quasi-endowment ▶
- b** Permanent endowment ▶
- c** Term endowment ▶

3a 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	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. 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
1a Land				
b Buildings				
c Leasehold improvements		1,466,145	533,739	932,406
d Equipment		1,211,672	1,024,713	186,959
e Other		2,355,087	1,653,552	701,535
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				1,820,900

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

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

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

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

Part XIV Supplemental Information

Complete this part to 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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
Description of Uncertain Tax Positions Under FIN 48	Part X	On July 1, 2009, the Foundation adopted Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740, Income Taxes, which prescribed a comprehensive model for how an organization should measure, recognize, present, and disclose in its financial statements uncertain tax positions that an organization has taken or expects to take on a tax return The Foundation has analyzed tax positions taken for filing with the IRS and all state jurisdictions where it operates The Foundation believes that income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse effect on the Foundation's financial position, statement of activities, or cash flows Accordingly, the Foundation has not recorded any reserves or related accruals for interest and penalties for uncertain income tax positions at June 30, 2012 and 2011 In the event interest and penalties accrued on unrecognized tax benefits, the Foundation would recognize such amounts as a component of income tax expense

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2 KnowledgeWorks Foundation uses the MicroEdge Gifts for Windows software system to maintain grantmaking records Data tracked by KnowledgeWorks includes date of request, eligibility of grantee, contact information, date grant was awarded or denied, grant purpose, grant budget, electronic copy of executed grant contracts and required financial reports and timing The KnowledgeWorks Grants Administrator provides periodic reporting to Program Managers and follows up with grantees as required financial reporting is due

Software ID:
Software Version:
EIN: 31-1321973
Name: KnowledgeWorks Foundation

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Akron City School District 70 N Broadway Akron, OH 44308	34-6000033	Gov't Entity	20,000				Challenge Grant
Alliance for Excellent Education Inc 1201 Connecticut Avenue SW Washington, DC 20036	11-3487339	501(c)(3)	25,000				Digital Learning Day

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Arts Corps Headquarters4408 Delridge Way SW Suite 110 Seattle, WA 98106	91- 2044679	501(c)(3)	112,500				Fostering Creative Habits
Bethel Baptist Church2712 Alms Place Cincinnati, OH 45206	31- 1126074	501(c)(3)	47,350				CDF Freedom School

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Cincinnati Federation of Teachers 2721 Central Parkway Suite 200 Cincinnati, OH 45225	31-6083464	501(c)(5)	9,000				Teacher Evaluation System
Cincinnati Institute of Fine Arts DBA Artswave 20 E Central Parkway Suite 200 Cincinnati, OH 45202	31-0537138	501(c)(3)	8,547				Annual Campaign - Employer Contribution

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Cincinnati Public Schools 2651 Burnet Avenue Cincinnati, OH 45219	31-6000758	Gov't Entity	20,000				SSEP
Cincinnati State Technical & Community College Foundation 3520 Central Parkway Cincinnati, OH 45223	31-1430847	501(c)(3)	7,500				One Life, Twelve Classrooms & Connect2success

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Cleveland Municipal School District 1380 East 6th Street Cleveland, OH 44114	34-6000662	Gov't Entity	20,000				Challenge Grant
College Mentors for Kids 212 W 10th Street Suite B260 Indianapolis, IN 46202	35-2002052	501(c)(3)	5,450				College Mentors for Kids

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Community Center for Education Results 1200 Fifth Avenue Suite 1300 Seattle, WA 981013151	27-1667560	501(c)(3)	25,000				Road Map Project
Community Research Partners 300 E Broad Street Suite 490 Columbus, OH 43215	31-1690992	501(c)(3)	10,000				Ohio Student Mobility

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Connected The California Center for College and Career 2150 Shattuck Suite 1200 Berkeley, CA 94704	20-4781979	501(c)(3)	5,500				Digital Learning Video Development
Council of Chief State School Officers One Massachusetts Avenue NW Washington, DC 20001	53-0198090	501(c)(3)	40,000				Future of Learning & Sponsorship

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Council of Christian Communion of Greater Cincinnati 7030 Reading Rd Suite 642 Cincinnati, OH 45237	31-0537082	501(c)(3)	7,500				Be the Change Tutoring
Covington Independent Schools 25 E Seventh Street Covington, KY 41011	61-6001265	Gov't Entity	6,100				IB Program at Holmes High School

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Covington Partners in Prevention PO Box 0426 Covington, KY 41012	20-1515753	501(c)(3)	16,000				Mentoring Program & Annual Meeting Sponsor
End Zone Club 945 Smiley Ave Cincinnati, OH 452401836	20-3337351	501(c)(3)	10,333				End Zone Mentoring

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Envision Schools436 14th Street Suite 920 Oakland, CA 946122703	94- 3394659	501(c)(3)	5,500				Deeper Learning Video
Expeditionary Learning Outward Bound Inc247 W 35th Street 8th FL New York, NY 10001	31- 0537502	501(c)(3)	5,500				Deeper Learning Video

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Grantmakers for Education 720 SW Washington Street Suite 605 Portland, OR 97205	33-0919329	501(c)(3)	45,000				Pathways Action Comm
Hamilton County Educational Service Center 11083 Hamilton Avenue Cincinnati, OH 452311499	31-0967612	Gov't Entity	10,000				Evaluation

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
High Tech High 2861 Wombole Rd San Diego, CA 921066025	33- 0866869	501(c)(3)	5,500				Deeper Learning Video
Lighthouse Youth Services Inc 401 E McMillan Street Cincinnati, OH 45206	23- 7046229	501(c)(3)	23,075				Lys Youth Mentoring & Beacon of Light

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Mayerson Academy for Human Resource Development 2650 Highland Avenue Cincinnati, OH 45219	31-1366582	501(c)(3)	25,000				Ascend Performance Institute
Monroe Community College Foundation 1000 E Henrietta Road Rochester, NY 14623	16-1204210	501(c)(3)	25,000				Roc the Future

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Napa Valley Unified School District 2425 Jefferson Street Napa, CA 94558	52-1550087	Gov't Entity	200,000				NTHS Learning System
NapaLearnsPO Box 7057 Napa, CA 94558	27-2705006	501(c)(3)	10,000				Fall Conference

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Ohio Grantmakers Forum 37 W Broad Street Suite 800 Columbus, OH 43215	31-1111842	501(c)(3)	15,000				2012 General Operating Support
Portland Schools Foundation 608 G-ED PO Box 751 Portland, OR 97207	93-1148789	501(c)(3)	15,000				EPIN Grant/Cradle to Career

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Powerful Schools 3301 S Horton Street Seattle, WA 98144	91-1551141	501(c)(3)	112,500				Inspiring Minds
St Aloysius Orphanage Foundation 4721 Reading Rd Cincinnati, OH 45237	52-2415878	501(c)(3)	75,000				Education & Training Center

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Talbert House 2600 Victory Parkway Cincinnati, OH 452061711	31-1624973	501(c)(3)	6,500				Family Thera Mentor Project
Teach for America Inc 315 W 36th Street 8th Floor New York, NY 10018	13-3541913	501(c)(3)	75,000				Expansion - Southwest Ohio

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
The Interalliance of Greater Cincinnati 10290 Alliance Rd Cincinnati, OH 45242	20- 8444742	501(c)(3)	12,750				Techolympics Expo & IT Careers Camps Sponsor
The Research Foundation of State of Univerity of New York PO Box 9 Albany, NY 12201	14- 1368361	501(c)(3)	35,000				Building Civic Infrastructure

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Thomas B Fordham Institute 37 W Broad Street Suite 400 Columbus, OH 43221	31-1816446	501(c)(3)	15,000				Digital Learning
United Way of Greater Cincinnati 2400 Reading Road Cincinnati, OH 45202	31-0537502	501(c)(3)	12,950				Year 3 - Social Innovation Fund & Leaders & Legends Sponsor

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
University of Cincinnati Foundation PO Box 210061 Cincinnati, OH 45221-0061	31-0896555	501(c)(3)	43,567				Ohio STEM Ed Network, Higher Ed Mentoring & Matching Gift
University of Houston College of Education 214A Farish Hall Houston, TX 77204-5023	74-3400139	Gov't Entity	15,000				EPIN - 3rd & 4th installments

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 non-cash assistance	(h) Purpose of grant or assistance
Whole Again International 4222 Hamilton Avenue Cincinnati, OH 45223	04-3810137	501(c)(3)	68,760				Children's Defense Fund

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
KnowledgeWorks Foundation

Employer identification number

31-1321973

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax idemnification and gross-up payments</td> <td><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax idemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax idemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)									
<p>b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain</p>	Yes									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	Yes									
<p>3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input checked="" 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				
<input checked="" type="checkbox"/> Compensation committee	<input checked="" 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									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</p>										
<p>a Receive a severance payment or change-of-control payment?</p>		No								
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	Yes									
<p>c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</p>		No								
<p>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</p>										
<p>5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</p>										
<p>a The organization?</p>		No								
<p>b Any related organization? If "Yes," to line 5a or 5b, describe in Part III</p>		No								
<p>6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</p>										
<p>a The organization?</p>		No								
<p>b Any related organization? If "Yes," to line 6a or 6b, describe in Part III</p>		No								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	Yes									
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III</p>		No								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</p>										

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in 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 are not 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, columns (D) and (E) for that individual

(A) Name		(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 reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Chad P Wick	(i)	397,152	95,119	0	39,727	16,373	548,371	0
	(ii)	0	0	0	0	0	0	0
(2) Brian Ross	(i)	354,326	71,168	0	93,179	28,543	547,216	0
	(ii)	0	0	0	0	0	0	0
(3) William L McNeese	(i)	189,997	37,447	0	36,801	25,873	290,118	0
	(ii)	0	0	0	0	0	0	0
(4) Holly A Brinkman	(i)	146,588	29,023	0	28,077	26,052	229,740	0
	(ii)	0	0	0	0	0	0	0
(5) Meredith Meyer	(i)	159,138	26,005	0	28,676	10,751	224,570	0
	(ii)	0	0	0	0	0	0	0
(6) James Scott	(i)	162,078	9,694	0	26,882	15,622	214,276	0
	(ii)	0	0	0	0	0	0	0
(7) Harold Brown	(i)	176,706	28,339	0	32,114	4,553	241,712	0
	(ii)	0	0	0	0	0	0	0
(8) Lydia Dobyms	(i)	186,887	29,637	0	35,265	23,176	274,965	0
	(ii)	0	0	0	0	0	0	0
(9) Matthew Barcus	(i)	165,109	28,006	0	30,884	19,653	243,652	0
	(ii)	0	0	0	0	0	0	0
(10) Andrew Benson	(i)	130,746	25,880	0	27,380	25,526	209,532	0
	(ii)	0	0	0	0	0	0	0
(11) Jeff Edmondson	(i)	132,457	21,838	0	23,718	23,902	201,915	0
	(ii)	0	0	0	0	0	0	0
(12) Jillian Darwish	(i)	122,499	29,637	0	23,749	26,416	202,301	0
	(ii)	0	0	0	0	0	0	0
(13) Christopher Walsh	(i)	122,493	10,735	0	20,370	25,266	178,864	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	Part I, Line 1a	The Foundation maintains memberships in a local social club in the name of the President & CEO and the Founder & Director. These memberships are business memberships for the benefit of the Foundation. As such, the monthly dues are paid by the Foundation. Any personal use is paid by the President & CEO or the Founder & Director.
	Part I, Line 4b	Contribution to 457(f) Plan - Brian Ross, \$53,452. The 457(f) Plan is a nonqualified retirement plan for the KnowledgeWorks Foundation CEO.
	Part I, Line 7	KnowledgeWorks Foundation offers an individual incentive based bonus program, where the annual payout is determined by achievement of established objectives.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
KnowledgeWorks Foundation

Employer identification number

31-1321973

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 2	Certain KnowledgeWorks Foundation board members are also members of the boards of certain KnowledgeWorks Foundation affiliates. These overlapping board memberships constitute a "business relationship" as defined by the Form 990 instructions.
	Form 990, Part VI, Section A, line 3	KWSL LLC, a wholly owned subsidiary of KnowledgeWorks Foundation contracted with Kohne O'Neill LLC to administer its student lending programs.
	Form 990, Part VI, Section B, line 11	After completion by the preparer, the draft of the Form 990 is reviewed by the Controller and Chief Financial Officer. The final draft of the Form 990 is reviewed with the Audit Committee. After it receives the approval of the Audit Committee, the final Form 990 is distributed to all members of the Board of Directors before it is filed.
	Form 990, Part VI, Section B, line 12c	On an annual basis the conflict of interest policy is distributed to the directors, officers and key employees along with a questionnaire that must be completed, signed and returned to legal counsel. Legal counsel reviews the questionnaire responses and advises management and the board of any required actions.
	Form 990, Part VI, Section B, line 15	The compensation of the CEO, other officers, and key employees are set by the Compensation Committee of the Board of Directors utilizing a compensation study performed by an independent compensation consulting firm comparing similar positions in similar organizations.
	Form 990, Part VI, Section C, line 19	The consolidated financial statements of KnowledgeWorks Foundation and its subsidiaries are available on the KnowledgeWorks Foundation website. KnowledgeWorks Foundation's Form 990 is also available on its website. The governing documents and conflict of interest policy are available upon request.
Changes in Net Assets or Fund Balances	Form 990, Part XI, line 5	Distribution of Investments from Exempt Subsidiary - KWI 11,261,300. Distribution of Funds from Exempt Subsidiary - New Tech Foundation 155,319. Unrealized Gain on Interest Rate Swap Agreement 640,821. Amortization of Discount on Student Loans 1,411,123. Total to Form 990, Part XI, Line 5 13,468,563.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury
Internal Revenue Service

Name of the organization
KnowledgeWorks Foundation

Employer identification number
31-1321973

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) KnowledgeWorks Intermediary LLC One West Fourth Street Suite 200 Cincinnati, OH 452023634 31-1321973	Facilitate Receipt of Federal and State Grant Funds	OH	0	200	KnowledgeWorks Foundation
(2) KWSL LLC One West Fourth Street Suite 200 Cincinnati, OH 452023634 51-0560916	Directs Operations of SLW and KFO	OH	3,371,914	2,849,687	KnowledgeWorks Foundation
(3) EdWorks LLC One West Fourth Street Suite 200 Cincinnati, OH 452023634 27-2300265	Effective Long-Term High School Improvement Solutions	OH	1,985,527	1,299,392	KnowledgeWorks Foundation
(4) Strive LLC One West Fourth Street Suite 200 Cincinnati, OH 452023634 27-2300365	Implement Best Practices for Student Success	OH	3,230,593	2,104,972	KnowledgeWorks Foundation
(5) New Technology Network LLC One West Fourth Street Suite 200 Cincinnati, OH 452023634 27-0845123	Services & Support to Implement Innovative High Schools	OH	8,940,768	2,515,927	KnowledgeWorks Foundation

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) KWI One West Fourth Street Suite 200 Cincinnati, OH 452023634 31-1776354	Supporting Organization	OH	Section 501(c)(3)	Schedule A, Line 11a	KnowledgeWorks Foundation	Yes	
(2) KnowledgeFunding Ohio Inc One West Fourth Street Suite 250 Cincinnati, OH 452023634 20-1888000	Student Loan Acquisition	OH	Section 501(c)(3)	Schedule A, Line 9	KnowledgeWorks Foundation	Yes	
(3) Student LendingWorks Inc One West Fourth Street Suite 285 Cincinnati, OH 452023634 20-1887944	Student Loan Originator	OH	Section 501(c)(3)	Schedule A, Line 9	KnowledgeWorks Foundation	Yes	
(4) New Technology Foundation 935 Clinton Street Napa, CA 94559 68-0436871	Supporting Project Based Learning	CA	Section 501(c)(3)	Schedule A, Line 11a	KnowledgeWorks Foundation	Yes	

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Sale of assets to related organization(s)

g Purchase of assets from related organization(s)

h Exchange of assets with related organization(s)

i Lease of facilities, equipment, or other assets to related organization(s)

j Lease of facilities, equipment, or other assets from related organization(s)

k Performance of services or membership or fundraising solicitations for related organization(s)

l Performance of services or membership or fundraising solicitations by related organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n Sharing of paid employees with related organization(s)

o Reimbursement paid to related organization(s) for expenses

p Reimbursement paid by related organization(s) for expenses

q Other transfer of cash or property to related organization(s)

r Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c	Yes	
1d		No
1e	Yes	
1f		No
1g		No
1h		No
1i		No
1j		No
1k	Yes	
1l		No
1m	Yes	
1n	Yes	
1o		No
1p	Yes	
1q	Yes	
1r		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
Related party transactions	Schedule R, Part V, Line 1	KnowledgeWorks has a \$7 million note payable to KWI. Interest is paid annually on this note and is calculated per the note agreement. Services, including management and administration of activities, are provided by KnowledgeWorks Foundation to KnowledgeFunding Ohio, New Technology Foundation and KWI. KnowledgeFunding Ohio pays an administrative fee to KnowledgeWorks based on the administrative draw defined in the Indenture of Trust. Reimbursements from New Technology Foundation and KWI are based on actual time reported by employees and actual expenses. KWI transfers cash to KnowledgeWorks Foundation based on cash needs of the Foundation.

Software ID:
Software Version:
EIN: 31-1321973
Name: KnowledgeWorks Foundation

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1) KWI	C	11,261,300	Actual Cash Transferred
(2) KWI	E	7,000,000	Principal in Note
(3) KnowledgeFunding Ohio Inc (via KWSL LLC)	K	1,485,584	Value Stated in Trust Agmt
(4) New Technology Foundation (via New Tech Network LLC)	K	214,925	Actual Time & Expense
(5) KWI	K	83,552	Specific Allocated Expenses
(6) KWI	P	162,000	Actual Expenses
(7) New Technology Foundation (via New Tech Network LLC)	P	155,319	Actual Expenses
(8) KWI	Q	304,632	Interest in Note

Additional Data

Software ID:

Software Version:

EIN: 31-1321973

Name: KnowledgeWorks Foundation

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses \$ 10,824,362 including grants of \$ 635,562) (Revenue \$ 9,599,757)

Included in the other program services are Ohio Education Matters, National Advocacy & State Cultivation, Organizational Learning & Innovation, Grantmaking and Student Lending, described below Ohio Education Matters (OEM) - From July 2011 to June 2012, the OEM team worked with state leaders and education stakeholders to create more learning opportunities for students and more efficient delivery of education services OEM helped state leaders think through new policies on the use of digital and blending learning that called for better use of technology to improve learning OEM sponsored forums and events that brought national experts on digital learning to Ohio to meet with educators and stakeholders In February, OEM sponsored Digital Learning Day activities to draw attention to the advantages of digital learning To help promote efficiency in schools, OEM sponsored a statewide conference in November to share best practices of school districts that were identified as getting more for their money in non-instructional spending KnowledgeWorks also continued support for the Ohio 8 school districts and union leaders to help promote collaboration, and continued to sponsor the Transformational Dialogue for Public Education - a multi-year initiative where education leaders and stakeholders come together on long-term strategies for state education improvement National Advocacy & State Cultivation - From July 2011 to June 2012, KnowledgeWorks worked closely with policymakers and national organizations to drive demand for innovative learning environments Throughout the year, KnowledgeWorks advised fourteen state departments of education on development and implementation of comprehensive school improvement systems Conversations focused on flexibility and innovation within the federal School Improvement Grant program and development of new state accountability systems under the Obama Administration's Elementary and Secondary Education (ESEA) Act waiver package Two KnowledgeWorks' publications released this year informed these conversations - A Guide to School Improvement Grant Implementation and Transforming to a World of Learning An ESEA State Waiver Strategy Document KnowledgeWorks also engaged federal policymakers on a number of topics, helping shape the U S Senate Health, Education, Labor and Pensions Committee's bipartisan ESEA reauthorization bill, the School Improvement Grant Program, and the Race to the Top - District program The release of KnowledgeWorks' first federal policy agenda in July 2011 - Transforming to a World of Learning A Federal Policy Agenda, provided the framework for these discussions In addition to shaping state and federal policy, KnowledgeWorks secured a \$3 million Investing in Innovation (i3) Grant in partnership with the Riley Institute at Furman University to establish two STEM NTN schools in rural South Carolina along the underserved, underrepresented I-95 corridor Organizational Learning & Innovation (OLI) - KnowledgeWorks' OLI group worked to create a vision for the future of learning and identify ways of taking action in the present that will help make that vision a reality It distributed and conducted presentations on, and designed learning experiences around KnowledgeWorks' second future forecast, the 2020 Forecast Creating the Future of Learning (<http://futureofed.org/wp-content/uploads/2011/07/2020-Forecast.pdf>) OLI researched and created the third futures publication, Recombinant Education, Regenerating the Learning Ecosystem It is expected that more than 10,000 copies of the publication will be distributed in the first quarter of FY2013 OLI continued to impact the strategic planning processes of major national education organizations, including the Council of Chief State School Officers and Grantmaker's for Education Grant-making - The Grant making program provided approximately \$1.3 million of grant funding to 100 organizations KnowledgeWorks and its subsidiary, KnowledgeFunding Ohio, served approximately 23,000 students during the fiscal year through its student lending programs