

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.

A For the 2010 calendar year, or tax year beginning and ending

| | | | |
|---|--|--|--|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization PENCILS OF PROMISE INCORPORATED | | D Employer identification number 26-3618722 |
| | Doing Business As | | E Telephone number 212-777-3170 |
| | Number and street (or P.O. box if mail is not delivered to street address) | Room/suite | |
| | 17 MEADOW PLACE | | G Gross receipts \$ 1,451,135. |
| City or town, state or country, and ZIP + 4 OLD GREENWICH, CT 06870 | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| F Name and address of principal officer: ADAM BRAUN SAME AS C ABOVE | | H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | If "No," attach a list. (see instructions) | |
| J Website: ▶ WWW.PENCILSOFPROMISE.ORG | | H(c) Group exemption number ▶ | |
| K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | | L Year of formation: 2008 M State of legal domicile: CT | |

| Part I Summary | | | |
|---|--|--|-----------------------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: PENCILS OF PROMISE BUILDS SCHOOLS IN THE DEVELOPING WORLD AND TRAINS YOUNG LEADERS TO TAKE | | |
| | 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 | 10 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 10 |
| | 5 Total number of individuals employed in calendar year 2010 (Part V, line 2a) | 5 | 7 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 25 |
| | 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. |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year 57,765. | Current Year 1,396,917. |
| | 9 Program service revenue (Part VIII, line 2g) | 0. | 0. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 0. | 12. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 27,100. | 29,899. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 84,865. | 1,426,828. |
| | Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 28,330. |
| 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) | | 0. | 113,974. |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 0. | 0. |
| b Total fundraising expenses (Part IX, column (D), line 25) ▶ 31,413. | | | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) | | 13,946. | 210,942. |
| 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 42,276. | 437,492. | |
| 19 Revenue less expenses. Subtract line 18 from line 12 | 42,589. | 989,336. | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year 82,936. | End of Year 1,081,446. |
| | 21 Total liabilities (Part X, line 26) | 4,000. | 13,174. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | 78,936. | 1,068,272. |

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 | | | |
| | ▶ RAHUL TEJWANI, SECRETARY Type or print name and title | | | | |
| Paid Preparer Use Only | Print/Type preparer's name ROBIN STRONG | Preparer's signature | Date | Check if self-employed <input type="checkbox"/> | PTIN |
| | Firm's name ▶ O'CONNOR DAVIES MUNNS & DOBBINS, LLP | Firm's EIN ▶ | | Phone no. 203-323-2400 | |
| | Firm's address ▶ ONE STAMFORD LANDING STAMFORD, CT 06902 | | | | |

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 [X]

1 Briefly describe the organization's mission: SEE SCHEDULE O

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

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

4 Describe the exempt purpose achievements for each of the organization's three largest program services 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 \$ 321,418. including grants of \$ 112,576.) (Revenue \$) SCHOOL BUILDS: IN 2010, PROGRAM SERVICES INCLUDED PLANNING, BUILDING AND COMPLETING 20 NEW SUSTAINABLE SCHOOLS ACROSS LAOS AND NICARAGUA AS WELL AS ESTABLISHING AND SETTING UP OPERATIONS FOR EXPANSION IN GUATEMALA IN 2011. POP ALSO DEVELOPED, PILOTED AND CONTINUED TO REFINE ITS S.H.I.N.E. PROGRAM THAT TEACHES SCHOOL COMMUNITIES THE IMPORTANCE OF HEALTH, NUTRITION AND THE ENVIRONMENT.

4b (Code:) (Expenses \$ 62,815. including grants of \$) (Revenue \$) YOUTH & PROFESSIONAL INITIATIVES: POP CONTINUED ITS WORK IN THE YOUTH AND PROFESSIONAL COMMUNITIES THROUGH A SUCCESSFUL YEAR ROUND INTERNSHIP PROGRAM INVOLVING 50 DIFFERENT STUDENTS, THE LAUNCH OF MORE THAN 250 STUDENT-LED INITIATIVES, A NEWLY INITIATED CLASS ROOM PASSPORT PROGRAM THAT PAIRS U.S. SCHOOLS WITH OUR SCHOOLS IN LAOS FOR A VIRTUAL CLASSROOM CULTURAL EXCHANGE, SPECIAL EVENTS HOSTED AT LOCATIONS ACROSS THE WORLD, AN ENTIRELY REVAMPED WEBSITE, AND BY EFFECTIVELY UTILIZING ALL SPHERES OF THE DIGITAL SOCIAL MEDIA SPACE.

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

4d Other program services. (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 384,233.

Part IV Checklist of Required Schedules

| | | Yes | No |
|-----|--|-----|----|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> | X | |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors? | X | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | | X |
| 4 | 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> | | X |
| 5 | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | | |
| 6 | Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> | | X |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> | | X |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | | X |
| 9 | Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> | | X |
| 10 | Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | | X |
| 11 | If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> | X | |
| b | Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> | | X |
| c | Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> | | X |
| d | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> | | X |
| e | Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | | X |
| f | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> | X | |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> | X | |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i> | | X |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | X |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | X | |
| b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | X |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | X |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | X |
| 17 | Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> | | X |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | X | |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | X |
| 20a | Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> | | X |
| b | If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions) | | |
| 20b | | | |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|---|-----|----|
| 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> | X | |
| 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> | | X |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | | X |
| 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 lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> | | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| 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? | | |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | |
| 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> | | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| 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> | | X |
| 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> | | X |
| 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> | X | |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| 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 direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> | X | |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | X | |
| 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> | | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | | X |
| 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> | | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | | X |
| 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> | | X |
| 35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? | | X |
| a 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> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 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> | | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | | X |
| 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 | X | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form area containing questions 1a through 14b with Yes/No columns and input fields.

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

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

Section A. Governing Body and Management

| | | Yes | No |
|-----------|---|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year | | |
| | 1a | | 10 |
| b | Enter the number of voting members included in line 1a, above, who are independent | | |
| | 1b | | 10 |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | X |
| 6 | Does the organization have members or stockholders? | | X |
| 7a | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? | | X |
| b | Are any decisions of the governing body subject to approval by members, stockholders, or other persons? | | X |
| 7b | | | |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| a | The governing body? | X | |
| 8a | | | |
| b | Each committee with authority to act on behalf of the governing body? | | X |
| 8b | | | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | X |
| 9 | | | |

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

| | | Yes | No |
|------------|--|-----|----|
| 10a | Does the organization have local chapters, branches, or affiliates? | | X |
| b | If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? | | |
| 10b | | | |
| 11a | Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? | X | |
| b | Describe in Schedule O the process, if any, used by the organization to review this Form 990. | | |
| 11a | | | |
| 12a | Does the organization have a written conflict of interest policy? If "No," go to line 13 | X | |
| b | Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | X | |
| 12b | | | |
| c | Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done | X | |
| 12c | | | |
| 13 | Does the organization have a written whistleblower policy? | X | |
| 13 | | | |
| 14 | Does the organization have a written document retention and destruction policy? | X | |
| 14 | | | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a | The organization's CEO, Executive Director, or top management official | X | |
| 15a | | | |
| b | Other officers or key employees of the organization | X | |
| 15b | | | |
| | If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.) | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | | X |
| 16a | | | |
| b | If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? | | |
| 16b | | | |

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **AK, AR, CA, CO, CT, HI, IL, KS, MA, MD, ME, MI**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes 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: **TOM CASAZZONE - 212-777-3170**
195 CHRYSTIE STREET, SUITE 401A, NEW YORK, NY 10002

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

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

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

| (A) Name and Title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (check all that apply) | | | | | | (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 | | | |
| ADAM BRAUN PRESIDENT & EXECUTIVE DIRECTOR | 60.00 | X | | X | | | 59,100. | 0. | 1,653. | |
| LIBBIE FRITZ DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| JENNIFER WILLIAMS DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| BRAD HAUGEN CHAIRMAN & DIRECTOR OF MARKETING | 20.00 | X | | X | | | 0. | 0. | 0. | |
| MICHAEL WEISS TREASURER | 1.00 | X | | X | | | 0. | 0. | 0. | |
| KAREN HARRIS DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| RICHARD LENT DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| SCOTT MANSON DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| HOPE TAITZ DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| JAY WOLFF DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| MIMI NGUYEN SECRETARY & DIRECTOR OF OUTREACH | 50.00 | | | X | | | 15,000. | 0. | 2,773. | |
| RAHUL TEJWANI SECRETARY & CHIEF OPERATING OFFICER | 50.00 | | | X | | | 13,333. | 0. | 1,653. | |
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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (check all that apply) | | | | | | (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 | | | |
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| | | | | | | | | | | |
| 1b Sub-total | | | | | | | | 87,433. | 0. | 6,079. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 87,433. | 0. | 6,079. |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

| | 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> | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. **NONE**

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | | |
|--|---|--|--|---|---|--|---------|--|
| Contributions, gifts, grants and other similar amounts | 1 a | Federated campaigns | | | | | | |
| | b | Membership dues | | | | | | |
| | c | Fundraising events | 17,305. | | | | | |
| | d | Related organizations | | | | | | |
| | e | Government grants (contributions) | | | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above | 1,379,612. | | | | | |
| | g | Noncash contributions included in lines 1a-1f: \$ | 246,248. | | | | | |
| | h | Total. Add lines 1a-1f | 1,396,917. | | | | | |
| | Program Service Revenue | 2 a | Business Code | | | | | |
| b | | | | | | | | |
| c | | | | | | | | |
| d | | | | | | | | |
| e | | | | | | | | |
| f | | All other program service revenue | | | | | | |
| g | | Total. Add lines 2a-2f | | | | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | 12. | | | 12. | | |
| | 4 | Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 | Royalties | | | | | | |
| | 6 a | Gross Rents | (i) Real | | | | | |
| | | | (ii) Personal | | | | | |
| | | | b | Less: rental expenses | | | | |
| | | | c | Rental income or (loss) | | | | |
| | d | Net rental income or (loss) | | | | | | |
| | 7 a | Gross amount from sales of assets other than inventory | (i) Securities | | | | | |
| | | | (ii) Other | | | | | |
| | | | b | Less: cost or other basis and sales expenses | | | | |
| | | | c | Gain or (loss) | | | | |
| | d | Net gain or (loss) | | | | | | |
| | 8 a | Gross income from fundraising events (not including \$ 17,305. of contributions reported on line 1c). See Part IV, line 18 | a | 52,586. | | | | |
| | | | b | Less: direct expenses | 24,307. | | | |
| c | | | Net income or (loss) from fundraising events | 28,279. | | | 28,279. | |
| 9 a | Gross income from gaming activities. See Part IV, line 19 | a | | | | | | |
| | | b | Less: direct expenses | | | | | |
| | | c | Net income or (loss) from gaming activities | | | | | |
| 10 a | Gross sales of inventory, less returns and allowances | a | | | | | | |
| | | b | Less: cost of goods sold | | | | | |
| | | c | Net income or (loss) from sales of inventory | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | | |
| 11 a | MERCHANDISE SALES | 452000 | 1,620. | | | 1,620. | | |
| b | | | | | | | | |
| c | | | | | | | | |
| d | All other revenue | | | | | | | |
| e | Total. Add lines 11a-11d | | 1,620. | | | | | |
| 12 | Total revenue. See instructions. | | 1,426,828. | 0. | 0. | 29,911. | | |

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).

| 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 U.S. See Part IV, line 21 | 112,576. | 112,576. | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 93,512. | 68,630. | 6,924. | 17,958. |
| 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 | 20,462. | 18,983. | 560. | 919. |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | | | | |
| 9 Other employee benefits | | | | |
| 10 Payroll taxes | | | | |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | | | | |
| c Accounting | | | | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other | 9,750. | | 9,750. | |
| 12 Advertising and promotion | 24,601. | 20,107. | | 4,494. |
| 13 Office expenses | 10,500. | 8,071. | 690. | 1,739. |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 11,988. | 8,751. | 959. | 2,278. |
| 17 Travel | 32,230. | 30,955. | 943. | 332. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | | | | |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 23,388. | 23,335. | 16. | 37. |
| 23 Insurance | 686. | | 686. | |
| 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 SCHOOL AND CONSTRUCTION | 61,244. | 61,244. | | |
| b MISCELLANEOUS | 20,067. | 15,425. | 1,318. | 3,324. |
| c OUTREACH | 14,829. | 14,829. | | |
| d MERCHANDISE | 1,659. | 1,327. | | 332. |
| e | | | | |
| f All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24f | 437,492. | 384,233. | 21,846. | 31,413. |
| 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) Beginning of year | | (B) End of year | |
|---|--|--------------------------|------------|---------------------|--|
| Assets | 1 Cash - non-interest-bearing | 75,211. | 1 | 344,141. | |
| | 2 Savings and temporary cash investments | | 2 | 752. | |
| | 3 Pledges and grants receivable, net | | 3 | | |
| | 4 Accounts receivable, net | | 4 | 457,313. | |
| | 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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) | | 6 | | |
| | 7 Notes and loans receivable, net | | 7 | | |
| | 8 Inventories for sale or use | | 8 | | |
| | 9 Prepaid expenses and deferred charges | 7,725. | 9 | 19,347. | |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 280,281. | | | |
| | b Less: accumulated depreciation | 10b 23,388. | 0. | 10c 256,893. | |
| | 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 | | 13 | | |
| | 14 Intangible assets | | 14 | | |
| | 15 Other assets. See Part IV, line 11 | 0. | 15 | 3,000. | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 82,936. | 16 | 1,081,446. | | |
| Liabilities | 17 Accounts payable and accrued expenses | 4,000. | 17 | 13,174. | |
| | 18 Grants payable | | 18 | | |
| | 19 Deferred revenue | | 19 | | |
| | 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 | | 23 | | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | | |
| | 25 Other liabilities. Complete Part X of Schedule D | | 25 | | |
| | 26 Total liabilities. Add lines 17 through 25 | 4,000. | 26 | 13,174. | |
| 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 | | 27 | 618,011. | |
| | 28 Temporarily restricted net assets | 78,936. | 28 | 450,261. | |
| | 29 Permanently restricted net assets | | 29 | | |
| | 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 | 78,936. | 33 | 1,068,272. | |
| 34 Total liabilities and net assets/fund balances | 82,936. | 34 | 1,081,446. | | |

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 | 1,426,828. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 437,492. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 989,336. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 78,936. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | |
| 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 | 1,068,272. |

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? | | X |
| 2b | Were the organization's financial statements audited by an independent accountant? | X | |
| 2c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | X | |
| 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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate 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? | | X |
| 3b | 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. | | |

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization **PENCILS OF PROMISE INCORPORATED** Employer identification number **26-3618722**

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 described in **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?

| | Yes | No |
|--|-----|----|
| (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 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).

| (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 Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | 58,772. | 57,765. | 1396917. | 1513454. |
| 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 | | | 58,772. | 57,765. | 1396917. | 1513454. |
| 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) | | | | | | 281,061. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 1232393. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|--|----------|----------|----------|----------|----------|-------------------------------------|
| 7 Amounts from line 4 | | | 58,772. | 57,765. | 1396917. | 1513454. |
| 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. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 11 Total support. Add lines 7 through 10 | | | | | | 1513454. |
| 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 section 501(c)(3) organization, check this box and stop here | | | | | | <input checked="" type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|--------------------------|
| 14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) | 14 | % |
| 15 Public support percentage from 2009 Schedule A, Part II, line 14 | 15 | % |
| 16a 33 1/3% support test - 2010. 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 - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 17a 10% -facts-and-circumstances test - 2010. 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 - 2009. 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 Section 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) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or 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 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| 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 | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 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.) | | | | | | |
| 13 Total support (Add lines 9, 10c, 11, and 12.) | | | | | | |

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

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2009 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|--|-----------|---|
| 17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2009 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2010. 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 - 2009. 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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

PENCILS OF PROMISE INCORPORATED

Employer identification number

26-3618722

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.

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

Part II Conservation Easements. Complete if the organization answered "Yes" 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 (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

| | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, 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 section 170(h)(4)(B)(ii)?

Yes No

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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

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

(i) 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 (ASC 958) 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 acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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 |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 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 Net investment earnings, gains, and 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 investment | (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 | | | | |
| d Equipment | | | | |
| e Other | | 280,281. | 23,388. | 256,893. |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 256,893. |

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered 1 through 10.

Part IX Other Assets. See Form 990, Part X, line 15.

Table with 2 columns: (a) Description, (b) Book value. Rows numbered 1 through 10.

Part X Other Liabilities. See Form 990, Part X, line 25.

Table with 2 columns: (a) Description of liability, (b) Amount. Rows include Federal income taxes and rows 2 through 11.

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

| | | | |
|----|--|----|------------|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | 1 | 1,426,828. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 437,492. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | 3 | 989,336. |
| 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 through 8 | 9 | 0. |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | 10 | 989,336. |

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 | 1,514,207. |
| 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 | 87,379. |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIV.) | 2d | |
| e | Add lines 2a through 2d | 2e | 87,379. |
| 3 | Subtract line 2e from line 1 | 3 | 1,426,828. |
| 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 | 0. |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | 5 | 1,426,828. |

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

| | | | |
|---|--|----|----------|
| 1 | Total expenses and losses per audited financial statements | 1 | 524,871. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | 87,379. |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIV.) | 2d | |
| e | Add lines 2a through 2d | 2e | 87,379. |
| 3 | Subtract line 2e from line 1 | 3 | 437,492. |
| 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 | 0. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5 | 437,492. |

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, line 2; 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.

PART X, LINE 2: THE ORGANIZATION RECOGNIZES THE EFFECT OF TAX

POSITIONS WHEN THEY ARE MORE LIKELY THAN NOT OF BEING SUSTAINED.

MANAGEMENT HAS DETERMINED THAT THE ORGANIZATION HAD NO UNCERTAIN TAX

POSITIONS THAT WOULD REQUIRE FINANCIAL STATEMENT RECOGNITION. TAX RETURNS

SINCE THE ORGANIZATION'S INCEPTION IN 2008 REMAIN SUBJECT TO AUDITS BY

APPLICABLE TAXING JURISDICTIONS.

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

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events |
|-----------------|---|----------------------------|-----------------------------|---------------------|------------------------------------|
| | | MULTI-CITY (event type) | WHITE PARTY (event type) | 1 (total number) | (add col. (a) through col. (c)) |
| Revenue | 1 Gross receipts | 47,354. | 21,737. | 800. | 69,891. |
| | 2 Less: Charitable contributions | 16,179. | 1,126. | | 17,305. |
| | 3 Gross income (line 1 minus line 2) | 31,175. | 20,611. | 800. | 52,586. |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Noncash prizes | | | | |
| | 6 Rent/facility costs | 11,844. | 7,500. | | 19,344. |
| | 7 Food and beverages | 270. | | | 270. |
| | 8 Entertainment | | | | |
| | 9 Other direct expenses | 4,068. | 607. | 18. | 4,693. |
| | 10 Direct expense summary. Add lines 4 through 9 in column (d) | | | | (24,307) |
| | 11 Net income summary. Combine line 3, column (d), and line 10 | | | | 28,279. |

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization **PENCILS OF PROMISE INCORPORATED** Employer identification number **26-3618722**

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

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

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

| 1 (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|----------------|--------------------------------------|---------------------------------|--|--|---|---|
| COMMUNITY LEARNING INTERNATIONAL 218 N. ALFRED STREET ALEXANDRIA, VA 22314 | 68-0254397 | 501(C)(3) | 45,696. | 0. | | | GRANT IS PART OF A PARTNERSHIP TO BUILD SCHOOLS IN LAOS. |
| SEEDS OF LEARNING PO BOX 2107 SONOMA, CA 95476 | 20-0900415 | 501(C)(3) | 66,880. | 0. | | | GRANT IS PART OF A PARTNERSHIP TO BUILD SCHOOLS IN NICARAGUA. |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

2 Enter total number of section 501(c)(3) and government organizations 2.

3 Enter total number of other organizations 0.

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.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of 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.

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|-------------------------------|---|---------------------------|--------------------------------|---|----|
| | | | | Yes | No |
| RICHARD LENT | RICHARD LENT IS A M | 0. | RICHARD LEN | | X |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
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| | | | | | |
| | | | | | |
| | | | | | |

Part V Supplemental Information

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

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: RICHARD LENT

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

RICHARD LENT IS A MEMBER OF THE BOARD OF DIRECTORS OF PENCILS OF PROMISE.

(D) DESCRIPTION OF TRANSACTION: RICHARD LENT IS ALSO THE CEO OF

AGENCYNET, AN ADVERTISING AND MARKETING AGENCY. AGENCYNET DEVELOPED OUR NEW WEBSITE AND PROVIDED OVER \$326,300 IN PRO-BONO SERVICES TO OUR ORGANIZATION IN THE RESEARCH, DESIGN AND DEVELOPMENT OF THE NEW SITE.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
▶ Attach to Form 990.**

Name of the organization **PENCILS OF PROMISE INCORPORATED** Employer identification number **26-3618722**

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|---|-------------------------------|---|--|--|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | | | | |
| 10 Securities - Closely held stock | | | | |
| 11 Securities - Partnership, LLC, or trust interests | | | | |
| 12 Securities - Miscellaneous | | | | |
| 13 Qualified conservation contribution - Historic structures | | | | |
| 14 Qualified conservation contribution - Other | | | | |
| 15 Real estate - Residential | | | | |
| 16 Real estate - Commercial | | | | |
| 17 Real estate - Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ▶ (<u>WEBSITE COSTS</u>) | X | 1 | 246,248. | |
| 26 Other ▶ (_____) | | | | |
| 27 Other ▶ (_____) | | | | |
| 28 Other ▶ (_____) | | | | |

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

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

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 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

PENCILS OF PROMISE INCORPORATED

Employer identification number

26-3618722

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

ACTION AT HOME AND ABROAD.

FORM 990 PART III LINE 1

OUR TWO-PRONGED MISSION ALLOWS US TO FOCUS OUR EFFORTS ON BUILDING
SCHOOLS IN THE DEVELOPING WORLD AND TRAINING SOCIALLY CONSCIOUS YOUNG
LEADERS. OVER THE COURSE OF 2010, WE ACCOMPLISHED THESE ACTIVITIES BY
DEDICATING SIGNIFICANT AMOUNTS OF TIME, LABOR AND EFFORT RAISING MONEY
IN THE US THROUGH DONOR ENGAGEMENT PROGRAMS AND SPECIAL EVENTS. THE
FUNDS RAISED ALLOWED US TO INCREASE OUR DOMESTIC AND INTERNATIONAL
REACH AND IMPACT. IN 2010, 20 SCHOOLS HAVE COMPLETED CONSTRUCTION AND
ARE OPEN TO STUDENTS IN LAOS AND NICARAGUA AND PLANNING AND THE
BEGINNING STAGES OF CONSTRUCTION FOR 7 MORE SCHOOLS STARTED.
ADDITIONALLY, WE HAVE EXPANDED OUR REACH BY ESTABLISHING A PRESENCE IN
GUATEMALA.

EVERYTHING WE DO REFLECTS OUR COMMITMENT TO SUSTAINABLE EDUCATIONAL
OPPORTUNITIES. OUR ROLE IS TO CREATE MORE THAN JUST FOUR WALLS; THE
SCHOOLS WE BUILD MUST CONTINUE TO PROVIDE GENERATIONS OF QUALITY
EDUCATION. TO SUCCEED, OUR APPROACH WORKS FROM THE BOTTOM UP, FINDING
AND WORKING WITH COMMUNITIES WHO DON'T JUST NEED A SCHOOL, BUT WHO ARE
INVESTED IN CREATING A SUCCESSFUL ONE. HERE'S HOW WE DO IT.

DUE DILIGENCE - WE ARE A GROUND-UP ORGANIZATION. SO WE START
ON-THE-GROUND; ON MOTORBIKES, IN THE COUNTRYSIDE, IN CONVERSATION WITH
LOCALS. WE SIT IN VILLAGES WITH ELDERS AND EDUCATORS AND WE TALK, ASK

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

Schedule O (Form 990 or 990-EZ) (2010)

032211
01-24-11

| | |
|---|--|
| Name of the organization PENCILS OF PROMISE INCORPORATED | Employer identification number 26-3618722 |
|---|--|

QUESTIONS, LISTEN. THEY SHARE STORIES OF THEIR CHILDREN AND COMMUNITIES THAT ALLOW US TO UNDERSTAND THEIR NEEDS AS WELL AS THEIR DEDICATION TO INCREASING OPPORTUNITY FOR THEIR CHILDREN. WE DO THIS IN COUNTLESS VILLAGES, COLLECTING DATA AND TAKING NOTES ALONG THE WAY. BACK AT OUR OFFICE WE PUT TOGETHER PROFILES OF EACH POTENTIAL SITE USING BOTH QUANTIFIABLE STATISTICS AND FIELD OBSERVATIONS. IN ORDER TO CONSISTENTLY AND OBJECTIVELY ASSESS A SITE, WE USE RUBRIC SCORING IN THE AREAS OF NEED, SUSTAINABILITY, COST EFFICIENCY, IMPACT AND LOCAL COMMITMENT. WHEN INTERVIEWS ARE DONE AND NUMBERS ARE CRUNCHED, WE MEET WITH THE EDUCATION MINISTRY TO APPROVE BUILDS AND CONFIRM THE ASSIGNMENT OF A TRAINED TEACHER TO EVERY POTENTIAL SCHOOL.

SWEAT EQUITY AND LOCAL SOURCING - AFTER SITES ARE GOVERNMENT CLEARED, COMMUNITY PLANNING BEGINS. WE HIRE A LOCAL CONTRACTOR, CREATE A BUDGET, AND SET MEETINGS WITH THE VILLAGE. THE VILLAGE FORMS A 'PROMISE COMMITTEE' OF EIGHT INDIVIDUALS, FOUR MEN AND FOUR WOMEN. THIS COMMITTEE SIGNS A CONTRACT AGREEING TO OVERSEE THE SUPPORT AND MAINTENANCE OF THEIR SCHOOL THROUGH EACH PHASE OF THE PROCESS, FROM CLEARING THE LAND AND SUPPLYING THE LABOR TO ENCOURAGING ATTENDANCE AND SUPPORTING THE TEACHER. AS PART OF THE LOCAL BUY-IN, EACH VILLAGE CONTRIBUTES 10-20% OF THE TOTAL CONSTRUCTION COST IN THE FORM OF LABOR AND LOCAL MATERIALS. THEY DEDICATE THEIR TIME AND THEIR GOODS TO THE CREATION OF THEIR SCHOOL, ENSURING THAT IT IS NOT A HANDOUT, BUT RATHER A STANDING SOURCE OF LOCAL PRIDE. THE REMAINING MATERIALS ARE SOUGHT OUT LOCALLY, INJECTING MONEY INTO THE LOCAL ECONOMY AND CREATING MINIMAL ENVIRONMENTAL IMPACT THROUGHOUT THE BUILD PROCESS.

LOCAL EMPOWERMENT - WE ARE COMMITTED TO SUPPORTING LASTING, SUSTAINABLE

| | |
|---|--|
| Name of the organization PENCILS OF PROMISE INCORPORATED | Employer identification number 26-3618722 |
|---|--|

EDUCATION; ONCE THE NEW SCHOOL IS COMPLETED AND OPEN, OUR LONG-TERM WORK BEGINS. WE MATCH A LOCAL, HIGH-POTENTIAL YOUNG ADULT WITH EACH SCHOOL AS A POP VILLAGE COORDINATOR. THEY CHECK-IN WITH THE CLASSROOMS BI-MONTHLY TO ENSURE THAT EVERYTHING IS OPERATING SMOOTHLY, THAT THE TEACHER IS FULLY SUPPORTED, TO ORGANIZE COMMUNITY DEVELOPMENT DAYS AND DELIVER SHINE (SEE BELOW FOR DETAILS) LESSONS. THROUGH THIS MAPPING, LASTING RELATIONSHIPS ARE FORMED BETWEEN YOUNG VILLAGE STUDENTS AND EMPOWERED, INSPIRING LOCAL ROLE MODELS. THE COORDINATORS IN TURN BECOME AMBASSADORS OF CHANGE TO THOSE IN GREATEST NEED. AND AS SOON-TO-BE LEADERS, EDUCATORS, POLICY-MAKERS AND PROFESSIONALS, THIS EXPERIENCE AND UNDERSTANDING WILL BE INVALUABLE TO THE FUTURE PROSPERITY OF THEIR COUNTRY.

KNOWLEDGE TRANSFER - OUR ON-THE-GROUND OPERATIONS ARE RUN BY A LARGE STAFF OF LOCAL TALENT AND ONE INTEGRATED WESTERNER. WE KNOW THAT THE ONLY ROUTE TO TRULY SUSTAINABLE IMPACT IS LED BY THE LOCALS WHO HAVE A VESTED INTEREST IN THEIR COMMUNITIES. OUR IMPACT IS GROWING QUICKLY; WE'RE BUILDING MORE SCHOOLS AND SUPPORTING MORE STUDENTS DAILY. TO KEEP UP, OUR STAFF IS GROWING EVEN QUICKER. AND THE PEOPLE WE HIRE, WELL, THEY ARE AWESOME. WE HIRE POTENTIAL. YOUNG PEOPLE WHO ARE EAGER TO BE INVOLVED IN SOMETHING AND READY TO LEARN ANYTHING. OUR STAFF IS A LITTLE BIT OF EVERYTHING. THEY ARE ONE OF THE COUNTRY'S ONLY FEMALE ARCHITECTS. THEY ARE A UNIVERSITY STUDENT PUTTING HIMSELF THROUGH SCHOOL WHILE SUPPORTING HIS FAMILY IN HIS VILLAGE. THEY ARE A 21-YEAR-OLD FINANCE STUDENT WHO QUICKLY BECAME THE OFFICE EXCEL MASTER. THEY ARE A WOMEN'S BASKETBALL CHAMPION, WHO IN LESS THAN A YEAR WENT FROM DOING LAUNDRY AT A GUESTHOUSE TO MANAGING OUR ENTIRE BUILD AND DEVELOPMENT STRATEGY. AT EVERY STEP OF THE PROCESS, WE ARE NURTURING

Name of the organization

PENCILS OF PROMISE INCORPORATED

Employer identification number

26-3618722

THE TALENTS OF KEY LOCAL INDIVIDUALS WHO ARE USING THEIR SKILLS AND
THEIR PASSION TO CREATE PROFOUND GOOD.

S.H.I.N.E.

SANITATION - KEEPING OUR COMMUNITIES AND OURSELVES HEALTHY THROUGH
CLEAN WATER USAGE AS WELL AS CLEAN BATHROOM AND WASTE DISPOSAL
PRACTICES.

HYGIENE - KEEPING OUR BODIES CLEAN TO PREVENT THE SPREAD OF DISEASE BY
DEVELOPING CONSISTENT AND EFFECTIVE PRACTICES FOR CLEANING OF HANDS,
FACES, HAIR AND TEETH.

IDENTITY - CREATING CROSS-CULTURAL UNDERSTANDING BY EXPLORING THE
PERSONAL AND CULTURAL HISTORIES OF EVERYONE IN OUR COMMUNITY;
REINFORCING PRIDE IN ONE'S CULTURE, GENDER AND POSITION IN COMMUNITY.

NUTRITION - PROPER DIET & FOOD HANDLING PRACTICES TO FIGHT MALNUTRITION
AND PREVENT THE SPREAD OF DISEASE; UNDERSTANDING THE LONG-TERM AFFECTS
OUR HABITS AND BEHAVIORS.

ENVIRONMENT - UNDERSTANDING THE CONNECTION BETWEEN THE EARTH AND OUR
COMMUNITIES: RECYCLING, GARBAGE DISPOSAL, AIR QUALITY AND ENERGY SAVING
TECHNIQUES.

DOMESTICALLY, WE EXPANDED OUR PROGRAMMING INITIATIVES THROUGH THE
LAUNCH OF OUR NEW WEBSITE AND THROUGH OUR EVER-EXPANDING OUTREACH
PROGRAM FOR BOTH YOUTHS AND PROFESSIONALS. WITH THE HELP OF OUR

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WEBSITE AND OTHER SOCIAL MEDIA PLATFORMS, WE HAVE AN ONLINE COMMUNITY OF OVER 100,000 MEMBERS AS THE END OF 2010. WE ALSO HAD A SUCCESSFUL SUMMER AND FALL VOLUNTEER INTERNSHIP PROGRAM AND BEGAN YOUTH PROGRAMMING IN SECONDARY SCHOOLS ACROSS THE US.

FORM 990, PART VI, SECTION A, LINE 8B: IN 2010, POP DID NOT HAVE ANY FORMAL COMMITTEES WITH FORMAL GOVERNANCE TO ACT ON BEHALF OF THE BOARD OF DIRECTORS. AT THE TIME, THE BOARD OF DIRECTORS WAS SMALL ENOUGH WHERE IT WAS NOT NECESSARY TO BREAK DOWN INTO EVEN SMALLER COMMITTEES. POP DID CONTEMPORANEOUSLY DOCUMENT THE MEETINGS HELD AND THE ACTIONS TAKEN BY THE BOARD OF DIRECTORS IN 2010. HOWEVER, IN 2011, A FINANCE COMMITTEE, A DEVELOPMENT COMMITTEE AND AN EXECUTIVE COMMITTEE WERE CREATED AND EACH WERE GRANTED AUTHORITY BY THE BOARD OF DIRECTORS TO ACT ON BEHALF OF THE GOVERNING BODY IN THEIR SPECIFIC SPHERES OF COVERAGE. ALL COMMITTEE MEETINGS ARE CONTEMPORANEOUSLY DOCUMENTED.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 IS MADE AVAILABLE TO ALL MEMBERS OF THE BOARD OF DIRECTORS. POP'S DIRECTOR OF FINANCE & LEGAL AFFAIRS IS TASKED WITH OVERSEEING THE AUDIT PROCESS AND THE DRAFTING OF FORM 990 IN CONJUNCTION WITH AN INDEPENDENT ACCOUNTING FIRM. ONCE COMPLETED BY THE ACCOUNTANTS AND APPROVED BY THE DIRECTOR OF FINANCE & LEGAL AFFAIRS, FORM 990 IS PRESENTED TO THE BOARD OF DIRECTORS AND TO KEY EMPLOYEES OF POP FOR REVIEW, COMMENT AND APPROVAL. IN 2011, A FINANCE COMMITTEE WAS CREATED THAT WILL AID THE DIRECTOR OF FINANCE & LEGAL AFFAIRS IN OVERSIGHT OF THE DRAFTING OF FORM 990.

FORM 990, PART VI, SECTION B, LINE 12C: EACH BOARD MEMBER IS ASKED TO READ

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AND SIGN AN AFFIRMATION STATEMENT EACH YEAR REGARDING THE CONFLICT OF INTEREST POLICY. ADDITIONALLY, A CONFLICTS POLICY IS IN OUR EMPLOYEE HANDBOOK AND EACH EMPLOYEE IS ASKED TO SIGN AND ACKNOWLEDGEMENT FORM AND DISCLOSE ANY POTENTIAL CONFLICTS IF ANY ARE PRESENT.

FORM 990, PART VI, SECTION B, LINE 15: THE PROCESS INCLUDES ALL OF THESE ELEMENTS: (1) REVIEW AND APPROVAL BY THE BOARD OF DIRECTORS, COMPENSATION COMMITTEE OR EXECUTIVE COMMITTEE OF POP; (2) USE OF DATA AS TO COMPARABLE COMPENSATION; AND (3) CONTEMPORANEOUS DOCUMENTATION AND RECORDKEEPING.

REVIEW AND APPROVAL - THE COMPENSATION OF THE PERSON IS REVIEWED AND APPROVED BY THE BOARD OF DIRECTORS, COMPENSATION COMMITTEE OR EXECUTIVE COMMITTEE OF POP, PROVIDED THAT PERSONS WITH CONFLICTS OF INTEREST WITH RESPECT TO THE COMPENSATION ARRANGEMENT AT ISSUE ARE NOT INVOLVED IN THIS REVIEW AND APPROVAL.

USE OF DATA AS TO COMPARABLE COMPENSATION - THE COMPENSATION OF THE PERSON IS REVIEWED AND APPROVED USING DATA AS TO COMPARABLE COMPENSATION FOR SIMILARLY QUALIFIED PERSONS IN FUNCTIONALLY COMPARABLE POSITIONS AT SIMILARLY SITUATED ORGANIZATIONS.

CONTEMPORANEOUS DOCUMENTATION AND RECORDKEEPING - THERE IS CONTEMPORANEOUS DOCUMENTATION AND RECORDKEEPING WITH RESPECT TO THE DELIBERATIONS AND DECISIONS REGARDING THE COMPENSATION ARRANGEMENT.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990: AK, AR, CA, CO, CT, HI, IL, KS, MA, MD, ME, MI, MN, NC, ND, NJ, NM, NY, OH, PA, SC, TN, VA, WA, WI

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FORM 990, PART VI, SECTION C, LINE 19: ALL OF OUR FINANCIAL DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC ON OUR WEBSITE. THESE INCLUDE OUR 990 AND ANNUAL REVIEW/AUDIT. ADDITIONALLY, ALL OF OUR ORGANIZATIONAL DOCUMENTS ARE AVAILABLE FOR THE PUBLIC ON GUIDESTAR.

FORM 990, PART XII, LINE 2C
 IN 2010, POP DID NOT HAVE A COMMITTEE THAT OVERSAW THE AUDIT AND THE COMPILATION OF FINANCIAL STATEMENTS. HOWEVER, THE DIRECTOR OF FINANCE & LEGAL AFFAIRS, IN CONJUNCTION WITH THE BOARD OF DIRECTORS AND KEY EMPLOYEES OF POP, SELECTED AN INDEPENDENT ACCOUNTANT TO PERFORM THE AUDIT AND PREPARE THE FINANCIAL STATEMENTS. THE DIRECTOR OF FINANCE & LEGAL AFFAIRS IS TASKED WITH OVERSEEING THE AUDIT PROCESS AND COMPILATION OF FINANCIAL STATEMENTS. ONCE COMPLETED BY THE ACCOUNTANTS AND APPROVED BY THE DIRECTOR OF FINANCE & LEGAL AFFAIRS, THE FINANCIAL STATEMENTS ARE PRESENTED TO THE BOARD OF DIRECTORS AND TO KEY EMPLOYEES OF POP FOR REVIEW, COMMENT AND APPROVAL. IN 2011, A FINANCE COMMITTEE WAS CREATED THAT WILL AID THE DIRECTOR OF FINANCE & LEGAL AFFAIRS IN OVERSIGHT OF THE AUDIT AND PREPARATION OF THE FINANCIAL STATEMENTS.

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10

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| Asset No. | Description | Date Acquired | Method | Life | Line No. | Unadjusted Cost Or Basis | Bus % Excl | * Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|-----------|---------------------|---------------|--------|------|----------|--------------------------|------------|----------------------|------------------------|--------------------------|-----------------|------------------------|
| 1 | APPLE COMPUTER | 011110 | SL | 5.00 | 16 | 1,512. | | | 1,512. | | | 302. |
| 2 | MACBOOK & PRINTER | 041810 | SL | 5.00 | 16 | 1,170. | | | 1,170. | | | 156. |
| | MACBOOK PRO | | | | | | | | | | | |
| 3 | COMPUTER | 091010 | SL | 5.00 | 16 | 1,402. | | | 1,402. | | | 93. |
| 4 | OFFICE PRINTER | 110310 | SL | 5.00 | 16 | 329. | | | 329. | | | 11. |
| 5 | OFFICE FURNITURE | 083010 | SL | 7.00 | 16 | 3,630. | | | 3,630. | | | 173. |
| 6 | 4 OFFICE CHAIRS | 101910 | SL | 7.00 | 16 | 460. | | | 460. | | | 11. |
| | CONFERENCE ROOM | | | | | | | | | | | |
| 7 | CHAIRS | 110310 | SL | 7.00 | 16 | 115. | | | 115. | | | 3. |
| 8 | TRUCK | 081010 | SL | 5.00 | 16 | 7,735. | | | 7,735. | | | 645. |
| 9 | WEBSITE | 101510 | SL | 3.00 | 16 | 263,928. | | | 263,928. | | | 21,994. |
| | * TOTAL 990 PAGE 10 | | | | | | | | | | | |
| | DEPR | | | | | 280,281. | | 0. | 280,281. | 0. | 0. | 23,388. |