

**IRS E-file Signature Authorization
for a Tax Exempt Entity**

For calendar year 2023, or fiscal year beginning 7/01, 2023, and ending 6/30, 202024

2023

Department of the Treasury
Internal Revenue Service

**Do not send to the IRS. Keep for your records.
Go to www.irs.gov/Form8879TE for the latest information.**

Name of filer

EIN or SSN

Learning Ally, Inc

13-1659345

Name and title of officer or person subject to tax

Timothy Wilson CEO

Part I Type of Return and Return Information

Check the box for the return for which you are using this Form 8879-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line **1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a, or 10a** below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b, 5b, 6b, 7b, 8b, 9b, or 10b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than one line in Part I.

1a Form 990 check here <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b	<u>30,981,748.</u>
2a Form 990-EZ check here <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b	_____
3a Form 1120-POL check here <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	_____
4a Form 990-PF check here <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part V, line 5)	4b	_____
5a Form 8868 check here <input type="checkbox"/>	b Balance due (Form 8868, line 3c)	5b	_____
6a Form 990-T check here <input type="checkbox"/>	b Total tax (Form 990-T, Part III, line 4)	6b	_____
7a Form 4720 check here <input type="checkbox"/>	b Total tax (Form 4720, Part III, line 1)	7b	_____
8a Form 5227 check here <input type="checkbox"/>	b FMV of assets at end of tax year (Form 5227, Item D)	8b	_____
9a Form 5330 check here <input type="checkbox"/>	b Tax due (Form 5330, Part II, line 19)	9b	_____
10a Form 8038-CP check here. <input type="checkbox"/>	b Amount of credit payment requested (Form 8038-CP, Part III, line 22)	10b	_____

Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that I am an officer of the above entity or I am a person subject to tax with respect to (name of entity) _____, (EIN) _____ and that I have examined a copy of the 2023 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

PIN: check one box only

I authorize Eisner Advisory Group LLC to enter my PIN 36465 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the tax year 2023 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer or person subject to tax with respect to the entity, I will enter my PIN as my signature on the tax year 2023 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax

Tim Wilson

Date 10/31/2024

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

22310013163

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2023 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature

Douglas Tapp

Date

**ERO Must Retain This Form – See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2023

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public Inspection

A For the **2023** calendar year, or tax year beginning 7/01, **2023**, and ending 6/30, **2024**

B Check if applicable:	C	D Employer identification number
<input type="checkbox"/> Address change	Learning Ally, Inc 20 Roszel Road Princeton, NJ 08540	13-1659345
<input type="checkbox"/> Name change		E Telephone number
<input type="checkbox"/> Initial return		609 520-8023
<input type="checkbox"/> Final return/terminated		G Gross receipts \$ <u>32,616,956.</u>
<input type="checkbox"/> Amended return		
<input type="checkbox"/> Application pending	F Name and address of principal officer: <u>Timothy Wilson</u> Same As C Above	H(a) Is this a group return for subordinates? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
		H(b) Are all subordinates included? Yes <input type="checkbox"/> No <input type="checkbox"/> If "No," attach a list. See instructions.

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
J Website:	<u>www.Learningally.org</u>
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:	<u>1948</u>
M State of legal domicile:	<u>NJ</u>

Part I Summary

1	Briefly describe the organization's mission or most significant activities: <u>LEARNING ALLY IS A LEADING NATIONAL NONPROFIT EDUCATION SOLUTIONS ORGANIZATION DEDICATED TO EQUIPPING EDUCATORS WITH PROVEN SOLUTIONS THAT HELP STRUGGLING LEARNERS TO REACH THEIR POTENTIAL SEE ATTACHMENT 1.</u>			
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		9
4	Number of independent voting members of the governing body (Part VI, line 1b)	4		9
5	Total number of individuals employed in calendar year 2023 (Part V, line 2a)	5		246
6	Total number of volunteers (estimate if necessary)	6		970
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a		0.
b	Net unrelated business taxable income from Form 990-T, Part I, line 11	7b		0.
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2g)	15,986,979.	16,865,403.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	13,107,969.	12,975,678.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,360,124.	611,148.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	102,654.	529,519.	
		30,557,726.	30,981,748.	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	90,000.	84,000.	
	14 Benefits paid to or for members (Part IX, column (A), line 4)			
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	21,683,584.	19,132,962.	
	16a Professional fundraising fees (Part IX, column (A), line 11e)	505,544.	491,350.	
	b Total fundraising expenses (Part IX, column (D), line 25)	1,442,606.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	10,729,394.	9,536,125.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	33,008,522.	29,244,437.	
19 Revenue less expenses. Subtract line 18 from line 12	-2,450,796.	1,737,311.		
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year	
	21 Total liabilities (Part X, line 26)	37,887,626.	40,746,463.	
	22 Net assets or fund balances. Subtract line 21 from line 20	14,817,463.	14,656,371.	
		23,070,163.	26,090,092.	

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	<u>10/29/24</u>
	Timothy Wilson		CFO
	Type or print name and title		

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	Douglas Tapp	Douglas Tapp			P00200641	
	Firm's name	Eisner Advisory Group LLC			Firm's EIN	87-1353108
	Firm's address	202 Carnegie Center suite 300 Princeton, NJ 08540			Phone no.	732-243-7000

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

LEARNING ALLY IS A LEADING NATIONAL NONPROFIT EDUCATION SOLUTIONS ORGANIZATION DEDICATED TO EQUIPPING EDUCATORS WITH PROVEN SOLUTIONS THAT HELP STRUGGLING LEARNERS TO REACH THEIR POTENTIAL SEE ATTACHMENT 1.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes 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 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 \$ 22,145,101. including grants of \$ 84,000.) (Revenue \$ 13,102,364.)

ATTACHMENT 2

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

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

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

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

4e Total program service expenses 22,145,101.

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>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions.....	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>	7	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>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
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>	11a X	
b Did the organization report an amount for investments – other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>	11b 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>	11c	X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>	11d 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>	11e	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>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?.....	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV.</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> See instructions.....	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>	18	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>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?.....	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	21 X	

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <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 25a.</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), 501(c)(4), and 501(c)(29) 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 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <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 the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions).		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in noncash 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, Part II, III, or IV, and Part V, line 1.</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
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 on Schedule O for Part VI, lines 11b 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 or note to any line in this Part V

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable.		
1b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable.		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	246		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a			X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O.	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			X
b	If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	Organizations that may receive deductible contributions under section 170(c).				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a			X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			X
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8			
9	Sponsoring organizations maintaining donor advised funds.				
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a			
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b			
10	Section 501(c)(7) organizations. Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b			
11	Section 501(c)(12) organizations. Enter:				
a	Gross income from members or shareholders.	11a			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.				
a	Is the organization licensed to issue qualified health plans in more than one state?	13a			
Note: See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O.	14b			
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15			X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16			X
17	Section 501(c)(21) organizations. Did the trust, or any disqualified or other person, engage in any activities that would result in the imposition of an excise tax under section 4951, 4952, or 4953? If "Yes," complete Form 6069.	17			

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed See Schedule O
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
[X] Own website [] Another's website [X] Upon request [] Other (explain on Schedule O)
19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O
20 State the name, address, and telephone number of the person who possesses the organization's books and records. Timothy Wilson 20 Roszel Road Princeton NJ 08540 609 208-8034

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See the instructions for the order in which to list the persons above.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) Andrew Friedman President & CEO	60 0			X			442,443.	0.	144,376.
(2) PETERS, LEE G COO	50 0				X		328,914.	0.	13,619.
(3) KEINGSBERG, JAMES INTERIM CDO	50 0				X		292,500.	0.	0.
(4) Tim Wilson CFO	50 0			X			255,016.	0.	31,257.
(5) HO, JEFFREY CMLIO	50 0				X		266,194.	0.	16,368.
(6) DAVENPORT, RENEE VP, GEN MGR EDU SALES	50 0				X		275,257.	0.	2,246.
(7) LOHSE, CHRISTOPHER CHIEF OF STAFF	50 0				X		240,934.	0.	14,009.
(8) SHERBURNE, MICHELE CHF OF GROWTH & STRG PART	50 0				X		239,294.	0.	12,418.
(9) BRENNAN, PATRICK VP, GOVERNMENT RELATIONS	50 0				X		241,580.	0.	3,094.
(10) SINK, AMANDA MANAGING PARTNER, GREAT LAKES	50 0				X		213,372.	0.	23,397.
(11) FAIRWEATHER, ANNMARIE CPO	50 0				X		230,293.	0.	2,765.
(12) VALVANO, STEVEN M VP OF GREAT PEOPLE	50 0				X		200,266.	0.	28,849.
(13) WALKER, ERIN VP, INNOVATION & IMPACT PROGRA	50 0				X		188,094.	0.	39,050.
(14) TOMASETTI, ELISSA VP, MARKETING	50 0				X		200,070.	0.	23,169.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) YEOW, WAIMUN DIR, TEACHING & LEARNING PLATF	50 0				X		179,872.	0.	38,444.
(16) TRUSTY, NICK SR.DIR. STRATEGIC ACCTS & SCH	50 0				X		179,428.	0.	38,331.
(17) HARTSELL, BRENT SR. DIR PROF LEARNING & UX	50 0				X		180,751.	0.	33,859.
(18) NESS, MOLLY VP, EDUCATOR INITIATIVES	50 0				X		173,773.	0.	26,190.
(19) GILDEA, JAMES SENIOR DATA ARCHITECT	50 0				X		181,814.	0.	16,395.
(20) BUECKSLER, CHRISTOPHER DIR. OF MARKRTING OPERATIONS	50 0				X		162,638.	0.	33,342.
(21) SINGLETON, ANDREW NAT. DIR . ENGAGE	50 0					X	162,270.	0.	33,697.
(22) MCCARTNEY, TOM DIR, IMPL & ROSTERING PLT	50 0					X	147,900.	0.	36,314.
(23) STUTSMAN, MELISSA SALES DIR	50 0					X	149,353.	0.	34,048.
(24) CONLIN, CHRIS INTERIM VP OF TECH & CISCO	50 0				X		178,732.	0.	2,039.
(25) KOPEC, CHERYL DIR CUST. SUPPORT	50 0					X	166,694.	0.	13,925.
1b Subtotal							5,477,452.	0.	661,201.
c Total from continuation sheets to Part VII, Section A							1,373,500.	0.	76,023.
d Total (add lines 1b and 1c)							6,850,952.	0.	737,224.
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	70								

	Yes	No
3 Did the organization list any former officer, director, 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. 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
FullStack Labs LLC 21750 Hardy Oak Blvd Ste 104 San Antonio, TX 7825	SOFTWARE FIRM	850,696.
Florida State University 874 Traditions Way Third Floo Tallahassee,	EDUCATION PLATFORM	517,000.
FAIRCOM NEW YORK INC 12 WEST 27TH ST NewYork, NY 10001	Direct Marketing	388,494.
CLEVER INC 15612 Collections Center Drive Chicago, IL 60675	EDUCATION PLATFORM	386,750.
ORACLE AMERICA INC 15612 COLLECTIONS CTR DR CHICAGO, IL 60693	SOFTWARE FIRM	326,174.
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	22	

Department of the Treasury
Internal Revenue Service

Name of the Organization Learning Ally, Inc	Employer identification number 13-1659345
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Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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) LOVINGS DANICA SALES DIR	50 0					X	152,063.	0.	26,666.	
(2) NOLAND, TERRIE L VP, EDUCATOR INITIATIVE	50 0				X		172,691.	0.	5,449.	
(3) FLORESS, HEATHER A DIST PARTNER MG	50 0				X		161,411.	0.	4,328.	
(4) PRITCHETT, JAMES DIR, ENTERPRISE SYSTEMS	50 0					X	146,219.	0.	11,612.	
(5) EMDIN, REGINA MANG PARTNER, NORTHEAST	50 0					X	153,795.	0.	2,046.	
(6) PENROSE, SHANNON MANGING PART, WEST	50 0					X	152,323.	0.	2,293.	
(7) WEISBRICH, SHELLEY VP, IMPELMENTATION SERV	50 0					X	129,602.	0.	13,312.	
(8) KOZEMCHAK, DAVID AVP, PRODUCTION	50 0					X	130,480.	0.	4,597.	
(9) ULLEY, DAWN DIST, PARTNERSHIP MGR	50 0					X	105,315.	0.	913.	
(10) ELLIS, LAURA SR. DIR. OF READING SOL	50 0					X	69,601.	0.	4,807.	
(11) Therese Llorente Chairman	3 0	X		X			0.	0.	0.	
(12) Kettisha Jones Trustee	3 0	X		X			0.	0.	0.	
(13) Rosemarie Loffredo Treasurer	3 0	X		X			0.	0.	0.	
(14) Mary Beth O'Hagan Secretary	3 0	X		X			0.	0.	0.	
(15) Elise Darwish Trustee	3 0	X		X			0.	0.	0.	
(16) Shawn Bird Trustee	3 0	X		X			0.	0.	0.	
(17) Peter Falzon Trustee	3 0	X		X			0.	0.	0.	
(18) Alexandra Hill Trustee	3 0	X		X			0.	0.	0.	
(19) Dan Koken Trustee	3 0	X		X			0.	0.	0.	
(20) -----										
(21) -----										

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
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	7,819,350.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	9,046,053.				
	g Noncash contributions included in lines 1a-1f	1g	403,812.				
	h Total. Add lines 1a-1f		16,865,403.				
	Program Service Revenue	Business Code					
2a <u>Membership Fee Revenue</u>		900099	12,187,864.	12,187,864.			
b <u>Training & Seminars</u>		900099	787,814.	787,814.			
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f		12,975,678.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		737,552.			737,552.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties		4,912.			4,912.	
	6a Gross rents	6a	(i) Real				
			(ii) Personal				
	b Less: rental expenses	6b					
	c Rental income or (loss)	6c					
	d Net rental income or (loss)						
	7a Gross amount from sales of assets other than inventory	7a	(i) Securities	1,508,804.			
			(ii) Other				
	b Less: cost or other basis and sales expenses	7b	1,635,208.				
	c Gain or (loss)	7c	-126,404.				
	d Net gain or (loss)		-126,404.			-126,404.	
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	8a						
b Less: direct expenses	8b						
c Net income or (loss) from fundraising events							
9a Gross income from gaming activities. See Part IV, line 19	9a						
b Less: direct expenses	9b						
c Net income or (loss) from gaming activities							
10a Gross sales of inventory, less returns and allowances	10a						
b Less: cost of goods sold	10b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue	Business Code						
	11a <u>Other Revenue</u>	900099	397,920.			397,920.	
	b <u>Custom Recording</u>	900099	126,687.	126,687.			
	c						
	d All other revenue						
e Total. Add lines 11a-11d		524,607.					
12 Total revenue. See instructions		30,981,748.	13,102,365.	0.	1,013,980.		

Part IX Statement of Functional Expenses

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

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

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 domestic organizations and domestic governments. See Part IV, line 21	30,000.	30,000.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	54,000.	54,000.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	7,044,520.	5,201,369.	1,540,993.	302,158.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	9,728,729.	8,281,701.	984,631.	462,397.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	87,087.	90,064.	-8,539.	5,562.
9 Other employee benefits	1,035,169.	904,528.	109,323.	21,318.
10 Payroll taxes	1,237,457.	1,036,022.	149,232.	52,203.
11 Fees for services (nonemployees):				
a Management				
b Legal	236,737.	4,538.	232,199.	
c Accounting	132,142.		132,142.	
d Lobbying	70,500.	70,500.		
e Professional fundraising services. See Part IV, line 17	491,350.			491,350.
f Investment management fees	3,198.		3,198.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Schedule O.)	4,067,026.	3,401,823.	620,478.	44,725.
12 Advertising and promotion	93,668.	93,056.	508.	104.
13 Office expenses	666,749.	115,192.	540,323.	11,234.
14 Information technology	1,858,113.	1,054,956.	792,753.	10,404.
15 Royalties				
16 Occupancy	407,561.	403,088.	4,473.	
17 Travel	476,974.	383,228.	67,537.	26,209.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	105,980.	103,480.	2,500.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	383,353.	275,131.	108,222.	
23 Insurance	153,488.	61,406.	92,082.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a <u>BOOKS & PUBLICATIONS</u>	628,396.	427,322.	186,445.	14,629.
b <u>RECRUIT&TRAIN. & OTHER</u>	115,019.	49,578.	65,373.	68.
c <u>TAPES & SUPPLIES</u>	72,821.	72,821.		
d <u>All other expenses</u>	64,400.	31,298.	32,857.	245.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	29,244,437.	22,145,101.	5,656,730.	1,442,606.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash – non-interest-bearing		1	
	2 Savings and temporary cash investments	1,536,414.	2	4,819,639.
	3 Pledges and grants receivable, net	2,035,025.	3	1,822,645.
	4 Accounts receivable, net	5,250,913.	4	4,429,114.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net	3,396,729.	7	2,235,514.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	956,445.	9	1,087,352.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 6,574,829.		
	b Less: accumulated depreciation	10b 5,412,263.	1,336,840.	10c 1,162,566.
	11 Investments – publicly traded securities	499,888.	11	547,990.
	12 Investments – other securities. See Part IV, line 11	14,336,001.	12	15,962,290.
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	8,539,371.	15	8,679,353.
16 Total assets. Add lines 1 through 15 (must equal line 33).	37,887,626.	16	40,746,463.	
Liabilities	17 Accounts payable and accrued expenses	2,084,349.	17	3,325,735.
	18 Grants payable		18	
	19 Deferred revenue	9,826,575.	19	8,680,551.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties	2,906,539.	23	2,650,085.
	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		25	
	26 Total liabilities. Add lines 17 through 25.	14,817,463.	26	14,656,371.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here and complete lines 27, 28, 32, and 33. <input checked="" type="checkbox"/>			
	27 Net assets without donor restrictions	1,022,614.	27	6,376,749.
	28 Net assets with donor restrictions	22,047,549.	28	19,713,343.
	Organizations that do not follow FASB ASC 958, check here and complete lines 29 through 33. <input type="checkbox"/>			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	23,070,163.	32	26,090,092.
33 Total liabilities and net assets/fund balances	37,887,626.	33	40,746,463.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	30,981,748.
2	Total expenses (must equal Part IX, column (A), line 25)	2	29,244,437.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,737,311.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	23,070,163.
5	Net unrealized gains (losses) on investments	5	2,414,861.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O) See Schedule O	9	-1,132,243.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	26,090,092.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <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 on Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both.			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both.			
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?	X	
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 on Schedule O and describe any steps taken to undergo such audits	X	

SCHEDULE A
(Form 990)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2023

Open to Public Inspection

Name of the organization Learning Ally, Inc	Employer identification number 13-1659345
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Part I Reason for Public Charity Status. (All organizations must complete this part.) See instructions.

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
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) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	7,990,654.	11403650.	10596631.	15986979.	16865403.	62,843,317.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
4 Total. Add lines 1 through 3.	7,990,654.	11403650.	10596631.	15986979.	16865403.	62,843,317.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						3,396,674.
6 Public support. Subtract line 5 from line 4.						59,446,643.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
7 Amounts from line 4.	7,990,654.	11403650.	10596631.	15986979.	16865403.	62,843,317.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources.	283,215.	440,834.	3,061,684.	2,037,081.	742,464.	6,565,278.
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) See Part VI.	122,720.	1,806,308.	430,800.	69,964.	524,607.	2,954,399.
11 Total support. Add lines 7 through 10.						72,362,994.
12 Gross receipts from related activities, etc. (see instructions)					12	110214284.
13 First 5 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 type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2023 (line 6, column (f), divided by line 11, column (f)).	14	82.15 %
15 Public support percentage from 2022 Schedule A, Part II, line 14.	15	77.88 %

16a **33-1/3% support test—2023.** If the organization did not check the box on line 13, and line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization.

b **33-1/3% support test—2022.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization.

17a **10%-facts-and-circumstances test—2023.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and **stop here.** Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization.

b **10%-facts-and-circumstances test—2022.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and **stop here.** Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization.

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services 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) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(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 on line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First 5 years. If the Form 990 is for the 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 2023 (line 8, column (f), divided by line 13, column (f)).	15	%
16 Public support percentage from 2022 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2023 (line 10c, column (f), divided by line 13, column (f)).	17	%
18 Investment income percentage from 2022 Schedule A, Part III, line 17.	18	%

19a 33-1/3% support tests—2023. 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—2022. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization.

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).			
2 Activities Test. Answer lines 2a and 2b below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>	2a		
b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>	2b		
3 Parent of Supported Organizations. Answer lines 3a and 3b below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>If "Yes" or "No," provide details in Part VI.</i>	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>	3b		

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

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

Section A – Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B – Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C – Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

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

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

Section D – Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required – provide details in Part VI)	5
6	Other distributions (describe in Part VI). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	8
9	Distributable amount for 2023 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E – Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2023	(iii) Distributable Amount for 2023
1 Distributable amount for 2023 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2023 (reasonable cause required – explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2023			
a From 2018			
b From 2019			
c From 2020			
d From 2021			
e From 2022			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2023 distributable amount			
i Carryover from 2018 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2023 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2023 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2023, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2023. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2024. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2019			
b Excess from 2020			
c Excess from 2021			
d Excess from 2022			
e Excess from 2023			

BAA

Part VI

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

Part II, Line 10 - Other Income

<u>Nature and Source</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>
CUSTOM RECORDING	\$ 126,687.	\$ 26,274.	\$ 40,523.	\$ 79,952.	\$ 94,553.
MISCELLANEOUS REV.	397,920.	43,690.	390,277.	226,356.	28,167.
SETTLEMENT OF LAWSUITS				1,500,000.	
Total	<u>\$ 524,607.</u>	<u>\$ 69,964.</u>	<u>\$ 430,800.</u>	<u>\$1,806,308.</u>	<u>\$ 122,720.</u>

Schedule B (Form 990)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2023

Name of the organization

Learning Ally, Inc

Employer identification number

13-1659345

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

[X] 501(c)(3) (enter number) organization

[] 4947(a)(1) nonexempt charitable trust not treated as a private foundation

[] 527 political organization

Form 990-PF

[] 501(c)(3) exempt private foundation

[] 4947(a)(1) nonexempt charitable trust treated as a private foundation

[] 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

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

General Rule

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

Special Rules

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

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

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

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

Name of organization Learning Ally, Inc	Employer identification number 13-1659345
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FLORIDA DEPARTMENT OF EDUCATION 325 W GAINES STREET RM 332 TALLAHASSEE, FL 32399	\$ 2,391,704.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	ILLINOIS ST BOARD OF EDUCATION 100 NORTH 1ST STREET N-253 SPRINGFIELD, IL 62777	\$ 846,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	NJ DEPARTMENT OF EDUCATION P.O.BOX 500 TRENTON, NJ 08625	\$ 969,021.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	THE DENVER FOUNDATION 1009 N GRANT STREET DENVER, CO 80203	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	James H. Mann CRUT 800 Green Valley Rd Suite 203 Greensboro, NC 27408	\$ 2,145,230.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	TEXAS EDUCATION AGENCY 1701 N CONGRESS AVE 2-125 AUSTIN, TX 78701-1494	\$ 1,514,169.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization Learning Ally, Inc	Employer identification number 13-1659345
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	Estate of Margaret Goldman PO Box 966 Evansville, IN 47706	\$ 471,507.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	Fred M. Leader Estate 1528 Sand Hill Road Hummelstown, PA 17036	\$ 771,663.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	John E. Merow Estate 114 West 47th St 7th Fl New York, NY 10036	\$ 914,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	SC DEPARTMENT OF EDUCATION 1429 SENATE ST COLUMBIA, SC 29201	\$ 1,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

Learning Ally, Inc

13-1659345

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	N/A ----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----

Name of organization **Learning Ally, Inc** Employer identification number **13-1659345**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)..... \$ *N/A*
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
N/A			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

**SCHEDULE C
(Form 990)**

Political Campaign and Lobbying Activities

OMB No. 1545-0047

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

2023

Department of the Treasury
Internal Revenue Service

**Complete if the organization is described below. Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.**

**Open to Public
Inspection**

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

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

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

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

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

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

Name of organization Learning Ally, Inc	Employer identification number 13-1659345
---	---

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

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

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

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

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

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

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

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

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

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 (grassroots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)		70,500.	
c Total lobbying expenditures (add lines 1a and 1b)		70,500.	0.
d Other exempt purpose expenditures		29,173,937.	
e Total exempt purpose expenditures (add lines 1c and 1d)		29,244,437.	0.
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		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)		250,000.	0.
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	0.
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	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 separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	66,754.	51,368.	211,737.	70,500.	400,359.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					0.

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

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

	(a)		(b)
	Yes	No	Amount
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?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i.			
2a Did the activities in line 1 cause the organization to not be described in section 501(c)(3)?			
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 carry over lobbying and political campaign activity 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members.	1	
2 Section 162(e) nondeductible 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 expenditures next year?	4	
5 Taxable amount of lobbying and political expenditures. See instructions.	5	

Part IV Supplemental Information

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

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

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

OMB No. 1545-0047

2023

Open to Public Inspection

Name of the organization

Employer identification number

Learning Ally, Inc

13-1659345

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

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

Table with 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate value of contributions to (during year), Aggregate value of 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 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?

Part II Conservation Easements

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

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

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.

Table with 2 columns: Question number, Held at the End of the Tax 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 on line 2a, Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register.

- 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?
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2d above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.
b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.
(i) Revenue included on Form 990, Part VIII, line 1.
(ii) Assets included in Form 990, Part X.
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items.
a Revenue included on Form 990, Part VIII, line 1.
b Assets included in Form 990, Part X.

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

3 Using the organization's acquisition, accession, and other records, check any of the following that make 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 program
- e Other _____

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

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

Part IV Escrow and Custodial Arrangements

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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 XIII 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, for escrow or custodial account liability? Yes No

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

Part V Endowment Funds

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	13,387,921.	12,451,473.	15,850,375.	13,038,341.	14,272,084.
b Contributions	495,778.				
c Net investment earnings, gains, and losses	2,180,376.	1,872,005.	-2,708,891.	4,036,970.	838,157.
d Grants or scholarships					
e Other expenditures for facilities and programs	5,466,605.	935,557.	690,010.	1,224,936.	2,071,900.
f Administrative expenses					
g End of year balance	10,597,470.	13,387,921.	12,451,474.	15,850,375.	13,038,341.

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

- a Board designated or quasi-endowment _____ %
- b Permanent endowment 0.42 %
- c Term endowment 0.58 %

The percentages on lines 2a, 2b, and 2c should equal 100%.

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?	<input type="checkbox"/>	X
(ii) Related organizations?	<input type="checkbox"/>	X
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?	<input type="checkbox"/>	<input type="checkbox"/>

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

Part VI Land, Buildings, and Equipment

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		801,275.	112,938.	688,337.
d Equipment		2,935,156.	2,926,994.	8,162.
e Other		2,838,398.	2,372,331.	466,067.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B)). 1,162,566.

Part VII Investments – Other Securities
 Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other <u>FUND OF FUNDS</u>	15,962,290.	End of Year Market Value
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, line 12, column (B))	15,962,290.	

Part VIII Investments – Program Related N/A
 Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets
 Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Beneficial Interest in Perpetual Trust	5,954,126.
(2) Other Assets	169,570.
(3) Right of use assets	2,555,657.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, line 15, column (B))	8,679,353.

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements.....		1	33,193,501.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains (losses) on investments.....	2a	1,282,618.	
	b Donated services and use of facilities.....	2b	932,333.	
	c Recoveries of prior year grants.....	2c		
	d Other (Describe in Part XIII.).....	2d		
	e Add lines 2a through 2d		2e	2,214,951.
3	Subtract line 2e from line 1		3	30,978,550.
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	3,198.	
	b Other (Describe in Part XIII.).....	4b		
	c Add lines 4a and 4b		4c	3,198.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.).....		5	30,981,748.

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

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

1	Total expenses and losses per audited financial statements.....		1	30,173,572.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities.....	2a	932,333.	
	b Prior year adjustments.....	2b		
	c Other losses.....	2c		
	d Other (Describe in Part XIII.).....	2d		
	e Add lines 2a through 2d		2e	932,333.
3	Subtract line 2e from line 1		3	29,241,239.
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	3,198.	
	b Other (Describe in Part XIII.).....	4b		
	c Add lines 4a and 4b		4c	3,198.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.).....		5	29,244,437.

Part XIII Supplemental Information

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

Part V, Line 4 - Intended Uses Of Endowment Fund

LEARNING ALLY, INC. 'S ENDOWMENT FUND CONSISTS OF APPROXIMATELY 40 INDIVIDUAL DONOR-RESTRICTED FUNDS ESTABLISHED FOR THE PURPOSE OF SUPPORTING THE ORGANIZATION'S MISSION-RELATED PROGRAMS. THE ENDOWMENT'S PRINCIPAL IS INTENDED TO BE LEFT UNTOUCHED, WHILE ITS INCOME WILL BE USED TO FUND DEVELOPMENT, PRODUCTION AND DISTRIBUTION OF LEARNING RESOURCES, NATIONAL ACHIEVEMENT AWARDS AND GENERAL OPERATIONS.

Part XIII Supplemental Information (continued)**Part X - FASB ASC 740 Footnote**

THE ORGANIZATION ADOPTED THE PROVISIONS OF FASB INTERPRETATION NO. 48 FIN 48 ACCOUNTING FOR UNCERTAINTIES IN INCOME TAXES AN INTERPRETATION OF FASB STATEMENT NO.109, NOW INCORPORATED IN ACCOUNTING STANDARDS CODIFICATION ASC 740. THE INTERNAL REVENUE SERVICE HAS RECOGNIZED LEARNING ALLY AS TAX-EXEMPT UNDER SECTION 501C3 OF THE INTERNAL REVENUE CODE. MANAGEMENT HAS ANALYZED THE TAX POSITIONS TAKEN BY THE ORGANIZATION AND HAS CONCLUDED THAT AS OF JUNE 30, 2024, AND 2023, THERE ARE NO UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE THE RECOGNITION OF A LIABILITY OR DISCLOSURE IN THE FINANCIAL STATEMENTS. THE ORGANIZATION RECOGNIZES ACCRUED INTEREST AND PENALTIES ASSOCIATED WITH UNCERTAIN TAX PROVISIONS IF ANY. THERE WERE NO INCOME TAX-RELATED INTEREST AND PENALTIES RECORDED FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

**SCHEDULE G
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2023

Open to Public Inspection

Name of the organization

Learning Ally, Inc

Employer identification number

13-1659345

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

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

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 Faircom NY Inc. 12 West 27th St New York NY 10001	DIRECT MAIL		X	777,325.	491,350.	285,975.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				777,325.	491,350.	285,975.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

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

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

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

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming	
					(add column (a) through column (c))	
Revenue	1	Gross revenue				
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. Subtract line 7 from line 1, column (d)				

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

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

13 Indicate the percentage of gaming activity conducted in:

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

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

Name -----

Address -----

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

Name -----

Address -----

16 Gaming manager information:

Name -----

Gaming manager compensation \$ _____

Description of services provided -----

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

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

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

Part I, Line 2b - Fundraiser Additional Information

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

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

OMB No. 1545-0047

2023

**Open to Public
Inspection**

Name of the organization

Learning Ally, Inc

Employer identification number

13-1659345

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) PEFCA PO Box 175 Charlottesville, VA 22902	41-2158088		15,000.	0.			TO SUPPORT SPECIAL EDUC. PROGRAMS
(2) Charlottesville City Schools 1562 Dairy Road Charlottesville, VA 22902	54-6001203		15,000.	0.			TO SUPPORT SPECIAL EDUC. PROGRAMS
(3) ----- ----- -----							
(4) ----- ----- -----							
(5) ----- ----- -----							
(6) ----- ----- -----							
(7) ----- ----- -----							
(8) ----- ----- -----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 2

3 Enter total number of other organizations listed in the line 1 table 0

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1 Educational Scholarships	8	39,000.			
2 Educator Awards	5	15,000.			
3					
4					
5					
6					
7					

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

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

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

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

Part IV - Additional Supplemental Information

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

Attach to Form 990.

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

OMB No. 1545-0047

2023

Open to Public
Inspection

Name of the organization

Learning Ally, Inc

Employer identification number

13-1659345

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

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

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

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

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

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

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

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

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

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

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

- a** The organization? **6a** X
- b** Any related organization? **6b** X
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III **7** X

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III. **8** X

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9**

	Yes	No
1a		
1b		
2		
3		
4a	X	
4b	X	
4c		X
5a	X	
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2023

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation				(D) Nontaxable benefits	(E) Total of columns(B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation			
1 Andrew Friedman President & CEO	(i)	439,275.	0.	3,168.	108,050.	36,326.	586,819.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 Tim Wilson CFO	(i)	252,576.	0.	2,440.	2,639.	28,618.	286,273.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 PETERS, LEE G COO	(i)	327,668.	0.	1,246.	3,050.	10,569.	342,533.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 HO, JEFFREY CMLIO	(i)	265,798.	0.	396.	2,700.	13,668.	282,562.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 LOHSE, CHRISTOPHER CHIEF OF STAFF	(i)	225,608.	15,000.	326.	0.	14,009.	254,943.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 SHERBURNE, MICHELE CHF OF GROWTH & STRG PART	(i)	238,764.	0.	530.	2,407.	10,011.	251,712.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 FAIRWEATHER, ANNMARIE CPO	(i)	229,359.	0.	934.	0.	2,765.	233,058.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 KEINGSBERG, JAMES INTERIM CDO	(i)	292,500.	0.	0.	0.	0.	292,500.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 DAVENPORT, RENEE VP, GEN MGR EDU SALES	(i)	197,754.	76,724.	779.	0.	2,246.	277,503.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 BRENNAN, PATRICK VP, GOVERNMENT RELATIONS	(i)	241,350.	0.	230.	2,414.	680.	244,674.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 VALVANO, STEVEN M VP OF GREAT PEOPLE	(i)	199,015.	0.	1,251.	2,080.	26,769.	229,115.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 TOMASETTI, ELISSA VP, MARKETING	(i)	199,265.	0.	805.	2,058.	21,111.	223,239.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13 SINK, AMANDA MANAGING PARTNER, GREAT LAKES	(i)	118,619.	94,656.	97.	0.	23,397.	236,769.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
14 TRUSTY, NICK SR.DIR. STRATEGIC ACCTS & SCH REV	(i)	179,275.	0.	153.	0.	38,331.	217,759.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
15 YEOW, WAIMUN DIR, TEACHING & LEARNING PLATFORM	(i)	179,619.	0.	253.	1,890.	36,554.	218,316.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
16 WALKER, ERIN VP, INNOVATION & IMPACT PROGRAMS	(i)	187,683.	0.	411.	1,901.	37,149.	227,144.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

Part III Supplemental Information

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

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

SCHEDULE J, PART I, LINE 4B. On July 1, 2021, Learning Ally, Inc. awarded Andrew Friedman, its President and CEO, an executive nonqualified deferred compensation award under the Learning Ally, Inc. deferred compensation plan. The terms of the award specified that Mr. Friedman was to receive \$315,000 upon completing three years of continuous service as an executive employee of Learning Ally Inc. Upon the third anniversary of the award, the \$315,000 will become fully vested. No payments have been made on this award as of June 30, 2024. Lee Peters, David Kozemchak, and Dawn Ulley received a severance payment of \$27,056, 61,800 and \$29,3534 respectively

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

SCHEDULE J, PART 1, LINE 5A.: TO ENROLL AND RETAIN SCHOOLS' PARTICIPATION IN IMPLEMENTING LEARNING ALLYS EDUCATIONAL SOLUTIONS, THE FOLLOWING INDIVIDUAL'S BONUS/INCENTIVE WAS BASED ON CERTAIN REVENUES OF THE ORGANIZATION: RENEE DAVENPORT, REGINA EMDIN, SHANNON PENROSE-MADDUX, SHELLEY WEISHRICH, FLORES HEATHER, AMANDA SINK, MELISSA STUTSMAN, DAWN ULLEY, DANICA LOVINGS. THE AMOUNT OF SUCH BONUS/INCENTIVE IS DETERMINED BY APPLYING A PERCENTAGE TO SPECIFIED MEMBERSHIP REVENUE. THE PERCENTAGE APPLIED CAN RANGE FROM 2 TO 25 DEPENDING ON THE LEVEL OF REVENUE WHICH RANGES FROM UP TO \$75,000 TO IN EXCESS OF \$750,000.

Continuation Sheet for Schedule J (Form 990)

2023

Continuation Page 1 of 2

Name of the organization

Learning Ally, Inc

Employer identification number

13-1659345

Part II Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (Schedule J, Part II)

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i) – (D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
GILDEA, JAMES	(i)	180,741.	0.	1,073.	1,835.	14,560.	198,209.	0.
SENIOR DATA ARCHITECT	(ii)	0.	0.	0.	0.	0.	0.	0.
NOLAND, TERRIE L	(i)	172,346.	0.	345.	1,744.	3,705.	178,140.	0.
VP, EDUCATOR INITIATIVES	(ii)	0.	0.	0.	0.	0.	0.	0.
NESS, MOLLY	(i)	173,532.	0.	241.	764.	25,426.	199,963.	0.
VP, EDUCATOR INITIATIVES	(ii)	0.	0.	0.	0.	0.	0.	0.
HARTSELL, BRENT	(i)	180,585.	0.	166.	908.	32,951.	214,610.	0.
SR. DIR PROF LEARNING & UX	(ii)	0.	0.	0.	0.	0.	0.	0.
CONLIN, CHRIS	(i)	178,561.	0.	171.	0.	2,039.	180,771.	0.
INTERIM VP OF TECH & CISCO	(ii)	0.	0.	0.	0.	0.	0.	0.
BUECKSLER, CHRISTOPHER	(i)	161,424.	1,000.	214.	420.	32,922.	195,980.	0.
DIR. OF MARKRTING OPERATIONS	(ii)	0.	0.	0.	0.	0.	0.	0.
SINGLETON, ANDREW	(i)	161,655.	0.	615.	1,674.	32,023.	195,967.	0.
NAT. DIR . ENGAGE	(ii)	0.	0.	0.	0.	0.	0.	0.
KOPEC, CHERYL	(i)	166,365.	0.	329.	1,676.	12,249.	180,619.	0.
DIR CUST. SUPPORT	(ii)	0.	0.	0.	0.	0.	0.	0.
FLORESS, HEATHER A	(i)	73,583.	87,781.	47.	1,532.	2,796.	165,739.	0.
DIST PARTNER MG	(ii)	0.	0.	0.	0.	0.	0.	0.
LOVINGS DANICA	(i)	123,261.	28,576.	226.	1,660.	25,006.	178,729.	0.
SALES DIR	(ii)	0.	0.	0.	0.	0.	0.	0.
STUTSMAN, MELISSA	(i)	121,831.	27,376.	146.	0.	34,048.	183,401.	0.
SALES DIR	(ii)	0.	0.	0.	0.	0.	0.	0.
MCCARTNEY, TOM	(i)	147,604.	0.	296.	1,553.	34,761.	184,214.	0.
DIR,IMPLE & ROSTERING PLT	(ii)	0.	0.	0.	0.	0.	0.	0.
PENROSE, SHANNON	(i)	78,487.	73,606.	230.	0.	2,293.	154,616.	0.
MANGING PART , WEST	(ii)	0.	0.	0.	0.	0.	0.	0.
EMDIN, REGINA	(i)	140,600.	12,474.	721.	1,512.	534.	155,841.	0.
MANG PARTNER, NORTHEAST	(ii)	0.	0.	0.	0.	0.	0.	0.
PRITCHETT, JAMES	(i)	145,412.	0.	807.	1,502.	10,110.	157,831.	0.
DIR, ENTERPRISE SYSTEMS	(ii)	0.	0.	0.	0.	0.	0.	0.
KOZEMCHAK, DAVID	(i)	130,241.	0.	239.	0.	4,597.	135,077.	0.
AVP, PRODUCTION	(ii)	0.	0.	0.	0.	0.	0.	0.

Continuation Sheet for Schedule J (Form 990)

2023

Continuation Page 2 of 2

Name of the organization

Learning Ally, Inc

Employer identification number

13-1659345

Part II Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (Schedule J, Part II)

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i) – (D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
ULLEY , DAWN	(i)	96,951.	8,234.	130.	0.	913.	106,228.	0.
DIST, PARTNERSHIP MGR	(ii)	0.	0.	0.	0.	0.	0.	0.
WEISBRICH, SHELLEY	(i)	79,317.	50,191.	94.	1,298.	12,014.	142,914.	0.
VP, IMPELMENTATION SERV	(ii)	0.	0.	0.	0.	0.	0.	0.
ELLIS, LAURA	(i)	69,543.	0.	58.	0.	4,807.	74,408.	0.
SR. DIR. OF READING SOLU.	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2023

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

Attach to Form 990.

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

Learning Ally, Inc

Employer identification number

13-1659345

Part I 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	X		5,115.	FMV
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities – Publicly traded	X	3	398,697.	FMV
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 ()				
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 V, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) 2023

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

**SCHEDULE O
(Form 990)**

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

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

2023

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

Learning Ally, Inc

13-1659345

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

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

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

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

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

SEE ATTACHMENT 4

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

SEE ATTACHMENT 4

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

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

Name of the organization

Employer identification number

Learning Ally, Inc

13-1659345

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

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

**Form 990, Part IX, Line 11g
Other Fees For Services**

	(A) Total	(B) Program Services	(C) Management & General	(D) Fund- raising
Total	<u>4,067,026.</u>	<u>3,401,823.</u>	<u>620,478.</u>	<u>44,725.</u>
	<u>\$ 4,067,026.</u>	<u>\$ 3,401,823.</u>	<u>\$ 620,478.</u>	<u>\$ 44,725.</u>

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

An allowance for uncollectible notes receivable.....	\$ -1,132,243.
Total	<u>\$ -1,132,243.</u>

SUPPLEMENTAL INFORMATION TO FORM 990

FOR ADDITIONAL INFORMATION SEE ATTACHMENT

The Learning Ally Audiobook Solution has won the SIIA CODIE Award for Best Learning Recovery Tool. This award is considered the gold standard in education solutions design and reflects Learning Ally's role in supporting educators and students in the herculean challenge of managing disrupted learning during Covid, in addition to the other persistent obstacles of poverty and learning disabilities. The Learning Ally Audiobook Solution has also received other education awards including T&L's Award of Excellence for Best Back to School Solution for Secondary Education, T&L Best Remote and Blended Learning Tool, and SIIA Codie Finalist for Best Virtual Learning Solution. Learning Ally has also been named a "World Changing Ideas" Organization in the category of Education by Fast Company.

The Audiobook Solution library of thousands of human-read audiobooks includes titles ranging from classic literature to popular fiction, as well as textbooks, and offers significantly more than the traditional audiobook. A proven multi-sensory reading accommodation, the library is part of a greater solution designed to encourage reading and learning for those who struggle to read the printed word and display issues with reading comprehension, frequency and decoding due to a range of challenges that can include a reading deficit, like dyslexia, a visual impairment, a physical disability or the cognitive or environmental issues that may cause barriers to reading.

Learning Ally's collection of audiobooks is school curriculum aligned and includes popular fiction and literature. It is the only audiobook solution that includes textbooks and an emphasis on STEM (science, technology, engineering & math) resources. Learning Ally is proud of its diverse library collections with authentic voices and culturally conscious casting. Learning Ally Audiobooks help children to see themselves in the stories they are reading, supporting deeper engagement and reading success and self confidence that serves them throughout their school years and over time in their lives.

Our audiobook titles are accessible, contain navigational tools enabling ease of use, sync with their printed version and are downloadable to smart phones and tablets so readers keep pace with their classmates. All

Learning Ally solutions can be used in both classroom as well as virtual environments, and are accessible 24 hours a day.

The Learning Ally Audiobook Solution offers the following features:

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

Excite Reading supports emergent readers in PreK-2nd grade in building foundational reading skills like background knowledge and vocabulary, supporting reading comprehension and creating an interest in and a joy of reading through engaging, thematic units. This supplemental program addresses diverse reading readiness through

- a library of rich, authentic and engaging e-books
- themes that explore gardens, insects, music and more
- carefully designed lessons that holistically build vocabulary and background knowledge

- activities creating context to deepen comprehension
- family connections to extend learning at home
- support for social emotional learning

Similarly to the Audiobook Solution, Excite Reading supports educators with simple set-up and ongoing success. Through the portal, educators can assign books to the whole class, small groups, or individual students. They can see at glance what books students have on their shelves and how many have been read.

In 2023, Excite Reading won an Excellence in Equity Award as Best Early Childhood Education Solution. It has also received a T&L Award of Excellence in PreK-6 Literacy Instruction and a Readers Choice Award by SmartBrief on EdTech in Early Education.

Learning Ally's Professional Learning Solutions empower educators to help struggling students become engaged, independent readers through deeper understanding of science of reading research and best practices around reading, job-embedded action planning, and community tools that support the transformation of daily practice and to empower every educator to be a literacy leader. Our Professional Learning Services are designed to strengthen educators' instructional capacity, so they can deliver a deeper, richer learning experience and promote better academic outcomes. We are committed to providing customers with flexible learning approaches, an engaged learning model, and access to master facilitators. Brain-Based Literacy Instruction, our course on effective instruction using the science of reading, won an Excellence in Equity Award. And over 4,000 educators have given our Dyslexia Awareness course a 95% satisfaction rate.

In addition, Learning Ally offers educator conferences, workshops, seminars, podcasts and training tools that educate about the science of reading and, in conjunction with the products & features above, aim at helping students improve comprehension, increase word recognition, build vocabulary and boost reading rate, ultimately becoming confident, independent, life-long learners who thrive in school and

beyond. Learning Ally's *Spotlight on Dyslexia* conference is attended by thousands of educators, administrators and researchers each year.

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

MEMBERSHIP FEES	\$12,187,864
TRAINING & SEMINARS	\$787,814
CUSTOM RECORDING	\$126,687
TOTAL REVENUES	\$13,102,365

ATTACHMENT – 3

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

The Human Resources (HR) Committee of the Board meets prior to the start of the Organization's fiscal year. The Human Resources Department provides the HR Committee with market-based compensation data for review, the HR Department engages a third-party compensation consultant every other year with the next scheduled review in Spring 2025 to review the salary structure and validate, based upon a sampling, the grade level assignments as well as the geographic-based schedules. The HR Department gathers market-based data between the independent year studies to utilize in recommending salary adjustments and any salary schedule adjustments from a variety of sources including the CPI. The actions taken by the HR Committee enable the Organization to receive the rebuttable presumption of reasonableness for the purpose of IRS code section 4958 with respect to the total compensation of certain members of the Executive and Senior Management team, including the President/CEO and the next eight most highly compensated employees. The compensation for the President/CEO is reviewed and approved by the Executive Committee of the Board, based on the recommendation of the HR Committee, prior to any adjustments.

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

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

FORM 990, PART VI, LINES 15B

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

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