Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations) Do not enter social security numbers on this form as it may be made public.

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

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

Inspection

A F	or the	2023 calendar year, or tax year beginning $$ JUL $1,2023$ and en	nding J	<u>UN 30, 2024</u>					
B c	heck if oplicable	C Name of organization		D Employer identific	cation number				
	Addres	THINKING NATION CORP							
	Name change			85-06063	71				
Initial return		Number and street (or P.O. box if mail is not delivered to street address) 12055 SHADOW RIDGE WAY	oom/suite	E Telephone number 818-497-4	7-4579				
	termin- ated	City or town, state or province, country, and ZIP or foreign postal code		G Gross receipts \$ 1,325,425.					
	Ameno return	NORTHRIDGE, CA 91320		H(a) Is this a group re	turn				
	Application	<u>. </u>		for subordinates	? Yes X No				
	pendin	SAME AS C ABOVE		H(b) Are all subordinates in	cluded? Yes No				
<u> 1 T</u>	ax-exe	empt status: X 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or	527	If "No," attach a	list. See instructions				
	Vebsit			H(c) Group exemption					
	orm of I rt I	organization: X Corporation Trust Association Other Summary	L Year	of formation: 2020 N	1 State of legal domicile: CA				
ГС		Briefly describe the organization's mission or most significant activities: HELPIN	אכ פכי	HOOLS CIILTI					
e C		THINKING CITIZENS THROUGH HISTORY CURRICUL							
Governance		Check this box if the organization discontinued its operations or disposed							
Ver				3	8				
ဗိ		Number of independent voting members of the governing body (Part VI, line 1b)			8				
ري وي		Total number of individuals employed in calendar year 2023 (Part V, line 2a)			25				
/itie		Total number of volunteers (estimate if necessary)			8				
Activities		Total unrelated business revenue from Part VIII, column (C), line 12			0.				
_	b	Net unrelated business taxable income from Form 990-T, Part I, line 11	<u></u>	7b	0.				
				Prior Year	Current Year				
Revenue		Contributions and grants (Part VIII, line 1h)		800,150.	800,000.				
		Program service revenue (Part VIII, line 2g)		100,030.	525,425.				
3eV		Investment income (Part VIII, column (A), lines 3, 4, and 7d)		0.	0.				
_		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0.	1 225 425				
		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		900,180.	1,325,425.				
		Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0.	0.				
		Benefits paid to or for members (Part IX, column (A), line 4)		476,697.	699,298.				
ses		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.	0,290.				
Expenses		Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25)	0.	<u> </u>	<u> </u>				
EX		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		308,196.	668,603.				
		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		784,893.	1,367,901.				
		Revenue less expenses. Subtract line 18 from line 12		115,287.	-42,476.				
or es			Be	ginning of Current Year	End of Year				
lanc	20	Total assets (Part X, line 16)		674,248.	648,161.				
Ass J Ba	21	Total liabilities (Part X, line 26)		0.	8,618.				
Net Assets or Fund Balances	22	Net assets or fund balances. Subtract line 21 from line 20		674,248.	639,543.				
Pa	rt II	Signature Block							
		lties of perjury, I declare that I have examined this return, including accompanying schedules a			knowledge and belief, it is				
true,	correc	t, and complete. Declaration of preparer (other than officer) is based on all information of which	h preparer	has any knowledge.					
		Signature of officer		 Date					
Sigr				Date					
Her	е	SPENSER MIX, CHIEF OPERATING OFFICER Type or print name and title							
			Ιſ	Date Check	PTIN				
Paid		Print/Type preparer's name Preparer's signature EVA MRUK EVA MRUK		1/14/24 of self-employe					
Prep		Firm's name PKF O'CONNOR DAVIES ADVISORY, LLC	1	Firm's FINI 8	7-3231666				
Use		Firm's address 500 MAMARONECK AVENUE, SUITE 301		THIII S LIN U	. 5252500				
230	,	HARRISON, NY 10528-1633		Phone no 91	4-381-8900				
— Mav	the IF	RS discuss this return with the preparer shown above? See instructions		11 110110 11015 2	X Yes No				
,		1							

TO PROVIDE SCHOOLS WITH A RIGOROUS HISTORY CURRICULUM AND ASSESSMENT TOOLS TO HELP CULTIVATE THINKING CITIZENS. Did the organization undertake any significant program services during the year which were not listed on the prior form 990 or 990 E27	orm	990 (2	2023) THINKING NATION CORP	85-0606371	Page 2
1 Brofily describe the organization's mission: TO PROVIDE SCHOOLS WITH A RIGOROUS HISTORY CURRICULUM AND ASSESSMENT TOOLS TO HELP CULTIVATE THINKING CITIZENS. 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990 E27 Yes X No.	Pai	rt III	Statement of Program Service Accomplishments		
1 Brofily describe the organization's mission: TO PROVIDE SCHOOLS WITH A RIGOROUS HISTORY CURRICULUM AND ASSESSMENT TOOLS TO HELP CULTIVATE THINKING CITIZENS. 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990 E27 Yes X No.			Check if Schedule O contains a response or note to any line in this Part III		
Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990 EZ? Ves	1	Briefly			
2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 980 or 980 SE7?		TO	PROVIDE SCHOOLS WITH A RIGOROUS HISTORY CURRICULUM	AND ASSESSMENT	
prior Form 990 or 990 EZ? If Yes, 'describe these new services on Schedule 0. Did the organization cease conducting, or make significant changes in how it conducts, any program services? yes \(\text{No} \) If Yes, 'describe these changes on Schedule 0. Describe the organization program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(s)(3) and 501(s)(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. 1, 217, 544. 1, (2014) (Topenses 2, 217, 544. 1, (2014) (Topenses 3, 217, 544. 1, (2014)		TOO	LS TO HELP CULTIVATE THINKING CITIZENS.		
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If "ves," describe these new services on Schedule O. Did the organization cease conducting, or make significant changes in how it conducts, any program services?	2	Did th	ne organization undertake any significant program services during the year which were not listed on the	16	
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PROVIDING DOCUMENT—BASED CURRICULUM THAT ALLOWS STUDENTS TO PRACTICE INTERDISCIPLINARY READING, WRITING, AND ANALYSIS SKILLS NECESSARY FOR SUCCESS IN ALL SUBJECTS. OUR CURRICULUM CAN BE ADMINISTERED ONLINE OR IN PDF FORMAT ALLOWING FOR BOTH VIRTUAL AND CLASSROOM INSTRUCTION. TEACHERS ARE GIVEN CRITICAL TIME BACK WHEN UTILIZING GRADING SERVICES PROVIDED BY OUR EXPERT GRADERS. DELIVERING OVER 100 HOURS OF PROFESSIONAL DEVELOPMENT AND COACHING AT OUR PARTNER SCHOOLS FOR OVER 25,000 STUDENTS IN THINKING NATION CLASSROOMS. 46 (Code:)(Expenses s including grants of \$) (Revenue \$) (Code:)(Expenses s including grants of \$) (Revenue \$) 47 (Code:)(Expenses s including grants of \$) (Revenue \$) 48 (Code:)(Expenses s including grants of \$) (Revenue \$) 49 (Code:)(Expenses s		reven			
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1 017 544	- u			١	
	4e		1 017 544		

4e Total program service expenses

Form 990 (2023) THINKING NATION CORP Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?			
	If "Yes," complete Schedule A	1	Х	
2	Is the organization required to complete Schedule B, Schedule of Contributors? See instructions	2	Х	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for			
	public office? If "Yes," complete Schedule C, Part I	3		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? If "Yes," complete Schedule C, Part II	4		Х
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 Rev. Proc. 98-19? If "Yes," complete Schedule C, Part III	5		Х
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to			
•	provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		x
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,	<u> </u>		
'	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
0	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If</i> "Yes," <i>complete</i>			1
8	, ,			x
•	Schedule D, Part III	8		
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?			3,7
	If "Yes," complete Schedule D, Part IV	9		<u> </u>
10	Did the organization, directly or through a related organization, hold assets in donor-restricted endowments			
	or in quasi-endowments? If "Yes," complete Schedule D, Part V	10		<u> X</u>
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X,			
	as applicable.			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D,			
	Part VI	11a		X
b	Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total			
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		X
С	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? If "Yes," complete Schedule D, Part VIII	11c		X
d	Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in			
	Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		Х
е	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		Х
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)? If "Yes," complete Schedule D, Part X	11f		Х
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete			
	Schedule D, Parts XI and XII	12a		x
h	Was the organization included in consolidated, independent audited financial statements for the tax year?	12u		
D	·	12b		x
13	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
	Pid the approximation projection on the state of the Heiland Obstace			X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		 ^
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			x
	or more? If "Yes," complete Schedule F, Parts I and IV	14b		<u> </u>
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? If "Yes," complete Schedule F, Parts II and IV	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? If "Yes," complete Schedule F, Parts III and IV	16		<u> X</u>
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? If "Yes," complete Schedule G, Part I. See instructions	17		<u> X</u>
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines			
	1c and 8a? If "Yes," complete Schedule G, Part II	18		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes,"			
	complete Schedule G, Part III	19		X
20 a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
b		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? If "Yes." complete Schedule I. Parts I and II	21		Х

332003 12-21-23

Form 990 (2023) THINKING NATION CORP
Part IV | Checklist of Required Schedules (continued)

	Continued)		Yes	No
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on		163	140
	Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		Х
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current			
	and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete			
	Schedule J	23	Х	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the			
	last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete			
	Schedule K. If "No," go to line 25a	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
С	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease			
	any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit			
	transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		<u> X</u>
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and			
	that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete			l
	Schedule L, Part I	25b		_X_
26	Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current			
	or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35%	l		37
	controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II	26		<u> </u>
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			Х
00	entity (including an employee thereof) or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		$\overline{}$
28	Was the organization a party to a business transaction with one of the following parties? (See the Schedule L, Part IV,			
_	instructions for applicable filing thresholds, conditions, and exceptions):			
а	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? f	28a		Х
h	"Yes," complete Schedule L, Part IV A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV	28b		X
	A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If</i>	200		
Ŭ	"Yes," complete Schedule L, Part IV	28c		х
29	Did the organization receive more than \$25,000 in noncash contributions? If "Yes," complete Schedule M	29		Х
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation			
	contributions? If "Yes," complete Schedule M	30		Х
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete			
	Schedule N, Part II	32		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? If "Yes," complete Schedule R, Part I	33		_X_
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and			
	Part V, line 1	34		<u>X</u>
	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		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)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization?			77
	If "Yes," complete Schedule R, Part V, line 2	36		<u> </u>
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization			v
00	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		_X_
38	Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19?	38	Х	
Pai	Note: All Form 990 filers are required to complete Schedule O † V Statements Regarding Other IRS Filings and Tax Compliance	30	21	
	Check if Schedule O contains a response or note to any line in this Part V			
	Chock is Contidued to Contained a response of frete to dry line in this tart v		Yes	No
12	Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable		163	140
	Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable 1b 0			
	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming			
	(gambling) winnings to prize winners?	1c		

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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 25							
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Х					
За	Did the organization have unrelated business gross income of \$1,000 or more during the year?	За		Х				
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						
	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		Х				
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		Х				
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						
	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		Х				
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).							
а	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		Х				
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	<u> </u>						
_	to file Form 8282?	7c		Х				
d	If "Yes," indicate the number of Forms 8282 filed during the year							
е	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		Х				
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		Х				
g								
h	h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?							
8	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?							
9	9 Sponsoring organizations maintaining donor advised funds.							
а	a Did the sponsoring organization make any taxable distributions under section 4966?							
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b						
10	Section 501(c)(7) organizations. Enter:							
а	Initiation fees and capital contributions included on Part VIII, line 12							
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities							
11	Section 501(c)(12) organizations. Enter:							
а	Gross income from members or shareholders							
b	Gross income from other sources. (Do not net amounts due or paid to other sources against							
	amounts due or received from them.)							
	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a						
	If "Yes," enter the amount of tax-exempt interest received or accrued during the year							
13	Section 501(c)(29) qualified nonprofit health insurance issuers.							
а	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	1 1							
	organization is licensed to issue qualified health plans							
C	Enter the amount of reserves on hand	4.4		v				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		_X_				
	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	4.5		Х				
	excess parachute payment(s) during the year?	15		Λ				
16	If "Yes," see the instructions and file Form 4720, Schedule N.	16		Х				
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income?	16		Λ				
17	If "Yes," complete Form 4720, Schedule O. 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?	17						
	If "Yes," complete Form 6069.	<u>''</u>						

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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
Sec	tion A. Governing Body and Management			
			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year			
	If there are material differences in voting rights among members of the governing body, or if the governing			
	body delegated broad authority to an executive committee or similar committee, explain on Schedule O.			
b	Enter the number of voting members included on line 1a, above, who are independent 1b 8			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other			
	officer, director, trustee, or key employee?	2		Х
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision			
	of officers, directors, trustees, or key employees to a management company or other person?	3		Х
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		Х
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		Х
6	Did the organization have members or stockholders?	6		Х
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or			
	more members of the governing body?	7a		Х
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or			
	persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
а	The governing body?	8a	Х	
b	Each committee with authority to act on behalf of the governing body?	8b		Х
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the			
	organization's mailing address? If "Yes," provide the names and addresses on Schedule O	9		Х
Sec	tion B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)			
			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		Х
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates,			
	and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Х	
b	Describe on Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Х	
С	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe			
	on Schedule O how this was done	12c	Х	
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent			
	persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
а	The organization's CEO, Executive Director, or top management official	15a	Х	
b	Other officers or key employees of the organization	15b	Х	
	If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a			
	taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation			
	in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's			
	exempt status with respect to such arrangements?	16b		
Sec	tion C. Disclosure			
17	List the states with which a copy of this Form 990 is required to be filed CA			
18	Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s	only)	availal	ole
	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	finan	cial	
	statements available to the public during the tax year.			
20	State the name, address, and telephone number of the person who possesses the organization's books and records			
	SPENSER MIX - (818) 497-4579			
	17520 BLYTHE STREET, NORTHRIDGE,, CA 91326			

<u> Page</u> **7**

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

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

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

- 1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See the instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.

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

- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations. See the instructions for the order in which to list the persons above.

(A)	(B)	(C)						(D)	(E)	(F)		
Name and title	Average	(-1-	Position (do not check more than one box, unless person is both an officer and a director/trustee)		Reportable	Reportable	Estimated					
	hours per	box			ox, unless person			rson is both an		compensation	compensation	amount of
	week		cer an	id a di	irecto	r/trus	tee)	from	from related	other		
	(list any	rector						the	organizations	compensation		
	hours for related	or di	tee			sated		organization (W-2/1099-MISC/	(W-2/1099-MISC/ 1099-NEC)	from the organization		
	organizations	ruste	l trus		99/	npen		1099-NEC)	1099-1420)	and related		
	below	Individual trustee or director	Institutional trustee	_	Key employee	Highest compensated employee	je.	1000 1120)		organizations		
	line)	Indivi	Instit	Officer	Key e	Highe emplo	Former			Ü		
(1) ELIZABETH CONNOLLY	40.00											
CHIEF PARTNERSHIP OFFICER				Х				150,000.	0.	17,225.		
(2) ZACHARY COTE	40.00											
EXECUTIVE DIRECTOR				Х				96,320.	0.	25,538.		
(3) SPENSER MIX	40.00											
CHIEF OPERATING OFFICER				Х				96,320.	0.	9,429.		
(4) DINAH RUCH	4.00											
BOARD PRESIDENT		Х		Х				0.	0.	0.		
(5) ARI ENGELBERG	4.00											
SECRETARY/TREASURER		Х		Х				0.	0.	0.		
(6) MARCO CLARK	4.00											
BOARD MEMBER		Х						0.	0.	0.		
(7) PAOLO DEMARIA	4.00											
BOARD MEMBER		Х						0.	0.	0.		
(8) DON FRAISER	4.00											
BOARD MEMBER		Х						0.	0.	0.		
(9) ROBERT LEE	4.00											
BOARD MEMBER		Х						0.	0.	0.		
(10) CATHERINE ODONNELL	4.00											
BOARD MEMBER		Х						0.	0.	0.		
(11) WILLIAM PULGARIN	4.00											
BOARD MEMBER		Х						0.	0.	0.		
		-										
		ļ				_						
		-										
		-				_						
		-										
	<u> </u>			<u> </u>						- 000 (sees)		

Part VII Section A. Officers, Directors, Trus	tees, Key Emp	oloy	ees,	and	l Hiç	ghes	t C	ompensated Employee	s (continued)				
(A)	(B)			(0	C)			(D)	(E)		(F)		
Name and title	Average	(do		Posi) than c	ne.	Reportable	Reportable		Esti	mated	
	hours per	box	, unles	ss per	rson i	s both	an	compensation	compensation	n	amo	ount of	
	week		cer an	a a a	Irecto	r/trust	ee)	from	from related	- 1		ther	
	(list any hours for	recto						the	organizations		compensati		
	related	or di	ee			ated		organization	(W-2/1099-MIS	·C/		m the	
	organizations	ustee	trust		e e	Suedi		(W-2/1099-MISC/ 1099-NEC)	1099-NEC)		_	nization related	
	below	lual tr	tional		ploye	st con yee	_	1099-1120)				izations	
	line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former				organ	ii.Lationio	
		_	_)	×	1 0							
										\dashv			
										\dashv			
										\dashv			
										\dashv			
										-			
										\longrightarrow			
										\longrightarrow			
1b Subtotal								342,640.		0.	52	,192.	
c Total from continuation sheets to Part VI	I, Section A							0.		0.		0.	
d Total (add lines 1b and 1c)								342,640.		0.	52	,192.	
2 Total number of individuals (including but n	ot limited to th	ose	liste	d ab	ove) wh	o re	eceived more than \$100,	000 of reportable	+			
compensation from the organization											T	<u> </u>	
										ſ	\	res No	
3 Did the organization list any former officer,	director, truste	ee, k	кеу е	mpl	oye	e, or	hig	hest compensated emp	loyee on				
line 1a? If "Yes," complete Schedule J for s	uch individual										3	X	
4 For any individual listed on line 1a, is the su	ım of reportabl	е со	mpe	ensa	tion	and	oth	ner compensation from t	ne organization				
and related organizations greater than \$150	0,000? If "Yes,	" co	mple	ete S	Sche	edule	J f	or such individual			4	X	
5 Did any person listed on line 1a receive or a													
rendered to the organization? If "Yes." com	plete Schedule	e J fo	or su	ıch r	oers	on .					5	X	
Section B. Independent Contractors													
1 Complete this table for your five highest co	mpensated inc	lepe	nder	nt co	ontra	actor	s th	nat received more than \$	100,000 of comp	ensat	tion fron	n	
the organization. Report compensation for	the calendar ye	ear e	ndin	ıg w	ith c	or wit	thin	the organization's tax y	ear.				
(A)								(B)			(C)		
Name and business	address							Description of s	ervices	С	ompens		
LIFTOFF, LLC, 611 N BRAND	BLVD,	SU	IT:	E									
1300, GLENDALE, CA 91203							ļ	SOFTWARE CON	SULTANTS		291	,500.	
							\dashv			-			
-							\dashv						
2 Total number of independent contractors (ii	adudina but =	ot 1:	nitos	1 + ~ +	thac	NO 11:00	+~~	about who received	oro than				
2 Total number of independent contractors (ii	•	JL 1111	ııııec	וטו	ພາບຮ 1	יב ווא	ıeu	above, who received mo	ore triall				

85-0606371

Part VIII Statement of Revenue

	Check if Schedule O contains a response or note to any line in this Part VIII								
				(A)	(B)	(C)	(D)		
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under		
					iunction revenue	business revenue	sections 512 - 514		
ωs	1	Federated campaigns 1a							
Contributions, Gifts, Grants and Other Similar Amounts	•	Membership dues 1b							
င်္ခ ဗြ		Fundraising events 1c							
fts,		d Related organizations 1d							
ية إق									
Sir		9 ()							
utio		All other contributions, gifts, grants, and	800,000.						
들됨			300,000.						
a d	!	Noncash contributions included in lines 1a-1f		000 000					
<u>0</u> <u>8</u>		n Total. Add lines 1a-1f		800,000.					
			Business Code	FOF 40F	F0F 40F				
Ce	2	DBQ ESSAY REVENUE	611710	525,425.	525,425.				
ē <u>Š</u>		·							
S									
ar eve		d							
Program Service Revenue		·							
₫	1	All other program service revenue							
		Total. Add lines 2a-2f		525,425.					
	3	Investment income (including dividends, interes	st, and						
		other similar amounts)							
	4	Income from investment of tax-exempt bond pr							
	5	Royalties							
		(i) Real	(ii) Personal						
	6	a Gross rents 6a							
		b Less: rental expenses 6b							
		Rental income or (loss) 6c							
		d Net rental income or (loss)							
		a Gross amount from sales of (i) Securities	(ii) Other						
	,	()	(ii) Other						
		assets other than inventory 7a							
0		Less: cost or other basis							
ğ		and sales expenses							
eve		Gain or (loss)							
ther Revenue		d Net gain or (loss)							
ţ.	8	a Gross income from fundraising events (not							
Ò		including \$ of							
		contributions reported on line 1c). See							
		Part IV, line 18 8a							
		Less: direct expenses 8b							
		Net income or (loss) from fundraising events							
	9	a Gross income from gaming activities. See							
		Part IV, line 19 9a							
		D Less: direct expenses 9b							
		Net income or (loss) from gaming activities							
	10	a Gross sales of inventory, less returns							
		and allowances10a							
		Less: cost of goods sold 10b							
		Net income or (loss) from sales of inventory							
			Business Code						
sno	11 :	a							
ine Due									
Miscellaneous Revenue									
<u> </u>		All other revenue							
Σ		Total. Add lines 11a-11d							
	12	Total revenue. See instructions		1,325,425.	525,425.	0.	0.		

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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 (**D**) Fundraising Do not include amounts reported on lines 6b. Program service expenses Total expenses Management and general expenses 7b, 8b, 9b, and 10b of Part VIII. expenses Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 Grants and other assistance to domestic individuals. See Part IV, line 22 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 Benefits paid to or for members Compensation of current officers, directors, 395,362. 395,362. trustees, and key employees Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) 228,582. 228,582. Other salaries and wages 7 Pension plan accruals and contributions (include 8,286. 8,286. section 401(k) and 403(b) employer contributions) 10,053.10,053. Other employee benefits 9 57,015. 57,015. 10 Payroll taxes Fees for services (nonemployees): Management Legal 199. 199. Accounting Lobbying Professional fundraising services. See Part IV, line 17 Investment management fees Other. (If line 11g amount exceeds 10% of line 25, 475,090. 475,090. column (A), amount, list line 11g expenses on Sch O.) 52,750. 52,750. Advertising and promotion 12 22,440. 22,440. 13 Office expenses 44,100. 43,156. 944. Information technology 14 Royalties 15 16 Occupancy 48,167. 48,167. 17 Travel 18 Payments of travel or entertainment expenses for any federal, state, or local public officials Conferences, conventions, and meetings 19 845. 845. 20 Payments to affiliates _____ 21 22 Depreciation, depletion, and amortization 22,857. 22,857. 23 Other expenses. Itemize expenses not covered 24 above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.) 2,155. 2,155. RFP FEES/SUBSCRIPTION All other expenses 1,367,901. 1,217,544. 150,357. 0. Total functional expenses. Add lines 1 through 24e 25 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here if following SOP 98-2 (ASC 958-720)

Par	t X	Balance Sheet				
		Check if Schedule O contains a response or r	note to any line in this Part X			
				(A) Beginning of year		(B) End of year
	1	Cash - non-interest-bearing		183,041.	1	151,744
	2	Savings and temporary cash investments		2		
	3	Pledges and grants receivable, net		3		
	4	Accounts receivable, net		0.	4	8,967
	5	Loans and other receivables from any current				
		trustee, key employee, creator or founder, sul				
		controlled entity or family member of any of the		5		
	6	Loans and other receivables from other disqu				
		under section 4958(f)(1)), and persons describ	ped in section 4958(c)(3)(B)		6	
ပ္မ	7	Notes and loans receivable, net			7	
Assets	8	Inventories for sale or use			8	
¥	9	Prepaid expenses and deferred charges		3,757.	9	0
	10a	Land, buildings, and equipment: cost or other	1 1			
		basis. Complete Part VI of Schedule D	10a			
	b	Less: accumulated depreciation	10b		10c	
	11	Investments - publicly traded securities			11	
	12	Investments - other securities. See Part IV, lin			12	
	13	Investments - program-related. See Part IV, lir	ne 11		13	
	14	Intangible assets	487,450.	14	487,450	
	15	Other assets. See Part IV, line 11		15		
	16	Total assets. Add lines 1 through 15 (must e		674,248.	16	648,161
	17	Accounts payable and accrued expenses		0.	17	8,618
	18	Grants payable		18		
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complet			21	
ູ	22	Loans and other payables to any current or fo				
Liabilities		trustee, key employee, creator or founder, sul	ostantial contributor, or 35%			
		controlled entity or family member of any of the			22	
֡֡֡֞֞֡֡֞֞֡֡֡֡֡֡֡֡	23	Secured mortgages and notes payable to unr			23	
	24	Unsecured notes and loans payable to unrela			24	
	25	Other liabilities (including federal income tax,				
		parties, and other liabilities not included on lir	nes 17-24). Complete Part X			
		of Schedule D			25	
	26	Total liabilities. Add lines 17 through 25		0.	26	8,618
		Organizations that follow FASB ASC 958, c	heck here X			
se		and complete lines 27, 28, 32, and 33.				
anc	27	Net assets without donor restrictions		674,248.	27	639,543
Ба	28	Net assets with donor restrictions			28	
<u>ا</u> و		Organizations that do not follow FASB ASC				
고		and complete lines 29 through 33.				
, o	29	Capital stock or trust principal, or current fund	ds		29	
Sets	30	Paid-in or capital surplus, or land, building, or			30	
As	31	Retained earnings, endowment, accumulated			31	
Net Assets or Fund Balances	32	Total net assets or fund balances		674,248.	32	639,543
_	33	Total liabilities and net assets/fund balances		674,248.	33	648,161

Da	+ VI Decomplistion of Not Accets				90
Par	t XI Reconciliation of Net Assets				
	Check if Schedule O contains a response or note to any line in this Part XI				Ш
			4 00		
1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,32	5,4	25.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,36		
3	Revenue less expenses. Subtract line 2 from line 1	3		2,4	
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	67	4,2	<u>48.</u>
5	Net unrealized gains (losses) on investments	5			
6	Donated services and use of facilities	6			
7	Investment expenses	7			
8	Prior period adjustments	8		7,7	71.
9	Other changes in net assets or fund balances (explain on Schedule O)	9			0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32,				
	column (B))	10	63	9,5	43.
Par	t XII Financial Statements and Reporting				
	Check if Schedule O contains a response or note to any line in this Part XII				
				Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other				
	If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule	Ο.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a		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:				
	Separate basis Consolidated basis Both consolidated and separate basis				
b	Were the organization's financial statements audited by an independent accountant?		2b		Х
	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:				
	Separate basis Consolidated basis Both consolidated and separate basis				
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the	audit,			
	review, or compilation of its financial statements and selection of an independent accountant?		2c		
	If the organization changed either its oversight process or selection process during the tax year, explain on Scho	edule O.			
За	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the				
	Uniform Guidance, 2 C.F.R. Part 200, Subpart F?		3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required				
	or audits, explain why on Schedule O and describe any steps taken to undergo such audits				
				990	(2023)

332012 12-21-23

SCHEDULE A

(Form 990)

Total

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.

Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

Open to Public Inspection

Employer identification number Name of the organization THINKING NATION CORP 85-0606371 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.) A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). 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). 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: 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). 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.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) 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 10 X 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.) An organization organized and operated exclusively to test for public safety. See section 509(a)(4). 11 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. 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. 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. 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. 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. 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. Enter the number of supported organizations Provide the following information about the supported organization(s). (iv) Is the organization listed (i) Name of supported (ii) EIN (iii) Type of organization (v) Amount of monetary (vi) Amount of other in your governing document? (described on lines 1-10 organization support (see instructions) support (see instructions) Yes above (see instructions))

(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.)

Se	ction A. Public Support						
	ndar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
	Gifts, grants, contributions, and membership fees received. (Do not						,,
	include any "unusual grants.")						
2	Tax revenues levied for the organ-						
	ization's benefit and either paid to						
	or expended on its behalf						
3	The value of services or facilities						
	furnished by a governmental unit to						
	the organization without charge						
4	Total. Add lines 1 through 3						
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)						
	Public support. Subtract line 5 from line 4.						
Se	ction B. Total Support	T	T	Т	Т	r	
	ndar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
7	Amounts from line 4						
8	Gross income from interest,						
	dividends, payments received on						
	securities loans, rents, royalties,						
	and income from similar sources						
9	Net income from unrelated business						
	activities, whether or not the						
	business is regularly carried on						
10	Other income. Do not include gain						
	or loss from the sale of capital						
	assets (Explain in Part VI.)						
11							
	Gross receipts from related activities,	•				12	
13	First 5 years. If the Form 990 is for the	•		•	•	. , . ,	
90	organization, check this box and stor						
	ction C. Computation of Publi			a a la. (f))			0/
	Public support percentage for 2023 (I					15	<u>%</u>
	Public support percentage from 2022 33 1/3% support test - 2023. If the						% x and
102	stop here. The organization qualifies						
ı	33 1/3% support test - 2022. If the		-			or more check th	
	and stop here. The organization qual						
17-	10% -facts-and-circumstances test						
176	and if the organization meets the fact		-				
	meets the facts-and-circumstances te			-		_	
ı	10% -facts-and-circumstances test	_	•		-	17a and line 15 is	
,	more, and if the organization meets the		-				10/0 01
	organization meets the facts-and-circle						
18	Private foundation. If the organization						
<u></u>		a.a .iot orioon a			_, 555K G NO DON E		(Form 990) 2023

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.)

Sec	etion A. Public Support	ciow, picase comp	note i art ii.j							
Cale	ndar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total			
1	Gifts, grants, contributions, and									
	membership fees received. (Do not									
	include any "unusual grants.")		66,000.	300,000.	800,150.	800,000.	1966150.			
2	Gross receipts from admissions, merchandise sold or services per- formed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose		7,060.	48.426.	100,030.	525.425.	680.941.			
3	Gross receipts from activities that		7,0000	10,1200	200,000	323,1231	000,5121			
Ū	are not an unrelated trade or bus- iness under section 513									
4	Tax revenues levied for the organ- ization's benefit and either paid to or expended on its behalf									
5	The value of services or facilities furnished by a governmental unit to the organization without charge									
6	Total. Add lines 1 through 5		73,060.	348,426.	900,180.	1325425.	2647091.			
	Amounts included on lines 1, 2, and		7,200	. ,						
	3 received from disqualified persons		710,000.				710,000.			
k	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.			
	Add lines 7a and 7b		710,000.				710,000.			
	Public support. (Subtract line 7c from line 6.)						1937091.			
	ction B. Total Support									
Cale	ndar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total			
9	Amounts from line 6		73,060.	348,426.	900,180.	1325425.	2647091.			
	Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources									
k	Unrelated business taxable income									
	(less section 511 taxes) from businesses acquired after June 30, 1975									
c	Add lines 10a and 10b									
	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.)		73,060.	348,426.	900,180.	1325425.	2647091.			
14	First 5 years. If the Form 990 is for the	•		•						
_	check this box and stop here		•				X			
	ction C. Computation of Publi									
	Public support percentage for 2023 (I		15	<u>%</u>						
	Public support percentage from 2022 ction D. Computation of Inves					16	%			
						47				
	Investment income percentage for 20					17	<u>%</u>			
	Investment income percentage from 2					18	% is not			
198	33 1/3% support tests - 2023. If the									
L	more than 33 1/3%, check this box ar 33 1/3% support tests - 2022. If the	-	-	•						
	• •	· ·				Ť				
20	line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization									

Part IV | Supporting Organizations

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

Section A. All Supporting Organizations

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

		Yes	No
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Pa	TIV Supporting Organizations (continued)			
			Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?			
а	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?	1a	\longrightarrow	
		1b	\longrightarrow	
С	A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide			
<u> </u>		1c		
Sec	tion 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? 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 englineations and must contain on received only, approval to each portion dark your	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? If "Yes," explain in			
	Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated,			
Sec	supervised, or controlled the supporting organization. tion C. Type II Supporting Organizations	2		
	tion of Type in Supporting Organizations		V	NI-
4	Ways a majority of the expeniention's divectors by twistons during the toy year also a majority of the divectors		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)? If "No," describe in Part VI how control			
	or management of the supporting organization was vested in the same persons that controlled or managed	4		
Sec	the supported organization(s). tion D. All Type III Supporting Organizations	1		
	aon 217 an 1960 an Cappor ang Cigamination		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the		163	NO
•	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			
		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? If "No," explain in Part VI how			
	, ,	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? If "Yes," describe in Part VI the role the organization's			
	·	3		
Sec	tion 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).			
а	The organization satisfied the Activities Test. Complete line 2 below.			
b	The organization is the parent of each of its supported organizations. Complete line 3 below.			
С	The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instruc	ction	s).	
2	Activities Test. Answer lines 2a and 2b below.		Yes	No
а	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? 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.	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? 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.	2b		
3	Parent of Supported Organizations. Answer lines 3a and 3b below.			
а	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? If "Yes" or "No" provide details in Part VI.	Ba		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each			
	of its supported organizations? If "Yes." describe in Part VI the role played by the organization in this regard.	3b		

Pa	rt V Type III Non-Functionally Integrated 509(a)(3) Supporti	ng Organi	zations	
1	Check here if the organization satisfied the Integral Part Test as a qualifyi	ng trust on N	ov. 20, 1970 (explain in	Part VI). See instructions.
	All other Type III non-functionally integrated supporting organizations must		•	
Sect	ion A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1		
2	Recoveries of prior-year distributions	2		
3	Other gross income (see instructions)	3		
4	Add lines 1 through 3.	4		
5	Depreciation and depletion	5		
6	Portion of operating expenses paid or incurred for production or			
•	collection of gross income or for management, conservation, or			
	maintenance of property held for production of income (see instructions)	6		
7	Other expenses (see instructions)	7		
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
	ion B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see			
	instructions for short tax year or assets held for part of year):			
a	Average monthly value of securities	1a		
	Average monthly cash balances	1b		
	Fair market value of other non-exempt-use assets	1c		
	Total (add lines 1a, 1b, and 1c)	1d		
	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		
	ion C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1		
2	Enter 0.85 of line 1.	2		
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3		
4	Enter greater of line 2 or line 3.	4		
5	Income tax imposed in prior year	5		
6	Distributable Amount. Subtract line 5 from line 4, unless subject to			
	emergency temporary reduction (see instructions).	6		
7	Check here if the current year is the organization's first as a non-function	ally integrated	d Type III supporting orga	nization (see
	inate actional	, 5	3 9-	`

Schedule A (Form 990) 2023

Schedule A (Form 990) 2023

e Excess from 2023

332028 12-21-23

Schedule B

Department of the Treasury Internal Revenue Service

(Form 990)

Schedule of Contributors

Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

Name of the organization

THINKING NATION CORP

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

Employer identification number

85-0606371

Organization type (check one):								
Filers of:		Section:						
Form 990	or 990-EZ	$\boxed{\textbf{X}}$ 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						
Note: Or	nly a section 501(c)(7	covered by the General Rule or a Special Rule . 7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.						
General	Rule							
X	~	filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.						
Special	Rules							
	sections 509(a)(1) a contributor, during	described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under 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 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; 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, dury year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this 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								
answer "	No" on Part IV, line	at isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it must 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 requirements of Schedule B (Form 990).						

Schedule B (Form 990) (2023)

Name of organization Employer identification number

THINKING NATION CORP

85-0606371

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	SCHWAB CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105	\$ 800,000.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)

Page 3

Name of organization Employer identification number

THINKING NATION CORP

85-0606371

Part II	Noncash Property (see instructions). Use duplicate copies of Part I	I if additional space is needed.	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
323/153 12-26	23		Schedule B (Form 990) (2023)

Page 4

Schedule B (Form 990) (2023) Name of organization **Employer identification number** THINKING NATION CORP 85-0606371 Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) Use duplicate copies of Part III if additional space is needed. (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

323454 12-26-23

Schedule B (Form 990) (2023)

SCHEDULE J (Form 990)

Compensation Information

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

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

Attach to Form 990.

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

2023

Open to Public Inspection

Internal Revenue Service Name of the organization

Department of the Treasury

THINKING NATION CORP

Employer identification number 85-0606371

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

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	I-2 and/or 1099-MIS0 compensation	C and/or 1099-NEC	other deferred	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	in column (B)
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	compensation			reported as deferred on prior Form 990
(1) ELIZABETH CONNOLLY	(i)	125,000.	25,000.	0.	5,792.	11,433.	167,225.	0.
CHIEF PARTNERSHIP OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
	(ii)							
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-	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

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 7:
THE ORGANIZATION PAID A BOARD APPROVED PERFORMANCE-BASED BONUS IN 2023.

SCHEDULE O (Form 990)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

Attach to Form 990 or Form 990-EZ.

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

2023
Open to Public Inspection

OMB No. 1545-0047

Name of the organization

THINKING NATION CORP

Employer identification number 85-0606371

FORM 990, PART VI, SECTION A, LINE 8B:

THERE WERE NO COMMITTEES THAT CAN ACT BEHALF OF THE BOARD IN 2023.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FORM 990 IS PREPARED BY THE ORGANIZATION'S OUTSIDE PUBLIC ACCOUNTING

FIRM BASED ON INFORMATION PROVIDED BY MANAGEMENT. ONCE A DRAFT OF THE

RETURN IS AVAILABLE, IT IS REVIEWED BY MANAGEMENT WITH ANY CHANGES OR

REVISIONS INCORPORATED INTO THE FILING. THE REVISED RETURN IS THEN

SUBMITTED TO THE BOARD OF DIRECTORS FOR THEIR REVIEW AND APPROVAL VIA EMAIL

PRIOR TO SUBMITTING TO THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

MONITORING IS PERFORMED REGULARLY BY THE OFFICERS TO IDENTIFY POTENTIAL

CONFLICTS OF INTEREST. ANY QUESTION OF A CONFLICT IS ADDRESSED WITH THE

INTERESTED PERSON, WHO IS REQUIRED TO ANNUALLY DISCLOSE THE EXISTENCE OF

ANY FINANCIAL INTEREST AND BE AFFORDED THE OPPORTUNITY TO DISCLOSE ALL

MATERIAL FACTS TO THE BOARD AND EXECUTIVE DIRECTOR. IF A CONFLICT OF

INTEREST IS IDENTIFIED, THE APPROPRIATE ACTION IS TAKEN, INCLUDING

LIMITATIONS TO THE INDIVIDUAL'S INFLUENCE ON RELATED BUSINESS MATTERS. THE

PERSON WITH THE POTENTIAL OR ACTUAL CONFLICT MUST ABSTAIN FROM VOTING ON

THE MATTER.

FORM 990, PART VI, SECTION B, LINE 15:

EXECUTIVE COMPENSATION IS DETERMINED BY THE BOARD. REASONABLENESS IS

CONSIDERED BY A COMPARISON TO HISTORICAL OFFICER COMPENSATION, THE ANNUAL

BUDGET, FORM 990'S OF SIMILAR ORGANIZATIONS, ETC. THE BOARD REVIEWS AND

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

Schedule O (Form 990) 2023

LHA 332211 11-14-23

<u>Schedule O (Form 990) 2023</u> Page **2**

Name of the organization **Employer identification number** 85-0606371 THINKING NATION CORP APPROVES SUCH COMPENSATION, INCLUDING BENEFITS, OF A DIRECTOR TO ASSURE THAT IT IS JUST AND REASONABLE. THIS REVIEW AND APPROVAL OCCURS INITIALLY UPON THE ELECTION OF THE DIRECTOR, WHENEVER THE TERM OF SERVICE, IF ANY, OF THE DIRECTOR IS RENEWED OR EXTENDED, AND WHENEVER THE DIRECTOR'S COMPENSATION IS MODIFIED. THE PROCESS DESCRIBED HERE WAS LAST COMPLETED IN 2021. FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS FORM 990 AVAILABLE FOR PUBLIC INSPECTION AS REQUIRED UNDER SECTION 6104 OF THE INTERNAL REVENUE CODE. THE RETURN IS POSTED ON GUIDESTAR.ORG. IN ADDITION, THE FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY, ARTICLES OF INCORPORATION AND BY-LAWS ARE ALSO AVAILABLE UPON WRITTEN REQUEST FORM 990, PART IX, LINE 11G, OTHER FEES: PROGRAM CONSULTANTS: PROGRAM SERVICE EXPENSES 183,590. MANAGEMENT AND GENERAL EXPENSES FUNDRAISING EXPENSES TOTAL EXPENSES 183,590. SOFTWARE CONSULTANTS: PROGRAM SERVICE EXPENSES 291,500. MANAGEMENT AND GENERAL EXPENSES 0. FUNDRAISING EXPENSES 0. 291,500. TOTAL EXPENSES TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 475,090.

Schedule O (Form 990) 2023

TAXABLE YEAR 2023

California Exempt Organization Annual Information Return

328941 12-26-23 **FORM**

199

Ca	lendar Year	2023 or fiscal year beginning (mm/dd/yyyy) $07/01/2023$, and ending (mm/d	dd/yyyy)	06	30/2024	
		nization name	$\overline{}$	rnia corpo	ration i	number	
<u>T</u>	HINKI	NG NATION CORP		555	<u> 284</u>		
Add	ditional inform	ation. See instructions.	FEIN			0.74	
_				35-0	606	371	
	eet address (s			PMB no.			
_		SHADOW RIDGE WAY State		ZIP code			
City	•				<i>-</i>		
_	ORTHR			132 Foreign po		nde	
1 01	cigii couria y i	and Torogn province state county		orcigii po	osiai co	ide	
A	First retu	n Yes X No I Did the organization have any	change	s to its	guideli	ines	
В	Amended						No
C	IRC Secti	on 4947(a)(1) trust Yes X No J If exempt under R&TC Section	n 23701	ld, has t	he org	janization	
D	Final info	mation return? engaged in political activities?	See in	struction	ns	• Yes X	No 🔼
	•	Dissolved Surrendered (Withdrawn) Merged/Reorganized K Is the organization exempt uni	der R&	TC Secti	on 23	701g? • Yes 🔀	ON 🔼
		(mm/dd/yyyy) • If "Yes," enter the gross receip	ts from	nonme	mber :		
E		counting method: (1) Cash (2) X Accrual (3) Other L Is the organization a limited lia					▼ No
F		turn filed? (1) ● 990T (2) ● 990PF (3) ● Sch H (990)					
	. ,	Other 990 series report taxable income?					<u>∠</u> No
G		roup filing? See instructions • Yes X No N Is the organization under audi					₹
Н		panization in a group exemption Yes X No IRS audited in a prior year?					
	it "Yes," W	hat is the parent's name? O Is federal Form 1023/1024 per	_			Yes X	<u>▼</u> N0
		Date filed with IRS					
F	Part I 0	omplete Part I unless not required to file this form. See General Information B and C.					
_		1 Gross sales or receipts from other sources. From Side 2, Part II, line 8		•	1	525,42	5 00
		2 Gross dues and assessments from members and affiliates			2		00
			MT :		3	800,00	0 00
	D	4 Total gross receipts for filing requirement test. Add line 1 through line 3.					
	Receipts	This line must be completed. If the result is less than \$50,000, see General Information B			4	1,325,42	5 00
	and	5 Cost of goods sold 5		00			
-	Revenues	6 Cost or other basis, and sales expenses of assets sold • 6		00			
		7 Total costs. Add line 5 and line 6			7		00
_		8 Total gross income. Subtract line 7 from line 4			8	1,325,42	
F	xpenses	9 Total expenses and disbursements. From Side 2, Part II, line 18			9	1,367,90	
_	жропосо	10 Excess of receipts over expenses and disbursements. Subtract line 9 from line 8		•	10	-42,47	
		11 Total payments		_ [11		00
		12 Use tax. See General Information K			12		00
-)oumost-	13 Payments balance. If line 11 is more than line 12, subtract line 12 from line 11			13		00
۲	Payments	 14 Use tax balance. If line 12 is more than line 11, subtract line 11 from line 12 15 Penalties and interest. See General Information J 		ſ	14 15		00
							00
_		16 Balance due. Add line 12 and line 15. Then subtract line 11 from the result Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, an it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has	d to the	best of my	/ knowl	edge and belief,	
Si			as any ki Date	iowieage.		I ● Telephone	
He	re	Signature of officer CHIEF OPERATIN	Date			Telephone	
_		Date	Check if			PTIN	
		Prenarer's		loyed		P00543254	
Рa	id	Firm's name		-		Firm's FEIN	
Pr	eparer's	(or yours, FKF O'CONNOR DAVIES ADVISORY, LLC				87-3231666	
Us	e Only	employed) 500 MAMARONECK AVENUE, SUITE 301				Telephone	
		and address HARRISON, NY 10528-1633				914-381-890	0
_		May the FTB discuss this return with the preparer shown above? See instructions	<u> </u>	. • X	Yes	No	

THINKING NATION CORP

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

328951	12-26-23

		1	Gross sales or receipts from all bu	siness	activities.	See instru	ctions		•	1			00
		2								2			00
	2 Interest • 3 Dividends •					3	1		00				
Rece	ints	4	Gross rents							4	+		00
from	·	5	Gross royalties							5			00
Othe	1	6	Gross amount received from sale of							6			00
Sour	- 1	7	Other income	71 U0001	.000 1110	, a dollono,		SEE STA	TEMENT 2 •	7		525,425	_
ooui		8	Total gross sales or receipts from	other s	nurces A	dd line 1 th	rough line	7 Enter here and o	on Side 1 Part I line 1	8	1	525,425	
		9	Contributions, gifts, grants, and sign				-			9	1	323,123	00
		10	Disbursements to or for members							10			00
		11	Compensation of officers, directors	and t	riistees			SEE STA	TEMENT 3 •	11		395,362	_
		12	Other salaries and wages							12		228,582	
Expe	neee	13	Interest							13		845	
and	11303	14	Taxes							14	1	57,015	
Disb	ırea-	15	Rents							15		37,023	00
ment	1	16	Depreciation and depletion (See in	etructio	 nne\					16			00
mom	.	17	Other expenses and disbursements	311 UU11C	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			SEE STA	TEMENT 4 •	17	1	686,097	_
			Total expenses and disbursements							18		1,367,901	
Sch	nedul		Balance Sheet	. Auu I		ginning of					xable y		100
Asse			Duluillo Cilott		(a)	giiiiiig oi		(b)	(c)	1		(d)	
) h				(4)			183,041	(5)		•	151,7	44
			receivable					200,012			•	8,9	
			ceivable								•		
			Scivable								•		
			state government obligations								•		
			in other bonds								•		
			in stock								•		—
	Mortga										•		—
	other ir	•									•		—
			le assets										
10 (n Less	acciii	mulated depreciation										
			mulatod doproblation								•		
12 (-unu Other a	ecete	STMT 5					491,207			•	487,4	50
								674,248				648,1	
			et worth					0,1,210				010,1	
			yable								•	8,6	18
			s, gifts, or grants payable								•		<u> </u>
			otes payable								•		
			ayable								•		
			es								-		
			or principal fund								•		
			al surplus. Attach reconciliation								•		
			nings or income fund					674,248			•	639,5	43
			es and net worth					674,248			-	648,1	$\frac{1}{61}$
	edul			r hooks	s with inco	ome per re	turn	/					
			Do not complete this schedu					3, column (d), is les	s than \$50,000.				
1	Net inc	ome r	per books			-42,		7 Income recorded					
			ne tax		•				nis return. Attach schedu	le	•		
			pital losses over capital gains)				s return not charged				
			ot recorded on books this year.										
			nedule • Attach schedule					•					
		nses recorded on books this year not 9 Total. Add line 7 and line 8											
			his return. Attach schedule	•	•			Net income per re					
			ie 1 through line 5			-42,			om line 6			-42,4	76
			· - · · g · · · · · · · · · · · · · · ·				- 1				•	,	

CA 199	CASH CONTRIBUTIONS INCLUDED ON PART I, LINE 3			STATEMENT 1	
CONTRIBUTOR'S NAME	CONTRIBUTOR'S	ADDRESS	DATE O	F AMOUNT	
SCHWAB CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105			800,000.		
TOTAL INCLUDED ON LINE 3				800,000.	
CA 199	OTHER	INCOME		STATEMENT 2	
DESCRIPTION				AMOUNT	
DBQ ESSAY REVENUE			-	525,425.	
TOTAL TO FORM 199, PART II	I, LINE 7		-	525,425.	
CA 199 COMPENSATION	OF OFFICERS, D	DIRECTORS AND TRUS	TEES	STATEMENT 3	
NAME AND ADDRESS	A	TITLE AND VERAGE HRS WORKED	/WK	COMPENSATION	
ELIZABETH CONNOLLY 12055 SHADOW RIDGE WAY NORTHRIDGE, CA 91326	c	HIEF PARTNERSHIP 40.00	 OFFICER	167,433.	
ZACHARY COTE 12055 SHADOW RIDGE WAY NORTHRIDGE, CA 91326	E	EXECUTIVE DIRECTOR 40.00		122,019.	
SPENSER MIX 12055 SHADOW RIDGE WAY NORTHRIDGE, CA 91326	C	HIEF OPERATING OF	FICER	105,910.	
TOTAL TO FORM 199, PART II	I, LINE 11			395,362.	

CA 199	OTHER EXPENSES	STATEMENT 4
DESCRIPTION		AMOUNT
RFP FEES/SUBSCRIPTION PENSION PLAN CONTRIBUTIONS OTHER EMPLOYEE BENEFITS ACCOUNTING FEES OTHER PROFESSIONAL FEES ADVERTISING AND PROMOTION OFFICE EXPENSES INFORMATION TECHNOLOGY TRAVEL INSURANCE		2,155. 8,286. 10,053. 199. 475,090. 52,750. 22,440. 44,100. 48,167. 22,857.
TOTAL TO FORM 199, PART II, LI	NE 17	686,097.

CA 199 OTHER ASS	ETS	STATEMENT 5	
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
PREPAID EXPENSES AND DEFERRED CHARGES INTANGIBLE ASSETS	3,757. 487,450.	0. 487,450.	
TOTAL TO FORM 199, SCHEDULE L, LINE 12	491,207.	487,450.	
CA 199 FUND BALA	NCES	STATEMENT 6	
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
NET ASSETS WITHOUT DONOR RESTRICTIONS	674,248.	639,543.	
TOTAL TO FORM 199, SCHEDULE L, LINE 21	674,248.	639,543.	

STATE OF CALIFORNIA

RRF-1 (Rev. 01/2024)

MAIL TO: Registry of Charities and Fundraisers P.O. Box 903447 Sacramento, CA 94203-4470

STREET ADDRESS: 1300 I Street Sacramento, CA 95814

WEBSITE ADDRESS: www.oag.ca.gov/charities

ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

Sections 12586 and 12587, California Government Code 11 Cal. Code Regs. sections 301-307, and 310

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a $\ minimum\ tax\ of\ \$800,\ plus\ interest,\ and/or\ fines\ or\ filling\ penalties.\ Revenue\ \&\ Taxation\ Code\ section$ 23703; Government Code section 12586.1. IRS extensions will be honored.

DEPARTMENT OF JUSTICE
PAGE 1 of 5

(For Registry Use Only)

-		Check if:						
		Cr	Change of address					
THINKING NATION CORP		. An	Amended report					
Name of Organization		Or	ganization requests email notifications					
List all DBAs and names the organization uses or has used								
12055 SHADOW RIDGE WAY		State Ch	arity Registration Number 02798					
Address (Number and Street)		. State Cri	arity Registration Number 02798					
NORTHRIDGE, CA 91326		Corporat	tion or Organization No. 4555284					
City or Town, State, and ZIP Code			05.0606051					
818-497-4579 Telephone Number E-mail Addre	256	. Federal I	Employer ID No. 85-0606371					
	ON RENEWAL FEE SCHEDULE (11	Cal Code R	egs sections 301-307 and 310)					
ANNOALNEGISTIAN	Make Check Payable to Depar		•					
Total Revenue Fee	Total Revenue	<u>Fee</u>	Total Revenue	<u>Fee</u>				
Less than \$50,000 \$25	Between \$250,001 and \$1 million		Between \$20,000,001 and \$100 million	\$800				
Between \$50,000 and \$100,000 \$50 Between \$100,001 and \$250,000 \$75	Between \$1,000,001 and \$5 million Between \$5,000,001 and \$20 mil		Between \$100,000,001 and \$500 million Greater than \$500 million	\$1,000 \$1,200				
	Between \$5,000,001 and \$20 min	11011 94 00	Greater than \$500 million	φ1,200 ———————————————————————————————————				
PART A - ACTIVITIES For your most recent full accounting	period (beginning 07/01/2	023 en	ding 06/30/2024) list:					
	period (Beginning	<u> </u>	ming					
Total Revenue (including noncash contributions) \$ 1,325, Program Expenses \$	425 Noncash Contributions \$		0 Total Assets \$ 64 penses \$ 1,367,901	8,161				
Program Expenses \$	1,217,544	Total Exp	penses \$1,367,901					
PART B - STATEMENTS REGARDING OR	GANIZATION DURING THE PERIOD	OF THIS RI	EPORT					
Note: All questions must be answered. I	f you answer "ves" to any of the gu	estions belo	w, you must attach a separate page					
			-1 instructions for information required.	Yes No				
During this reporting period, were there	e any contracts, loans, leases or other	financial trai	nsactions between the organization					
and any officer, director or trustee there	eof, either directly or with an entity in	which any su	uch officer, director or trustee had					
any financial interest?				X				
During this reporting period, was there or funds?	any theft, embezzlement, diversion o	r misuse of th	ne organization's charitable property	х				
3. During this reporting period, were any o	organization funds used to pay any pe	enalty, fine or	judgment?	x				
4. During this reporting period, were the s	ervices of a commercial fundraiser, fu	undraising co	unsel for charitable purposes, or					
commercial coventurer used?				X				
5. During this reporting period, did the org	ganization receive any governmental f	unding?		Х				
6. During this reporting period, did the org	ganization hold a raffle for charitable p	ourposes?		x				
7. Does the organization conduct a vehicle	e donation program?			х				
Did the organization conduct an independent of the principle generally accepted accounting principle	·	ncial stateme	ents in accordance with	X				
generally accepted accounting principle	es for this reporting period:							
9. At the end of this reporting period, did the organization hold restricted net assets, while reporting negative unrestricted net assets?								
I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, the content is true, correct and complete, and I am authorized to sign.								
Spenser Mix			CHIEF OPERATING					
	PENSER MIX rinted Name		OFFICER Fitle Date					
			Date Date					