Form 1023
(Rev. June 2006)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

Use the instructions to complete this application and for a definition of all bold items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<table>
<thead>
<tr>
<th>1</th>
<th>Full name of organization (exactly as it appears in your organizing document)</th>
<th>2</th>
<th>c/o Name (if applicable)</th>
</tr>
</thead>
<tbody>
<tr>
<td>WNET.org</td>
<td></td>
<td>Joshua C. Nathan</td>
<td></td>
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<tr>
<th>3</th>
<th>Mailing address (Number and street) (see instructions)</th>
<th>4</th>
<th>Employer Identification Number (EIN)</th>
</tr>
</thead>
<tbody>
<tr>
<td>450 West 33rd Street</td>
<td>Room/Suite</td>
<td>26-2810489</td>
<td></td>
</tr>
<tr>
<td>City or town, state or country, and ZIP + 4</td>
<td></td>
<td></td>
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<tr>
<td>New York, NY 10001</td>
<td></td>
<td>5</td>
<td>Month the annual accounting period ends (01 - 12)</td>
</tr>
<tr>
<td></td>
<td>b Phone: 212-455-2287</td>
<td></td>
<td>6</td>
</tr>
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<td></td>
<td>c Fax: (optional) 212-455-2502</td>
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<tr>
<th>6</th>
<th>Primary contact (officer, director, trustee, or authorized representative)</th>
</tr>
</thead>
<tbody>
<tr>
<td>a Name: Jennifer I. Reynoso</td>
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<th>7</th>
<th>Are you represented by an authorized representative, such as an attorney or accountant? If “Yes,” provide the authorized representative’s name, and the name and address of the authorized representative’s firm. Include a completed Form 2848, Power of Attorney and Declaration of Representative, with your application if you would like us to communicate with your representative.</th>
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<td>☑ Yes</td>
<td>☐ No</td>
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<th>8</th>
<th>Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If “Yes,” provide the person’s name, the name and address of the person’s firm, the amounts paid or promised to be paid, and describe that person’s role.</th>
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<tr>
<td>☐ Yes</td>
<td>☑ No</td>
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<tr>
<th>9a</th>
<th>Organization’s website: <a href="http://www.wnet.org">www.wnet.org</a></th>
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<tbody>
<tr>
<td></td>
<td>b Organization’s email: (optional)</td>
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<th>10</th>
<th>Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If “Yes,” explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.</th>
</tr>
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<tr>
<td>☐ Yes</td>
<td>☑ No</td>
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| 11 | Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 04/15/2008 |

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<tr>
<th>12</th>
<th>Were you formed under the laws of a foreign country? If “Yes,” state the country.</th>
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<tr>
<td>☐ Yes</td>
<td>☑ No</td>
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For Paperwork Reduction Act Notice, see page 24 of the instructions.

Form 1023 (Rev. 6-2006)
Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.

1 Are you a corporation? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. Yes No See Attachment 1

2 Are you a limited liability company (LLC)? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. No

3 Are you an unincorporated association? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. No

4a Are you a trust? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. No

b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. No

5 Have you adopted bylaws? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. Yes No See Attachment 2

Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. DO NOT file this application until you have amended your organizing document. Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Paragraph Second

2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2b.

2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 4, Paragraph Tenth

2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

Narrative Description of Your Activities

See Attachment 3

Using an attachment, describe your past, present, and planned activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the Instructions for information that must be included in your description.

Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount (annual actual or estimated)</th>
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<td>See Attachment 4</td>
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**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than $50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

<table>
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<tr>
<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount (annual actual or estimated)</th>
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**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than $50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

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<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount (annual actual or estimated)</th>
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The following "Yes" or "No" questions relate to past, present, or planned relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ Yes ☒ No

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties. See Attachment 5 ☐ Yes ☒ No

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ Yes ☒ No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☐ Yes ☒ No

b Do you or will you approve compensation arrangements in advance of paying compensation? ☐ Yes ☒ No

c Do you or will you document in writing the date and terms of approved compensation arrangements? ☐ Yes ☒ No
### Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

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<th>Yes</th>
<th>No</th>
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<tr>
<td>d</td>
<td>Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
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<td>e</td>
<td>Do you or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
<tr>
<td>f</td>
<td>Do you or will you record in writing both the information on which you relied to base your decision and its source?</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
<tr>
<td>g</td>
<td>If you answered &quot;No&quot; to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.</td>
<td>See Attachment 6</td>
<td></td>
</tr>
</tbody>
</table>

#### 5a Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.

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<tr>
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<th>Yes</th>
<th>No</th>
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<tbody>
<tr>
<td>a</td>
<td>What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
<tr>
<td>b</td>
<td>What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?</td>
<td>No</td>
<td></td>
</tr>
</tbody>
</table>

**Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

#### 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.

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<tr>
<th></th>
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<th>Yes</th>
<th>No</th>
</tr>
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<tbody>
<tr>
<td>a</td>
<td>Do you or will you compensate any of your officers, directors, trustees, highest compensated employees who receive or will receive compensation of more than $50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If &quot;Yes,&quot; describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
</tbody>
</table>

#### 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms of the agreement are or will be negotiated at arm's length, and explain how you determine or will determine that you pay no more than fair market value. Attach copies of any written contracts or other agreements relating to such purchases.

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<th></th>
<th></th>
<th>Yes</th>
<th>No</th>
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<tbody>
<tr>
<td>a</td>
<td>Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If &quot;Yes,&quot; describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms of the agreement are or will be negotiated at arm's length, and explain how you determine or will determine that you pay no more than fair market value. Attach copies of any written contracts or other agreements relating to such sales.</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
</tbody>
</table>

#### 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.

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<th></th>
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<th>Yes</th>
<th>No</th>
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<tbody>
<tr>
<td>a</td>
<td>Describe any written or oral arrangements that you made or intend to make.</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
<tr>
<td>b</td>
<td>Identify with whom you have or will have such arrangements.</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
<tr>
<td>c</td>
<td>Explain how the terms of the agreement are or will be negotiated at arm's length.</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
<tr>
<td>d</td>
<td>Explain how you determine you pay no more than fair market value or you are paid at least fair market value.</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
<tr>
<td>e</td>
<td>Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.</td>
<td>☑ Yes</td>
<td>☐ No</td>
</tr>
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</table>

#### 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.

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<th>Yes</th>
<th>No</th>
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<tr>
<td>a</td>
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<td>☑ Yes</td>
<td>☐ No</td>
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</table>
Part V  Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b Describe any written or oral arrangements you made or intend to make.

c Identify with whom you have or will have such arrangements.

d Explain how the terms are or will be negotiated at arm’s length.

e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.

f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI  Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to past, present, and planned activities. (See instructions.)

1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.

☐ Yes ☐ No

1b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. See Attachment 8

☐ Yes ☐ No

2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.

☐ Yes ☐ No

3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.

☐ Yes ☐ No

Part VII  Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

1 Are you a successor to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.

☐ Yes ☐ No

2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.

☐ Yes ☐ No

Part VIII  Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to past, present, and planned activities. (See instructions.)

1 Do you support or oppose candidates in political campaigns in any way? If "Yes," explain.

☐ Yes ☐ No

2a Do you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. See Attachment 9

☐ Yes ☐ No

2b Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.

☐ Yes ☐ No

3a Do you or will you operate bingo or gaming activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data.

☐ Yes ☐ No

3b Do you or will you enter into contracts with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm’s length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.

☐ Yes ☐ No

3c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

☐ Yes ☐ No
Part VIII Your Specific Activities (Continued)

4a Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)

☐ Yes ☐ No

☐ mail solicitations
☐ phone solicitations
☐ email solicitations
☐ accept donations on your website
☐ personal solicitations
☐ receive donations from another organization's website
☐ vehicle, boat, plane, or similar donations
☐ government grant solicitations
☐ foundation grant solicitations
☐ Other

Attach a description of each fundraising program. See Attachment 10

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.

☐ Yes ☐ No

Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.

☐ Yes ☐ No

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you raise funds for your own organization, you raise funds for another organization, or another organization raises funds for you.

☐ Yes ☐ No

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.

5 Are you affiliated with a governmental unit? If "Yes," explain.

☐ Yes ☐ No

6a Do you or will you engage in economic development? If "Yes," describe your program.

☐ Yes ☐ No

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.

☐ Yes ☐ No

Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.

☐ Yes ☐ No

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.

☐ Yes ☐ No

See Attachment 11

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.

☐ Yes ☐ No

b Do you provide child care so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).

☐ Yes ☐ No

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).

☐ Yes ☐ No

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).

☐ Yes ☐ No

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.

☐ Yes ☐ No

See Attachment 12
### Part VIII: Your Specific Activities (Continued)

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>11 Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If &quot;Yes,&quot; describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>12a Do you or will you operate in a foreign country or countries? If &quot;Yes,&quot; answer lines 12b through 12d. If &quot;No,&quot; go to line 13a.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>b Name the foreign countries and regions within the countries in which you operate.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Describe your operations in each country and region in which you operate.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Describe how your operations in each country and region further your exempt purposes.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13a Do you or will you make grants, loans, or other distributions to organization(s)? If &quot;Yes,&quot; answer lines 13b through 13g. If &quot;No,&quot; go to line 14a.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>b Describe how your grants, loans, or other distributions to organizations further your exempt purposes.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>c Do you have written contracts with each of these organizations? If &quot;Yes,&quot; attach a copy of each contract.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>d Identify each recipient organization and any relationship between you and the recipient organization.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>e Describe the records you keep with respect to the grants, loans, or other distributions you make.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>f Describe your selection process, including whether you do any of the following:</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>(i) Do you require an application form? If &quot;Yes,&quot; attach a copy of the form.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>(ii) Do you require a grant proposal? If &quot;Yes,&quot; describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>g Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>14a Do you or will you make grants, loans, or other distributions to foreign organizations? If &quot;Yes,&quot; answer lines 14b through 14f. If &quot;No,&quot; go to line 15.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>b Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>c Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If &quot;Yes,&quot; list all earmarked organizations or countries.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>d Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If &quot;Yes,&quot; describe how you relay this information to contributors.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>e Do you or will you make pre-grant inquiries about the recipient organization? If &quot;Yes,&quot; describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>f Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If &quot;Yes,&quot; describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.</td>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>
### Part VIII Your Specific Activities (Continued)

15. Do you have a close connection with any organizations? If "Yes," explain. See Attachment 16.  
   - Yes [x]  No [ ]

16. Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain.  
   - Yes [ ]  No [x]

17. Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain.  
   - Yes [ ]  No [x]

18. Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain.  
   - Yes [ ]  No [x]

19. Do you or will you operate a school? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.  
   - Yes [ ]  No [x]

20. Is your main function to provide hospital or medical care? If "Yes," complete Schedule C.  
   - Yes [ ]  No [x]

21. Do you or will you provide low-income housing or housing for the elderly or handicapped? If "Yes," complete Schedule F.  
   - Yes [ ]  No [x]

22. Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.  

   Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.
### A. Statement of Revenues and Expenses (Estimated)

<table>
<thead>
<tr>
<th>Type of revenue or expense</th>
<th>(a) From 04/15/08 To 06/30/08</th>
<th>(b) From 07/01/08 To 06/30/09</th>
<th>(c) From 07/01/09 To 06/30/10</th>
<th>(d) From 07/01/10 To 06/30/12</th>
<th>(e) Provide Total for (a) through (d)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, and contributions received (do not include unusual grants)</td>
<td>0</td>
<td>46,413,000</td>
<td>92,826,000</td>
<td>139,239,000.00</td>
<td></td>
</tr>
<tr>
<td>2 Membership fees received</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>3 Gross investment income</td>
<td>0</td>
<td>969,000</td>
<td>1,938,000</td>
<td>2,907,000.00</td>
<td></td>
</tr>
<tr>
<td>4 Net unrelated business income</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>5 Taxes levied for your benefit</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)*</td>
<td>0</td>
<td>1,502,000</td>
<td>3,004,000</td>
<td>4,506,000.00</td>
<td></td>
</tr>
<tr>
<td>8 Total of lines 1 through 7</td>
<td>0.00</td>
<td>48,884,000.00</td>
<td>97,768,000.00</td>
<td>146,652,000.00</td>
<td></td>
</tr>
<tr>
<td>9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)</td>
<td>0</td>
<td>5,103,000</td>
<td>10,206,000</td>
<td>15,309,000.00</td>
<td></td>
</tr>
<tr>
<td>10 Total of lines 8 and 9</td>
<td>0.00</td>
<td>53,987,000.00</td>
<td>107,974,000.00</td>
<td>161,961,000.00</td>
<td></td>
</tr>
<tr>
<td>11 Net gain or loss on sale of capital assets (attach ** schedule and see instructions)</td>
<td>0</td>
<td>743,000</td>
<td>1,486,000</td>
<td>2,229,000.00</td>
<td></td>
</tr>
<tr>
<td>12 Unusual grants</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>13 Total Revenue Add lines 10 through 12</td>
<td>0.00</td>
<td>54,730,000.00</td>
<td>109,460,000.00</td>
<td>164,190,000.00</td>
<td></td>
</tr>
<tr>
<td>14 Fundraising expenses</td>
<td>0</td>
<td>8,688,000</td>
<td>17,376,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>16 Disbursements to or for the benefit of members (attach an itemized list)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>17 Compensation of officers, directors, and trustees</td>
<td>0</td>
<td>833,000</td>
<td>1,666,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>18 Other salaries and wages</td>
<td>0</td>
<td>16,109,000</td>
<td>32,218,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>19 Interest expense</td>
<td>0</td>
<td>89,000</td>
<td>178,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Occupancy (rent, utilities, etc.)</td>
<td>0</td>
<td>2,962,000</td>
<td>5,924,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 Depreciation and depletion</td>
<td>0</td>
<td>1,544,000</td>
<td>3,088,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Professional fees ***</td>
<td>0</td>
<td>479,000</td>
<td>958,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>23 Any expense not otherwise classified, such as program services (attach itemized list)****</td>
<td>0</td>
<td>24,026,000</td>
<td>48,052,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>24 Total Expenses Add lines 14 through 23</td>
<td>0.00</td>
<td>54,730,000.00</td>
<td>109,460,000.00</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## Part IX Financial Data (Continued)

### B. Balance Sheet (for your most recently completed tax year)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td>Cash</td>
</tr>
<tr>
<td>2</td>
<td></td>
<td>Accounts receivable, net</td>
</tr>
<tr>
<td>3</td>
<td></td>
<td>Inventories</td>
</tr>
<tr>
<td>4</td>
<td></td>
<td>Bonds and notes receivable (attach an itemized list)</td>
</tr>
<tr>
<td>5</td>
<td></td>
<td>Corporate stocks (attach an itemized list)</td>
</tr>
<tr>
<td>6</td>
<td></td>
<td>Loans receivable (attach an itemized list)</td>
</tr>
<tr>
<td>7</td>
<td></td>
<td>Other investments (attach an itemized list)</td>
</tr>
<tr>
<td>8</td>
<td></td>
<td>Depreciable and depreciable assets (attach an itemized list)</td>
</tr>
<tr>
<td>9</td>
<td></td>
<td>Land</td>
</tr>
<tr>
<td>10</td>
<td></td>
<td>Other assets (attach an itemized list)</td>
</tr>
<tr>
<td>11</td>
<td></td>
<td><strong>Total Assets (add lines 1 through 10)</strong></td>
</tr>
<tr>
<td>12</td>
<td></td>
<td>Accounts payable</td>
</tr>
<tr>
<td>13</td>
<td></td>
<td>Contributions, gifts, grants, etc. payable</td>
</tr>
<tr>
<td>14</td>
<td></td>
<td>Mortgages and notes payable (attach an itemized list)</td>
</tr>
<tr>
<td>15</td>
<td></td>
<td>Other liabilities (attach an itemized list)</td>
</tr>
<tr>
<td>16</td>
<td></td>
<td><strong>Total Liabilities (add lines 12 through 15)</strong></td>
</tr>
<tr>
<td>17</td>
<td></td>
<td>Total fund balances or net assets</td>
</tr>
<tr>
<td>18</td>
<td></td>
<td>Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)</td>
</tr>
</tbody>
</table>

### Part X Public Charity Status

Part X is designed to classify you as an organization that is either a private foundation or a public charity. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a private operating foundation. (See instructions.)

1a. Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed.

2. Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.

3. Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4.

4. Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?

5. If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

   a. 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches.
   b. 509(a)(1) and 170(b)(1)(A)(ii)—a school.
   c. 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital.
   d. 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization.
e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.  
f 509(a)(1) and 170(b)(1)(A)(v)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.  
g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.  
h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).  
i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an advance or a definitive ruling by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

a Request for Advance Ruling: By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, Extending the Tax Assessment Period, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

For Organization

[Signature]

Jennifer I. Reynoso

Signed (Type or print name of signer)

7/11/18

(Date)

Secretary

[Type or print title or authority of signer]

For IRS Use Only

[Signature]

IRS Director, Exempt Organizations

(Date)

b Request for Definitive Ruling: Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses.

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is “None,” check this box.

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each disqualified person. If the answer is “None,” check this box.

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) $5,000. If the answer is “None,” check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If “Yes,” attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.

[Signature]

Yes No
Part XI  User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed $10,000 annually over a 4-year period, you must submit payment of $750. If your gross receipts have not exceeded or will not exceed $10,000 annually over a 4-year period, the required user fee payment is $300. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type “User Fee” in the keyword box, or call Customer Account Services at 1-877-229-5500 for current information.

1. Have your annual gross receipts averaged or are they expected to average not more than $10,000?  
   - Yes  ☐  No ☒
   
2. Check the box if you have enclosed the reduced user fee payment of $300 (Subject to change).
   ☐

3. Check the box if you have enclosed the user fee payment of $750 (Subject to change).  
   ☒

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please sign here: 

Signature of Officer, Director, Trustee, or other authorized official: 

Jennifer L. Reynolds

Type or print name of signer:

Secretary

Type or print title or authority of signer:

(Date) 11/18

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Form 1023 (Rev. 6-2006)
Attachment 1
WNET.ORG  
EIN: 26-2810489  
450 West 33rd Street  
New York, NY 10001  

July, 2008  

Response to Form 1023  

Part II, Question 1  

CERTIFICATION  

I hereby certify that I am the Secretary of WNET.org and that the attached is a complete and accurate copy of the Provisional Charter of such corporation, granted by the Regents of the University of the State of New York on April 15, 2008.

[Signature]

Jennifer I. Reynoso  
Secretary
April 15, 2008

Jennifer Reynoso
Simpson Thacher & Bartlett, LLP
425 Lexington Avenue
New York, New York 10017-3954

Dear Ms. Reynoso:

I am pleased to advise you that the Board of Regents, at its meeting today, formally voted to grant a provisional charter to WNET.org. A copy of the vote adopted is enclosed.

The charter is valid for five years to April 15, 2013 but may be terminated by the Regents at the expiration of that period unless application is made prior to that time for its extension or for its replacement by an absolute charter.

The formal charter document will be prepared and forwarded to you by the Secretary to the Board of Regents. You should expect to receive your charter document shortly.

Yours truly,

Kathy A. Ahearn

Enclosure
Adopted April 15, 2008

WNET.ORG

Voted, that

1. A provisional charter valid for a term of five years is granted incorporating James S. Tisch, Charlotte Nichoson Ackert, Ralph M. Baruch, Ann G. Tenenbaum, Michael J. Wolf and their associates and successors as an education corporation under the corporate name of WNET.org, located in the city, county, and state of New York.

2. The purposes for which such corporation is formed are:
   a. To foster the ideals of excellence, engagement, and education in all manner and media throughout the local communities served by the corporation beyond;
   b. To acquire, construct and operate noncommercial educational radio and television stations, obtain and hold appropriate authorizations and licensures for the operation of said stations from State or Federal authorities, and participate in state, regional, and national educational networks;
   c. To acquire, build, and operate other media platforms, including, but not limited to various forms of new and traditional media;
   d. To create, acquire, and preserve content in all manner and media that inspires, celebrates imagination, facilitates informed discussion, supports the healthy development and education of children, explores history, science, humanities, and culture and arts, including but not limited to educational, entertaining and cultural programs, films, and recordings;
   e. To distribute the corporation’s content in all manner and media worldwide, whether
on the corporation’s platforms or through sale or license to any other persons, corporations, or organizations, whether commercial or noncommercial; and

f. To aid, assist, and work in conjunction with corporations, educational institutions, organizations, agencies, foundations, and individuals interested or engaged in any of the fields or purposes of the corporation, and generally to encourage and foster educational and cultural television, broadcasting and media.

3. The persons named as incorporators shall constitute the first board of trustees. The board shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than fifty-five nor less than five.

4. The names and post office addresses of the first trustees are as follows:

James S Tisch  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001

Charlotte Nichoson Ackert  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001

Ann G. Tenenbaum  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001

Dirk Ziff  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001

John P. Arnhold  
c/o WNET.org
450 West 33rd Street  
New York, New York 10001  

Ralph M. Baruch  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001  

Michael J. Bertuch  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001  

Meredith Brokaw  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001  

Lisa Caputo  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001  

Raymond G. Chambers  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001  

Matthew T. Crosson  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001  

Barry Diller  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001  

Jaines L. Dolan  
c/o WNET.org  
450 West 33rd Street  
New York, New York 10001  

Nancy R. Douzinas  
c/o WNET.org  
450 West 33rd Street
New York, New York 10001

Frances D. Fergusson
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Marina Kellen French
c/o WNET.org
450 West 33rd Street
New York, New York 10001

James M. Goldrick
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Earl G. Graves, Jr.
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Edward Grebow
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Mark N. Kaplan
c/o WNET.org
450 West 33rd Street
New York, New York 10001

John P. Arnhold
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Frederick W. Hill
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Betsy Lack
c/o WNET.org
450 West 33rd Street
New York, New York 10001
David H. Koch
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Aerin Lauder
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Philip A. Laskaway
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Carol Sutton Lewis
c/o WNET.org
450 West 33rd Street
New York, New York 10001

John A. Levin
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Nora McAniff
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Bette Bao Lord
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Cheryl S. Milstein
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Thomas Moran
c/o WNET.org
450 West 33rd Street
New York, New York 10001
Joshua L. Nash
c/o WNET.org
450 West 33rd Street
New York, New York 10001

George D. O'Neill
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Steven Rattner
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Judith Resnick
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Shelley F. Rubin
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Geoffrey K. Sands
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Bernard L. Schwartz
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Eric Semler
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Barry R. Shapiro
c/o WNET.org
450 West 33rd Street
New York, New York 10001
Daniel H. Stern
C/o WNET.org
450 West 33rd Street
New York, New York 10001

A.J.C. Smith
C/o WNET.org
450 West 33rd Street
New York, New York 10001

Lauren M. Tyler
C/o WNET.org
450 West 33rd Street
New York, New York 10001

Leonard Tow
C/o WNET.org
450 West 33rd Street
New York, New York 10001

Claude Becker Wasserstein
C/o WNET.org
450 West 33rd Street
New York, New York 10001

Rosalind P. Walker
C/o WNET.org
450 West 33rd Street
New York, New York 10001

Michael Wolf
C/o WNET.org
450 West 33rd Street
New York, New York 10001

5. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, as defined in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), and no part of the net earnings or net income shall inure to the benefit of any member, trustee, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for
services rendered to or for the corporation), and no member, trustee, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

6. Notwithstanding any other provision of these articles the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code).

7. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future Federal tax code, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision) and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

8. Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of
the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.

9. The principal office of the corporation shall be located at 450 West 33rd Street, New York, New York 10001.

10. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

11. Such provisional charter will be made absolute if, within five years after the date when this charter is granted, the corporation shall acquire resources and equipment which are available for its use and support and which are sufficient and suitable for its chartered purposes in the judgment of the Regents of the University, and shall be maintaining an institution of educational usefulness and character satisfactory to the Regents. Prior to the expiration of said five-year period, an application for the extension of such provisional charter or for an absolute charter will be entertained by the Regents, but in the event that such application is not made, then at the expiration of said term of five years, and upon notice by the Regents, such provisional charter shall terminate and become void and shall be surrendered to the Regents.
Attachment 2
WNET.ORG
EIN: 26-2810489
450 West 33rd Street
New York, NY 10001
July, 2008
Response to Form 1023
Part II, Question 5

CERTIFICATION

I hereby certify that I am the Secretary of WNET.org and that the attached is a complete and accurate copy of the By-Laws of such corporation.

Jennifer I. Reynoso
Secretary
BY-LAWS OF

WNET.ORG

ARTICLE I

NAME

SECTION 1. Name. The name of the corporation (the "Corporation") is:

WNET.ORG

ARTICLE II

PURPOSES

SECTION 1. Purposes. The Corporation is organized for exclusively educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation is chartered by the Regents of the University of the State of New York (the "Regents"). The purposes for which the Corporation is formed are:

(a) to foster the ideals of excellence, engagement, and education in all manner and media throughout the local communities served by the Corporation and beyond;

(b) to acquire, construct and operate noncommercial educational radio and television stations, to obtain and hold appropriate authorizations and licenses for the operation of said stations from State or Federal authorities, and to participate in state, regional, and national educational networks;

(c) to acquire, build, and operate other media platforms, including, but not limited to, various forms of new and traditional media;

(d) to create, acquire, and preserve content in all manner and media that inspires, celebrates imagination, facilitates informed discussion, supports the healthy development and education of children, explores history, science, humanities, and culture and arts, including but not limited to educational, entertaining and cultural programs, films, and recordings;

(e) to distribute the Corporation’s content in all manner and media worldwide, whether on the Corporation’s media platforms or through sale or license to any other persons, corporations, or organizations, whether commercial or noncommercial; and

(f) to aid, assist, and work in conjunction with corporations, educational institutions, organizations, agencies, foundations, and individuals interested or engaged in any of the fields or purposes of the Corporation, and generally to encourage and foster educational and cultural television, broadcasting, and media.
In furtherance of these purposes, the Corporation will:

(a) promote and support educational television, broadcasting and electronic media;

(b) operate public broadcasting stations and electronic media platforms, including operation of WNET, WNET-DT, WLIW and WLIW-DT with regard for the promotion of educational television in, and service to, the greater metropolitan New York City area, including New Jersey, Connecticut and Long Island;

(c) solicit, collect, accept, receive, hold, invest, reinvest, and administer gifts, legacies, bequests, devises, funds, benefits of trusts and profits of any sort or nature, without limitation as to amount or value, and use, apply, employ, expend, disburse, or donate the income or principal thereof, and generally devote the same to any of the purposes of the Corporation; and

(d) do any and all lawful acts and things which may be necessary, useful, suitable, desirable or proper for the furtherance or accomplishment of any or all of the foregoing purposes.

ARTICLE III
LIMITATIONS

SECTION 1. Limitations.

(a) The Corporation will be a nonstock corporation organized and operated exclusively for educational purposes, and no part of its net earnings will inure to the benefit of any individual, and no Trustee, officer or employee of the Corporation will receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.

(b) The Corporation will not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Code Section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

(c) No substantial part of the activities of the Corporation will be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Code Section 501(h) during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by the statutory provision), and the Corporation will not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(d) Upon dissolution of the Corporation, the Board of Trustees (the "Board of Trustees") will dispose of the remaining assets of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, exclusively for one or more exempt purposes, within the meaning of Code Section 501(c)(3), or will distribute the same to the Federal government, or to a state or local government, for a public
purpose. Any assets not so disposed of will be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court may determine.

ARTICLE IV
TRUSTEES

SECTION 1. Powers and Duties. The activities and affairs of the Corporation will be managed by a Board of Trustees. Subject to Section 236 of the Education Law of the State of New York, the Board of Trustees will manage the business, property, provide for the operation of television stations and/or radio stations, make all decisions of policy, employ and appoint all necessary executives, agents and representatives to carry out the purposes of this Corporation, and will do all other things in the management of the business, property and affairs of the Corporation necessary to carry out its purposes.

SECTION 2. Number. The Board of Trustees will consist of not less than five (5) nor more than fifty-five (55) persons, at least one of whom must be a resident of the state of New York. Determination of the number of Trustees will be made, from time to time, by and in the discretion of the Board of Trustees at any annual, regular or special meeting; provided, however, that the number of Trustees will not be decreased by the Board of Trustees to a number less than the number of Trustees then in office. If the number of Trustees is at any time more than five (5), the Board of Trustees, after notice of the proposed action in the call for a meeting, may, by a vote of two-thirds of all the members of the Board of Trustees, decrease the number of Trustees to not less than five (5) by abolishing the office of any Trustee which is vacant and filing in the office of the Regents a certified copy of the action; provided, however, that the Board of Trustees may not abolish the office of a vacant Class B Trustee if such action would bring the total number of Class B Trustees to a number less than that required by Section 3(a) of this ARTICLE IV. If the number of Trustees is at any time less than fifty-five (55), the Board of Trustees may, by a vote of two-thirds of all the members of the Board of Trustees, increase the number of Trustees to not more than fifty-five (55).

SECTION 3. Classes, Election and Term of Office.

(a) The Board of Trustees will be divided into two classes: Class A and Class B. Class A Trustees will be those Trustees of the Corporation who have been elected pursuant to Section 2(b) of this ARTICLE IV and who were initially nominated by and so designated by the Nominating Committee of the Board of Trustees. Class B Trustees will be those Trustees of the Corporation who have been elected pursuant to Section 3(b) of this ARTICLE IV and who were initially nominated by the Long Island Educational TV Council, Inc. ("LIETV") or who may replace another Class B Trustee and were initially nominated by LIETV; provided, however, that if LIETV will cease to exist, then a majority of the Class B Trustees then in office will be entitled to nominate persons to fill any vacancy in the office of any Class B Trustee. The total number of Class B Trustees will be eight (8); provided, however, that if the total number of Trustees (including vacancies) will be set at a number either above fifty-eight (58) (assuming that Section 2
of this ARTICLE IV has been amended to so permit) or below fifty-two (52) then the total number of Class B Trustees will be set at the number equal to 8/55s of the number of authorized Trustees (pursuant to Section 2 of this ARTICLE IV) rounded to the nearest whole number.

(b) Trustees, except as provided in Section 6 of this ARTICLE IV, will be elected by the Board of Trustees at the Annual Meeting of the Board, as defined below. The term of office of each member of the Board of Trustees will be three (3) years, expiring at the Annual Meeting of the Board in the year in which such Trustee will have served his three (3) year term, and after his successor has been elected and qualified. Trustees will stand for election after each three-year term. However, in order that a rotating system of election may be established:

(i) The Trustees named in the Charter will as closely as possible be divided into three numerically equal groups: one group will hold office until the first Annual Meeting of the Board (as set forth in Section 7 of this Article IV) and until their successors are elected and qualified; the second group will hold office until the second Annual Meeting of the Board and until their successors are elected and qualified; and the third group will hold office until the third Annual Meeting of the Board and until their successors are elected and qualified.

(ii) The Board of Trustees will, by majority vote, determine the composition of each such group.

(iii) Each of the Class A and Class B Trustees will be divided among the groups to be as nearly equal in number as possible.

(iv) Additional Trustees may also be designated for one or two year terms, as the case may be, to preserve such rotating basis.

SECTION 4. Removal or Suspension. The Board of Trustees, by vote of a majority of the entire number of Trustees, as designated in Section 2 of this ARTICLE IV, may remove or suspend from office any Trustee on examination and due proof of the truth of a written complaint by any Trustee of misconduct, incapacity or neglect of duty; provided, however, that at least one week's previous notice of the proposed action will have been given to the accused Trustee and to each of the other Trustees. The Regents, after a hearing before the Regents or a committee thereof, may remove any Trustee for misconduct, incapacity, neglect of duty or where it appears to the satisfaction of the Regents that the Corporation has failed or refuses to carry into effect its educational purposes. At least ten (10) days notice of the time and place of such hearing will be given to the Trustees.

SECTION 5. Resignation, Actual and Deemed. Any Trustee may resign at any time, orally or in writing, by notifying the CEO or the Secretary of the Corporation. Any such resignation will take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation will not be necessary to make it effective. If any Trustee fails to attend three (3) consecutive meetings of the Board of Trustees without excuse accepted as
satisfactory by the Board of Trustees, the Trustee is deemed to have resigned and the vacancy will be filled as provided in Section 6 of this ARTICLE IV.

SECTION 6. Vacancies and Increase. The Board of Trustees may fill any vacancy occurring in the office of any Trustee by electing, at any annual, regular or special meeting, another Trustee for the unexpired term; provided that a Class A Trustee will only be replaced with another Class A Trustee and a Class B Trustee will only be replaced with another Class B Trustee. The office of any Trustee will become vacant on his death, resignation, refusal to act, removal from office, expiration of his term, or as a result of any other cause which may be specified in the Charter as the same may be amended. Any increase in the number of Trustees will, to the extent of such increase, be deemed to create one or more vacancies to be filled as provided in this Section 6. Any vacancy in the office of Trustees continuing for more than one (1) year, or any vacancy reducing the number of Trustees in office to less than two-thirds of the full number designated pursuant to Section 2 of this ARTICLE IV, may be filled by the Regents. If the Regents, as provided in Section 4 of this ARTICLE IV, should remove any Trustee from office, the Regents may fill the vacancy so created by appointing a successor to the Trustee so removed.

SECTION 7. Annual Meeting. The annual meeting of the Board of Trustees (the “Annual Meeting of the Board”) will be held at 4:00 p.m. on the third Tuesday in May in each year (or, if such date is a legal holiday, on the next succeeding business day at the same time), or at such other time as may be determined by the Board of Trustees or the CEO and designated in the notice of the meeting. At each Annual Meeting of the Board or adjournment thereof, the Board of Trustees will be entitled to elect a new Board of Trustees and may transact such other business as may properly come before the meeting. The first meeting of the newly-elected Board of Trustees, if held immediately after election of such Board and if a quorum be present, will be deemed to be a continuation of the Annual Meeting of the Board.

SECTION 8. Regular Meetings. The Board of Trustees will hold regular meetings at such time and place and at such intervals as the Board will fix from time to time by resolution. If the day fixed for such a regular meeting is a legal holiday, such meeting will be held on the next succeeding business day.

SECTION 9. Special Meetings. The Chairman of the Board of Trustees, the CEO or Secretary may call, and by written request signed by any two Trustees must call, special meetings of the Board of Trustees.

SECTION 10. Chairman. The Board of Trustees will elect by majority vote of the Trustees present at a duly constituted meeting, a Chairman from among its membership for a term of two (2) years or until the election and qualification of his successor. Meetings of the Trustees will be presided over by the Chairman or in his absence by a Vice Chairman or in the absence of the Vice Chairman by the CEO, or if all are absent, by a Trustee to be chosen at the meeting.
SECTION 11. Vice Chairman.

(a) The Board of Trustees will elect, by majority vote of the Trustees present at a duly constituted meeting, a Vice Chairman or Vice Chairmen from among its membership for a term of two (2) years or until the election and qualification of his successor.

(b) If the Chairman of the Board of Trustees of LIETV is also a Class B Trustee, then such person will automatically be designated a Vice Chairman for so long as he is Chairman of the Board of Trustees of LIETV. If the Chairman of the Board of Trustees of LIETV is not a Class B Trustee, then a majority of the Class B Trustees then in office will be entitled to designate a Class B Trustee to be a Vice Chairman.

SECTION 12. Place of Meetings. Any and all meetings of the Board of Trustees will be held at the office of the Corporation or at such other place, within or without the State of New York, as may be designated in the notice or waiver of notice of such meeting.

SECTION 13. Notice of Meetings. Notice of the time and place of every meeting of the Board of Trustees will be mailed not less than five (5) nor more than twenty-one (21) days before such meeting, to the usual address of every Trustee. Notice may also be given by telephone or sent by facsimile transmission, courier service, electronic mail or hand delivery. Any business may be transacted by the Board of Trustees at a meeting at which every member of the Board of Trustees is present, though held without notice.

SECTION 14. Waiver of Notice. Notwithstanding the provisions of Section 13 of this ARTICLE IV, any meeting of Trustees and any action otherwise properly taken thereat will be valid if notice of the time, place and purposes of such meeting has been waived in writing before, at, or after such meeting by all of the Trustees.

SECTION 15. Quorum. Except as otherwise provided by law, by the Charter or the By-Laws, if the number of Trustees designated pursuant to Section 2 of this ARTICLE IV is more than fifteen (15), then the presence in person of at least five (5) Trustees plus one additional Trustee for every ten (10) Trustees (or fraction thereof) in excess of fifteen will be necessary and sufficient to constitute a quorum. If the number of Trustees designated pursuant to Section 2 of this ARTICLE IV is fifteen (15) or less, the presence in person of one-third of such number of Trustees will be necessary and sufficient to constitute a quorum. In the absence of a quorum, a smaller number may adjourn any meeting to a later date. If by telephone, facsimile transmission, electronic mail, or hand delivery, at least one (1) day’s notice of such adjourned date must be given to each Trustee who is not present at such meeting. If by mail or courier service, at least two (2) days notice must be given to each Trustee who is not present at such meeting.

SECTION 16. Action by Majority Vote.

(a) The act of a majority of the Trustees present at a meeting at which a quorum is present will be necessary and sufficient to take any action except as otherwise provided for in (b) of this Section 16 or as otherwise expressly required by law, by the Rules of the
Regents, or by the Corporation’s Charter as the same may be amended or by these By-Laws as the same may be amended.

(b) Any action may be taken by the Trustees without a meeting if all Trustees entitled to vote with respect to the subject matter thereof consent in writing (including via electronic transmission) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Trustees will be filed with the minutes of the proceedings of the Trustees.

(c) No employee of the Corporation, should he be a Trustee, will vote on a question relating to his own salary or emoluments.

SECTION 17. Compensation. The Trustees will serve without salary or other remuneration for their service as Trustees. Trustees may be reimbursed for expenses actually and reasonably incurred by them in connection with attendance at meetings and with the performance of other authorized duties in connection with the business and affairs of the Corporation, provided that such expenses have been approved by the Treasurer or by the Board of Trustees.

SECTION 18. Telephonic Participation. Trustees may participate in any meeting of the Board of Trustees, the Executive Committee or any other committee established by the Board of Trustees pursuant to ARTICLE V hereof, by means of a conference telephone or similar communications equipment allowing all persons to hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

SECTION 19. Trustee-at-Large. The Board of Trustees may, from time to time, designate as a Trustee-at-Large, to serve at the will of the Board, any person whose commitment to the purposes of the Corporation has been determined and from whose wisdom and abilities the Board believes it will benefit. Pursuant to ARTICLE V, Section 3 of these By-Laws, Trustees-at-Large may serve as members of Board committees other than the Executive Committee. Trustees-at-Large may not vote at Board or committee meetings nor will their presence or absence affect the determination of a quorum. The number of Trustees-at-Large and members of the Board of Trustees, together, will not exceed the total number of Trustees authorized under Section 2 of this ARTICLE IV. Trustees-at-Large will be entitled to expense reimbursement in accordance with Section 17 of this ARTICLE IV.

SECTION 20. Life Trustee. The Nominating Committee may recommend to the Chairman, for designation as a Life Trustee, a retiring Trustee who has demonstrated outstanding service, ability, and commitment to the Corporation and/or its affiliated entities. Appointment to the title of Life Trustee will be subject to the following considerations: 1) service on the Board of the Corporation or one of its affiliated entities for at least seven years; 2) attendance at a high percentage of Board Meetings; 3) active participation on at least one working Committee annually; 4) generous financial support within the Trustee’s means; and 5) unusual contributions of a non-financial nature which might outweigh other considerations. Life Trustees may not vote at Board or committee meetings nor will their presence or absence affect the determination of a quorum. Life Trustees will be entitled to expense reimbursement in accordance with Section 17
of this ARTICLE IV. Life Trustees will be otherwise entitled to the same privileges afforded to Trustees.

SECTION 21. Officers Emeriti. The Nominating Committee may recommend to the Chairman, for designation as an Officer Emeritus, a retiring Chairman or Vice Chairman who has demonstrated outstanding service, ability, and commitment to the Corporation and/or its affiliated entities. Officers Emeriti may not vote at Board or committee meetings nor will their presence or absence affect the determination of a quorum. Officers Emeriti will be entitled to expense reimbursement in accordance with Section 17 of this ARTICLE IV. Officers Emeriti will be otherwise entitled to the same privileges afforded to Trustees.

SECTION 22. Conflicts Policy. The following contracts or transactions must be disclosed in good faith or known to the Board of Trustees or committee authorizing a contract or other transaction:

(a) contracts or transactions between the Corporation and one or more of its Trustees or officers, or one or more other disqualified persons within the meaning of Code Section 4958, and the regulations promulgated thereunder, which will include the family members and 35% controlled entities of any disqualified person; and

(b) contracts or transactions between the Corporation and any other corporation, firm, association, or other entity in which one or more of the Trustees or officers of the Corporation are directors, trustees or officers or have a substantial financial interest, affiliation, or other significant relationship.

The interested individual may participate in the information-gathering stage of the Board of Trustees’, or committee’s, discussion but will retire from the room in which the Board of Trustees or a committee thereof is meeting and will not participate in the final deliberation or decision regarding such contract or other transaction. Such interested individual may not vote on such contract or other transaction. Common or interested Trustees may be counted in determining the presence of a quorum at the meeting of the Board or of a committee which authorizes such contracts. All questions as to whether a conflict of interest exists will be resolved by a vote of the Board of Trustees in which the interested individual may not vote. In determining whether to approve such contract or transaction, disinterested Trustees will take into account the restrictions regarding excess benefit transactions under Code Section 4958.

The minutes of the meeting of the Board of Trustees or committee thereof will reflect (a) that the conflict of interest was disclosed, (b) that the interested Trustee or officer was not present during the final discussion or vote of the Board of Trustees or committee thereof and (c) that the interested individual abstained from voting.

A disclosure statement will be furnished annually to the Board by each Trustee, Life Trustee, Trustee at Large, Officer Emeritus and Officer. The disclosure statements will be reviewed annually by the Board of Trustees or by a committee thereof. In addition, each Trustee and officer must report promptly to the Corporation any potential conflict of interest as and when it arises.
ARTICLE V
EXECUTIVE COMMITTEE - OTHER COMMITTEES

SECTION 1. Selection and Vacancies.

(a) The Board of Trustees may establish from time to time an Executive Committee which will consist of not less than ten (10) Trustees. Members of the Executive Committee will consist of the Chairman and Vice Chairman or Vice Chairmen of the Board of Trustees, plus other Trustees elected by the Board at the Annual Meeting of the Board or at any regular or special meeting. Each Trustee so elected will serve until the next Annual Meeting of the Board.

(b) If not already elected or appointed pursuant to paragraph (a) of this Section 1, the Executive Committee will also include (i) the Class B Trustee who also serves as Vice Chairman of the Corporation pursuant to Section 11(b) of ARTICLE IV and (ii) if the First Vice Chairman of the Board of Trustees of LIETV is a Class B Trustee, such person, or if the First Vice Chairman of the Board of Trustees of LIETV is not a Class B Trustee, then a Class B Trustee designated by a majority of the Class B Trustees then in office.

(c) Any member of the Executive Committee may be removed with or without cause by resolution passed by the Board of Trustees at any regular or special meeting of the Board of Trustees.

SECTION 2. Powers, Action, Quorum, Records and Notice of Meetings. Except as hereafter provided in this Section 2 and subject to limitations prescribed by law, the Executive Committee may transact, in intervals between meetings the Board of Trustees, such business of the Corporation as the Board of Trustees may authorize. Such business may include authorizing the seal of the Corporation to be affixed to any paper which may require it. The Executive Committee will not have and may not exercise the power to grant degrees (if such power has been conferred on the Board of Trustees), the power to elect members of the Executive Committee, the power to fill vacancies in the Board of Trustees or in the Executive Committee or the power to make removals from office. A majority of the Executive Committee will constitute a quorum for the transaction of business, and any action taken by a majority of the members of the Executive Committee present at a meeting at which a quorum is present will constitute the act of the Executive Committee. The Chairman of the Executive Committee will be elected by the Board of Trustees. The Executive Committee will keep a record of its actions and will report the same to the Board of Trustees. Any action taken by the Executive Committee will be subject to rescission or change by the Board of Trustees, provided, however, that no such rescission or change will invalidate any acts of any officers or other persons taken prior to such rescission or change pursuant to such action of the Executive Committee. Subject to the limitations contained in these By-Laws, the Executive Committee may make rules of the calling, holding and conducting of its meetings and the keeping of the records thereof, provided that reasonable notice of all meetings of the Executive Committee will be given to the members thereof unless such notice is waived in the manner prescribed by Section 14 of ARTICLE IV.
SECTION 3. Other Committees. The Board of Trustees may from time to time authorize the creation of additional committees and may determine the names of such committees and whether or not the members of such committees must be Trustees of the Corporation; and, to the extent permitted by law, and by these By-Laws, may delegate the powers and duties of the Board of Trustees to such other committees, and, to such extent, may otherwise determine such powers and duties. The Board of Trustees may elect the members of such committees or may authorize the CEO and/or any other officer or officers to select the members of any such committee.

ARTICLE VI
OFFICERS OF THE CORPORATION

SECTION 1. Officers. The officers of the Corporation will include a Chairman of the Board, a Vice-Chairman or Vice-Chairmen of the Board, a CEO, a President, such number of Vice-Presidents as may from time to time be determined by the Board of Trustees, a Secretary, a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Trustees, in its discretion, may from time to time designate. Officers other than the Chairman of the Board need not be Trustees. Officers will be elected by the Board of Trustees at the Annual Meeting of the Board. The Board of Trustees may appoint such other additional officers, with such duties and authority, as it sees fit. Any two of the foregoing officers, except those of CEO and Vice-President, President and Vice-President, CEO and Secretary, or President and Secretary, may be held by the same person.

SECTION 2. Term. The term of office of each officer (including any officer who may occupy an additional office created by the Board of Trustees), other than the Chairman and any Vice-Chairmen, will be one (1) year and until his successor is elected and qualifies. As set forth in ARTICLE IV, Sections 10 and 11, the term of office of the Chairman and any Vice-Chairmen will be (2) years and until his or her successor is elected and qualified.

SECTION 3. Removal. Any officer may be removed either with or without cause by resolution passed by the Board of Trustees at any regular or special meeting of the Board of Trustees.

SECTION 4. Resignations. Any officer may resign at any time by notifying the Board of Trustees or the CEO or the Secretary orally or in writing. Such resignation will take effect at the time therein specified and, unless otherwise specified, the acceptance of such resignation will not be necessary to make it effective.

SECTION 5. Vacancies. A vacancy in any office caused by death, resignation, removal, disqualification or other cause will be filled for the unexpired portion of the term by the Board of Trustees at any regular or special meeting.

SECTION 6. The Chief Executive Officer (the "CEO"). The CEO will be the chief executive officer of the Corporation, subject, however, to the control of the Board of Trustees. In general, he will perform all the duties incident to the office of the chief executive officer of the Corporation and such other duties as are provided for in these By-Laws and as from time to time may be assigned to him by the Board of Trustees.
SECTION 7. The President. The President will report directly to the CEO. At the request of the CEO, or in his absence, at the request of the Board of Trustees or Executive Committee, the President will perform all the duties of the CEO and in so acting will have all the powers of and be subject to all the restrictions upon the CEO. The President will perform such other duties as may from time to time be assigned to him by the Board of Trustees or by the CEO.

SECTION 8. The Vice-Presidents. At the request of the President, or in his absence, at the request of the CEO, the Vice-Presidents designated by the Board of Trustees will perform all the duties of the President and in so acting will have all the powers of and be subject to all the restrictions upon the President. At the request of the CEO, or in his absence, at the request of the Board of Trustees or Executive Committee, the Vice-Presidents designated by the Board of Trustees will perform all the duties of the CEO and in so acting will have all the powers of and be subject to all the restrictions upon the CEO. Any Vice-President will perform such other duties as may from time to time be assigned to him by the Board of Trustees or by the CEO or by the President.

SECTION 9. The Treasurer. The Treasurer will collect and keep an account of all moneys received and expended for the use of the Corporation; will deposit sums received by the Corporation in the name of the Corporation in such depositories as will be approved by the Board of Trustees; will make reports of the finances of the Corporation at each Annual Meeting of the Board and when called upon by the CEO, and will perform such other duties as will be directed by the Board of Trustees or by the CEO. The funds, books and vouchers in the hands of the Treasurer (the “Financial Records”) will at all times be subject to the inspection, supervision and control of the Board of Trustees and the CEO and, at the expiration of his term of office, the Treasurer will turn over to his successor in office all books, moneys and other properties in his possession.

SECTION 10. The Secretary. The Secretary will act as Secretary of all meetings of the Board of Trustees and of the Executive Committee, and will keep the minutes thereof in the proper book or books to be provided for that purpose; he will see that all notices required to be given by the Corporation are duly given and served; he will have charge of the books, records and papers of the Corporation other than the Financial Records; he will see that the reports, statements and other documents required by law, other than the Financial Records, are properly kept and filed; and will, in general, perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Board of Trustees or by the CEO.

SECTION 11. Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers will perform such duties as will be assigned to them by the Secretary and by the Treasurer, respectively, or by the CEO or by the Board of Trustees.

SECTION 12. Compensation. Salaries or other compensation of the officers and employees of the Corporation may be fixed from time to time by the Board of Trustees or a committee of the Board. No more than two salaried employees of the Corporation may be members of the Board of Trustees, and neither of them will be prevented from receiving his salary by reason of fact that he is also a Trustee of the Corporation, provided, however, that
neither of such salaried employees, who will be serving as a member of the Board of Trustees, will have a vote in any question relating to his own salary or other emoluments. Officers may be reimbursed for expenses actually and reasonably incurred by them in connection with the performance of authorized duties in connection with the business and affairs of the Corporation provided that such expenses will have been approved by the CEO, or the Treasurer, or by their designees, or by the Board of Trustees and provided that no officer may approve his own expenses.

ARTICLE VII
INDEMNIFICATION

SECTION 1. Indemnification.

To the fullest extent permitted by law:

(a) The Corporation will indemnify any person (and that person's heirs, executors, guardians, administrators, assigns and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (including, but not limited to, actions brought in the right of the Corporation), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the person is or was a Trustee or officer of the Corporation, or, while a Trustee or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred. Notwithstanding the foregoing, the Corporation will indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board or the Corporation is ordered to indemnify that person by a court of law.

(b) The Corporation will pay expenses as incurred by any person described in subsection (a) of this ARTICLE VII in connection with any action, suit, proceeding or inquiry described in subsection (a) of this ARTICLE VII; provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay any amounts so advanced to the extent that it is ultimately determined that the person is not entitled to be indemnified under this ARTICLE VII or otherwise for such amounts.

(c) The Corporation may purchase and maintain insurance on behalf of any person described in subsection (a) of this ARTICLE VII against any liability asserted against that person, whether or not the Corporation would have the power to indemnify the person against that liability under the provisions of this ARTICLE VII or otherwise.
(d) The provisions of this ARTICLE VII will be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this ARTICLE VII, whether arising from acts or omissions occurring before or after its adoption. The provisions of this ARTICLE VII will be deemed to be a contract between the Corporation and each Trustee or officer who serves in such capacity at any time while this ARTICLE VII and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this ARTICLE VII will not adversely affect any right or protection of any person described in subsection (a) in respect of any act or omission occurring prior to the time of the repeal or modification.

(e) If any provision of this ARTICLE VII will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this ARTICLE VII. The rights of indemnification provided in this ARTICLE VII will neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection (a) of this ARTICLE VII may otherwise be entitled or permitted by contract, the Charter, vote of the Board, or otherwise, or as a matter of law, both as to actions in the person’s official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any person described in subsection (a) of this ARTICLE VII will be made to the fullest extent permitted by law.

(f) For purposes of this ARTICLE VII, reference to “other enterprises” will include employee benefit plans; reference to “fines” will include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to “serving at the request of the Corporation” will include any service as a Trustee or officer of the Corporation which imposes duties on, or involves services by, that Trustee or officer with respect to an employee benefit plan, its participants, or beneficiaries.

(g) The Corporation may, by vote of the Board, provide indemnification and advancement of expenses to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of and advancement of expenses to Trustees and officers.

SECTION 2. Other Rights. The foregoing rights of indemnification will not be exclusive of any other rights to which any such Trustee, officer or employee may be entitled under any present or future law, statute, rule of the Regents, By-Law or agreements or otherwise.

ARTICLE VIII
ANNUAL REPORT

SECTION 1. Report of the Trustees. The Corporation will, in accordance with Section 236 of the Education Law, transmit to the Education Department of the State of New York, on or before October 1st of each year, a report in the prescribed form.
ARTICLE IX
GRANTS, CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

SECTION 1. Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purpose of the Corporation, may be authorized by the Board of Trustees. The Board of Trustees may authorize any officer of officers, agent or agents, in the name and on behalf of the Corporation to make any such grants, contributions or assistance, which will be ratified by the Board of Trustees.

SECTION 2. Execution of Contracts. The Board of Trustees, except as otherwise provided in these By-Laws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances.

SECTION 3. Loans. The Board of Trustees may prospectively or retroactively authorize the CEO or any other officers or agent of the Corporation to effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds, or other evidences of indebtedness of the Corporation, and when authorized to do so may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Trustees may be general or confined to specific instances.

SECTION 4. Checks, Drafts, etc. All checks, drafts and other orders for payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation, may be signed on behalf of the Corporation in such manner as may from time to time be determined by resolution of the Board of Trustees.

SECTION 5. Deposits. The funds of the Corporation not otherwise employed may be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select or as may be selected by any one or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Trustees.

ARTICLE X
CORPORATE SEAL

SECTION 1. Seal. The seal of the Corporation may be in such form as may from time to time be adopted by the Board of Trustees.

ARTICLE XI
FISCAL YEAR

SECTION 1. Termination. Until changed by an amendment to these By-Laws, the fiscal year of the Corporation will end on June 30th of each year.
ARTICLE XII
AMENDMENTS TO BY-LAWS

SECTION 1. Amendments. Subject to the limitations conferred in Section 2 of this ARTICLE XII, these By-Laws and any provision or provisions thereof may be amended by changing, suspending, repealing or readopting the same or by substituting new by-laws therefor or adding new by-laws thereto, at any annual, regular or special meeting of the Board of Trustees by the affirmative vote of a majority of the Trustees present provided that there is a quorum at such meeting and that the substance of such amendment will have been stated in a notice or waiver of notice of such meeting.

SECTION 2. Limitations.

(a) No provision of these By-Laws, under which there is required for any specified action by the Board of Trustees more than a majority vote of the Trustees present at a meeting where there is a quorum, may be amended, suspended or repealed by a smaller vote than that required for action thereunder.

(b) Section 11(b) of ARTICLE IV and Section 1(b) of ARTICLE V will terminate and be of no further force or effect as of the ten-year anniversary of the closing date of the transactions contemplated by the Amended and Restated Asset Acquisition and Operating Agreement between the Corporation and LIETV dated as of August 7, 2002, as amended from time to time (the "LIETV Agreement").

(c) No provision of these By-Laws may be amended in a manner, nor may the Corporation take any action, which is inconsistent with the terms of the LIETV Agreement, without the consent of 2/3s of the Class B Trustees then in office, including, without limitation, amendments to (i) Section 1, second subsection (b), of ARTICLE II for so long as the Corporation owns WLIW; (ii) Sections 2 and 3 of ARTICLE IV; (iii) subject to their termination as provided in Section 2(b) of this ARTICLE XII, Section 11(b) of ARTICLE IV and Section 1(b) of ARTICLE V; and (iv) Sections 2(b) and 2(c) of this ARTICLE XII.

Adopted as of: April 15, 2008
Attachment 3
WNET.ORG
EIN: 26-2810489
450 West 33rd Street
New York, NY 10001
July, 2008
Response to Form 1023

Part IV

Using an attachment, describe your past, present, and planned activities in a narrative.

WNET.org (the "Charity") was chartered by the Regents of the University of the State of New York (the "Regents") on April 15, 2008, and is organized for purposes which are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Charity’s charitable and educational purposes include fostering the ideals of excellence, engagement, and education in all manner and media throughout the local communities served by the Charity and beyond. The Charity expects to acquire and operate media platforms, produce educational programming, distribute this programming through its own media platforms and through sale or license to others, and work generally to promote and support educational television, broadcasting and electronic media. Specifically, the Charity expects to acquire, construct and operate noncommercial educational radio and television stations, obtain and hold appropriate authorizations and licenses for the operation of these stations from State or Federal authorities, and participate in state, regional, and national educational networks. The Charity will also work to acquire, build, and operate other media platforms, including various forms of new and traditional media.
In addition to maintaining and operating media platforms, the Charity will produce both national and local programming of the highest possible quality, including educational programs targeted for groups ranging from pre-schoolers to senior citizens. To that end, the Charity will create, acquire, and preserve content in all manner and media that inspires, celebrates imagination, facilitates informed discussion, supports the healthy development and education of children, explores history, science, humanities, and culture and arts, including but not limited to educational, entertaining and cultural programs, films, and recordings.

The Charity will also distribute this content in all manner and media worldwide, whether on the Charity’s media platforms or through sale or license to any other persons, corporations, or organizations, whether commercial or noncommercial. The Charity will aid, assist, and work in conjunction with corporations, educational institutions, organizations, agencies, foundations, and individuals interested or engaged in any of the fields or purposes of the Charity, and generally to encourage and foster educational and cultural television, broadcasting, and media.

In addition, the Charity will act as the sole member of Educational Broadcasting Corporation ("EBC"), an organization that is exempt from Federal income tax pursuant to Code section 501(c)(3) and classified as a public charity pursuant to Code section 509(a)(1). Both the Charity and EBC are organized and operated for similar purposes. EBC holds the licenses for and operates Thirteen/WNET, WNET-DT, WLIW21 and WLIW-DT. As the flagship public broadcaster, EBC reaches millions of viewers each week in the New York, New Jersey, and Connecticut metropolitan area. EBC is currently one of the major producing stations for PBS and produces Great Performances, Nature, American Masters, Wide Angle and Cyberchase, among many other programs.
The Internal Revenue Service (the "IRS") recognizes that organizations, such as the Charity, dedicated to the operation of noncommercial educational radio and television stations, are exempt from Federal income tax under Code section 501(c)(3). Treas. Reg. § 1.501(c)(3)-1(d)(2) provides that the term "charitable" is used in its general legal sense and includes the "advancement of education or science." Treas. Reg. § 1.501(c)(3)-1(d)(3)(i) provides that the term "educational" relates to "(a) the instruction or training of the individual for the purpose of improving or developing his capabilities; or (b) the instruction of the public on subjects useful to the individual and beneficial to the community." Treas. Reg. § 1.501(c)(3)-1(d)(3)(ii) lists examples of educational organizations, the second of which is as follows: "An organization whose activities consist of presenting public discussion groups, forums, panels, lectures, or other similar programs. Such programs may be on radio or television."

Revenue Ruling 66-220, 1966-2 C.B. 209, holds that a nonprofit organization organized and operated exclusively for educational purposes to operate a noncommercial educational broadcasting station presenting educational, cultural and public interest programs is exempt from Federal income tax under Code section 501(c)(3). Revenue Ruling 67-342, 1967-2 C.B. 187, holds that a nonprofit organization that produces educational films and disseminates these materials to the public by means of commercial television is exempt from Federal income tax under Code section 501(c)(3). Revenue Ruling 76-4, 1976-1 C.B. 145, holds that a nonprofit organization that produces and distributes free (or at small cost-defraying fees) educational, cultural and public interest programs via public-educational channels of commercial cable television companies is exempt from Federal income tax under Code section 501(c)(3). Revenue Ruling 76-443, 1976-2 C.B. 149, holds that a nonprofit organization that makes facilities and equipment available to the general public for the production of noncommercial
educational or cultural television programs for distribution via public and educational channels of a commercial cable television company is exempt from Federal income tax under Code section 501(c)(3).

Because the Charity's purposes and activities are consistent with the above-cited authorities, the Charity will further charitable and educational purposes through its programs and activities.
WNET.ORG  
EIN: 26-2810489  
450 West 33rd Street  
New York, NY 10001  

July, 2008  

Response to Form 1023  

Part V, Question 1a  

1a. List the names, titles, and mailing addresses of all of your officers, directors and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee or other position.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount</th>
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<tbody>
<tr>
<td>James S. Tisch</td>
<td>Chairman and Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Ann G. Tenenbaum</td>
<td>Vice Chairman and Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Charlotte Nichoson Ackert</td>
<td>Vice Chairman and Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
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<tr>
<td>Dirk Ziff</td>
<td>Vice Chairman and Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Jennifer I. Reynoso</td>
<td>Secretary</td>
<td>Simpson Thacher &amp; Bartlett LLP 425 Lexington Avenue New York, NY 10017</td>
<td>None*</td>
</tr>
<tr>
<td>John P. Arnhold</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
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</table>

*Jennifer I. Reynoso is an attorney with Simpson Thacher & Bartlett LLP. Simpson Thacher & Bartlett LLP is one of EBC's highest compensated independent contractors. Ms. Reynoso does not have an ownership interest in Simpson Thacher & Bartlett LLP.
<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Address</th>
<th>Notes</th>
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<tr>
<td>William F. Baker</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
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<tr>
<td>Ralph M. Baruch</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
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<td>Michael J. Bertuch</td>
<td>Trustee</td>
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<td>Meredith Brokaw</td>
<td>Trustee</td>
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<tr>
<td>Lisa M. Caputo</td>
<td>Trustee</td>
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<tr>
<td>Raymond G. Chambers</td>
<td>Trustee</td>
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<td>Matthew T. Crosson</td>
<td>Trustee</td>
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<td>James L. Dolan</td>
<td>Trustee</td>
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<tr>
<td>Nancy R. Douzinias</td>
<td>Trustee</td>
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<td>Frances D. Fergusson</td>
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<td>Marina Kellen French</td>
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<td>James M. Goldrick</td>
<td>Trustee</td>
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<td>Earl G. Graves, Jr.</td>
<td>Trustee</td>
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<td>Edward Grebow</td>
<td>Trustee</td>
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<td>Frederick W. Hill</td>
<td>Trustee</td>
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<tr>
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<td>Position</td>
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<td>Relationship</td>
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<td>David H. Koch</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
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<tr>
<td>Betsy Lack</td>
<td>Trustee</td>
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<td>Philip A. Laskawy</td>
<td>Trustee</td>
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<tr>
<td>Acrin Lauder</td>
<td>Trustee</td>
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<td>John A. Levin</td>
<td>Trustee</td>
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<tr>
<td>Carol Sutton Lewis</td>
<td>Trustee</td>
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<tr>
<td>Bette Bao Lord</td>
<td>Trustee</td>
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<tr>
<td>Nora McAniff</td>
<td>Trustee</td>
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<tr>
<td>Cheryl Milstein</td>
<td>Trustee</td>
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<td>Thomas J. Moran</td>
<td>Trustee</td>
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<tr>
<td>Joshua L. Nash</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
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<tr>
<td>George D. O’Neill</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Judith Resnick</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Shelley F. Rubin</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Geoffrey K. Sands</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Name</td>
<td>Title</td>
<td>Address</td>
<td>Notes</td>
</tr>
<tr>
<td>----------------------</td>
<td>---------</td>
<td>-----------------------------------</td>
<td>--------</td>
</tr>
<tr>
<td>Bernard L. Schwartz</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Eric Semler</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Barry R. Shapiro</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Daniel H. Stern</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Leonard Tow</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Lauren M. Tyler</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Rosalind P. Walter</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Claude Becker Wasserstein</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
<tr>
<td>Michael J. Wolf</td>
<td>Trustee</td>
<td>c/o WNET.org 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
</tr>
</tbody>
</table>
Attachment 5
WNET.ORG  
EIN: 26-2810489  
450 West 33rd Street  
New York, NY 10001  

July, 2008  

Response to Form 1023  

Part V, Question 3a

3a. For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

<table>
<thead>
<tr>
<th>Name</th>
<th>Qualifications</th>
<th>Average hours worked</th>
<th>Duties</th>
</tr>
</thead>
<tbody>
<tr>
<td>James S. Tisch</td>
<td>Mr. Tisch is President and CEO of Loews Corporation.</td>
<td>3 hours/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Ann G. Tenenbaum</td>
<td>Ms. Tenenbaum is a member of the Board of Trustees of the Metropolitan Museum of Art, and serves on the Art Commission of the City of New York.</td>
<td>2 hours/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Charlotte Nichoson Ackert</td>
<td>Ms. Ackert is Chairperson of Long Island Educational TV Council, Inc.</td>
<td>2 hours/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Dirk Ziff</td>
<td>Mr. Ziff is Co-Chairman of Ziff Brothers Investments.</td>
<td>2 hours/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Jennifer I. Reynoso</td>
<td>Ms. Reynoso is an attorney with Simpson Thacher &amp; Bartlett LLP.</td>
<td>2 hours/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Name</td>
<td>Role Description</td>
<td>Time Commitment</td>
<td>Responsibilities</td>
</tr>
<tr>
<td>----------------</td>
<td>----------------------------------------------------------------------------------</td>
<td>-----------------</td>
<td>------------------------------------------------------</td>
</tr>
<tr>
<td>John P. Arnhold</td>
<td>Mr. Arnhold is Chairman and CEO of Arnhold and S. Bleichroeder Advisers, Inc.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>William F. Baker</td>
<td>Mr. Baker is President Emeritus of EBC.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Ralph M. Baruch</td>
<td>Mr. Baruch is a Founder of Viacom, Inc.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Michael J. Bertuch</td>
<td>Mr. Bertuch is President of Viatech Publishing Solutions.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Meredith Brokaw</td>
<td>Ms. Brokaw founded Penny Whistle Toys, was president of the company for twenty years, and is the author of eight Penny Whistle books on parenting and children’s activities.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Lisa M. Cáputo</td>
<td>Ms. Caputo is President of Women &amp; Co.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Raymond G. Chambers</td>
<td>Mr. Chambers is Chairman of Amelior Foundation.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Matthew T. Crosson</td>
<td>Mr. Crosson is President of Long Island Associations, Inc.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>James L. Dolan</td>
<td>Mr. Dolan is President and CEO of Cablevision Systems Corporation.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Nancy R. Douzinias</td>
<td>Ms. Douzinias is President of Rauch Foundation.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Frances D. Fergusson</td>
<td>Ms. Fergusson is President Emeritus of Vassar College.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Name</td>
<td>Description</td>
<td>Hours/week</td>
<td>Role Description</td>
</tr>
<tr>
<td>---------------------------</td>
<td>-----------------------------------------------------------------------------</td>
<td>------------</td>
<td>----------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Marina Kellen French</td>
<td>Ms. French is a board member of the Metropolitan Opera and is on the trustees’ council of the National Gallery of Art.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>James M. Goldrick</td>
<td>Mr. Goldrick is a Principal at Kohlberg Kravis Roberts &amp; Co.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Earl G. Graves, Jr.</td>
<td>Mr. Graves is President and CEO of Earl G. Graves Limited.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Edward Grebow</td>
<td>Mr. Grebow is currently an Operating Partner of J.C. Flowers &amp; Co as well as the President and COO of SLM Acquisition Corporation.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Frederick W. Hill</td>
<td>Mr. Hill is a Managing Director of Allied Capital in New York.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>David H. Koch</td>
<td>Mr. Koch is an Executive Vice President of Koch Industries, Inc.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Betsy Lack</td>
<td>Ms. Lack is a former trustee of EBC.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Philip A. Laskawy</td>
<td>Mr. Laskawy is a Retired Chairman of Ernst &amp; Young.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Aerin Lauder</td>
<td>Ms. Lauder is a Senior Vice President at Estee Lauder Cos.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>John A. Levin</td>
<td>Mr. Levin is CEO of Levin Capital Strategies, LP.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Carol Sutton Lewis</td>
<td>Ms. Lewis is a member of the Boards of the Studio Museum in Harlem, Addison Gallery at Phillips Academy, and Early Steps.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Name</td>
<td>Description</td>
<td>Hours/Week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>--------------------</td>
<td>------------------------------------------------------------------------------</td>
<td>------------</td>
<td>-------------------------------------------------------------------</td>
</tr>
<tr>
<td>Bette Bao Lord</td>
<td>Ms. Lord is a distinguished novelist and writer, and serves as chair of the Board of Trustees of Freedom House.</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Nora McAniff</td>
<td>Ms. McAniff is a Director at Saks, Incorporated. She worked at Time Inc. for 25 years, and served as Chief Operating Officer from 2005 to 2007.</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Cheryl Milstein</td>
<td>Ms. Milstein is a trustee of Barnard College.</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Thomas J. Moran</td>
<td>Mr. Moran is Chairman, President and CEO of Mutual of America Life Insurance Company.</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Joshua L. Nash</td>
<td>Mr. Nash is President of Ulysses Management LLC.</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>George D. O’Neill</td>
<td>Mr. O’Neill is Chairman of Meriwether Capital L.L.C.</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Judith Resnick</td>
<td>Ms. Resnick is a member of the Board of the American Friends of the Israel Philharmonic Orchestra.</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Shelley F. Rubin</td>
<td>Ms. Rubin is active with many organizations concerned with health, civil rights, and people in need. She is on the Board of Trustees of the Interfaith Center of New York and is Co-Chair of the Board of Trustees of the Rubin Museum of Art.</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Geoffrey K. Sands</td>
<td>Mr. Sands is a Senior Partner and Director at McKinsey &amp; Company.</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Bernard L. Schwartz</td>
<td>Mr. Schwartz is CEO of BLS Investments LLC.</td>
<td>1</td>
<td></td>
</tr>
<tr>
<td>Name</td>
<td>Position</td>
<td>Time Required</td>
<td>Responsibilities</td>
</tr>
<tr>
<td>-----------------------</td>
<td>--------------------------------------------------------------------------</td>
<td>---------------</td>
<td>------------------------------------------------------</td>
</tr>
<tr>
<td>Eric Semler</td>
<td>Mr. Semler is the Managing Member of TCS Capital Management LLC.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Barry R. Shapiro</td>
<td>Mr. Shapiro is a Member of the Firm and Chair of the Corporate Practice Group of Meyer, Suozzi, English &amp; Klein, P.C.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Daniel H. Stern</td>
<td>Mr. Stern is CEO of Reservoir Capital Group LLP.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Leonard Tow</td>
<td>Mr. Tow is Chief Executive Officer of New Century Holding LLC, an outdoor advertising company.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Lauren M. Tyler</td>
<td>Ms. Tyler is a Managing Member of Quetzal/JPMorgan Partners.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Rosalind P. Walter</td>
<td>Ms. Walter is a member of the boards of Long Island Island University, the American Museum of Natural History, the International Tennis Hall of Fame, and The Museum of Television and Radio.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Claude Becker Wasserstein</td>
<td>Ms. Wasserstein is a member of the Advisory Board for the Yale Center for Dyslexia &amp; Creativity.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
<tr>
<td>Michael J. Wolf</td>
<td>Mr. Wolf is President of Farallon Point Inc., a strategic advisory provider.</td>
<td>1 hour/week</td>
<td>Oversight and supervision of charitable and educational activities</td>
</tr>
</tbody>
</table>
Attachment 6
WNMT.ORG
EIN: 26-2810489
450 West 33rd Street
New York, NY 10001

July, 2008

Response to Form 1023

Part V. Question 5a

5a. Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board.

Set forth below is Article IV, Section 22, of the Charity's By-Laws, which contains the Charity's conflict of interest policy. The By-Laws were adopted by the members of the Charity as of April 15, 2008.

SECTION 22. Conflicts Policy. The following contracts or transactions must be disclosed in good faith or known to the Board of Trustees or committee authorizing a contract or other transaction:

(a) contracts or transactions between the Corporation and one or more of its Trustees or officers, or one or more other disqualified persons within the meaning of Code Section 4958, and the regulations promulgated thereunder, which will include the family members and 35% controlled entities of any disqualified person; and

(b) contracts or transactions between the Corporation and any other corporation, firm, association, or other entity in which one or more of the Trustees or officers of the Corporation are directors, trustees or officers or have a substantial financial interest, affiliation, or other significant relationship.

The interested individual may participate in the information-gathering stage of the Board of Trustees', or committee's, discussion but will retire from the room in which the Board of Trustees or a committee thereof is meeting and will not participate in the final deliberation or decision regarding such contract or other transaction. Such interested individual may not vote on such contract or other transaction. Common or interested Trustees may be counted in determining the presence of a quorum at the meeting of the Board or of a committee which authorizes such contracts. All questions as to whether a conflict of interest exists will be
resolved by a vote of the Board of Trustees in which the interested individual may not vote. In determining whether to approve such contract or transaction, disinterested Trustees will take into account the restrictions regarding excess benefit transactions under Code Section 4958.

The minutes of the meeting of the Board of Trustees or committee thereof will reflect (a) that the conflict of interest was disclosed, (b) that the interested Trustee or officer was not present during the final discussion or vote of the Board of Trustees or committee thereof and (c) that the interested individual abstained from voting.

A disclosure statement will be furnished annually to the Board by each Trustee, Life Trustee, Trustee at Large, Officer Emeritus and Officer. The disclosure statements will be reviewed annually by the Board of Trustees or by a committee thereof. In addition, each Trustee and officer must report promptly to the Corporation any potential conflict of interest as and when it arises.
WNET.ORG  
EIN: 26-2810489  
450 West 33rd Street  
New York, NY 10001  

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Response to Form 1023  

Part V, Question 9  

9a. Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If “Yes,” provide the information requested in lines 9b through 9f.

It is possible that, in the future, the Charity may enter into agreements with its subsidiary, EBC.

The Charity’s subsidiary, EBC, holds FCC licenses for educational television channels and has agreements with Cablevision Systems Corporation, as well as other commercial cable providers, to carry its channels. James L. Dolan, a trustee of the Charity, is President and CEO of Cablevision. Agreements with Cablevision are on market terms.

The Charity’s subsidiary, EBC, has in the past and the Charity may in the future host events at the Rubin Museum of Art (the “Museum”). Shelley F. Rubin, a trustee of the Charity, is Co-Chair of the Board of Trustees of the Museum. The Charity and EBC do not pay the Museum to host these events, but have paid direct expenses of the events, e.g., catering. In addition, the Charity’s subsidiary, EBC, has produced programming around cultural events at the Rubin Museum, as it does with respect to other museums in the New York metropolitan area, but EBC does not compensate the Museum in connection therewith.
Attachment 8
1b. In carrying out your exempt purposes, do you provide goods, services, or funds to organizations?

Yes. The Charity expects to provide goods, services, and funds to its subsidiary, EBC, and to other organizations engaged in public television and educational activities.
Attachment 9
WNET.ORG
EIN: 26-2810489
450 West 33rd Street
New York, NY 10001

July, 2008

Response to Form 1023

Part VIII, Question 2

2a. Do you attempt to influence legislation? If “Yes,” explain how you attempt to influence legislation and complete line 2b.

Currently, the Charity does not attempt to influence legislation. In the future, the Charity may attempt to influence legislation through activities such as communicating with government officials at the state level to advocate for state funding of public television stations. Also, the Charity may endeavor to communicate with the public to encourage grass roots efforts to affect state funding of public television stations. However, no substantial part of the activities of the Charity shall be devoted to carrying on propaganda or otherwise attempting to influence legislation.
Attachment 10
WNET.ORG
EIN: 26-2810489
450 West 33rd Street
New York, NY 10001

July, 2008

Response to Form 1023

Part VIII, Question 4

4a. Do you or will you undertake fundraising?

Yes. The Charity is a start-up organization that expects to receive financial support primarily in the form of charitable contributions from individuals, corporations, other public charities and private foundations, as well as government grants and contracts. Fundraising may take any of the forms checked in Part VIII, Question 4a.

4b. Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities.

Yes. The Charity expects to hire professional fundraisers to assist in raising contributions from individuals, corporations, other public charities and private foundations. However, the Charity has not yet engaged any professional fundraisers or entered into any contracts or agreements with professional fundraisers.

4c. Do you or will you engage in fundraising activities for other organizations?

The Charity expects to engage in fundraising activities for EBC.

4d. List all states and local jurisdictions in which you conduct fundraising.

The Charity expects to raise funds from residents of all states and will register in those states to the extent required. However, the Charity expects its primary fundraising activities to be in the New York, New Jersey, and Connecticut tri-state metropolitan area.
Attachment 11
WNET.ORG  
EIN: 26-2810489  
450 West 33rd Street  
New York, NY 10001  

July, 2008  

Response to Form 1023  

Part VIII, Question 8  

8. Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.

Yes. The Charity expects to enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which it will share profits with for-profit corporations. The Charity has not yet entered into any such agreements, but it expects the activity of future joint ventures to be the production of educational television programming. The Charity will, to the extent required, comply with IRS authority with respect to joint ventures between 501(c)(3) organizations and for-profit corporations.
Attachment 12
WNET.ORG
EIN: 26-2810489

450 West 33rd Street
New York, NY 10001

July, 2008

Response to Form 1023

Part VIII. Question 10

10. Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.

The Charity intends to create, acquire, and preserve content in all manner and media, including television programming, radio broadcasts, and other related intellectual property. The Charity will own this intellectual property and use it in furtherance of its charitable purposes. The Charity will distribute this intellectual property through its own media platforms and through sale or license to other persons, corporations, or organizations, whether commercial or noncommercial.
Attachment 13
11. Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.

In general, the Charity will solicit contributions in the form of cash and marketable securities. The Charity may accept contributions of the kind described in this question. In such cases the Charity intends to accept a contribution only if there are no conditions imposed by the donor on the use of the contributed property and the Charity expects to enter into standard gift agreements with the donor regarding his or her contribution.
Attachment 14
13b. Describe how your grants, loans or other distributions to organizations further your exempt purposes.

The Charity expects to make grants to EBC. These grants will further the exempt purposes of the Charity because EBC’s purposes and activities are consistent with those of the Charity. EBC operates the public television stations Thirteen/WNET and WLIW21; acquires and creates high quality educational and cultural video content; distributes content through broadcasting and other media; publishes “Current,” the public broadcasting trade newspaper; sponsors “The Celebration of Teaching and Learning” annual conference; and distributes and owns an interest in V-me, a Spanish language, non-commercial television service.

13c. Do you have written contracts with each of these organizations. If “Yes,” attach a copy of each contract.

The Charity does not currently have a written contract with EBC.

13d. Identify each recipient organization and any relationship between you and the recipient organization.

The Charity is the sole member of, and appoints the directors of, EBC.

13e. Describe the records you keep with respect to the grants, loans or other distributions you make.

The Charity will retain copies of all grant agreements in its files.
13f. Describe your selection process.

The Charity does not currently have a selection process.

13g. Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the uses.

The Charity intends to monitor the progress of any project (including by making site visits), discuss the project, its implementation, and finances with representatives of EBC, and review records and other materials, including financial records, connected with any project.
Attachment 15
14a. Do you or will you make grants, loans, or other distributions to foreign organizations?

The Charity has no specific plans to make grants to foreign charitable organizations. However, to further its exempt and charitable purposes, the Charity may elect to do so in the future.

14b. Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.

The Charity has no specific plans to make grants to foreign charitable organizations. However, to further its exempt and charitable purposes, the Charity may elect to do so in the future. If it does, it will utilize procedures to ensure that it exercises control and discretion over any funds it grants to foreign charitable organizations. For example, all grants will be pre-approved by the Charity’s Board of Directors, a committee of the Charity’s Board of Directors or appropriate officers of the Charity before funds are granted. In addition, written grant agreements generally will be required.
14d. Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If “Yes,” describe how you relay this information to contributors.

Yes. The Charity will not provide any undertaking that contributed funds will be used for any purpose, other than those approved by the Board of Directors as being in furtherance of the Charity’s exempt purposes.

14e. Do you or will you make pre-grant inquiries about the recipient organization? If “Yes,” describe these inquiries, including whether you inquire about the recipient’s financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.

The Charity has no specific plans to make grants to foreign charitable organizations. However, to further its exempt and charitable purposes, the Charity may elect to do so in the future. If the Charity elects to do so, it will utilize procedures to ensure that it exercises control and discretion over any funds it grants to other foreign charitable organizations. For example, the Charity will inquire into the recipient’s financial status and tax-exempt status, its governance composition and procedures, and other information the Charity deems to be relevant.

14f. Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If “Yes,” describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.

The Charity currently has no specific plans to make grants to foreign charitable organizations. However, to further its exempt and charitable purposes, the Charity may elect to do so in the future. If it does, the Charity will require that such grantee organizations submit reports that detail the specific purposes and amounts of grant funds expended to ensure that
grants are being used in furtherance of the Charity's exempt purposes. Additional procedures may also be employed based on the particular grantee or the size of the grant.

As with all of its grants, the Charity intends to monitor the progress of any project (including by making site visits), discuss the project, its implementation, and finances with any such foreign charitable organization that it may award grants to in the future, and review records and other materials, including financial records, connected with any project.
15. **Do you have a close connection with any organizations? If “Yes”, explain.**

The Charity has a close connection with EBC. EBC is related to the Charity because the Charity is the sole member of, and appoints the directors of, EBC.
Schedule A
**Schedule A**

**WNET.ORG**
EIN: 26-2810489

450 West 33rd Street  
New York, NY 10001

July, 2008  
**Response to Form 1023**

Part IX, Line 7

**Line 7 — Any revenue not otherwise listed above or in lines 9-12 below**

<table>
<thead>
<tr>
<th></th>
<th>Period ending 06/30/08</th>
<th>7/1/08 – 6/30/09</th>
<th>7/1/09 – 6/30/10</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reimbursements/Misc.</td>
<td>0</td>
<td>$ 819,000</td>
<td>$ 1,638,000</td>
</tr>
<tr>
<td>Cable Copyright Royalty</td>
<td>0</td>
<td>$ 628,000</td>
<td>$ 1,256,000</td>
</tr>
<tr>
<td>Sale of Mailing Lists</td>
<td>0</td>
<td>$ 8,000</td>
<td>$ 16,000</td>
</tr>
<tr>
<td>Rental Income</td>
<td>0</td>
<td>$ 47,000</td>
<td>$ 94,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>0</td>
<td>$ 1,502,000</td>
<td>$ 3,004,000</td>
</tr>
</tbody>
</table>
Schedule B
Schedule B

WNET.ORG
EIN: 26-2810489

450 West 33rd Street
New York, NY 10001

July, 2008

Response to Form 1023

Part IX, Line 11

**Line 11 – Net gain or loss on sale of capital assets**

<table>
<thead>
<tr>
<th></th>
<th>Period ending 06/30/08</th>
<th>7/1/08 – 6/30/09</th>
<th>7/1/09 – 6/30/10</th>
</tr>
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<tbody>
<tr>
<td>Securities</td>
<td>0</td>
<td>$743,000</td>
<td>$1,486,000</td>
</tr>
<tr>
<td>Total</td>
<td>0</td>
<td>$743,000</td>
<td>$1,486,000</td>
</tr>
</tbody>
</table>
Schedule C
**WNET.ORG**
**EIN: 26-2810489**

450 West 33rd Street  
New York, NY 10001

**July, 2008**

**Response to Form 1023**

**Part IX, Line 22**

---

**Line 22 – Professional Fees**

<table>
<thead>
<tr>
<th>Service</th>
<th>Period ending 06/30/08</th>
<th>7/1/08 – 6/30/09</th>
<th>7/1/09 – 6/30/10</th>
</tr>
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<tr>
<td>Legal Services</td>
<td>0</td>
<td>$405,000</td>
<td>$810,000</td>
</tr>
<tr>
<td>Accounting Services</td>
<td>0</td>
<td>$74,000</td>
<td>$148,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>0</strong></td>
<td><strong>$479,000</strong></td>
<td><strong>$958,000</strong></td>
</tr>
</tbody>
</table>
Schedule D
ERNET.ORG  
EIN: 26-2810489  
450 West 33rd Street  
New York, NY 10001  
July, 2008  
Response to Form 1023  
Part IX, Line 23

**Line 23 – Any expense not otherwise classified, such as program services**

<table>
<thead>
<tr>
<th>Category</th>
<th>Period ending 06/30/08</th>
<th>7/1/08 – 6/30/09</th>
<th>7/1/09 – 6/30/10</th>
</tr>
</thead>
<tbody>
<tr>
<td>Supplies</td>
<td>0</td>
<td>$167,000</td>
<td>$334,000</td>
</tr>
<tr>
<td>Telephone</td>
<td>0</td>
<td>$667,000</td>
<td>$1,334,000</td>
</tr>
<tr>
<td>Postage and shipping</td>
<td>0</td>
<td>$636,000</td>
<td>$1,272,000</td>
</tr>
<tr>
<td>Equipment rental and maintenance</td>
<td>0</td>
<td>$637,000</td>
<td>$1,274,000</td>
</tr>
<tr>
<td>Printing and publication</td>
<td>0</td>
<td>$646,000</td>
<td>$1,292,000</td>
</tr>
<tr>
<td>Travel</td>
<td>0</td>
<td>$1,276,000</td>
<td>$2,552,000</td>
</tr>
<tr>
<td>Conferences, conventions and meetings</td>
<td>0</td>
<td>$84,000</td>
<td>$168,000</td>
</tr>
<tr>
<td>Program production/acquisition</td>
<td>0</td>
<td>$14,727,000</td>
<td>$29,454,000</td>
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<tr>
<td>Dues &amp; PBS assessment</td>
<td>0</td>
<td>$3,932,000</td>
<td>$7,864,000</td>
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<tr>
<td>Advertising &amp; promotion</td>
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<td>$981,000</td>
<td>$1,962,000</td>
</tr>
<tr>
<td>Miscellaneous</td>
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<td><strong>Total</strong></td>
<td>0</td>
<td><strong>$24,026,000</strong></td>
<td><strong>$48,052,000</strong></td>
</tr>
</tbody>
</table>
March 10, 2009

Re: WNET.ORG (EIN: 26-2810489)

VIA FEDERAL EXPRESS

Internal Revenue Service
Exempt Organizations
550 Main Street, Federal Building
Cincinnati, OH 45202
ATT: Kim Nguyen
Room 4522, Group 7821

Dear Ms. Nguyen:

I am writing in response to your letter dated February 10, 2009, the first page of which is attached hereto as Exhibit A, requesting additional information regarding the Form 1023, Application for Recognition of Exemption, submitted by WNET.ORG (the “Charity”). As an authorized representative of the Charity pursuant to Form 2848, Power of Attorney and Declaration of Representative, a copy of which is attached hereto as Exhibit B, I provide the following information in response to your questions:

2. The April 15, 2008 letter issued from the Department of Education stated that the formal charter document will be prepared and forwarded to you by the Secretary of the Board of Regents, and that you should expect to receive your charter document shortly. The attachment you submitted with the April 15, 2008 letter issued by the State Education Department does not appear to be a formal charter. Did you receive a formal charter issued by the Secretary of the Board of Regents? If so, submit an exact copy of the filed and approved charter.
The Charity has received a formal charter issued by the Secretary of the Board of Regents. A certified exact copy of the filed and approved charter is attached hereto as Exhibit C.

3. You state that you and your wholly owned subsidiary Educational Broadcasting Corporation ("EBC"), an organization described in sections 501(c)(3) and 509(a)(1), are organized and operated for similar purposes, and that you may enter into agreements with EBC. Give examples of activities that you may cause you to enter into agreements with EBC.

EBC was originally chartered on May 3, 1961 by the Regents of the University of the State of New York. EBC is organized and operated for purposes which are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In May of 1961, the IRS issued a determination letter recognizing EBC as an organization exempt from federal income taxation under Code section 501(c)(3). The IRS has classified EBC as a public charity described in Code sections 509(a)(1) and 170(b)(2)(A)(vi). A copy of a letter from the IRS dated September 22, 2008 confirming EBC's status as a public charity exempt from federal income taxation is submitted herewith as Exhibit D.

The Charity and EBC are organized and operated for the same purposes. A certified copy of the current charter of EBC, which sets forth the educational purposes of EBC, is attached hereto as Exhibit E.

The Charity may enter into two different types of agreements with EBC. First, the Charity may enter into agreements with EBC pursuant to which the Charity will provide legal, accounting, and/or other administrative services to EBC. EBC will reimburse the Charity for these services. Second, the Charity may enter into agreements with EBC
pursuant to which the Charity will grant funds to EBC. It is contemplated that EBC will use the funds provided by the Charity to produce and acquire educational programming.

4. **What is the employer identification of EBC?**

The employer identification number of EBC is 13-1945149.

5. **You state that you expect to hire professional fundraiser to assist in fund raising contributions. How will you decide which professional fundraisers you will use? Will you hire any fundraisers that have ties to your directors, officers or highly compensated employees or contractors? Will you retain ultimate control over the fundraising process (i.e., approval of scripts for advertisements, accounting controls, authority to set ticket prices, etc.)? Will you enter into agreements where the professional fundraiser will receive a stated percentage of all funds raised? Discuss your plans.**

The Charity expects to contract with professional fundraisers. Generally, the Charity will use professional fundraisers to conduct direct mail and telemarketing services. In deciding which professional fundraisers to use, the Charity intends to issue requests for proposals and intends to base each hiring decision on an evaluation of the various proposals received.

The Charity does not intend to hire any fundraisers that are related to its directors, officers, trustees, or highly compensated employees or contractors, or are otherwise disqualified persons as defined in Code section 4958. As stated in the Charity’s By-Laws, contracts or other transactions involving disqualified persons must be disclosed in good faith or known to the Board of Trustees or committee authorizing a contract or other transaction. If such a contract is being considered by the Board of Trustees, the procedure set forth in Section 22 of the By-Laws must be followed. In determining whether to approve such contract or transaction, disinterested Trustees will take into account the restrictions regarding excess benefit transactions under Code Section 4958.
The Charity intends to retain ultimate control over the fundraising process. Specifically, it intends to retain final approval over the form and content of any direct mail materials and any scripts used by the telemarketers.

The Charity may enter into agreements where a professional fundraiser will receive a stated percentage of all funds raised. These agreements will generally be limited such that the fundraiser will raise funds for one or more specific educational programs. Any such agreements will be entered into with unrelated third parties and will be negotiated at arms-length. We have been informed that any professional fundraisers will generally receive approximately 10-15% of funds raised, though this figure may change as the Charity finalizes its fundraising plans. We note that the regulations under Code section 4958 allow for these types of transactions, which are evaluated under the general excess benefit transaction rules. The Charity does not intend to enter into agreements with disqualified persons or to provide any excess benefit to any individual. We have been informed that this is a typical method by which charities compensate professional fundraisers and that 10-15% is a low percentage. The Charity will only enter into this type of agreement if the Charity believes that doing so will maximize the Charity’s ability to raise funds.

The Charity also expects to hire consultants to advise the Charity on fundraising strategies. These consultants will not fundraise or contact the public on the Charity’s behalf, however, and they will have no access to charitable funds.

6. You state that you may elect to make grants to foreign charities in the future. In addition to site visit, financial status inquiry, governance composition and procedures of potential recipients or recipients, in the aftermath of September 11, 2001, discuss what other procedures you will have in place to ensure that grants to foreign entities or individuals will not be diverted to support terrorism or other non-charitable activities. Will you check against the Office of Foreign Assets Control list before any disbursements made to foreign entities or individuals? Discuss.
In an abundance of caution and because the Charity had not yet begun its operations, the Charity indicated in its response to Part VIII, Question 14 of the Form 1023 that it may elect to make grants to foreign charities in the future. However, we have been informed that the Charity does not intend to make grants to foreign entities or individuals. In the future, in connection with the production and/or distribution of educational programming, the Charity will likely establish or acquire one or more single member limited liability companies (the “Subsidiaries”) that may hire foreign entities to provide production or other services.\(^1\) For example, the Charity has acquired Creative News Group (“CNG”), a limited liability company of which the Charity is the sole member, which produces Worldfocus, a daily international news program. In connection with Worldfocus, CNG may license programming from, for example, ABC Australia, or other foreign sources. As another example, the Charity or one of its Subsidiaries might hire a Canadian animation studio to provide animation for one of its children’s programs. Before making any payments to foreign entities or individuals, the Charity will check the Office of Foreign Assets Control list where appropriate based on the Charity’s past experience with the foreign entity, the area of the world in which the entity is located, and other due diligence.

7. You state that you expect to enter into joint ventures, including partnerships (“LP”) or limited liability companies (“LLC”) treated as partnerships, in which you will share profits with for-profit corporations, and that the activity of future joint ventures would be the production of educational television programming.

---

\(^1\) As stated in Ann. 99-102, 1999-43 I.R.B. 545, a limited liability company wholly owned by a single exempt organization is disregarded as an entity separate from its owner unless it elects otherwise. See also Treas. Reg. section 301.7701-2(c)(2)(i). The Subsidiaries will not elect otherwise and therefore will be disregarded. All operations and activities of the Subsidiaries will be reported on the Charity’s Form 990 on Schedule R.
Give examples of activities that may cause you to enter into joint venture or partnership agreements with for-profit partner(s).

In an abundance of caution and because the Charity had not yet begun its operations, the Charity indicated in its response to Part VIII, Question 8 of the Form 1023 that it expects to enter into joint ventures. However, we have been informed that the Charity does not intend to enter into formal joint ventures, including either limited partnerships or limited liability companies, with for-profit partners. The Charity, most likely through one or more of its Subsidiaries, may enter into co-production agreements with for-profit entities, pursuant to which the for-profit entity will produce educational programming which will then be distributed by the Charity or one of its Subsidiaries. These for-profit entities will be independent third parties, and the Charity and its Subsidiaries have no intention to enter into any such agreement with the Charity’s directors, officers, or other disqualified persons as defined in Code section 4958. It is intended that each co-production agreement will explicitly state that (i) nothing in the agreement will be deemed to constitute a partnership or joint venture between the parties thereto, and (ii) neither party will hold itself out as being the agent of the other party.

The Charity or one of its Subsidiaries will maintain final approval over all creative and editorial elements of the version of the educational programming that it will distribute. If the Charity or its Subsidiary determines that the programming does not support the Charity’s educational purposes, the Charity or its Subsidiary will not be obligated to distribute, broadcast, or exhibit the programming. In certain instances, the Charity or one of its Subsidiaries will own all the intellectual property produced under these contractual agreements. In other instances, the Charity and its Subsidiaries will not own the intellectual property produced, but may be entitled to exclusive distribution rights in certain territories,
non-exclusive rights in other territories, and/or a portion of the net profits earned from the licensing of educational programming to other parties.

8. You state that you will, to the extent required, comply with the IRS authority with respect to joint ventures between the 501(c)(3) organization and for-profit corporations. You are not required to provide a final LP agreement or LLC governing document (formative documents) at this time. However, in the absence of a final governing document, written representations will be required as discussed below. Please see enclosed Rev. Rul. 2004-51, 2004-1 C.B. 974 for more information. In addition to allocations and distributions shall be made in proportion to the members’ respective ownership interests, the ruling noted as an important factor that the governing documents grant M, an exempt partner, the exclusive right to approve the educational aspect (i.e. curriculum, training materials, and instructors) to determine the standards for successful completion of the seminars.

a. Provide a written representation that the formative documents will require that educational purposes be advanced as follows:

- The formative documents will specify that the LP or LLC will operate projects in a manner that furthers educational purposes under section 501(c)(3).

- The formative documents will also include a provision specifying that, in the event of a conflict between the obligations of you (in your capacity as general partner, managing member or owner of the general partner or managing member) to operate the LP or LLC in a manner consistent with such educational purposes and any duty to maximize profits for the limited partners or other members, the educational purposes contained in the LP agreement or the LLC governing documents will prevail.

c. You will not guarantee cash return or profits on investment to the limited partners or investor members.

As stated above in the response to Question 7, the Charity does not intend to enter into formal joint ventures. Therefore, there will be no formative documents, and as discussed in our telephone conversation on February 20, you will not require the Charity to make the specific representations set forth above.

If the Charity or one of its Subsidiaries decides to enter into co-production agreements as discussed above, the Charity or its Subsidiary will maintain final approval
over all creative and editorial elements of the version of the educational programming that
the Charity or its Subsidiary will distribute. If the Charity or its Subsidiary determines that
the programming does not support the Charity’s educational purposes, the Charity or its
Subsidiary will not be obligated to distribute, broadcast, or exhibit the programming.

It is intended that each co-production agreement will explicitly state that (i)
nothing in the agreement will be deemed to constitute a partnership or joint venture between
the parties thereto, and (ii) neither party will hold itself out as being the agent of the other
party. The Charity and its Subsidiaries intend to contract with independent third parties and
have no intention of entering into any such agreement with the Charity’s directors, officers,
or other disqualified persons as defined in Code section 4958. Additionally, the Charity and
its Subsidiaries do not intend to guarantee cash return or profits on investment to any for-
profit entity with which they enter into an agreement.

*   *   *
In our telephone conversation on February 18, you requested a copy of the Form 1023, as originally submitted, signed by a current officer. I attach, as Exhibit F, the Form 1023, as originally submitted, without the attachments originally submitted, signed by Joshua C. Nathan, the Secretary and Vice President of the Charity. I have also included an updated list of officers and trustees as Attachment 4 to the Form 1023.

I include a penalties of perjury declaration signed by Joshua C. Nathan, the Secretary and Vice President of the Charity, attached hereto as Exhibit G. Please contact me at (212) 455-2287 with any additional questions or if you need any additional information. Thank you for your attention to this matter.

Very truly yours,

[Signature]

Jennifer I. Reynoso

Attachments: Exhibits A-G

cc: Joshua C. Nathan, Esq.
    Robert Feinberg, Esq.
    Lisa A. Freeman, Esq.
Internal Revenue Service  
Director, Exempt Organizations

Department of the Treasury  
P.O. Box 2508 - Room 4522  
Group 7821  
Cincinnati, Ohio 45201

Date: February 10, 2009

WNET.org  
450 West 33rd St.  
New York, NY 10001

Employer Identification Number:  
26-2810489

Person to Contact - ID#:  
Mrs. Kim Nguyễn - 203260

Contact Telephone Numbers:  
513-263-3423  Phone  
513-263-3662  FAX

Response Due Date:  
March 11, 2009

Dear Sir or Madam:

Before we can determine whether you are exempt from Federal income tax, we must have enough information to show that you have met all legal requirements. You did not include the information needed to make that determination on your Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

To help us determine whether you are exempt from Federal income tax, please send us the requested information by the above date. We can then complete our review of your application.

If we do not hear from you within that time, we will assume you do not want us to consider the matter further and will close your case. As a result, the Internal Revenue Service will treat you as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new Form 1023.

In addition, if you do not provide the requested information in a timely manner, we will consider that you have not taken all reasonable steps to secure the determination you requested. Under Code section 7428(b)(2), your not taking all reasonable steps in a timely manner to secure the determination may be considered as failure to exhaust administrative remedies available to you within the Service. Therefore, you may lose your rights to a declaratory judgment under Code section 7428.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Kim Nguyễn
Exempt Organizations Specialist

CC: David A. Shevlin  
Simpson Thacher & Bartlett LLP  
425 Lexington Ave.  
New York, NY 10017
Form 2848
Power of Attorney and Declaration of Representative

Date: June 30, 2023

1. Taxpayer information. Taxpayer(s) must sign and date this form on page 2, Part II.
   - Name(s) and address:
     - VHGJT, ORG
     - 450 West 33rd Street
     - New York, NY 10001
   - Social security number:
   - Employee identification number:

2. Representation(s) must sign and date this form on page 2, Part II.
   - Name and address:
     - Jennifer L. Reyneke
     - Simpson Thacher & Bartlett LLP
     - 415 Lexington Avenue, New York, NY 10017
     - Check if new Address: [ ] Telephone No. [ ] Fax No. [ ]
   - Name and address:
     - Lisa A. Freeman
     - Simpson Thacher & Bartlett LLP
     - 415 Lexington Avenue, New York, NY 10017
     - Check if new Address: [ ] Telephone No. [ ] Fax No. [ ]

3. Tax matters
   - Type of tax (income, employment, excise, etc.) or Civil Penalty (see the instructions for Box 3): [ ]
   - Tax Form Number (1040, 941, 720, etc.): [ ]
   - Year(s) or Period(s) (see the instructions for Box 3): [ ]

   Application for Recognition of Exemption: [ ] Until exemption is granted.

4. Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific use not recorded on CAF: [ ]

5. Authority granted. The representative is authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on Box 3, for example: the authority to sign any agreements, contacts, or other documents. The authority does not include the right or power to receive refund checks (see line 6 below), the power to make additional representations or add additional representatives, the power to issue or sell exempt or interest in a third party. See the box 6 instructions for more information.

Exemption. An exempt return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See Unauthorized Return Preparer on page 1 of the Instructions. An exempt return preparer may only represent taxpayers to the extent provided in section 10.09 of Circular 230. See the box 6 instructions for more information on tax matters. In most cases, the exempt return preparer's authority is limited (for example, they may only practice under the supervision of another practitioner).

- Authority is limited.
- Authority is limited.

6. Receipt of refund checks. If you want to authorize a representative named on this form to receive, NOT TO ENDORSE OR CASH, refund checks, initial here: [ ] and list the name of that representative below:

   Name of representative to receive refund check(s): [ ]

   For Form 2848 and Paperwork Reduction Act Notice, see page 4 of the Instructions. 

   Page 2848, Page 4 of 1028
7 Notice and communication. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

a) If you are the second representative listed to receive a copy of notices and communications, check this box. □

b) If you do not want any notices or communications sent to your representatives, check this box. □

6 Revocation of power of attorney. The granting power of attorney automatically revokes any earlier power of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not wish to revoke a prior power of attorney, check here. □

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matter partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

PRESIDENT, SECRETARY & GENERAL COUNSEL
Title (if applicable)

[Signature]

[Print Name]

[Date]

[Print name of taxpayer from line 1 if other than individual]

[Signature]

[Date]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]

[Print Name]

[Print Number]
Power of Attorney and Declaration of Representative

1. Taxpayer Information. Taxpayer(s) must sign and date this form on page 2, line 9.

<table>
<thead>
<tr>
<th>Taxpayer name(s) and address</th>
<th>Social security number(s)</th>
<th>Employer identification number</th>
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</thead>
<tbody>
<tr>
<td>450 West 33rd Street</td>
<td></td>
<td></td>
</tr>
<tr>
<td>New York, NY 10001</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Power of Attorney

1. Taxpayer Information. Taxpayer(s) must sign and date this form on page 2, line 9.

<table>
<thead>
<tr>
<th>Name and address</th>
<th>Company Name</th>
<th>Telephone No.</th>
<th>Fax No.</th>
<th>Check if new Address</th>
<th>Telephone No.</th>
<th>Fax No.</th>
</tr>
</thead>
<tbody>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NAME_2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NAME_3</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2. Representative(s) must sign and date this form on page 2, Part II.

<table>
<thead>
<tr>
<th>Name and address</th>
<th>Company Name</th>
<th>Telephone No.</th>
<th>Fax No.</th>
<th>Check if new Address</th>
<th>Telephone No.</th>
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3. Tax Matters

<table>
<thead>
<tr>
<th>Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 5)</th>
<th>Tax Form Number (1040, 941, 720, etc.)</th>
<th>Year(s) or Period(s) (see the instructions for line 5)</th>
</tr>
</thead>
</table>

Application for Recognition of Exemption

Form 1973

4. Specimen not required on Centralized Authorization File (CAF). If the power of attorney is for a specific use only, record on CAF, check this box. See the instructions for Line 4. Specimen not required on CAF. [ ]

5. Auto-authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any act that I (we) can perform with respect to the tax matter described on line 2, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive notice of any audit or other tax matters. The authority does not apply to the tax matters. See the instructions for line 2 for more information.

6. Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, BUT NOT TO ENDORSE ON CAF, refund checks, initial here [ ] and list the name of that representative below.

| Name of representative to receive refund check | [ ] |

For Privacy Act and Paperwork Reduction Notice, see page 4 of the instructions.
Form 2848 (Rev. 10-24)

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on Line 2.
   a. If you also want the second representative listed to receive a copy of notices and communications, check this box: □
   b. If you do not want any notices or communications sent to your representative(s), check this box: □

8 Revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all prior power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here: □

□ YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, use the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

□ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

Jennifer L. Begasse
Print Name

Jennifer L. Begasse
PIN Number

Jennifer L. Begasse
Print Name of taxpayer from line 1 if other than individual

Jennifer L. Begasse
Print Name

Jennifer L. Begasse
PIN Number

□ Declaration of Representative

Questions: Students with a special order to represent taxpayers in Qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program, see the instructions for Part II. Under penalties of perjury, I declare that:

☐ I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
☐ I am aware of regulations contained in Treasury Department Circular No. 230 (21 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
☐ I am authorized to represent the taxpayer(s) identified in Part I to the tax matter(s) specified there; and
☐ I am one of the following:
   a. Attorney — a member in good standing of the bar of the highest court of the jurisdiction shown below.
   b. Certified Public Accountant — only qualified to practice as a certified public accountant in the jurisdiction shown below.
   c. Enrolled Agent — enrolled as an agent under the requirements of Treasury Department Circular No. 230.
   d. Officer — a bona fide officer of the taxpayer's organization.
   e. Full-Time Employee — a full-time employee of the taxpayer.
   f. Family Member — a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
   g. Enrolled Actuary — enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 20 U.S.C. 1324 (the authority to practice before the Board is limited by section 107(a) of Treasury/Department Circular No. 230).
   h. Uncertified Return Preparer — the authority to practice before the Internal Revenue Service is limited by Treasury Department Circular No. 230, section 107(a)(1)(A)(ii). You must have prepared the return in question and the return must be under examination by the IRS. For Uncertified Return Preparer on page 3 of the instructions.

□ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

Designation — must be on the letter (p. 1–4) Jurisdiction (state) or Identification

a. New York

Signature

Date 7/8/08

Form 2848 (Rev. 10-24)
WNET.ORG
EIN: 26-2810489

March, 2009

Certification

I hereby certify that I am the Secretary and Vice President of WNET.ORG and that the attached is a complete and accurate copy of the Charter of such corporation, granted by the Regents of the University of the State of New York on April 15, 2008.

Joshua C. Nathan
Secretary and Vice President
This instrument WITNESSETH that the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of April 15, 2008,

Voted, that

1. A provisional charter valid for a term of five years is granted incorporating James S. Tisch, Charlotte Nicholson Ackert, Ralph M. Bernack, Ann G. Tonembaum, Michael J. Wolf and their associates and successors as an education corporation under the corporate name of WNET. org, located in the city, county, and state of New York.

2. The purposes for which such corporation is formed are:

a. To foster the ideals of excellence, engagement, and education in all manner and media throughout the local communities served by the corporation beyond;

b. To acquire, construct and operate noncommercial educational radio and television stations, obtain and hold appropriate authorizations and licenses for the operation of said stations from State or Federal authorities, and participate in state, regional, and national educational networks;

c. To acquire, build, and operate other media platforms, including, but not limited to various forms of new and traditional media;

d. To create, acquire, and preserve content in all manner and media that inspires, celebrates imagination, facilitates informed discussion, supports the healthy development and education of children, explores history, science, humanities, and culture and arts, including but not limited to educational, entertaining and cultural programs, films, and recordings;

e. To distribute the corporation’s content in all manner and media worldwide, whether on the corporation’s platforms or through sale or license to any other persons, corporations, or organizations, whether commercial or noncommercial; and

f. To aid, assist, and work in conjunction with corporations, educational institutions, organizations, agencies, foundations, and individuals interested or engaged in any of the fields or purposes of the corporation, and generally to encourage and foster educational and cultural television, broadcasting and media.

3. The persons named as incorporators shall constitute the first board of trustees. The board shall have power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than fifty-five nor less than five.

4. The names and post office addresses of the first trustees are as follows:

James S. Tisch

c/o WNET.org

450 West 33rd Street

New York, New York 10001

Charlotte Nicholson Ackert

c/o WNET.org

450 West 33rd Street

New York, New York 10001
Ann G. Tennenbaum
c/o WNET
450 West 33rd Street
New York, New York 10001

Dirk Ziff

c/o WNET
450 West 33rd Street
New York, New York 10001

John P. Arnhold

c/o WNET
450 West 33rd Street
New York, New York 10001

Ralph M. Baruch

c/o WNET
450 West 33rd Street
New York, New York 10001

Michael J. Berlach

c/o WNET
450 West 33rd Street
New York, New York 10001

Meredith Brokaw

c/o WNET
450 West 33rd Street
New York, New York 10001

Lisa Caputo

c/o WNET
450 West 33rd Street
New York, New York 10001

Raymond G. Chambers

c/o WNET
g 450 West 33rd Street
New York, New York 10001

Matthew T. Crotson

c/o WNET
g 450 West 33rd Street
New York, New York 10001

Barry Diller

c/o WNET
450 West 33rd Street
New York, New York 10001

James L. Dolan

c/o WNET
450 West 33rd Street
New York, New York 10001

Nancy R. Donezimas

c/o WNET
450 West 33rd Street
New York, New York 10001

Frances D. Ferguson

c/o WNET
450 West 33rd Street
New York, New York 10001
Marina Kellen French
c/o WNET.org
450 West 33rd Street
New York, New York 10001

James M. Goldrick
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Eual G. Graves, Jr.
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Edward Grobow
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Mark N. Kaplan
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Frederick W. Hill
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Betty Lack
c/o WNET.org
450 West 33rd Street
New York, New York 10001

David H. Koch
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Astrid Lauer
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Philip A. Leaskaway
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Carol Sutton Lewis
c/o WNET.org
450 West 33rd Street
New York, New York 10001

John A. Levin
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Nen McAniff
c/o WNET.org
450 West 33rd Street
New York, New York 10001
Berta Bao Lord
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Charly S. Milstein
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Thomas Moran
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Joshua L. Nash
c/o WNET.org
450 West 33rd Street
New York, New York 10001

George D. O'Neil
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Steven Rainier
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Judith Renick
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Shelley F. Rubin
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Geoffrey K. Sands
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Bernard L. Schwartz
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Eric Sehler
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Barry R. Shapiro
c/o WNET.org
450 West 33rd Street
New York, New York 10001

Daniel H. Stern
c/o WNET.org
450 West 33rd Street
New York, New York 10001
5. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, as defined in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), and no part of the net earnings or net income shall inure to the benefit of any member, trustee, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

6. Notwithstanding any other provision of these articles the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(b)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code).

7. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future Federal tax code), during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision) and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

8. Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the Judicial district wherein the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.
9. The principal office of the corporation shall be located at 430 West 33rd Street, New York, New York 10001.

10. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

11. Such provisional charter will be made absolute if, within five years after the date when this charter is granted, the corporation shall acquire resources and equipment which are available for its use and support and which are sufficient and suitable for its chartered purposes in the judgment of the Regents of the University, and shall be maintaining an institution of educational usefulness and character satisfactory to the Regents. Prior to the expiration of said five-year period, an application for the extension of such provisional charter or for an absolute charter will be entertained by the Regents, but in the event that such application is not made, then at the expiration of said term of five years, and upon notice by the Regents, such provisional charter shall terminate and become void and shall be surrendered to the Regents.

Granted, April 15, 2008, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 24,534.

[Signature]

Chancellor

[Signature]

President of the University and Commissioner of Education
In reply refer to: 0248454921
Sep. 22, 2008 LTR 4168C E0
13-1945149 000000 00 000
00026788
BODC: TE

EDUCATIONAL BROADCASTING CORP
% THOMAS A. CONWAY
450 W 33RD ST
NEW YORK NY 10001-2603999

Employer Identification Number: 13-1945149
Person to Contact: MS. EVANS
Toll Free Telephone Number: 1-877-629-5500

Dear TAXPAYER:

This is in response to your request of Sep. 11, 2008, regarding your tax-exempt status.

Our records indicate that a determination letter was issued in May 1961, that recognized you as exempt from Federal income tax, and discloses that you are currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records also indicate you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Requests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,

[Signature]

Michelle M. Sullivan, Oper. Mgr.
Accounts Management Operations I
Educational Broadcasting Corporation  
EIN: 13-1945149  

March, 2009  

Certification  

I hereby certify that I am the Secretary of Educational Broadcasting Corporation and that the attached is a complete and accurate copy of the Charter of such corporation, as amended by the Regents of the University of the State of New York on April 15, 2008.

Robert Feinberg  
Secretary
Amendment to Charter of
Educational Television for the Metropolitan Area, Inc.

This instrument witnesses that the Board of Regents, for and on behalf of the Education Department of the State of New York, has amended the
charter of Educational Television for the Metropolitan Area, Inc., New York, which was granted by the Board of Regents on May 3, 1961, by changing the name of the corporation from Educational Television for the Metropolitan Area, Inc. to

Educational Broadcasting Corporation

[Handwritten signatures]
The University of the State of New York

Amendment to Charter of Educational Broadcasting Corporation

This instrument witnesses that the Board of Regents, for and on behalf of the Education Department of the State of New York, has amended the charter of Educational Broadcasting Corporation, located in the city, county, and State of New York, — which was granted by the Board of Regents on May 3, 1931 — by deleting the following paragraph, and substituting therefor the following new paragraph:

"The purpose, name, and incorporation shall consist of the Board of Trustees, consisting of the trustees, including the president, the president's secretary, the treasurer, the dean of the college, and the dean of the school, and shall have power, subject to the approval of the Board of Trustees, to change the number of trustees to be not more than 10 nor less than 5."

Granted, July 31, 1940, by the Board of Regents for and on behalf of the State Education Department, executed under the seal of said Department, and recorded herein, Number 70558.
Amendment to Charter

EDUCATIONAL BROADCASTING CORPORATION

THIS INSTRUMENT WITNESSETH That the Regents of The University of the State of New York, have amended the charter of Educational Broadcasting Corporation, located in the city, county and state of New York, which was granted under the name Educational Television for the Metropolitan Area, Inc., by the issuance of an absolute charter granted by the Board of Regents on May 3, 1961, such charter having been amended by action of the Regents on April 27, 1962, changing the name of the corporation to Educational Broadcasting Corporation, to increase the authorized maximum number of trustees from twenty-five to thirty-six.

Granted November 21, 1966, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University, and recorded as Number 20,000.

[Seal]

Martin L. Brandt
Chancellor

[Signature]

President of The University and Commissioner of Education
Amendment to Charter

EDUCATIONAL BROADCASTING CORPORATION

THIS INSTRUMENT WITNESSETH that the Regents of The University of the State of New York have amended the charter of Educational Broadcasting Corporation, located in the city, county and state of New York, which was incorporated under the name Educational Television for the Metropolitan Area, Inc. by the issuance of an absolute charter granted by the Board of Regents on May 3, 1961, such charter having been amended by action of the Regents on April 27, 1962, changing the name of the corporation to Educational Broadcasting Corporation, and amended by action of the Regents on November 21, 1984, increasing the authorized maximum number of trustees from twenty-five to thirty-six, is amended to increase the authorized maximum number of trustees from thirty-six to forty-five.

Granted April 27, 1999, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University, and recorded as Number 26,425.

[Signatures]

Mothercare
Chancellor

President of The University and Commissioner of Education
EDUCATIONAL BROADCASTING CORPORATION.

Amendment of Absolute Charter

This Instrument Witnesseth That an application having been made by and on behalf of the trustees of Educational Broadcasting Corporation, for an amendment of its charter, it was

Voted, that the absolute charter of Educational Broadcasting Corporation, located in the city, county and state of New York, which was granted by action of the Board of Regents on May 5, 1961; under the corporate name Educational Television for the Metropolitan Area, Inc.; which charter was amended by Regents action on April 27, 1962; changing the corporate name to Educational Broadcasting Corporation and amended by Regents action on November 21, 1966 and April 27, 1990, be and the same hereby is further amended to increased the authorized maximum number of trustees from forty-five to fifty-five.

Complied, July 24, 1991, by the Board of Regents of the University of the State of New York, Department, and executed under the seal of said University and recorded at Number 26, 961.

Chancellor

President of The University and Commissioner of Education
EDUCATIONAL BROADCASTING CORPORATION

AMENDMENT OF CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of April 15, 2008,

An application having been made by and on behalf of the trustees of Educational Broadcasting Corporation, for an amendment of its charter, it was

Voted, that the absolute charter of Educational Broadcasting Corporation, located in the city, county, and state of New York, which was granted by action of the Board of Regents under the corporate name "Educational Television for the Metropolitan Area, Inc." on May 3, 1961; which absolute charter was amended by Regents action on April 27, 1962 to change the corporate name to "Educational Broadcasting Corporation," November 21, 1986, April 27, 1990, and July 26, 1991; that the approval of the election of trustees to the corporation and of the corporation's amended bylaws has been granted by the Board of Regents on various occasions be, and the same hereby is, amended to restate the corporate purposes:

a. To foster the ideals of excellence, engagement, and education in all manner and media throughout the local communities served by WNET.org and the corporation beyond;

b. To acquire, construct and operate noncommercial educational radio and television stations, obtain and hold appropriate authorizations and licenses for the operation of said stations from State or Federal authorities, and participate in state, regional, and national educational networks;

c. To acquire, build, and operate other media platforms, including, but not limited to various forms of new and traditional media;

d. To create, acquire, and preserve content in all manner and media that inspires, celebrates imagination, facilitates informed discussion, supports the healthy development and education of children, explores history, science, humanities, and culture and arts, including but not limited to educational, entertaining and cultural programs, films, and recordings;

e. To distribute WNET.org's and the corporation's content in all manner and media worldwide, whether on WNET.org or the corporation's platforms or through sale or license to any other persons, corporations, or organizations, whether commercial or noncommercial; and

f. To aid, assist, and work in conjunction with corporations, educational institutions, organizations, agencies, foundations, and individuals interested or engaged in any of the fields or purposes of WNET.org and the corporation, and generally to encourage and foster educational and cultural television, broadcasting and media.

To add language indicating that the sole member of the corporation will be WNET.org, the board of trustees of the corporation will now be referred to as the board of directors, to amend the dissolution language to state:
Upon dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.

And to delete the following language from the corporation’s charter: “The bylaws of the corporations and each amendment thereof shall be subject to approval of the Board of Regents”.

Granted, April 15, 2008, by the Board of Regents of the University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 24,533.

[Seal Image]

Chancellor

President of the University and Commissioner of Education
Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

Use the instructions to complete this application and for a definition of all bold items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1. Full name of organization (exactly as it appears in your organizing document)
   WNET.ORG

2. c/o Name (if applicable)
   Joshua C. Nathan

3. Mailing address (Number and street) (see instructions)
   Room/Suite 26-2810489
   450 West 33rd Street
   City or town, state or country, and ZIP + 4
   New York, NY 10001

4. Employer Identification Number (EIN)
   26-2810489

5. Month the annual accounting period ends (01-12)

6. Primary contact (officer, director, trustee, or authorized representative)
   a. Name: Joshua C. Nathan
   b. Phone: (212) 560-6976
   c. Fax: (optional)

7. Are you represented by an authorized representative, such as an attorney or accountant? If “Yes,” provide the authorized representative’s name, and the name and address of the authorized representative’s firm. Include a completed Form 2848, Power of Attorney and Declaration of Representative, with your application if you would like us to communicate with your representative.
   X Yes  □ No

8. Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If “Yes,” provide the person’s name, the name and address of the person’s firm, the amounts paid or promised to be paid, and describe that person’s role.
   □ Yes  X No

9a. Organization’s website: www.wnet.org
b. Organization’s email: (optional)

10. Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If “Yes,” explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.
    □ Yes  X No

11. Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 04/15/2008

12. Were you formed under the laws of a foreign country?
    a. If “Yes,” state the country.
    □ Yes  X No

For Paperwork Reduction Act Notice, see page 24 of the instructions.
Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.

1. Are you a corporation? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☑ Yes ☐ No

2. Are you a limited liability company (LLC)? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ Yes ☑ No

3. Are you an unincorporated association? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☑ Yes ☐ No

4a. Are you a trust? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☑ Yes ☐ No

b. Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☑ Yes ☐ No

5. Have you adopted bylaws? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☑ Yes ☐ No

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. DO NOT file this application until you have amended your organizing document. Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

1. Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Paragraph Second ☑

2a. Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.

2b. If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 4, Paragraph Tenth

2c. See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

Part IV Narrative Description of Your Activities

See Attachment 3

Using an attachment, describe your past, present, and planned activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

1a. List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount (annual actual or estimated)</th>
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<tbody>
<tr>
<td></td>
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</tbody>
</table>

See Attachment 4
Part V  Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than $50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount (annual actual or estimated)</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
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</tbody>
</table>

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than $50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount (annual actual or estimated)</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
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</table>

The following "Yes" or "No" questions relate to past, present, or planned relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship. □ Yes ☒ No

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. □ Yes ☒ No

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. □ Yes ☒ No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties. See Attachment 5 □ Yes ☒ No

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. □ Yes ☒ No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ Yes ☒ No

b Do you or will you approve compensation arrangements in advance of paying compensation? ☒ Yes ☒ No

c Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ Yes ☒ No
### Part V: Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

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<tr>
<td><strong>d</strong></td>
<td>Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?</td>
</tr>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>e</strong></td>
<td>Do you or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys conducted by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.</td>
</tr>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>f</strong></td>
<td>Do you or will you record in writing both the information on which you relied to base your decision and its source?</td>
</tr>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>g</strong></td>
<td>If you answered &quot;No&quot; to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.</td>
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<tr>
<td><strong>5a</strong></td>
<td>Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If &quot;Yes,&quot; provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If &quot;No,&quot; answer lines 5b and 5c.</td>
</tr>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>See Attachment 6</td>
<td></td>
</tr>
<tr>
<td><strong>b</strong></td>
<td>What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?</td>
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<tr>
<td></td>
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<tr>
<td><strong>c</strong></td>
<td>What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?</td>
</tr>
<tr>
<td>Note: A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.</td>
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<tr>
<td><strong>6a</strong></td>
<td>Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through non-fixed payments, such as discretionary bonuses or revenue-based payments? If &quot;Yes,&quot; describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.</td>
</tr>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>b</strong></td>
<td>Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than $50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If &quot;Yes,&quot; describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.</td>
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<tr>
<td>Yes</td>
<td>No</td>
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<td><strong>7a</strong></td>
<td>Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If &quot;Yes,&quot; describe any such purchase that you made or intend to make, from whom you made or will make such purchases, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine that you pay no more than fair market value. Attach copies of any written contracts or other agreements relating to such purchases.</td>
</tr>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>b</strong></td>
<td>Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If &quot;Yes,&quot; describe any such sales that you made or intend to make, to whom you made or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.</td>
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<tr>
<td>Yes</td>
<td>No</td>
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<tr>
<td><strong>8a</strong></td>
<td>Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If &quot;Yes,&quot; provide the information requested in lines 8b through 8f.</td>
</tr>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>b</strong></td>
<td>Describe any written or oral arrangements that you made or intend to make.</td>
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<td><strong>c</strong></td>
<td>Identify with whom you have or will have such arrangements.</td>
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<tr>
<td><strong>d</strong></td>
<td>Explain how the terms are or will be negotiated at arm's length.</td>
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<tr>
<td><strong>e</strong></td>
<td>Explain how you determine you pay no more than fair market value or you are paid at least fair market value.</td>
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<tr>
<td><strong>f</strong></td>
<td>Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.</td>
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<tr>
<td><strong>9a</strong></td>
<td>Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees or directors are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If &quot;Yes,&quot; provide the information requested in lines 9b through 9f.</td>
</tr>
<tr>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

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STF FED2129F.4
Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b Describe any written or oral arrangements you made or intend to make.
c Identify with whom you have or will have such arrangements.
d Explain how the terms are or will be negotiated at arm's length.
e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following “Yes” or “No” questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to past, present, and planned activities. (See instructions.)

1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If “Yes,” describe each program that provides goods, services, or funds to individuals. □ Yes □ No

b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If “Yes,” describe each program that provides goods, services, or funds to organizations. See Attachment 8 □ Yes □ No

2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer “Yes” if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If “Yes,” explain the limitation and how recipients are selected for each program. □ Yes □ No

3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If “Yes,” explain how these related individuals are eligible for goods, services, or funds. □ Yes □ No

Part VII Your History

The following “Yes” or “No” questions relate to your history. (See instructions.)

1 Are you a successor to another organization? Answer “Yes,” if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If “Yes,” complete Schedule G. □ Yes □ No

2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If “Yes,” complete Schedule E. □ Yes □ No

Part VIII Your Specific Activities

The following “Yes” or “No” questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to past, present, and planned activities. (See instructions.)

1 Do you support or oppose candidates in political campaigns in any way? If “Yes,” explain. □ Yes □ No

2a Do you attempt to influence legislation? If “Yes,” explain how you attempt to influence legislation and complete line 2b. If “No,” go to line 3a. See Attachment 9 □ Yes □ No

b Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If “Yes,” attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If “No,” describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. □ Yes □ No

3a Do you or will you operate bingo or gaming activities? If “Yes,” describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. □ Yes □ No

b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If “Yes,” describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. □ Yes □ No

c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.
### Part VIII Your Specific Activities (Continued)

<table>
<thead>
<tr>
<th>4a</th>
<th>Do you or will you undertake fundraising? If &quot;Yes,&quot; check all the fundraising programs you do or will conduct. (See instructions.)</th>
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<tbody>
<tr>
<td></td>
<td>✕ mail solicitations</td>
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<td></td>
<td>✕ phone solicitations</td>
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<tr>
<td></td>
<td>✕ email solicitations</td>
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<tr>
<td></td>
<td>✕ accept donations on your website</td>
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<td></td>
<td>✕ personal solicitations</td>
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<tr>
<td></td>
<td>✕ receive donations from another organization's website</td>
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<tr>
<td></td>
<td>✕ vehicle, boat, plane, or similar donations</td>
</tr>
<tr>
<td></td>
<td>✕ government grant solicitations</td>
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<tr>
<td></td>
<td>✕ foundation grant solicitations</td>
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<td>![ ] Other</td>
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</table>

Attach a description of each fundraising program. See Attachment 10

<table>
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<tr>
<th>4b</th>
<th>Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If &quot;Yes,&quot; describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.</th>
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<tr>
<td></td>
<td>✕ Yes</td>
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<td>![ ] No</td>
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<tr>
<th>4c</th>
<th>Do you or will you engage in fundraising activities for other organizations? If &quot;Yes,&quot; describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.</th>
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<tr>
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<td>✕ Yes</td>
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<td>![ ] No</td>
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</table>

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<tr>
<th>4d</th>
<th>List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.</th>
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<tbody>
<tr>
<td></td>
<td>✕ Yes</td>
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<td>![ ] No</td>
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<table>
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<tr>
<th>4e</th>
<th>Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer &quot;Yes&quot; if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If &quot;Yes,&quot; describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.</th>
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<td>![ ] Yes ✕ No</td>
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</table>

| 5  | Are you affiliated with a governmental unit? If "Yes," explain. | ![ ] Yes ✕ No |

| 6a | Do you or will you engage in economic development? If "Yes," describe your program. |
|    | ![ ] Yes ✕ No |

<table>
<thead>
<tr>
<th>7a</th>
<th>Do or will persons other than your employees or volunteers develop your facilities? If &quot;Yes,&quot; describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.</th>
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<td>![ ] Yes ✕ No</td>
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</table>

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<tr>
<th>7b</th>
<th>Do or will persons other than your employees or volunteers manage your activities or facilities? If &quot;Yes,&quot; describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.</th>
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<tr>
<td></td>
<td>![ ] Yes ✕ No</td>
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</table>

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<tr>
<th>7c</th>
<th>If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.</th>
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<tbody>
<tr>
<td></td>
<td>✕ Yes ✕ No</td>
</tr>
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</table>

| 8  | Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. | ![ ] Yes ✕ No |

<table>
<thead>
<tr>
<th>9a</th>
<th>Are you applying for exemption as a childcare organization under section 501(k)? If &quot;Yes,&quot; answer lines 9b through 9d. If &quot;No,&quot; go to line 10.</th>
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<tbody>
<tr>
<td></td>
<td>![ ] Yes ✕ No</td>
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</table>

<table>
<thead>
<tr>
<th>9b</th>
<th>Do you provide child care so that parents or caretakers of children you care for can be gainfully employed? (See instructions)? If &quot;No,&quot; explain how you qualify as a childcare organization described in section 501(k).</th>
</tr>
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<tbody>
<tr>
<td></td>
<td>![ ] Yes ✕ No</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>9c</th>
<th>Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed? (See instructions)? If &quot;No,&quot; explain how you qualify as a childcare organization described in section 501(k).</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>![ ] Yes ✕ No</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>9d</th>
<th>Are your services available to the general public? If &quot;No,&quot; describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>![ ] Yes ✕ No</td>
</tr>
</tbody>
</table>

| 10 | Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. | ![ ] Yes ✕ No |

See Attachment 11
Part VIII  Your Specific Activities (Continued)

11  Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property; trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If “Yes,” describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.

☐ Yes  ☐ No

12a  Do you or will you operate in a foreign country or countries? If “Yes,” answer lines 12b through 12d. If “No,” go to line 13a.

☐ Yes  ☐ No

b  Name the foreign countries and regions within the countries in which you operate.

c  Describe your operations in each country and region in which you operate.

d  Describe how your operations in each country and region further your exempt purposes.

13a  Do you or will you make grants, loans, or other distributions to organization(s)? If “Yes,” answer lines 13b through 13g. If “No,” go to line 14a.

☐ Yes  ☐ No

See Attachment 14

b  Describe how your grants, loans, or other distributions to organizations further your exempt purposes.

c  Do you have written contracts with each of these organizations? If “Yes,” attach a copy of each contract.

☐ Yes  ☐ No

d  Identify each recipient organization and any relationship between you and the recipient organization.

e  Describe the records you keep with respect to the grants, loans, or other distributions you make.

f  Describe your selection process, including whether you do any of the following:

(i) Do you require an application form? If “Yes,” attach a copy of the form.

☐ Yes  ☐ No

(ii) Do you require a grant proposal? If “Yes,” describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.

☐ Yes  ☐ No

g  Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.

14a  Do you or will you make grants, loans, or other distributions to foreign organizations? If “Yes,” answer lines 14b through 14f. If “No,” go to line 15.

☐ Yes  ☐ No

See Attachment 15

b  Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.

c  Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If “Yes,” list all earmarked organizations or countries.

☐ Yes  ☐ No

d  Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If “Yes,” describe how you relay this information to contributors.

☐ Yes  ☐ No

e  Do you or will you make pre-grant inquiries about the recipient organization? If “Yes,” describe these inquiries, including whether you inquire about the recipient’s financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.

☐ Yes  ☐ No

f  Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If “Yes,” describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.
### Part VIII: Your Specific Activities (Continued)

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>16  Do you have a close connection with any organizations? If “Yes,” explain. See Attachment 16</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>16  Are you applying for exemption as a cooperative hospital service organization under section 501(c)? If “Yes,” explain.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>17  Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If “Yes,” explain.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>18  Are you applying for exemption as a charitable risk pool under section 501(n)? If “Yes,” explain.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>19  Do you or will you operate a school? If “Yes,” complete Schedule B. Answer “Yes,” whether you operate a school as your main function or as a secondary activity.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>20  Is your main function to provide hospital or medical care? If “Yes,” complete Schedule C.</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>21  Do you or will you provide low-income housing or housing for the elderly or handicapped? If “Yes,” complete Schedule F.</td>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.
### A. Statement of Revenues and Expenses (Estimated)

<table>
<thead>
<tr>
<th>Type of revenue or expense</th>
<th>Current tax year</th>
<th>3 prior tax years or 2 succeeding tax years</th>
<th>(a) From 04/15/08 To 06/30/08</th>
<th>(b) From 07/01/08 To 06/30/09</th>
<th>(c) From 07/01/09 To 06/30/10</th>
<th>(d) From __________ To __________</th>
<th>(e) Provide Total for (a) through (d)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, and contributions received (do not include unusual grants)</td>
<td>0</td>
<td>46,413,000</td>
<td>92,826,000</td>
<td>139,239,000.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>2 Membership fees received</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>3 Gross investment income</td>
<td>0</td>
<td>969,000</td>
<td>1,938,000</td>
<td>2,907,000.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>4 Net unrelated business income</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>5 Taxes levied for your benefit</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)</td>
<td>0</td>
<td>1,502,000</td>
<td>3,004,000</td>
<td>4,506,000.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)*</td>
<td>0</td>
<td>48,884,000.00</td>
<td>97,768,000.00</td>
<td>146,652,000.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>8 Total of lines 1 through 7</td>
<td>0.00</td>
<td>53,987,000.00</td>
<td>107,974,000.00</td>
<td>161,961,000.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)</td>
<td>0</td>
<td>5,103,000</td>
<td>10,206,000</td>
<td>15,309,000.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>10 Total of lines 8 and 9</td>
<td>0.00</td>
<td>59,090,000.00</td>
<td>118,170,000.00</td>
<td>177,270,000.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>11 Net gain or loss on sale of capital assets (attach ** schedule and see instructions)</td>
<td>0</td>
<td>743,000</td>
<td>1,486,000</td>
<td>2,229,000.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>12 Unusual grants</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>13 Total Revenue Add lines 10 through 12</td>
<td>0.00</td>
<td>54,730,000.00</td>
<td>109,460,000.00</td>
<td>164,190,000.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>14 Fundraising expenses</td>
<td>0</td>
<td>8,688,000</td>
<td>17,376,000</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>16 Disbursements to or for the benefit of members (attach an itemized list)</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>17 Compensation of officers, directors, and trustees</td>
<td>0</td>
<td>833,000</td>
<td>1,666,000</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>18 Other salaries and wages</td>
<td>0</td>
<td>16,109,000</td>
<td>32,218,000</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>19 Interest expense</td>
<td>0</td>
<td>89,000</td>
<td>178,000</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>20 Occupancy (rent, utilities, etc.)</td>
<td>0</td>
<td>2,662,000</td>
<td>5,924,000</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>21 Depreciation and depletion</td>
<td>0</td>
<td>1,544,000</td>
<td>3,088,000</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>22 Professional fees ***</td>
<td>0</td>
<td>479,000</td>
<td>958,000</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>23 Any expense not otherwise classified, such as program services (attach itemized list)****</td>
<td>0</td>
<td>24,026,000</td>
<td>48,052,000</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>24 Total Expenses Add lines 14 through 23</td>
<td>0.00</td>
<td>54,730,000.00</td>
<td>109,460,000.00</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td></td>
</tr>
</tbody>
</table>

*See Schedule A  **See Schedule B  ***See Schedule C  ****See Schedule D
### Part IX Financial Data (Continued)

#### B. Balance Sheet (for your most recently completed tax year)

<table>
<thead>
<tr>
<th>Assets</th>
<th>Year End: 06/30/08</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Cash</strong></td>
<td>1</td>
</tr>
<tr>
<td><strong>Accounts receivable, net</strong></td>
<td>2</td>
</tr>
<tr>
<td><strong>Inventories</strong></td>
<td>3</td>
</tr>
<tr>
<td><strong>Bonds and notes receivable (attach an itemized list)</strong></td>
<td>4</td>
</tr>
<tr>
<td><strong>Corporate stocks (attach an itemized list)</strong></td>
<td>5</td>
</tr>
<tr>
<td><strong>Loans receivable (attach an itemized list)</strong></td>
<td>6</td>
</tr>
<tr>
<td><strong>Other investments (attach an itemized list)</strong></td>
<td>7</td>
</tr>
<tr>
<td><strong>Depreciable and depletable assets (attach an itemized list)</strong></td>
<td>8</td>
</tr>
<tr>
<td><strong>Land</strong></td>
<td>9</td>
</tr>
<tr>
<td><strong>Other assets (attach an itemized list)</strong></td>
<td>10</td>
</tr>
<tr>
<td><strong>Total Assets (add lines 1 through 10)</strong></td>
<td>11</td>
</tr>
<tr>
<td><strong>Liabilities</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Accounts payable</strong></td>
<td>12</td>
</tr>
<tr>
<td><strong>Contributions, gifts, grants, etc. payable</strong></td>
<td>13</td>
</tr>
<tr>
<td><strong>Mortgages and notes payable (attach an itemized list)</strong></td>
<td>14</td>
</tr>
<tr>
<td><strong>Other liabilities (attach an itemized list)</strong></td>
<td>15</td>
</tr>
<tr>
<td><strong>Total Liabilities (add lines 12 through 15)</strong></td>
<td>16</td>
</tr>
<tr>
<td><strong>Fund Balances or Net Assets</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Total fund balances or net assets</strong></td>
<td>17</td>
</tr>
<tr>
<td><strong>Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)</strong></td>
<td>18</td>
</tr>
</tbody>
</table>

19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.  

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

#### Part X Public Charity Status

Part X is designed to classify you as an organization that is either a private foundation or a public charity. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a private operating foundation. (See Instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed.  

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document.  

Go to line 2.

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.  

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

3 Have you existed for one or more years? If "Yes," attach financial information showing that your are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4.  

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?  

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.  

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.  

<table>
<thead>
<tr>
<th>No</th>
</tr>
</thead>
</table>

b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.  

<table>
<thead>
<tr>
<th>No</th>
</tr>
</thead>
</table>

c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.  

<table>
<thead>
<tr>
<th>No</th>
</tr>
</thead>
</table>

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.  

<table>
<thead>
<tr>
<th>No</th>
</tr>
</thead>
</table>
Part II Public Charity Status (Continued)

e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.

f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.

g 509(a)(1) and 170(b)(1)(A)(iv)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.

h 509(a)(2)—an organization that normally receives more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).

i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an advance or a definitive ruling by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

a Request for Advance Ruling: By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, Extending the Tax Assessment Period, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Filing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

[Signature of Officer, Director, Trustee, or other authorized official]

Joshua C. Nathan

(Type or print name of signer)

(Date)

Vice President and Secretary

(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

b Request for Definitive Ruling: Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

(i) (a) Enter 2% of line 8, column (e) on Part IX-A, Statement of Revenues and Expenses. 

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each disqualified person. If the answer is "None," check this box.

(b) For each year amounts are included on line 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A, Statement of Revenues and Expenses, or (2) $5,000. If the answer is "None," check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A, Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.

[Signature]

[Date]

[Signature]

[Date]
Part XI  User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed $10,000 annually over a 4-year period, you must submit payment of $750. If your gross receipts have not exceeded or will not exceed $10,000 annually over a 4-year period, the required user fee payment is $300. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

1. Have your annual gross receipts averaged or are they expected to average not more than $10,000?  □ Yes  □ No
   If "Yes," check the box on line 2 and enclose a user fee payment of $300 (Subject to change—see above).
   If "No," check the box on line 3 and enclose a user fee payment of $750 (Subject to change—see above).

2. Check the box if you have enclosed the reduced user fee payment of $300 (Subject to change).

3. Check the box if you have enclosed the user fee payment of $750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedule and attachments, and to the best of my knowledge it is true, correct, and complete.

Signature  

Joshua C. Nathan
(Vice President and Secretary)

Date  

03-10-09

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.
WNET.ORG  
EIN: 26-2810489  

March, 2009  

Response to Form 1023  

Part V, Question 1a  

1a. List the names, titles, and mailing addresses of all of your officers, directors and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee or other position.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Mailing address</th>
<th>Compensation amount</th>
<th>Benefits and Taxes</th>
</tr>
</thead>
<tbody>
<tr>
<td>James S. Tisch</td>
<td>Chairman and Trustee</td>
<td>c/o WNET.ORG 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Ann G. Tenenbaum</td>
<td>Vice Chairman and Trustee</td>
<td>c/o WNET.ORG 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Charlotte Nicholson Ackert</td>
<td>Vice Chairman and Trustee</td>
<td>c/o WNET.ORG 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Dirk Ziff</td>
<td>Vice Chairman and Trustee</td>
<td>c/o WNET.ORG 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Neal Shapiro*</td>
<td>President and Chief Executive Officer</td>
<td>c/o WNET.ORG 450 West 33rd Street New York, NY 10001</td>
<td>$400,570.01</td>
<td>$28,041.13</td>
</tr>
<tr>
<td>Joshua C. Nathan*</td>
<td>Vice President and Secretary</td>
<td>c/o WNET.ORG 450 West 33rd Street New York, NY 10001</td>
<td>$249,973.09</td>
<td>$51,923.74</td>
</tr>
<tr>
<td>Stephen Segaller*</td>
<td>Vice President</td>
<td>c/o WNET.ORG 450 West 33rd Street New York, NY 10001</td>
<td>$243,488.28</td>
<td>$32,863.15</td>
</tr>
<tr>
<td>John P. Arnhold</td>
<td>Trustee</td>
<td>c/o WNET.ORG 450 West 33rd Street New York, NY 10001</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>

* Biography attached.
<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
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Neal Shapiro

Neal Shapiro is an award-winning producer and news executive, with a 25-year career spanning print, broadcast, cable, and Internet media.

Neal Shapiro became CEO and President of WNET.ORG in September, 2008. New York public media provider WNET.ORG creates award-winning broadcast and Web content in the areas of arts and culture, news and public affairs, science and natural history, documentaries, and children’s programming for local, national and global audiences. WNET.ORG is the parent company of EBC, which currently operates New York public television stations THIRTEEN and WL1W21. Prior to joining WNET.ORG, he worked for WNET.ORG’s subsidiary, Education Broadcasting Corporation (EBC), beginning as President in February 2007 and then on February 4, 2008, he became President and Chief Executive Officer.

During his first year at EBC, Shapiro launched a number of innovative programs and projects. In September, 2007, Shapiro created The New York War Stories Project to coincide with The War—A Film by Ken Burns. The project consisted of two highly acclaimed documentaries, one featuring content created by viewers, a companion Web site where World War II veterans uploaded videos and stories about their experiences during the war, and an educational outreach component. In early 2008, he launched Reel 13, a weekly on-air/online showcase for classic, short and independent films, which also incorporates user-generated content and audience participation. Shapiro then spearheaded SundayArts, a weekly on-air, online showcase of New York’s arts and culture, featuring news, profiles, performances, and interviews. He also oversaw the production of The Jews of New York, a local companion to the national PBS series The Jewish Americans. In October 2008, he launched Worldfocus, a nightly international newscast for public television, complete with a 24/7 news website. At launch, Worldfocus was being carried in 85% of American homes via public broadcasters from coast-to-coast.

Previously, Shapiro was President of NBC News from June 2001 to September 2005, where he oversaw the global operations of NBC Universal’s top-ranked news division, leading the number-one-rated news programs in every day part: Today in the morning, NBC Nightly News in the evening and Meet the Press on Sunday morning. He also oversaw Dateline NBC, which, at the time, was the most-watched and most-honored news magazine on television.

Shapiro led NBC News’s award-winning and top-rated coverage of every significant news story in recent history – from the terrorist attacks on 9/11 to the wars in Afghanistan and Iraq, to the 2004 elections to Hurricane Katrina’s devastation. He also leveraged cross-platform news division resources to benefit MSNBC, CNBC, NBC’s Spanish-language network, Telemundo, and the NBC owned and operated stations.

Shapiro also combined ratings success with technological breakthroughs and editorial innovations. For example, during the invasion of Iraq, the “Bloom-mobile”—named for the late NBC correspondent David Bloom—provided NBC News viewers with exclusive, live pictures as tanks rolled through the battlefields. During the election of 2004, NBC News was the only network news program to have its own nationwide voter fraud hotline. And on election night,
NBC News also pioneered a new visual approach with Democracy Plaza, where election results were projected on the sides of skyscrapers and on the Rockefeller Center skating rink.

Shapiro personally directed the successful anchor transition from Tom Brokaw to Brian Williams in December 2004, the first such transition in more than 20 years. He also recruited and promoted many of the new generation of stars at NBC News.

On cable, Shapiro oversaw the news operations of MSNBC. He also created NBC News Productions, which produces programming for many cable channels, including A&E, Bravo, Court TV, Discovery, The History Channel, and Lifetime.

In the world of syndication, he developed two successful syndicated programs produced by NBC News, The Chris Matthews Show and Your Total Health with Hoda Kotb.

On the Web, he spearheaded a number of changes which helped make MSNBC.com the nation’s number-one Internet news and information site. Shapiro also expanded NBC News Radio and began podcasts and cellphone reports. He helped create and launch NBC’s digital weather channel “Weatherplus.”

Before his promotion to the front office, Shapiro was executive producer of Dateline NBC from 1993 to 2001. Prior to Dateline, NBC News had failed 18 times to launch a successful newsmagazine. Under Shapiro’s direction, Dateline became a cornerstone of NBC’s primetime programming and the first primetime multi-night newsmagazine.

At Dateline, he redefined what had been the formulaic television newsmagazine genre. Dateline’s hallmark was its agility and range: covering everything from breaking news to hour-long stories on crime and justice to interactive mysteries to two-hour single-topic non-fiction dramas.

Dateline became the most-honored newsmagazine on television with numerous prestigious awards in journalism, including 32 Emmys, 31 Edward R. Murrow Awards, nine Sigma Delta Chi Awards, three Alfred I DuPont-Columbia University Silver Batons, three George Foster Peabody Awards, a Robert F. Kennedy Journalism Award, two George Polk Awards, and three Overseas Press Club Awards.

Shapiro started at NBC in March 1993 after 13 years at ABC News. He served as broadcast producer of PrimeTime Live, where he wrote and produced over 30 stories, including breaking news, profiles, and investigative reports. He produced award-winning one-hour special editions of PrimeTime Live, including “Pan Am 103,” “Inside the Kremlin” and “Waste in Washington.”

From 1986 until 1989, Shapiro was a special segment producer for World News Tonight, where he wrote and produced stories with Peter Jennings on Cuba, the Far East and the 1988 presidential campaign. He also was the producer for chief correspondent Richard Threlkeld.
He began his broadcast career at ABC News in 1980 as assistant to ABC News Vice President David Burke, and subsequently worked in news promotions, audience research and for all news programs, including Good Morning America and Nightline.

While at ABC, Shapiro received a George Polk Award, two Emmy Awards and an Investigative Reporter and Editors Award.

Shapiro graduated magna cum laude from Tufts University in 1980 with degrees in history and political science. He was the editor-in-chief of the Tufts Observer and he was a stringer for the New York Times and the Boston Globe.

He has taught journalism at Tufts and the Columbia University Graduate School of Journalism and has lectured at many universities including MIT and Stanford.

He is married to ABC News Correspondent JuJu Chang. They have three sons and live in New York City.

March 10, 2009
Joshua C. Nathan

Josh Nathan joined WNET.ORG in September, 2008. He is responsible for overseeing staff covering Legal & Business Affairs, Audience/Market Research, Government & External Affairs, Labor Relations, Talent Relations & Administration, Corporate Records, and the Board of Trustees Administration.

As a member of the senior management team Nathan works on the development and implementation of corporate strategy and with new business ventures, particularly in connection with the Corporation's licensing and co-production deals.

Prior to joining WNET.ORG, Nathan worked for WNET.ORG's subsidiary, Educational Broadcasting Corporation, starting in 1997 as Associate General Counsel. He was named Vice President, General Counsel and Secretary in 2004.

In 2000, Nathan received two New York Emmy Awards as an Executive Producer of Thirteen/WNET's local television documentary NYTV: By the People Who Made It.

From 1991 to 1997, he was associated with Rosenman & Colin LLP in New York City (now KM Rosenman) where he represented clients primarily in business litigation and handled arts related matters, including pro-bono cases for Volunteer Lawyers for the Arts.

He is admitted to practice in New York and New Jersey and is a member of The Association of the Bar of the City of New York where he has served on the Committee on Copyright and Literary Property and the Committee on Art Law.

He earned his J.D. degree from Cornell Law School (1991) and his A.B. degree from Vassar College (cum laude in Art History, 1988). He also attended University College London (Full Course Affiliate Study, History of Art, 1987). Nathan studied fine art and design with the late Vita Jaspan, Marshall Glazer and Joseph Stapleton.

Nathan was born in Manhattan in 1965 and grew up in Tenafly, New Jersey. He lives with his wife and son in Rye, New York where he currently serves as President of the Rye City School District Board of Education. He and his family are avid sailors.

March 10, 2009
Stephen Segaller


Segaller has been a journalist, producer, director, writer and author whose work has been broadcast and published on both sides of the Atlantic and all over the world. In the U.K., he worked for London Weekend TV and Granada TV in current affairs before spending six years as an independent producer making documentaries for Channel 4. In the U.S., he worked at WGBH (for the BBC) and for five years produced and executive-produced documentaries and series for Oregon Public Broadcasting. These programs aired on PBS, CNN, Discovery, TLC, ITV, Channel 4, the BBC, and many other international networks.

Prior to joining WNET.ORG, Segaller worked for WNET.ORG’s subsidiary, Educational Broadcasting Corporation, as Director of News and Public Affairs Programming. He created That Money Show in 2000-01; the primetime international documentary series Wide Angle in 2002, now preparing its eighth season; and Exposé - America’s Investigative Reports in 2006. After 9/11, he and Bill Moyers jointly produced the specials that led to the creation of NOW with Bill Moyers (the predecessor of the current NOW on PBS).

Segaller has supervised the weekly newsmagazine Religion & Ethics Newsweekly; documentary series such as The War of the World; Extreme Oil; Red Gold: The Epic Story of Blood; Local News; and the Fred Friendly Seminars; and individual documentaries such as the award-winning Srebrenica – A Cry From The Grave; Kofi Annan: Center of the Storm; Maggie: Prime Minister Thatcher; Allies at War; The Blair Decade; City At War: London Calling with Walter Cronkite; the films of Frederick Wiseman; and films by Roger Weisberg including the Academy Award-nominated Sound and Fury.

March 10, 2009
Statement of Taxpayer
Under Penalties of Perjury

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

Joshua C. Nathan
Secretary and Vice President

Date: 03-10-09