Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE J.M. KAPLAN FUND, INC.
C/O CONDON O'MEARA MCGINTY & DONNELLY

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
ONE BATTERY PARK PLAZA
7TH FLOOR

City or town, state, and ZIP code
NEW YORK, NY 10004-1405

A Employer identification number
13-6090286

B Telephone number (see page 10 of the instructions)
(212) 661-7777

C If exemption application is pending, check here [ ]
D 1. Foreign organizations, check here [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 87,279,542.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,088.	2,088.		ATCH 1
	4 Dividends and interest from securities	2,643,412.	2,643,412.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,231,132.			
	b Gross sales price for all assets on line 6a 25,022,218.				
	7 Capital gain net income (from Part IV, line 2)		2,274,384.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-500,712.	-474,305.		ATCH 3
	12 **Total.** Add lines 1 through 11	4,375,920.	4,445,579.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	340,193.	65,298.		267,629.
	14 Other employee salaries and wages	319,709.	58,067.		259,108.
	15 Pension plans, employee benefits	121,557.	29,405.		88,447.
	16a Legal fees (attach schedule) ATCH 4	800.	0.		1,885.
	b Accounting fees (attach schedule) ATCH 5	30,212.	18,127.		12,085.
	c Other professional fees (attach schedule) *	819,249.	494,499.		343,406.
	17 Interest ATTACHMENT 7	305,959.	51,737.		
	18 Taxes (attach schedule) (see page 14 of the instructions) **	182,521.	51,217.		26,969.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	257,927.	25,793.		233,624.
	21 Travel, conferences, and meetings	150,645.	30,129.		117,640.
	22 Printing and publications	4,714.	943.		3,771.
	23 Other expenses (attach schedule) ATCH 9	1,354,704.	1,281,744.		65,381.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,888,190.	2,106,959.		1,419,945.
	25 Contributions, gifts, grants paid	11,244,886.			10,102,363.
	26 **Total expenses and disbursements** Add lines 24 and 25	15,133,076.	2,106,959.		11,522,308.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-10,757,156.			
	b **Net investment income** (if negative, enter -0-)		2,338,620.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	500.	500.	500.
2	Savings and temporary cash investments	5,501,179.	2,258,309.	2,258,309.
3	Accounts receivable ▶ 5,012,444.			
	Less. allowance for doubtful accounts ▶	378,834.	5,012,444.	5,012,444.
4	Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ *		299,848.	
	Less allowance for doubtful accounts ▶	282,249.	299,848.	299,848.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges ATCH 10	43,232.	39,433.	39,433.
10 a	Investments - U S and state government obligations (attach schedule) **	290,837.	5,027,840.	5,027,840.
b	Investments - corporate stock (attach schedule) ATCH 12	48,358,092.	47,468,383.	4,468,383.
c	Investments - corporate bonds (attach schedule) ATCH 13	19,761.	556,217.	556,217.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 14	68,153,630.	69,555,565.	69,555,565.
14	Land, buildings, and equipment basis ▶ 3,503.			
	Less accumulated depreciation (attach schedule) ▶	3,503.	3,503.	3,503.
15	Other assets (describe ▶ ATCH 15)	57,500.	57,500.	57,500.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	123,089,317.	130,279,542.	87,279,542.
Liabilities				
17	Accounts payable and accrued expenses	150,944.	133,214.	
18	Grants payable	1,774,874.	2,917,397.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ATCH 16)	91,500.	171,000.	
23	**Total liabilities** (add lines 17 through 22)	2,017,318.	3,221,611.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	18,370,506.	18,370,506.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	102,701,493.	108,687,425.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	121,071,999.	127,057,931.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	123,089,317.	130,279,542.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	121,071,999.
2	Enter amount from Part I, line 27a	2	-10,757,156.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 17	3	16,743,088.
4	Add lines 1, 2, and 3	4	127,057,931.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	127,057,931.

**ATCH 11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,274,384.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	8,639,921.	155,764,247.	0.055468
2007	10,936,429.	171,283,309.	0.063850
2006	7,640,328.	157,677,796.	0.048455
2005	8,873,037.	145,871,177.	0.060828
2004	7,981,183.	136,664,982.	0.058400

2	Total of line 1, column (d)	2	0.287001
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.057400
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	122,925,341.
5	Multiply line 4 by line 3	5	7,055,915.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,386.
7	Add lines 5 and 6	7	7,079,301.
8	Enter qualifying distributions from Part XII, line 4	8	11,522,308.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	23,386.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	23,386.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	23,386.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 245,000.		
b	Exempt foreign organizations-tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	245,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	221,614.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 30,000. **Refunded** ▶		11	191,614.

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NEW YORK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.JMKFUND.ORG

14 The books are in care of ▶ THE J.M. KAPLAN FUND Telephone no. ▶ 212-661-7777

Located at ▶ ONE BATTERY PARK PLAZA, 7TH FLOOR ZIP + 4 ▶ 10004-1405

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? [ ] Yes [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) [X] Yes [ ] No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? [ ] Yes [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** No: X
Organizations relying on a current notice regarding disaster assistance check here ▶ [X]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? [X] Yes [ ] No
If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [ ] Yes [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE		340,193.	55,691.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 18		319,709.	73,044.	0.

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 19		553,392.

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	67,170,957.
b	Average of monthly cash balances	1b	4,668,884.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	52,957,460.
d	**Total** (add lines 1a, b, and c)	1d	124,797,301.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	124,797,301.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,871,960.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	122,925,341.
6	**Minimum investment return.** Enter 5% of line 5	6	6,146,267.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	6,146,267.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	23,386.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	23,386.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	6,122,881.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	6,122,881.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	6,122,881.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	11,522,308.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,522,308.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	23,386.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	11,498,922.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				6,122,881.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
b	Total for prior years 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 . . . . . . 1,430,068.				
b	From 2005 . . . . . . 1,753,887.				
c	From 2006				
d	From 2007 . . . . . . 2,855,707.				
e	From 2008 . . . . . . 1,005,969.				
f	Total of lines 3a through e	7,045,631.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 11,522,308.				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				6,122,881.
e	Remaining amount distributed out of corpus	5,399,427.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,445,058.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	1,430,068.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	11,014,990.			
10	Analysis of line 9				
a	Excess from 2005 . . . 1,753,887.				
b	Excess from 2006 . . .				
c	Excess from 2007 . . . 2,855,707.				
d	Excess from 2008 . . . 1,005,969.				
e	Excess from 2009 . . . 5,399,427.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

ATTACHMENT 20

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

ATTACHMENT 21

b The form in which applications should be submitted and information and materials they should include

SEE STATEMENT ATTACHED

c Any submission deadlines

SEE STATEMENT ATTACHED

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE STATEMENT ATTACHED

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 22				
Total . . . . ▶ **3a**				10,102,363.
b *Approved for future payment*				
ATTACHMENT 23				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,088.	
4 Dividends and interest from securities			14	2,643,412.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900001	-43,252.	18	2,274,384.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 24		-26,407.		-474,305.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-69,659.		4,445,579.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 4,375,920.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee — Date: Nov. 15. 2010 — Title: CONTROLLER

Paid Preparer's Use Only

Preparer's signature	Date NOV 15 2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00183769
Firm's name (or yours if self-employed), address, and ZIP code	CONDON O'MEARA MCGINTY & DONNELLY L ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405		EIN 13-3628255 Phone no 212-661-7777

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MARKETABLE SECURITES PROPERTY TYPE: SECURITIES				P		
25022218.		21237954.					3,784,264.	
		PARTNERSHIP GAIN (LOSSES) PROPERTY TYPE: OTHER				P		
							-1553132.	
		ADD:LOSSES ATTRIBUTABLE TO UBI PROPERTY TYPE: OTHER				P		
							43,252.	
TOTAL GAIN(LOSS)							2,274,384.	

The J.M. Kaplan Fund, Inc.
990PF

31-Dec-09

	Cost	Proceeds	Gains/ Losses	Per Tax Return
Asia Capital Debt Investors	$ 49,278	$ 49,278	$ -	
Colchester Bond Fund-See attached	$ 1,979,944	$ 2,652,292	$ 672,348	
Archipelago	$ 4,860,738	$ 4,202,794	$ (657,944)	
Farallon Capital	$ 4,382,234	$ 3,046,815	$ (1,335,419)	
Cantillon Global Value	$ 4,000,000	$ 4,562,390	$ 562,390	
Sun Capital	$ 512,638	$ 512,638	$ -	
Elliott Associates - See attached	$ 2,000,000	$ 3,500,000	$ 1,500,000	
Pimco- See Attached	$ 2,394,937	$ 2,627,818	$ 232,881	
Dover Street VI	$ 14,184	$ 14,184	$ -	
Spindrift--see attached	$ -	$ 2,784,540	$ 2,784,540	
Special Situations- See Attached	$ 44,001	$ 69,469	$ 25,468	
Emerging Markets Growth Fund- See Attached	$ 1,000,000	$ 1,000,000	$ -	
	$ 21,237,954	***$ 25,022,218***	***$ 3,784,264***	$ 3,784,264
Limited Partnerships Gains and Losses	$ 1,553,132	$ -	$ (1,553,132)	
	$ 22,791,086	***$ 25,022,218***	***$ 2,231,132***	$ 2,231,132
Add. Losses from Partnerships subject to UBIT			$ 43,252	
Less: Gains from L.P.'s not taxable			$ -	
Subtotal: Gains for Tax Purposes			***$ 2,274,384***	
Less: Partnership gains shown on Books Accounted for on K-1's	$ -		$ -	$ -
Total Gains for Tax Return			***$ 2,274,384***	***$ 2,231,132***

The J.M. Kaplan Fund, Inc.
990PF December 31, 2009
EIN: 13-6090286
Partnership Gains and Losses

Adamas Opportunities	$	106,653
Adamas Opportunities 3yr	$	163,950
Adamas Partners	$	(122,124)
Adamas Partners 3yr	$	(251,065)
AEW Global	$	(640,996)
Capital Z Partners	$	(52,910)
Cedar Bridge Capital	$	14,991
Cedar Rock Partners	$	(484,251)
Colchester Bond Fund	$	(62,332)
Dover Street III	$	150
Dover Street IV	$	(7,425)
Dover Street V	$	(23,352)
Farallon Capital	$	1,522
High Rise Institutional Partners	$	141,148
Keyhaven Capital	$	13,852
KPP Investors II	$	3,970
KPP Investors III	$	(2)
Metropolitan RE Global II	$	58
Metropolitan RE Partners IV	$	(11,976)
Metropolitan RE Partners Int'l II	$	101
Metropolitan RE Partners V	$	(17)
Paul Capital VI (10%)	$	42,549
Paul Capital VII(7.69%)	$	9,215
Paul Capital VIII	$	6,411
Prosepct Harbor	$	(19,704)
Semper Vic	$	(214,216)
Steel Japan	$	(137,897)
TCV III	$	(30,003)
TCV IV	$	(571)
TCV V	$	7,426
Varde Fund VIII	$	(34,661)
Varde Fund IX	$	75,738
Venture Investment Assoc. IV	$	(3,014)
Venture Investment Assoc. V	$	(19,438)
Venture Inv. Assoc. VI	$	(24,912)
Total	$	*(1,553,132)*

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF NEW YORK INTEREST	651.	651.
COMMUNITY CAPITAL BANK-CD	1,437.	1,437.
TOTAL	2,088.	2,088.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST AND DIVIDENDS ON PARTNERSHIPS	2,297,089.	2,297,089.
DIVIDENDS ON SECURITIES	2,398.	2,398.
INTEREST ON MONEY MARKET FUNDS	159.	159.
INTEREST ON BOND FUND	237,656.	237,656.
INTEREST ON NOTES RECEIVABLE		
INTEREST ON EMERGING MARKET FUND	106,110.	106,110.
TOTAL	2,643,412.	2,643,412.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PARTNERSHIP INCOME(LOSS)	-542,034.	-542,034.
LESS:AMOUNT ATTRIBUTABLE TO UBI		26,407.
OTHER INCOME	36,122.	36,122.
PRI INCOME	5,200.	5,200.
TOTALS	-500,712.	-474,305.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PROSKAUER ROSE-GENERAL COUNSEL	800.			1,885.
TOTALS	800.	0.	0.	1,885.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONDON O'MEARA MCGINTY & DONNELLY-AUDIT & TAX SERVICE	30,212.	18,127.		12,085.
TOTALS	30,212.	18,127.	0.	12,085.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONSULTANT FEES AND STIPENDS	324,750.		343,406.
BRANDYWINE MANAGEMENT COMPANY- ADVISORY FEES	434,747.	434,747.	
BANK OF NEW YORK-CUSTODIAL FEE	280.	280.	
PEREGRINE CAPITAL	7,180.	7,180.	
COLCHESTER	52,292.	52,292.	
TOTALS	819,249.	494,499.	343,406.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE THRU PARTNERS	305,959.	305,959.
LESS:AMOUNT ALLOCATED TO UBI		-254,222.
TOTALS	305,959.	51,737.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	33,643.	6,674.	26,969.
STATE TAXES ON U.B.I.	250.	250.	
DEFERRED EXCISE TAXES	79,500.		
LESS:AMOUNT ALLOCATED TO UBI		-250.	
FEDERAL TAXES ON UBI	24,585.		
FOREIGN WITHHOLDING-L.P.'S	44,543.	44,543.	
TOTALS	182,521.	51,217.	26,969.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	19,286.	5,786.	13,903.
TELEPHONE	15,113.	4,534.	9,800.
SUPPLIES	7,997.	2,399.	5,498.
REPAIRS AND MAINTENANCE	23,546.	7,064.	17,230.
FILING FEES	1,500.		1,500.
MISCELLANEOUS	23,701.	7,110.	17,450.
LIMITED PARTNERSHIP DEDUCTIONS	1,263,561.	1,263,561.	
LESS:AMOUNT ALLOCATED TO UBI		-8,710.	
TOTALS	1,354,704.	1,281,744.	65,381.

THE J.M. KAPLAN FUND, INC. 13-6090286

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	39,433.	39,433.
TOTALS	39,433.	39,433.

THE J.M. KAPLAN FUND, INC. 13-6090286

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 11

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PIMCO	5,027,840.	5,027,840.
US OBLIGATIONS TOTAL	5,027,840.	5,027,840.

THE J.M. KAPLAN FUND, INC. 13-6090286

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 12

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	47,468,383.	4,468,383.
TOTALS	47,468,383.	4,468,383.

The J.M. Kaplan Fund, Inc.
Investments- Corporate Stock
990PF- Part II Line 10B
EIN : 13-6090286

	Cost Value		Market Value
Sun Capital	$ 2,987,362	$	1,169,617
Brookside Cayman	$ 8,655,246	$	15,261,191
Chilton Global Natural Resources	$ 3,000,000	$	3,120,684
Westgate Associates	$ 2,673,043	$	14,908,966
Archipelago Holdings, LTD	$ -	$	-
Special Opportunities Fund	$ 2,757,931	$	2,061,982
Dover Street VI	$ 1,449,900	$	1,558,722
Spindnft A Class Series 1	$ -	$	870,163
Emerging Markets Growth Fund	$ 7,716,830	$	7,126,544
Asia Capital Debt Investors	$ 1,171,444	$	1,243,729
Asia Capital Tax Exempt Investors	$ 131,424	$	146,785
	$ 30,543,180	$	47,468,383

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 13

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ASSURED GUAR LIFE AVENTI VI	556,217.	556,217.
TOTALS	556,217.	556,217.

THE J.M. KAPLAN FUND, INC. 13-6090286

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 14

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITY IN LIMITED PARTNERSHIPS	68,795,565.	68,795,565.
PROGRAM RELATED INVESTMENTS	760,000.	760,000.
TOTALS	69,555,565.	69,555,565.

THE J.M. KAPLAN FUND, INC. 13-6090286

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 15

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ART WORK	57,500.	57,500.
TOTALS	57,500.	57,500.

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 16

DESCRIPTION		ENDING BOOK VALUE
DEFERRED TAXES		171,000.
	TOTALS	171,000.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
REALIZED GAINS FROM INVESTMENTS & L.P.	16,743,088.
TOTAL	16,743,088.

Representation of Supporting Organization Status

The Augustus Saint-Gaudens Memorial hereby represents that it qualifies as a public charity because it is a supporting organization as defined by §509(a)(3).

1) The organization supports:

Saint-Gaudens National Historic Site
Name of Supported Organization(s)

2) The organization represents that its supporting organization Type is:

______ Type I	"Operated, supervised, or controlled by" one or more publicly supported organizations – a majority of the governing board is elected or appointed by the supported organizations(s)
______ Type II	"Supervised or controlled in connection with" one or more publicly supported organizations – a majority of the governing board consists of individuals who also serve on the governing board of the supported organization(s)
✓ Type III	"Operated in connection with" one or more publicly supported organizations – not a Type I or Type II

3) Describe the process by which your governing board is appointed and elected

Attach Articles of Incorporation, Bylaw, or other documents which detail the process. Please highlight the article(s) or section(s) of the material that describes the process.

If the organization is a Type I or Type II supporting organization, skip section 4 and go to the signature section below

If the organization is a Type III supporting organization, complete section 4

4) Type III supporting organizations are either functionally integrated or NOT functionally integrated with the organization(s) they support.

a. As a Type III supporting organization, the organization represents that it is

✓ functionally integrated with one or more supported organizations

or

______ not functionally integrated with one or more supported organizations

If not functionally integrated, skip remainder of section 4. If functionally integrated, complete the rest of section 4

b If the organization represents that it is functionally integrated, identify the one or more supported organizations with which it is functionally integrated

Saint-Gaudens National Historic Site

c If the organization represents that it is functionally integrated, it must provide one of the following documents Please indicate which of the following is attached

__________ A written representation signed by an officer, director or trustee of each of the supported organizations with which the grantee represents that it is functionally integrated describing the activities of the grantee and confirming that but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself Such written representation must meet the requirements outlined in Section 3 of IRS Notice 2006-109

or

✓ A reasoned opinion of counsel representing the organization concluding that the grantee is a functionally integrated Type III supporting organization

The Augustus Saint-Gaudens Memorial

By: __________

Signature

Gardiner Hempel

Printed Name

Treasurer

Title or Corporate Office Held

Date 1/21/10

BY-LAWS OF THE SAINT-GAUDENS MEMORIAL
(hereinafter referred to as the Corporation)

ARTICLE I

Board of Trustees

Section 1. The property of the Corporation shall be held and its affairs managed by a Board of Trustees consisting of twenty five elected members and the Governor of New Hampshire, and the president of Dartmouth College for the time being members *ex-officio*. The Board may increase the number of elected trustees to no more than thirty (30) as authorized by the charter as amended.

There shall be three classes of elected trustees (two of eight members and one of nine members) with terms expiring in successive years.

Each year, at or within eight months before the Annual Meeting, the Board shall elect a number of persons equal to that number of Trustees whose terms will expire at such Annual Meeting to serve as trustees for three year terms commencing as of the date of such Annual Meeting and continuing until their successors are elected and duly qualified.

Any and all vacancies on the Board that arise from time to time for whatever reason may be filled by the Board.

Section 2. No trustee shall receive any compensation for his services as such, but this section shall not apply to the compensation of an executive officer of the Corporation (who is also a Trustee) for services rendered as such.

ARTICLE I-A

Policies Pertaining to Conflicts of Interest and Pecuniary Benefit Transactions

Section 1. Duty to Disclose. Each current trustee and each new trustee upon being elected shall submit annually a written statement to the President listing all businesses or other organizations of which he or she or any member of the immediate family is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Corporation has entered or might reasonably expect to enter a relationship or transaction which would give rise directly or indirectly to a conflict of interest. The President shall familiarize himself with the statements of all trustees in order to be guided should a conflict of interest arise.

Section 2. Statutory Requirements. The provisions of Chapter 302 of the 1996 Session of Laws of the New Hampshire General Court entitled "An Act Regulating Certain Transactions Between Charitable Trusts and Directors, Officers and Trustees of such Charitable Trusts" are hereby incorporated by reference and made part of these bylaws and the policies herein expressed. A complete copy of this Act is attached hereto (see appendix).

A. Procedures and Voting Requirements Whenever a trustee shall have a possible conflict of interest where the interest involves a specific issue or transaction before the Board, the affected trustee shall immediately disclose the conflict to the Board, whether or not previously disclosed in his written statement. Where the transaction is a pecuniary benefit transaction in which the trustee has a financial interest in excess of five hundred dollars ($500.00) but less than five thousand dollars ($5,000.00) in a fiscal year, a 2/3 vote approving the transaction is required. Where the transaction involves a financial interest in excess of five thousand dollars ($5,000.00) in a fiscal year, a 2/3 vote approving the transaction and publication of a legal notice in the required newspaper is required, together with written notice to the New Hampshire Director of Charitable Trusts. The minutes of the meeting shall reflect that a disclosure was made; that the affected trustee and all other trustees with a pecuniary benefit transaction with the Corporation during the fiscal year were absent during both the discussion and the voting on the transaction; and the actual vote itself.

B. Other Statutory Requirements The Board shall comply with all other requirements of Chapter 302 of the laws of 1996 (RSA 7:29 II, RSA 7:19-a and RSA 292:6-a) and these laws are incorporated into and made part of these policy statements. These requirements include, but are not limited to: (1) absolute prohibition of any loans to any director, officer or trustee of the charitable trust; and (2) prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests as defined by the attached statutes.

Section 3. Copies to Trustees A full copy of this bylaw and the attached legislation shall be distributed to all current trustees and new trustees upon their election. All trustees shall familiarize themselves with the contents of this bylaw and legislation to have a full understanding of the law and the corporation's policies pertaining to conflicts of interest and pecuniary benefit transactions.

ARTICLE II

Meetings of the Board

Section 1. The Annual Meeting of the Board of Trustees shall be held on the second Saturday of July in each year and shall be held at the Saint-Gaudens National Historic Site in the township of Cornish, in the State of New Hampshire, at the convenience of the National Park Service, unless otherwise fixed by the Board of Trustees or the Executive Committee.

Section 2. Special Meetings of the Board may be called by the President by notice served personally upon or mailed to the usual address of each Trustee at least ten days prior to any such meeting.

Section 3. Special Meetings shall be called in the same manner by the President upon the written request of five members of the Board.

Section 4. Five Trustees shall constitute a quorum at any meeting of the Board.

ARTICLE III

Emeritus Trustees

Section 1. At the discretion of the Board of Trustees, any Trustee may be elected an Emeritus Trustee for life at the expiration of his term. Trustees Emeriti shall receive notice of and may attend all meetings of the Board of Trustees, but shall not be entitled to vote. They shall have no legal responsibilities in the conduct of the affairs of the Memorial, but may be invited to serve in an advisory capacity on any committee of the Board of Trustees.

ARTICLE IV

General Administration

Section 1. There shall be a President, a first Vice-President, a second Vice-President, a Treasurer and Clerk of the Corporation, who shall be elected by the Trustees by ballot from the members of the Board, to serve for a term of one year. All vacancies occurring in such offices may be filled by the Executive Committee until the next meeting of the Board. The Trustees may appoint from time to time, an Assistant-Treasurer and such other subordinate offices as may be necessary for the proper conduct of the Memorial's business.

Section 2. The President shall exercise general supervision over the affairs of the Corporation and shall preside at all meetings and shall have the usual powers of a presiding officer. He shall be a member of all standing committees *ex-officio*.

Section 3. The First Vice-President, and in his absence, the Second Vice President, in the absence or disability of the President, shall perform his duties.

Section 4. The Treasurer shall have general charge of the investment and safekeeping of the property and funds of the Memorial and of the disposition thereof. It shall be the duty of the Treasurer to present a report of the receipts and expenditures of the preceding year, of the funds and assets of the Memorial, and of the manner in which the funds are invested at each annual meeting and at such other times as the Executive Committee may direct. He shall deposit the securities of the Memorial in the custody of a bank or trust company who shall collect the income and other money due to the Memorial with the power to receipt for the same and to endorse for deposit all checks payable to the order of the Memorial or to the Treasurer.

Section 5. The Clerk shall issue notices of meetings of the Board, record its transactions and conduct its correspondence. He shall execute all deeds, contracts, or other instruments on behalf of the Corporation when duly authorized.

Section 6. The office of Treasurer and Clerk may be held by one and the same person.

ARTICLE V

Standing Committees

Section 1. There shall be the following standing committees of the Trustees, viz: an Executive Committee and a Finance Committee, and a Nominating Committee.

ARTICLE VI

The Executive Committee

Section 1. The Executive Committee shall consist of the President (who shall serve as its Chairman), and the Treasurer, both *ex-officio,* and nine (9) members of the Board, to be elected for a term of one year and until their successors are elected and qualified. A majority of all the members shall constitute a quorum at any meeting of the Committee.

Section 2. The Executive Committee shall, when the Board is not in session and has not given specific directions, have general control of the administration of the affairs of the Corporation and keep a written record of all transactions and expenditures and submit the same to the Board of Trustees at the Annual or a Special Meeting.

Section 3. The Executive Committee, at the Annual or a Special Meeting, shall submit a detailed estimate of the income and proposed budget of the Corporation for the current fiscal year, and also submit a full statement of the work and finances of the Corporation.

Section 4. The Executive Committee shall serve in an advisory capacity to the Secretary of the Interior in matters pertaining to the preservation, development and use of the Saint-Gaudens National Historic Site at Cornish New Hampshire.

Section 5. Meetings of the Executive Committee shall be held at such time and place as shall be designated by the Chairman. Special meetings may be called from time to time by the Chairman.

Section 6. Vacancies occurring in the Executive or Finance Committees may be filled by the Executive Committee until the next meeting of the Board. The President shall fill any vacancy in the Nominating Committee by appointment.

Section 7. The terms of all officers and all members of standing committees shall be one year and continue until their successors are elected or appointed and qualified.

ARTICLE VII

The Finance Committee

Section 1. The Finance Committee shall consist of the President and Treasurer *ex-officio* and not less than three trustees to be elected by the Board of Trustees at the Annual Meeting for a term of one year. A chairman shall be elected by the Committee from among the members. At all meetings of the Finance Committee, the presence of two members shall be sufficient to constitute a quorum and for the transaction of business.

Said Committee shall have special and general charge and control of all financial affairs of the Corporation and shall possess and may exercise all the powers of the Board of Trustees in connection with the finances of the Corporation. Said Committee shall have plenary power to decide all questions as to the purchase and sale of the investments of the Corporation, however acquired and whether consisting of stocks, bonds, mortgages or real estate.

Said Committee shall have power to authorize the execution of all legal instruments with or without the corporate seal, including purchase money mortgages, deeds and conveyances of real estate, that may be necessary in connection with the purchase or sale of the investments of the Corporation, in such manner as said Committee shall deem to be best for the interests of the

Corporation.

Said Committee shall annually audit the accounts of the Treasurer and the Assistant Treasurer, or cause the same to be audited by a public accountant, and report to the Board of Trustees thereon.

ARTICLE VIII

The Nominating Committee

Section 1. The Nominating Committee shall consist of the President, *ex-officio*, and not less than three nor more than five trustees (at least one of whom shall not be a member of the Executive Committee) to be appointed by the President at the Annual Meeting for a term of one year, and until their successors have been appointed and qualified.

Section 2. The Nominating Committee shall identify and present to the Board of Trustees qualified candidates for election as trustees to fill Board vacancies as they may occur and to succeed those Board members whose terms will expire at the next Annual Meeting. A report of the Nominating Committee containing pertinent information about such candidates, shall be mailed to each Trustee prior to any proposed election of trustees.

Section 3. The Nominating Committee shall also prepare a slate of nominees for each of the Offices of the Corporation and for the membership of each standing committee to be elected by the Board of Trustees at the Annual Meeting. Such slate of nominees shall be mailed to each Trustee at least ten days prior to the Annual Meeting.

ARTICLE IX

Memberships

Section 1. The members of the Memorial shall be:

Founders. Such persons or corporations as shall donate or bequeath not less than $10,000 to the Memorial.

Patrons. Such persons or corporations as shall donate or bequeath not less than $5,000 to the Memorial.

Benefactors. Such persons or corporations as shall donate or bequeath not less than $1,000 to the Memorial.

Life Members. Persons who have served the Memorial as Trustees, and such persons or corporations as shall donate or bequeath not less than $500.00 to the Memorial.

Contributors. Such persons or corporations not classified above who shall contribute to the Memorial.

ARTICLE X

Fiscal Year

Section 1 The fiscal year of the Corporation shall commence on the first day of January in each year.

ARTICLE XI

Miscellaneous

Section 1. *Ex-officio* members of the Board or of Committees of the Board shall be entitled to vote on all matters coming before the Board or said Committee.

ARTICLE XII

Amendments to the By-laws

Section 1. These by-laws may be amended at any regular or special meeting of the Board of Trustees by a two-thirds vote of the members present provided written notice of the proposed amendment shall have been given at a previous regular or special meeting, or shall have been served personally upon, or mailed to, the usual address of each member of the Board of Trustees at least ten days prior to the meeting.

REVISED July 12, 1975
REVISED July 18, 1992
REVISED July 12, 1997
REVISED July 13, 2002
REVISED July 12, 2008

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September 19, 2007

Mr. Byron Bell
President
Saint-Gaudens Memorial
17 East 47th Street
New York, NY 10017

Re: *Saint-Gaudens Memorial Status as a Functionally Integrated Type III Supporting Organization*

Dear Mr. Bell:

Deloitte Tax LLP has reviewed the relationship between Saint-Gaudens Memorial ("SGM") and the National Park Service. Based on our review, we have concluded that SGM is a "functionally integrated" Type III supporting organization for federal income tax purposes.

The Pension Protection Act of 2006 ("the Act") included several changes to the Internal Revenue Code. One provision amended IRC § 4945[1] to require private foundations to exercise expenditure responsibility over grants made to Type III supporting organizations which are not functionally integrated If the grantor foundation does not exercise expenditure responsibility, the grant will be considered a "taxable expenditure" subject to the excise tax. Because of this provision, many private foundations have been reluctant to make grants to any "supporting organizations."

In response to this problem, the IRS published Notice 2006-109 which states that until further guidance is published (e.g. regulations), a private foundation may rely on a supporting organization's written representation that it is a functionally integrated Type III supporting organization provided that the representation:

- identifies the supported organization(s) by name,
- includes copies of the supporting organization's organizing documents that support its representation, and
- includes a signed statement from the supported organization confirming that "but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself."

[1] IRC § 4945 imposes an excise tax on private foundations for "taxable expenditures" made by the organization.

As an alternative to relying on the written representation and other documentation outlined above, Notice 2006-109 provides that a private foundation may instead "rely on a reasoned written opinion of counsel" (e.g. Deloitte & Touche) that an organization is a functionally integrated Type III supporting organization.

Status as a Functionally Integrated Type III Supporting Organization

IRC § 509(a) states that all organizations exempt from federal income tax under IRC § 501(c)(3) are private foundations unless they meet one of the exclusions from private foundation status provided in IRC § 509(a)(1)-(4).

The IRS has already recognized that SGM is not a private foundation because it is a supporting organization that operates to support the National Park Service. In general, Type III supporting organizations are considered operated in connection with one or more publicly supported organizations provided that the supporting organization is responsive to the "needs or demands" of the supported organization.[2]

A "functionally integrated" Type III supporting organization is defined in IRC §§ 509(a)(3)(B)(iii) and 4943(j)(5)(B) as an organization that is not required, under regulations ***to be adopted*** by the Secretary, to make payments to the organization(s) it supports because the activities of the supporting organization are sufficiently "related to performing the functions of, or carrying out the purposes of, such supported organizations."[3] Until regulations are issued providing guidance as to when an organization is functionally integrated, we believe that supporting organizations may look to the "functionally related business" rules referenced in IRC § 4943 (excess business holdings provision).

Functionally related business: The excess business holdings rules in IRC § 4943 prohibit ownership interests in certain business enterprises. A business enterprise is defined in IRC § 4943(d)(3) in the negative and does *not* include "a ***functionally related business*** (as defined in section 4942(j)(4)) [emphasis added]."[4] Thus, a private foundation may own a "functionally related" business without being penalized.

A "functionally related" business is defined in IRC § 4942(j)(4) as "A trade or business which is not an unrelated trade or business (as defined in section 513), or an activity which is carried on within a larger aggregate of similar activities or within a larger complex of endeavors which is related (aside from the need of the organization for income or funds or the use it makes of the profits derived) to the exempt purposes of the organization."

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[2] IRC §§ 509(a)(3)(B)(iii) and 509(f)(1)(A). The responsiveness requirement was added as part of the Pension Protection Act of 2006 ("the Act") The provisions of the Act also state that Type III supporting organizations cannot support a foreign organization. *See* IRC § 509(f)(1)(B).

[3] IRC § 4943(f)(5)(B). By default, a supporting organization that is not functionally integrated is one that does not perform activities sufficiently related to the supported organization(s) exempt purpose, and thus would be required to make direct payments to the supported organization of substantially all of its income.

[4] IRC § 4943(d)(3) emphasis added. *See also* Treas. Reg. § 53.4943-10(b) which excludes from the definition of "business enterprise" "a functionally related business as defined in section 4942(j)" and cross-references Treas. Reg. § 53.4942(a)-2(c)(3)(iii).

The Regulations under IRC § 4942 contain the following example of a functionally related business:

> "X, a private foundation, maintains a community of historic value which is open to the general public. For the convenience of the public, X, through a wholly owned, separately incorporated, taxable entity, maintains a restaurant and hotel in such community. Such facilities are within the larger aggregate of activities which makes available for public enjoyment the various buildings of historic interest and which is related to X's exempt purpose. Thus, the operation of the restaurant and hotel under such circumstances constitutes a functionally related business."[5]

Based on the previously cited authority and our review of the information provided, it appears that SGM's activities would be considered a "functionally related business" operated in conjunction with the National Park Service. It is apparent from the facts that SGM is committed to partnering with the National Park Service to preserve, protect and interpret the cultural resources at the Saint-Gaudens National Historic Site in Cornish, New Hampshire. To this end, SGM:

- sponsors educational and artistic programs at the National Historic Site;
- provides advice and architectural, technical and curatorial expertise to help guide the development that will enhance visitor's experience while maintaining the National Historic Site's special character and designation as a living memorial to Augustus Saint-Gaudens;
- supports the National Historic Site with managerial, financial and other resources to facilitate special projects;
- authorizes and commissions purchases and castings of Augustus Saint-Gaudens' works which are then donated to the National Park Service to be used in the operation of the National Historic Site.

In other words, but for the activities carried on by SGM, the National Park Service would ordinarily be engaged in similar activities itself, subject to the availability of financial resources.

This conclusion is strengthened by the Cooperative Agreement that SGM entered into with the National Park Service and by SGM's charter. The Cooperative Agreement states that the National Park Service is authorized to enter into such an agreement to "achieve more effectively its purpose," which is to preserve, interpret and manage the National Historic Site dedicated to the life and work of Augustus Saint-Gaudens and to maintain the living memorial at his homestead in New Hampshire. To that end, the National Park Service entered into the Cooperative Agreement to "cooperate with [SGM] … in the presentation of art expositions and festivals and other appropriate events that are traditional to the Park." Further, SGM's purpose, as mandated by legislation specifically enacted by the State of New Hampshire for the incorporation

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[5] Treas Reg § 53.4942(a)-2(c)(3)(iii)(b) *Example 1.*

of SGM, is "to maintain a permanent memorial to the late Augustus Saint-Gaudens on the site of his homestead estate in Cornish, New Hampshire; (to collect, preserve, and there exhibit free to the public, at suitable and reasonable periods as may be determined by the trustees, a collection as complete as possible of originals and replicas of works of Augustus Saint-Gaudens."

In our view, these facts clearly establish that SGM is operated to carry out activities within the mission of the National Park Service and that would otherwise ordinarily be carried out by the National Park Service but for the support of SGM.

This letter may be provided to private foundation grantors and used for purposes of complying with the interim guidance provided in IRS Notice 2006-109 ("Interim Guidance Regarding Supporting Organizations and Donor Advised Funds").

If you have any questions, or should any donor wish to speak with us concerning this letter, please feel free to call Randall Snowling at (202) 879-4967.

Sincerely,

Deloitte Tax LLP

Deloitte Tax LLP

By: Randall A. Snowling
Principal

Cc: Gardiner Hempel, Deloitte Tax LLP

SAINT-GAUDENS MEMORIAL

Proposed Budget FY 2010

Exec. Comm. approved 11-23-09

	A	B	C	D	E	F	G	H	I
1					**2010**	**2009**	**2009**	**2008**	**2007**
2					**Proposed**	**Budgeted**	**Actual**	**Actual**	**Actual**
3	**INCOME & RECEIPTS**								
4	**6% of invested funds**				86,733	92,173	90,000	80,000	74,000
5	**National Park Foundation**				4,000				
6	Extra draw-down				0	0	0	90,830	
7	**Restricted Income**				9,500	6,500	4,111	105,532	3,537
8	Exhibitions				3,000	3,000	0	0	0
9	Music				6,500	3,500	4,111	4,032	3,537
10	Farragut				0	0	0	101,500	0
11	**Unrestricted Contributions**				10,500	9,500	12,673	11,217	11,551
12	Friends memberships				10,500	9,500	10,445	10,355	10,475
13	Other (reimbursements)				0	0	2,228	862	1,076
14	**Board Fundraising**				30,000	30,000	30,300	43,192	**22,280**
15	**Catalogue/film/calendars**				1,500	300	2,679	504	126
16					142,233	138,473	139,763	331,275	111,144
17	Funds carried over (Farragut)				0	0	0	16,170	5,060
18	**TOTAL FUNDS AVAILABLE**				**142,233**	**138,473**	**139,763**	**347,445**	**116,554**
19									
20	**EXPENDITURES**								
21	**Operating expenditures**								
22	General administration & misc				43,000	46,000	42,088	44,192	40,487
23	Accounting & legal				4,000	7,500	3,500	6,000	12,044
24	Meeting expenses				4,000	4,000	3,933	4,337	3,687
25	Development expenses				0	0	0	0	1,110
26					**51,000**	**57,500**	**49,521**	**54,529**	**57,328**
27	**Program Expenditures**								
28	Conservation & Acquisitions				4,000	0	0	6,500	7,000
29	Exhibitions				19,500	19,500	16,709	16,141	20,788
30	Music				16,000	16,000	16,737	18,004	17,155
31	Friends				11,750	11,250	10,480	6,550	3,625
32	Newsletters				3,500	3,500	2,654	2,439	2,875
33	SGNHS website				1,250	750	180	2,660	75
34	Contributions to Site				3,500	3,000	2,596	1,058	615
35	Misc /other				3,500	4,000	5,050	393	60
36	Fellowship (grant only)				10,000	10,000	10,000	10,000	10,068
37	Awards & Grants				4,300	2,000	1,650	3,550	1,650
38	HS scholarship				1,000	1,000	1,000	1,000	1,000
39	ES Art Grant				2,000	0	0	2,000	0
40	Local contributions/advertizing				1,300	1,000	650	550	650
41	SGM medal				0	0	0	0	0
42					**65,550**	**58,750**	**55,576**	**60,745**	**60,286**
43	**Special Projects**								
44	BMDF maint/ins/util/ities/legal				5,800	1,500	7,645	34,005	0
45	BMDF Taxes				700	10,000	18,397	47,258	
46	Farragut				0	0	5,051	123,458	5,060
47	Molds/finial/NTHP				2,500	2,700	2,434	2,434	2,419
48	StG Film Symposium				0	0	0	0	2,800
49					**9,000**	**14,200**	**33,527**	**207,155**	**10,279**
50	Partial repayment of draw-down					**7,500**			
51	**TOTAL EXPENDITURES**				**125,550**	**137,950**	**138,624**	**322,429**	**127,893**
52	**SURPLUS/DEFICIENCY**				16,683	523	1,139	25,016	-11,339

BUDGET NOTES

Line

4) "Income" is calculated as 6.0% of endowment (average of the last 12 quarters ending September 30, 2009)

5) Funds, jointly approved and requested by the SGM and SGNHS, from the National Park Foundation. In 2010 this amount might be used to cover conservation expenses.

6) Extra draw-down from invested funds in 2008: Budgeted - $20,000 for the Farragut to complete a match of the NPS' commitment, $35,000 for the tin shed removal; Actual – above plus about $30,700 for BMDF taxes and $5,000 for the StG film. Another $16,558. was subsequently paid – for previous taxes unbilled and for new 2008 taxes owed (this was in addition to the draw-down money and paid with regular operating income).

8-9) The Exhibitions Committee, as well as the Music Committee, will be actively pursuing grants to supplement the SGM budget. $3,000 is Exhibitions will hope to raise; the Music Committee hopes to raise $6,500 in 2010, $3,000 of which would go toward a new speaker system for the concerts

10) For the Farragut project in 2008 $45,000 received from the NPS and $56,500 from the NPF

13) Tax rebate from Cornish for 2008 for removed tin shed.

14) The goal in 2009 was $30,000 $30,300 has been received from 26 of 29 regular trustees.

15) Approximately $1,480 of this is film royalties; $149 is book royalties (paperback issue of JHD book) and $1,050 represents catalogue sales

17) The special funds carried over are restricted funds received in prior years, available currently for expenditure For 2008 this is the $16,170 remaining from the $25,000 Faulkner bequest designated for this project.

22) This was lowered since 2009's $46,000 was based on the previous year which included the office move 2010 does include a 3% raise for the executive director.

23) Accounting & legal In 2007 the accounting fee was $2,000 more than the previous year. Also $5,000 was paid to Deloitte Tax for a tax classification letter In 2008 & 2009 a financial review rather than a full audit will be done.

28) $4,000 was requested for 2010 and may be paid for through NPF funds The same amount was requested for 2009 to match $8,000 from the NHSCA and, at the Site's request, was pre-paid in 2008 (hence the $0 for 2009); in 2008 $6,000 of the usual $7,000 conservation gift was reallocated. $3,000 each to website design/upgrade and to new Friends brochures.

29/30) These expenses are paid for by money allocated from endowment income and money raised (see lines 8 & 9)

33) This is for domain and space costs plus maintenance.

34) These funds are for the Site's Educational Program Initiative ($2,500) and *Sculptural Visions* ($1,000)

35) This includes $3,000 for a Friends event and $500 for misc

44) In 2010 there is $5,000 for attorney fees (for the property tax appeal) and $800 for insurance for the 5-acre parcel.

45) In 2010 taxes ($700) are for the 5-acre parcel only. BMDF expenses in 2008 are for tin shed removal, and in 2009 for swimming, pool removal, mowing, utilities, insurance and legal fees.

In December, $12,500 was received from Mac's Happy Acres, half of the amount due for the 20-year agricultural lease on farmed areas of Blow Me Down Farm, signed by the McNamaras and the Memorial and agreed to by the NPS. The $12,500 has been deposited into the Partners Fund The second payment is due March 15, 2010

PASS-THROUGHS & JOINT SGM/SITE PROJECTS

	2009	2008	2007	2006	2005	2004
Saint-Gaudens Film						
Income*	9,564	$12,272	$69,075	$21,300	$47,700	$15,000
Funds carried over	8,490	12,039	+68,182	+52,546	+14,944	
Expenditures	17,830	-15,821	-125,218	-5,664	-10,098	- 56
Carry over (less than bank fees)	224	8,490	12,039	$68,182	$52,546	$14,944
Sculpture & Journal Workshops						
Program Income (net from Site)	3,107	$2,532	$2,500	$2,266	$2,333	$1,170
Program Expenses	758	165	-500	-324	251	452
Net**	$2,349	$2,367	$2,000	$1,941	$2,082	$718
Friends Bus Trip to date						
Income & receivable	8,637					
Expenses	9,958					
Balance	-1,321					

* In 2009, funds left over for the Farragut Project from the National Park Foundation were applied toward the film project Remaining funds will be used for promotion.

**The Site has indicated that it may be possible to cover losses on the bus trip with some of the net proceeds from the workshops.

BALANCE SHEET

ASSETS	12/31/09	9/30/09	1/2/09	9/15/08	9/28/07	9/29/06	9/30/05	9/30/04	9/30/03
Endowment									
Marketable Securities									
NB – Partners	750,700	712,602	433,740	$826,376	$879,966	$822,121	$825,338	$632,321	$566,753
Victory DivStkFd	276,699	265,665	243,340	342,701	274,266	236,392	243,203	394,530	311,579
Victory DSF Putnam	212,130	203,671	172,303	242,659	268,915	222,728	202,374	–	–
Total	$1,239,529	$1,181,938	849,383	$1,411,736	$1,423,147	$1,281,241	$1,270,915	$1,026,851	$ 878,332
Cash Reserve Funds	98,710	118,657	168,036	217,322	78,330	34,089	31,720	66,038	111,058
Bank Accounts									
Money Mkt – Friends	9,271	10,424	2,175	$ 9,738	$7,811	$7,687	$2,113	$5,987	$7,199
Merchant – Film	466	1,411	8,490	3,354	13,267	55,209	31,837	2,467	2,406
Checking	21,101	14,624	35,292	3,751	9,304	23,994	36,494	66,834	27,606
BMDF	92	157	25	1,298	5,840	$86,890	33,950	75,288	9,605
Total	$30,930	26,616	45,982	$18,141	$36,222				
TOTAL	**$1,369,169**	**$1,327,211**	**$1,063,401**	$1,647,199	$1,537,699	$1,402,220	$1,373,079	$1,168,177	$1,026,601
Restricted Assets									
Blow-Me-Down Farm*	772,280	$772,280	$772,280	$772,280	$ 772,280	$ 772,280	$ 772,280	$ 772,280	$ 772,280
TOTAL ASSETS	**$2,141,449**	**$2,099,491**	**1,835,681**	**$2,419,479**	**$2,309,979**	**$2,174,500**	**$2,145,359**	**$1,940,457**	**$1,798,881**
COMMITTED FUNDS									
Farragut Roof	0	0	0	0	$ 16,170	$ 21,230	$ 21,230	$ 21,230	0
Wunder Bequest	10,000	$10,000	$10,000	$10,000	10,000	10,000	10,000	10,000	0
UBS Exhibit	0	0	0	0	0	0	20,225	15,000	0
StG Film	0	1,011	8,490	8,490	13,596	66,011	30,000	15,000	–
Acquisitions	13,610	13,610	13,610	13,610	15,110	15,110	15,110	26,310	$ 36,310
Blow-Me-Down Farm	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000
Exhibit catalogues	0	0	0	0	0	0	0	0	0
Beaman Book	0	0	0	0	0	0	0	0	0
Total Committed Funds	$38,610	$39,621	$47,100	$47,100	$100,169	$138,263	$123,615	$ 110,049	$ 54,974
NET ASSETS UNRESTRICTED	$2,102,839	$2,059,870	$1,788,581	$2,372,379	$2,209,810	$2,036,237	$2,021,744	$1,830,408	$1,743,907

* This figure represents the purchase cost of the property plus the cost of renovations to the red barn.

NOTE: $500,000 WAS ADDED TO THE MEMORIAL'S ASSETS ON 10/4/07.

VALUE OF THE SAINT-GAUDENS FUND OF THE NATIONAL PARK FOUNDATION

As of 11/30/09 the value of the fund was $529,930 (figures are not yet available for 12/31/09). It was $521,421 on 9/30/09; $476,537 on 12/31/08, $483,553 on 9/30/08, $573,425 on 9/30/07, and it was and $479,716 on 9/30/06.

($100,000 of this is principal, the remainder can be used for special projects as agreed on by the Memorial, the Site/Regional Director and the NPF.)

ENDOWMENT FUNDS – TOTAL SHARES REDEEMED:

2009	$ 90,000	(for operations)
2008	$ 80,000	(for operations; although $16,558 of this was used to pay additional BMDF taxes)
	$ 107,000	($65,000 for BMDF shed removal and taxes, $37,000 for Farragut; and $5,000 for StG film)
2007	$ 74,000	(for operations, 6% of invested funds was $74,248)
2006	$ 60,000	(for operations; 6% of invested funds was $66,252)
2005	$ 63,500	(for operations; 6% of invested funds was $63,766)
2004	$ 67,000	(for operations; 6% of invested funds was $67,005)
2003	$ 70,000	(for operations, 6% of invested funds was $78,363)
2002	$ 75,000	(for operations; 6% of invested funds was $86,784)
	$ 20,000	($15,000 for Site curriculum project; $5,000 for BMDF)
2001	$ 90,000	(6% of endowment was $90,715)
2000	$ 105,000	(this includes the $25,000 "pass-through" for the Beaman book)
1999	$ 252,000	(for operations, Shaw, Red Barn and Toulouse Project)
1998	$ 80,000	(for operations)

BLOW-ME-DOWN FARM

2006

Income		Expenses	
Rental Income		Fuel	
Chauncey Cottage ($600 mo/Dec.)	$ 600.	Oil	$ 881
Tin Shed ($500 mo/mid-Nov. to Jan)	1,283.	Electricity	47.
Endowment investment ($3,500)		Cleaning	1,101
Used in 2006	185.	Bank/mailing	39
	$2,068.		$ 2,068.

2007

Income		Expenses	
Rental Income		Fuel	
Chauncey Cottage ($600/$630)	$7,410	Oil	$ 6,798.
Tin Shed ($500 mo)*	8,000.	Electricity	588.
Main house ($300 mo/5 rangers)	7,575.	Furnace repairs	1,946.
Insurance refund (old policy)	998.	Maintenance ($175 +mo.) and repairs	3,289.
Endowment investment ($3,500)		Mowing	1,290.
Unused balance	3,315	Insurance	8,649.
	$27,298.	Legal fees-Faulkner firm	1,882.
		Mailings & bank fees	255.
			$24,697.

2008

Income		Expenses	
Rental Income		Fuel	
Chauncey Cottage (to mid August)	$4,725	Oil	$ 2,804.
Main house ($300 mo/2 rangers)	2,700	Electricity	580.
Endowment investment ($3,500)		Plumbing	2,376.
Unused balance	2,601	Maintenance & repairs (backhoe/wasps)	2,040.
	$10,026.	Cleaning/Painting Dance Hall	640.
		Mowing	1,578.
		Insurance	4,273.
		Removal of Tin Shed	34,005.
		BMDF Taxes (2007-08)	47,258.
		Legal & bank fees	972.
Costs associated with sale of a northern parcel:		Survey & Filing Fees, etc.	6,587.
			$103,113.
			$-93,087.
Owed to endowment			-3,500.
Balance			$-96,587

2009

Income		Expenses	
		Electricity	436.
		Insurance	1,419.
		Removal of swimming pool	1,825.
		BMDF Taxes	18,397.
		Legal & bank fees & misc.	2,503
		Mowing	1,594
			$26,174.
Balance			$-122,761.

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

RECEIVED

31 March 2010

William Steen
President
Canelo Project Inc.
HC1 Box 324
Elgin, AZ 85611-9706

Dear Mr. Steen:

The Trustees of The J.M. Kaplan Fund ("Kaplan Fund") are pleased to inform you that a grant of $7,500 to the Canelo Project Inc. has been approved to support the internship program to increase awareness and education of sustainable building, food and living spaces. We understand that the Canelo Project Inc. is a non-profit entity organized under the laws of the United States, has obtained tax-exempt status from the IRS and is classified as a private nonoperating foundation.

The grant funds may not be used (whether in the United States or elsewhere in the world) for any of the following purposes: to attempt to influence legislation or the outcome of any specific public elections: to carry on, directly or indirectly, any voter registration drive; to make grants to individuals or to other organizations, which do not comply with the U.S. tax laws; or undertake any activities for a non-charitable purpose.

Under the applicable laws of the United States, all grants funds must be expended for charitable, scientific, literary, or educational purposes as defined under Internal Revenue Code 501(c)(3). Consistent with the U.S. law, the proposed grant would be made to enable Canelo Project Inc. to further its charitable and educational activities. This proposed grant is only for the purposes stated in this letter, and the proposed grant funds as well as any interest earned thereon may not be expended for any other purpose without the Kaplan Fund's prior approval in writing. It is understood that the funds would be used substantially in accordance with the approved budget. Any funds not expended or committed for the purposes of the grant within the period stated above or a reasonable period thereafter, must be returned to the Kaplan Fund.

The Canelo Project Inc. agrees to provide annual narrative and financial reports on the use of grant funds to the Kaplan Fund and a final report upon completion of the grant period. Each report should include a narrative account of what was accomplished by the expenditure of funds (including a description of progress made towards achieving the goals of the grant), a detailed financial statement, and copies of any publications resulting from the grant. The financial statement should be attested by the chief financial officer of Canelo Project Inc. or its independent auditors, and should reflect the categories stipulated in the approved budget.

The proposed grant funds may be co-mingled with other funds for temporary investment and alternative purposes, but they must be shown separately on your books and records for the ease of reference and verification. Your books and records are to be made available for the Kaplan Fund's inspection at reasonable times.

The foregoing conditions are intended to assist the Kaplan Fund in complying with the U.S. laws to make reasonable efforts and establish adequate procedures to see that proposed grant funds are spent solely for the purpose for which they were granted, and to obtain full and complete reports on how grant funds have been expended. Changes in U.S. laws, or in regulations interpreting them, may require the Kaplan Fund to ask that more detailed reports be submitted or that other steps be taken. The Kaplan Fund will promptly inform you of any such changes. You agree to comply with any such requests.

The Kaplan Fund will include information on this grant in its periodic reports filed with the U.S. tax authorities and made available for public inspection as required by U.S. law.

If this letter correctly sets forth your understanding of the arrangements made regarding this grant, please countersign as indicated and return to me the enclosed copy of this letter.

The Kaplan Fund will make the grant funds available upon receipt of this letter signed by an appropriate official of the Canelo Project Inc.

On behalf of the Kaplan Fund, my best wishes to you for success in your worthy endeavors.

Very truly yours,

Peter W. Davidson
Chair

#2009-236

AGREED AND ACCEPTED:

By:____________________

Name: WILLIAM STEEN

Title: PRESIDENT

Included in this document.

Request for Funding

Project Budget

List of Current Board of Directors

Top 5 Donors

Letter of Request for 2010-11

The Canelo Project would like to request a grant from the J.M. Kaplan fund in the amount $7,500 for the years 2010-11.

As in prior years The Canelo Project would like to request for the year of 2010-11, funds to cover living and operating expenses related to the stay of Juan Morales at The Canelo Project. With the exception of mandatory monthly return visits to Mexico, he will spend nine months demonstrating traditional living skills and sharing that knowledge with interns and students. The main focus of his activity for this year will be germinating and transplanting agave plants for future research related to household, medicinal, food and beverage uses. This project will be in cooperation with informants from Mexico and the Cuenca Los Ojos foundation from Mexico.

Project Budget

$7.500

Food, lodging and operating expenses for Juan Morales, approximately $33.50 day – 25 days month – 9 months.

List of Current Board of Directors

William Steen

Athena Steen

Rina Swentzell

List of the top donors to The Canelo Project for 2009-10

J.M. Kaplan Fund
The Richard Petty Foundation
The Southwest Foundation
The Compton Foundation, Inc.
The Bess Spiva Timmons Foundation

THE CANELO PROJECT
PROPOSED INCOME for 2010

CONTRIBUTIONS		$60,000
Net SALES		$100
Gross SALES	$600	
Cost of goods sold	$500	
WORKSHOPS		33,950
Accomodations	$900	
Meals	$3,000	
Tuition	30,000	
Transportation	50	
Tips	0	
BED & BREAKFAST		$1,500
CONSULTING/HONORARIUM		$9,000
ARTICLES		$0
Dividends		$5
Bonus & interest		$0
Cash Back (paypal)		$0
Google Ads		$100
		$0
TOTAL		$104,655

THE CANELO PROJECT PROPOSED Canelo Project EXPENSES 2010

EXPENSES	TOTAL	PROGRAM SERVICES	MANAGEMENT & GENERAL	FUNDRAISING
Compensation of Officers	0	0	0	0
Accounting Fees	0	0	0	0
Interest	400	0	400	0
Occupancy	47,890	23,945	22,945	1000
Gas/car Mileage	3000	2350	550	100
Services/Labor	6,100	6100	0	0
Printing, Publications	0	0	0	0
Travel	4,535	4,303	0	232
Auto/Trailer	3,520	3,500	20	0
Equipment/Tools	1,182	1182	0	0
Building Materials	10,000	10000	0	0
Camera/Video/Photos	1,600	1,600	0	0
Computer	3800	1400	1900	500
Telephone/Internet	3,400	1,600	1,700	100
Garden/Permaculture	800	800	0	0
Educational Materials	500	118	382	0
Guests/Food/Entertainment	10,900	9,400	1000	500
Furnishings	2,600	1,300	1,300	0
Insurance	740	370	370	0
Dues/Legal Fees/Bank	845	148	697	0
Office/Postage/Supplies	850	325	425	100
Miscellanous	1300	650	650	0
Reimbursements	0	-600	0	0
TOTAL	103962	68,491	32,339	2,532

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

16 November 2009

Nicholas Fox Weber
Executive Director
Josef Albers Foundation Inc.
88 Beacon Road
Bethany, CT 06524

Dear Mr. Weber:

The Trustees of The J.M. Kaplan Fund ("Kaplan Fund") are pleased to inform you that a grant of $5,000 to the Josef Albers Foundation Inc. has been approved to support the book, "Interaction of Color: New Complete Edition". We understand that the Josef Albers Foundation Inc. is a non-profit entity organized under the laws of the United States, has obtained tax-exempt status from the IRS and is classified as a private foundation.

The grant funds may not be used (whether in the United States or elsewhere in the world) for any of the following purposes: to attempt to influence legislation or the outcome of any specific public elections: to carry on, directly or indirectly, any voter registration drive; to make grants to individuals or to other organizations, which do not comply with the U.S. tax laws; or undertake any activities for a non-charitable purpose.

Under the applicable laws of the United States, all grants funds must be expended for charitable, scientific, literary, or educational purposes as defined under Internal Revenue Code 501(c)(3). Consistent with the U.S. law, this proposed grant would be made to enable Josef Albers Foundation Inc. to further its charitable and educational activities. This proposed grant is only for the purposes stated in this letter, and the proposed grant funds as well as any interest earned thereon may not be expended for any other purpose without the Kaplan Fund's prior approval in writing. It is understood that the funds would be used substantially in accordance with the approved budget $155,000. Any funds not expended or committed for the purposes of the grant within the period stated above or a reasonable period thereafter, must be returned to the Kaplan Fund.

The Josef Albers Foundation Inc. agrees to provide annual narrative and financial reports on the use of grant funds to the Kaplan Fund and a final report upon completion of the grant period. Each report should include a narrative account of what was accomplished by the expenditure of funds (including a description of progress made towards achieving the goals of the grant), a detailed financial statement, and copies of any publications resulting from the grant. The financial statement should be attested by the chief financial officer of Josef Albers Foundation Inc. or its independent auditors, and should reflect the categories stipulated in the approved budget.

The proposed grant funds may be co-mingled with other funds for temporary investment and alternative purposes, but they must be shown separately on your books and records for the ease of reference and verification. Your books and records are to be made available for the Kaplan Fund's inspection at reasonable times.

The foregoing conditions are intended to assist the Kaplan Fund in complying with the U.S. laws to make reasonable efforts and establish adequate procedures to see that proposed grant funds are spent solely for the purpose for which they were granted, and to obtain full and complete reports on how grant funds have been expended. Changes in U.S. laws, or in regulations interpreting them, may require the Kaplan Fund to ask that more detailed reports be submitted or that other steps be taken. The Kaplan Fund will promptly inform you of any such changes. You agree to comply with any such requests.

The Kaplan Fund will include information on this grant in its periodic reports filed with the U.S. tax authorities and made available for public inspection as required by U.S. law.

If this letter correctly sets forth your understanding of the arrangements made regarding this grant, please countersign as indicated and return to me the enclosed copy of this letter.

The Kaplan Fund will make the grant funds available upon receipt of this letter signed by an appropriate official of the Josef Albers Foundation Inc.

On behalf of the Kaplan Fund, my best wishes to you for success in your worthy endeavors.

Very truly yours,

Peter W. Davidson
Chairman

AGREED AND ACCEPTED:

By: ____________________

Name: NICHOLAS FOX WEBER

Title: EXECUTIVE DIRECTOR

F U R T H E R M O R E grants in publishing

Grant Application

Please fill out both sides of this form and submit with IRS 501(c)3 documentation. Send no more than one additional descriptive page, a table of contents, and two or three pages as samples of text, illustration, and design. We will ask for additional information if needed. Sample pages will be returned if you enclose a stamped reply envelope

Date May 8, 2009

Name of organization Josef Albers Foundation, Inc.

Address 88 Beacon Road, Bethany CT 06524

Telephone 203-393-4089 Fax 203-393-4094 E-mail NickFW@aol.com

Contact person Nicholas Fox Weber Title Executive Director

Purpose of organization The Albers Foundation was created to further, in Josef Alber's words, "the revelation and evocation of vision through art." Today we are devoted to preserving and promoting the Alberses' enduring achievements as 20th-century artists and educators, and the aesthetic and philosophical principles by which they lived. We are a center for the understanding, appreciation and study of 20th-century modernism, and initiate and foster publications, exhibitions, research and education projects nationally and internationally.

Total organizational budget for current year $ 1,800,000.

over, please

A PROGRAM OF THE J M KAPLAN FUND

Joan K. Davidson, President • Ann Birckmayer, Administrator

Letters: Post Office Box 667 • Parcels: 518 Warren Street • Hudson, New York 12534

Telephone 518/828-8900 • Fax 518/828-8901

BOOK TITLE (in quotation marks) OR SUBJECT "Interaction of Color: New Complete Edition"

SUMMARY Josef Albers's "Interaction of Color" is one of the most influential books on color ever published. Originally issued in 1963 in a limited edition set with commentary and 150 silkscreen color plates, it introduced generations of artists, designers, students, collectors and the public to Josef Albers's approach to the study of color. The original publication has long been out-of-print, and this new, 2-volume edition will bring "Interaction of Color" back into classrooms, studios, libraries and homes, where it will find a new audience. (complete on one additional page if needed)

GRANT REQUESTED FOR (check all that apply)

- [ ] writing
- [ ] research
- [ ] editing
- [x] printing and binding
- [ ] indexing
- [x] photography
- [ ] illustration
- [ ] design
- [ ] other

BOOK PLAN AS KNOWN

Author(s) Josef Albers

Contributors Nicholas Fox Weber

Editor N/A Designer Replicates original design by Norman Ives and Josef Albers

Publisher (include letter of commitment) Co-publication of the Josef and Anni Albers Foundation and Yale University Press

Format (pages, trim size, binding) 300 pages (in 2 vols); 11" x 13.5";cloth in cloth slipcase

Illustration data 144 four-color illustrations based on plates from the original 1963 edition

Estimated preparatory cost (editing, design, composition, separations, etc.) $25,000

Estimated printing and binding cost $130,000 Number of copies 3,500

Anticipated press date ~~July 6, 2009~~ July 20 2009

Intended date of publication November 17, 2009 Proposed list price $200

TOTAL PROJECT COST $155,000 GRANT AMOUNT REQUESTED $15,000

THE JOSEF AND ANNI ALBERS FOUNDATION 88 BEACON ROAD BETHANY CONNECTICUT 06524 USA

December 9, 2009

RECEIVED
14

Peter W. Davidson
Chairman
The J. M. Kaplan Fund
261 Madison Avenue, 19th Floor
New York, NY 10016

Dear Peter,

I am taking the liberty of addressing you by your first name because I am assuming you are a son of Joan's.

Unless I have made some mistake here, I need to say for starters that your mother is one of my favorite people—for whom I have great admiration as well as feelings of friendship. You also might be amused to know that as a student at Columbia College, over forty years ago, I was a representative at a meeting of a committee of which your grandmother was a member, and I have vivid memories of her charm and spectacular intelligence.

We are more than grateful to The J. M. Kaplan Fund for its generosity in support of Interaction of Color. Moreover, this is not the first project for which the Fund has been generous to the Foundation. Furthermore (and hence the J. M. Kaplan Fund) also made a grant that helped cover the expense of having Richard Howard translate texts by Le Corbusier from French into English for my biography of the architect, and I continue to be grateful for that as well.

I have signed your letter of November 16 and am returning it herewith, but I did want to add this personal letter as well.

I would have gotten back to you sooner, but I was in Paris when the letter arrived and have only just returned this past Sunday.

My best and in the hope that we can meet at some point.

Sincerely,

Nick

Nicholas Fox Weber
Executive Director

Encs.

TELEPHONE (203) 393 4089 FAX (203) 393 4094 info@albersfoundation.org www.albersfoundation.org

James
Marston
Fitch
Charitable
Foundation

EV009.408

May 17, 2010

Ms. Joan K. Davidson, Trustee
The J.M. Kaplan Fund
261 Madison Avenue, 19th Floor
New York, New York 10016

Dear Ms. Davidson:

On behalf of the Trustees of the James Marston Fitch Charitable Foundation, I would like to thank the J.M. Kaplan Fund for a generous $1000 grant towards our 2009 symposium, *The Preservationist's Eye: Esthetics in Reuse and Conservation of the Historic Built Environment.* The event was held on September 26, 2009 at the Institute for the Study of the Ancient World, located at 15 East 84th Street.

The grant monies will be used towards the payment of our speakers' honoraria. At $500 per individual, this grant will pay for two of our speakers. We are very thankful that you were able to support this program of the James Marston Fitch Charitable Foundation. As you know, our mission is to support mid-career professionals in the field of historic preservation, and it is with particular pride that we were able to provide modest honoraria to our speakers who diligently prepared their 30 minute presentations as well as wrote 1000 word essays to be published this summer in the National Parks Service's publication, *CRM: The Journal of Heritage Stewardship*.

Under separate cover, I will send the J.M. Kaplan Fund's grants manager, Angela Carabine, a detailed narrative report on our program, its outcomes and subsequent dissemination.

Many thanks again for your unwavering support for our program and mission. The symposium proved more than ever how prescient Professor Fitch's teachings were, and how they continue to resonate with our contemporary challenges.

All my very best wishes,

Anne Lebleu
Executive Director

Cc: Ms. Angela Carabine, Grants Manager

Anne Lebleu
EXECUTIVE DIRECTOR

Fitch Foundation
c/o Neighborhood
Preservation Center
232 East 11th Street
New York, NY 10003
tel: 212-252-6809
fax: 212-471-9987
www.fitchfoundation.org
info@fitchfoundation.org

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

31 March 2010

Anne Lebleu
Executive Director
James Marston Fitch Charitable Foundation Inc.
c/o Neighborhood Preservation Center
232 East 11th Street
New York, NY 10003

Dear Ms.Lebleu:

The Trustees of The J.M. Kaplan Fund ("Kaplan Fund") are pleased to inform you that a grant of $1,000 to the James Marston Fitch Charitable Foundation Inc. has been approved to support the symposium, *The Preservationist's Eye: Esthetics in Reuse and Conservation of the Historic Built Environment*. We understand that the James Marston Fitch Charitable Foundation Inc. is a non-profit entity organized under the laws of the United States, has obtained tax-exempt status from the IRS and is classified as a private nonoperating foundation.

The grant funds may not be used (whether in the United States or elsewhere in the world) for any of the following purposes: to attempt to influence legislation or the outcome of any specific public elections: to carry on, directly or indirectly, any voter registration drive; to make grants to individuals or to other organizations, which do not comply with the U.S. tax laws; or undertake any activities for a non-charitable purpose.

Under the applicable laws of the United States, all grants funds must be expended for charitable, scientific, literary, or educational purposes as defined under Internal Revenue Code 501(c)(3). Consistent with the U.S. law, this proposed grant would be made to enable James Marston Fitch Charitable Foundation Inc. to further its charitable and educational activities. This proposed grant is only for the purposes stated in this letter, and the proposed grant funds as well as any interest earned thereon may not be expended for any other purpose without the Kaplan Fund's prior approval in writing. It is understood that the funds would be used substantially in accordance with the approved budget. Any funds not expended or committed for the purposes of the grant within the period stated above or a reasonable period thereafter, must be returned to the Kaplan Fund.

The James Marston Fitch Charitable Foundation Inc. agrees to provide annual narrative and financial reports on the use of grant funds to the Kaplan Fund and a final report upon completion of the grant period. Each report should include a narrative account of what was accomplished by the expenditure of funds (including a description of progress made towards achieving the goals of the grant), a detailed financial statement, and copies of any publications resulting from the grant. The financial statement should be attested by the chief financial officer of James Marston Fitch Charitable Foundation Inc. or its independent auditors, and should reflect the categories stipulated in the approved budget.

The proposed grant funds may be co-mingled with other funds for temporary investment and alternative purposes, but they must be shown separately on your books and records for the ease of reference and verification. Your books and records are to be made available for the Kaplan Fund's inspection at reasonable times.

The foregoing conditions are intended to assist the Kaplan Fund in complying with the U.S. laws to make reasonable efforts and establish adequate procedures to see that proposed grant funds are spent solely for the purpose for which they were granted, and to obtain full and complete reports on how grant funds have been expended. Changes in U.S. laws, or in regulations interpreting them, may require the Kaplan Fund to ask that more detailed reports be submitted or that other steps be taken. The Kaplan Fund will promptly inform you of any such changes. You agree to comply with any such requests.

The Kaplan Fund will include information on this grant in its periodic reports filed with the U.S. tax authorities and made available for public inspection as required by U.S. law.

If this letter correctly sets forth your understanding of the arrangements made regarding this grant, please countersign as indicated and return to me the enclosed copy of this letter.

The Kaplan Fund will make the grant funds available upon receipt of this letter signed by an appropriate official of the James Marston Fitch Charitable Foundation Inc.

On behalf of the Kaplan Fund, my best wishes to you for success in your worthy endeavors.

Very truly yours,

Peter W. Davidson
Chair

#2009-408

AGREED AND ACCEPTED:

By:

Name: JOHN H. STUBBS

Title: CHAIRMAN, JMFITCH CHARITABLE FNDN

2010 Organizational Budget (Working)

REVENUE: Current as of March 30, 2010	
Dues & Donations: General Fund	$12,075.00
Donations: Richard L. Blinder Fund	$2,500 00
Investment Earnings	$9,000.00
Transfer from Investments	$60,825.00
Total	$84,400.00
EXPENSES	
Part-time Administrator (per annum)	$20,000.00
Extra program expenses	$5,000.00
Miscellaneous office expenses	$2,500 00
Rent (Neighborhood Preservation Center)	$80.00
Bus. Svcs. A/C Fee; Managed A/C Fee; adjstmts	$4,000.00
Taxes	$100.00
NYS Filing Fee	$0.00
Accounting Fees	$3,875.00
Grant Payments	$48,200.00
Total	$83,755.00
Profit (Loss) with grant payments	$645.00

James
Marston
Fitch
Charitable
Foundation

Board of Trustees:

John H. Stubbs, Chairman
William J. Higgins, Vice-Chairman
Robert Silman, Treasurer
Ann Van Ingen, Secretary
Frederick Bland
Mary B. Dierickx
Amy Freitag
Pamela Hawkes
Edward Mohylowski
Theodore Prudon
Martica Sawin

President of Preservation Alumni, Ex Officio

Anne Lebleu
EXECUTIVE DIRECTOR

Fitch Foundation
c/o Neighborhood
Preservation Center
232 East 11th Street
New York, NY 10003
tel. 212-252-6809
fax: 212-471-9987
www.fitchfoundation.org
info@fitchfoundation.org

FINAL BUDGET

The Preservationist's Eye: Esthetics in Reuse and Conservation the Historic Built Environment· A Symposium in Honor of James Marston Fitch

ITEMS		Projected Income	ALLOCATION OF FUNDS: $6500 Kress Contribution	PA Contribution	Fitch Foundation	Actual Income
Registration Revenue (for 100 people)						
60 professionals @ $40		$2,400 00				
40 students @ $15		$600 00				
	Total Registration Revenue (Estimate)	$3,000 00				$2,870 00
Trustee Donations						
Joan Davidson	Unrestricted	$1,000 00				
Martica Sawin	Lunch for presenters on 9/26	$560 00				
Mary Dierickx	Unrestricted	$100 00				
	Total Trustee Donations	$1,660 00				$1,660 00
Grants						
Samuel H Kress Foundation Grant	(restricted allocations, see notes)	$6,500 00				*
PA contribution to Friday night event	For Arsenal event	$2,000 00				
Samuel H Kress Foundation Matching Grant	Unrestricted	$1,500 00				
	Total Grant Revenue	$10,000 00				$10,000 00
	Estimated Total Income	$14,000 00				$14,530 00
ITEMS		**Projected Expenses**				**Actual Expense**
Friday Night Cocktail Party at the Arsenal						
Catering fees (alcohol and appetizers)		$3,000 00	$0 00	$2,000 00	$561 69	$2,561 69
Staffing						
Symposium Coordination (Executive Director)						
Additional Staffing Hours		125			167 00	
Staffing Fees/hour		$40 00				
	Total Staffing Expenses	$5,000 00	$0 00	$0 00	$6,680 00	$6,680 00 **
Publicity						
Design & printing of 1000 invitations		$1,500 00				$350 00
Postage		$220 00				$476 24
	Total Publicity Expenses	$1,720 00	$826 24	$0 00	$0 00	$826 24
Speaker/Panelist costs						
Travel & Hotel	6 people @ $500 (6 speakers)	$3,000 00	$1,600 00	$0 00	$899 24	$2,499 24
Honorarium for Speakers	10 people @500	$5,000 00	$0 00	$0 00	$5,000 00	$5,000 00
	Total Speaker/Panelist Expenses	$8,000 00	$1,600 00	$0 00	$5,899 24	$7,499 24
Venue and Catering						
Venue ISAW Oak Library room rental		$500 00				$500 00
Venue staffing		$390 00				$390 00
Symposium program/handout		$500 00				$141 60
Catering (breakfast with coffee break)		$1,475 00				$1,325 00
Catering surcharge (15%)		$221 25				$198.75
Lunch for presenters 9/26						$560 00
Platform rental						$314 75
	Total Venue & Catering Expenses	$3,086 25	$0 00	$0 00	$3,430 10	$3,430 10
Documentation Fees						
Audio recording		$1,000 00				$1,000 00
Podcast production	$175/session	$1,400 00				$0 00
Documentation Post production		$320 00				$0 00
Website Updates		$200 00				$0 00
	Total Documentation Expenses	$2,920 00	$1,000 00	$0 00	$0 00	$1,000 00
	Contingencies (10%)	$2,372.63	$0 00	$0 00	$0.00	$0 00
	Estimated Total Expenses	$26,098.88	$3,426.24	$2,000.00	$16,571 03	$21,997.27
	Outstanding Balance for Foundation to pay					$7,467.27
	Outstanding Kress Balance to allocate		$3,073.76			***

* Any money left over from originally allocated Kress monies can be applied to general expenses

** Includes through October for follow-ups relating to symposium and CRM dissemination

*** Please allocate Kress $6500 balance to travel expenses and honoraria for the speakers

Date: April 7, 2009

Name of Organization: New York State Archives Partnership Trust

Address: Suite 9C49, Cultural Education Center, Albany, New York 12230

Telephone: 518-473-7105 **Fax:** 518-473-7058 **E-mail:** rbullock@mail.nysed.gov

Contact person: Robert E. Bullock **Title:** President

Purpose of organization: The Trust, the 501(c)(3) support arm of the New York State Archives, secures private funding for special projects - beyond what tax dollars can pay for - to enhance the access to and awareness of the New York's State Archives. The Trust funds innovative educational programs, preservation and documentation projects, and research. The New York State Archives has an invaluable collection of more than 200 million documents representing approximately 375 years of New York State history.

A selection of Trust-supported activities in 2008, reflective of this organization's unprecedented period of growth, follows:

- Published *New York Archives* quarterly magazine, winner of nine regional, state and national awards for excellence. Recognized by lovers of history throughout New York State, *New York Archives* features articles by many of New York State's leading historians and public figures. Articles included in each issue are based upon the use of primary source documents and focus on history from throughout the state that had transformational effect both for New York and the nation. Thrughout 2009, in an effort to highlight the Hudson-Fulton-Champlain Quadricentennial and the Lincoln Bicentennial, the Archives Partnership Trust will produce a quarterly feature focused on iconic moments in New York State history to promote the Quadricentennial and produced a 48 page special edition to commemorate Lincoln's relationship to New York City.

- Increased Trust membership to more than 2,000, continuing the Trust's historic rate of growth.

- Presented the 2008 Empire State Archives and History Award to nationally prominent Presidential historian Michael Beschloss for his efforts to promote the importance of history to a strong democracy.

- Launched *La Escuela Electronica* (the Electronic Classroom), a Time Warner funded, bi-lingual web-based teaching tool that provides unprecedented insight into the Latino/a immigrant experience in New York State.

- Published *NY Archives Update*, a free quarterly e-newsletter that provides information on training programs, teacher institutes, preservation projects, grants, special events, and exhibitions to more than 4,000 organizations and individuals nationwide.

- Supported the *Larry J. Hackman Research Residency* for those who are conducting advanced research on a variety of topics in culture, literature, history, geography, government, and the environment.

- Sponsored the annual Student Research Award program recognizing excellence and encouraging students in grades 4-12 to explore historical records in New York repositories.

- Published the New York State Archives Month poster to promote New York's documentary heritage statewide. Archives Month occurs each year in October.

- Co-sponsored two statewide history conferences: SUNY Albany's *Researching New York History* and the *Conference on New York State History* and developed plans for a special Quadricentennial version of the Conference on New York State History in Plattsburgh.

- Conceived special Quadricentennial commemorative events in partnership with WAMC Northeast Public Radio and the New York Newspaper Publishers Association.

Total Archives Partnership Trust organizational budget for the current year is $880,093. How used?

Title: "*New York Archives*" magazine

Summary: Now in its eighth year, *"New York Archives,"* a quarterly membership magazine funded by the Archives Partnership Trust, features articles on New York's history and culture drawn from the thousands of archival collections across New York. *"New York Archives"* has won nine national and regional awards for excellence, including *National Association of Government Communicators, Award of Excellence, 2005; American Association for State and Local History, Award of Merit, 2003; Society of American Archivists, Hamer Kegan Award, 2003; American Assoc. of Museums Publications Design Competition, 2002, 2003; Association of Professional Communicators, Albany Ad Club NORI Award, 2002, 2003; Council for the Advancement and Support of Secondary Education (District II) Accolades Award, 2002; Mid-Atlantic Regional Archives Conference, Arline Custer Award, 2002.* The magazine is the single most important source of promotion of the work of the New York State Archives and is being ? modeled nationally.

Grant requested for (check all that apply):

Writing X	research	editing	**printing and binding X**	
Indexing	photography	illustration	**design X**	other

Product will be: 32-48 page quarterly magazine

How determine?

Publication plan as known: Printed quarterly by Benchemark Printing, Inc., Schenectady, NY

Authors(s): Each issue features articles with a New York focus by distinguished scholars and writers. These have included Pulitzer Prize winning historians Alan Taylor, David Hackett Fischer and James McPherson; Pulitzer Prize winning author William Kennedy; Lincoln Prize winning author Craig Symons; best-selling authors Russell Shorto and Joseph E. Persico; urban planner Ann Buttenwieser; Lincoln scholar Harold Holzer; and prize-winning journalists such as George DeWan, retired *Newsday* writer, and Paul Grondahl of the *Albany Times Union.*

Contributors: Invited authors and content experts, Hackman Research Residents, members of the *"New York Archives"* editorial advisory board, editorial consultants, scholars, archivists, both academic and public historians, and historians and staff of archival repositories from throughout the state. WHO?

Editor: Judy P. Hohmann, director of Public Programs and Outreach for the State Archives
Designer: Kristine Fitzgerald, principal, 2K Design, Clifton Park, NY 12065

Publisher: New York State Archives Partnership Trust

Format: (pages, trim size, binding): 32 pages + cover; 8" x 10 5/8" (finished size); saddlestitched

Illustration data: photographs, maps, and illustrations from archival repositories across New York

Estimated preparatory cost (editing, design, composition, separations, etc.): $54,940

Est. printing and binding cost: $32,000 annually **Number of copies:** 2,500 – 5,000 per issue QUITE A RANGE

Intended date of publication: Winter (January), Spring (March), Summer (June), Fall (September)

HOW MANY PAID MEMBERS

Proposed price list: For the benefit of membership in the Archives Partnership Trust: $35 Family/Friend/Organization; $25 Senior Citizen/Student; $4.95 per individual copy + shipping/handling sold on the Trust web site and through special promotions by the Trust.

Total Project Cost: $86,940 **Grant Amount Requested:** $10,000

New York State Archives Partnership Trust

Current Trust Board Members (August 2009)

Current Staff

Christine W. Ward, Chief Executive Officer
Robert E. Bullock, President
Jill A. Rydberg, Administrative Officer an Director of Prospect Research
Grazia A. Yaeger, Manager of Membership and Special Initiatives
Judith W. Van Allen, Development Assistant

Top Organizational Donors - 2008-2009 Fiscal Year

The Lucius N. Littauer Foundation
Fidelity Charitable Gift Fund
The Gladys Krieble Delmas Foundation
A&E Television Network
The Carl and Lily Pforzheimer Foundation Inc.
New York Council for the Humanities
Civil Service Employees Association (CSEA)
The J. M. Kaplan Fund
Time Warner Cable

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

16 November 2009

Robert E. Bullock
President
New York State Archives Partnership Trust
Cultural Education Center, Suite 9C49
Albany, NY 12230

Dear Mr. Bullock,

The Pension Protection Act of 2006 ("PPA"), signed into law on August 17, 2006, contains several provisions that impact charitable organizations. One of the provisions concerns grants made by private foundations to supporting organizations. We have identified your organization as one that is classified as a supporting organization under Section 509(a)(3) of the Internal Revenue Code of 1986, as amended.

What is a Supporting Organization?
All Section 501(c)(3) charities are classified as either public charities or private foundations Some types of charities, such as churches, schools and hospitals, are classified as public charities because of the nature of their activities. Others qualify as public charities because they meet a "public support test" that indicates they receive support from a broad base of contributors.

A supporting organization qualifies as a public charity because it has a close relationship with another Section 501(c)(3) public charity. A supporting organization provides meaningful support – financial, programmatic, or both – and gives some degree of structural and operational control to the public charity it supports.

Types of Supporting Organizations
In general, supporting organizations fall into one of three categories depending on the nature of the relationship between it and the charity being supported.

Type I – Operated, supervised, or controlled by: This type is often described as a parent-subsidiary relationship and generally involves the supported charity's officers, directors, or trustees or members having the right to appoint a majority of the officers, directors, or trustees of the supporting organization.

Type II – Supervised or controlled in connection with: This type usually has an overlapping board relationship where at least a majority of the members of the supporting organization's governing board are also members of the supported charity's governing board.

Type III – Operated in connection with: this type may have no, or minimal, board overlap. Accordingly, it operates with a greater degree of independence from the organization it supports, but it is required to have procedures designed to ensure that the supporting organization is responsive to the supported organization.

New Limitations on Grants to Type III Supporting Organizations

Previously, private foundations could treat a grant to any type of supporting organization as a qualifying distribution just as they would any other public charity grant. Under the PPA, Type III supporting organizations are essentially treated as private foundations. Grants to Type III supporting organizations do not count towards a foundation's mandatory payout requirements A deficiency in the 5% payout results in a 30% (of the deficiency) a year penalty until grants are paid to eliminate the under distribution. PLUS expenditure responsibility procedures, including a written agreement, must be entered into before the grant is paid. Failure to follow expenditure responsibility procedures results in a taxable expenditure for which the penalty is 20% of the grant each year until the expenditure responsibility is in place.

The impediment on foundation grants to Type III supporting organizations does not apply if the supporting organization qualifies as a "functionally integrated" Type III supporting organization.

Your Organization

The [Internal Revenue Service ("IRS") determination letter] evidencing your tax exemptions identifies your organization as a supporting organization. Unfortunately, the IRS database does not dictate whether your organization qualifies as a Type I, II, or III supporting organization. Determining which type of supporting organization your organization is will require a review of its governing documents in view of the specific requirements outlined above.

It may be clear that your organization is a Type I supporting organization, if, for example, your organization is a supporting organization to a public charity, which appoints all of the members of the board of directors of your organization.

If your governance structure does not provide that a majority of the members of the board of your supporting organization are appointed or elected by the supported organization, however, you may want to confer with legal counsel or a tax advisor to determine which type of supporting organization your organization is. If the legal counsel or tax advisor who originally helped obtain your exempt status with the IRS is available, that would be a good place to start. If not, you may want to engage legal counsel or a tax advisor with expertise in the law of tax-exempt organizations to advise you.

If your organization is a Type III supporting organization, additional documentation will be required to determine whether it is a "functionally integrated" Type III supporting organization

The enclosed form will allow us to comply with IRS Notice 2006-109, Interim Guidance regarding Supporting Organizations and Donor Advised Funds. Before we can continue processing your grant application [or make payment on your previously approved grant], we must received the enclosed form and the additional documents indicated. The form must be signed by the president or chief executive officer of your organization.

Sincerely,

Peter W Davidson

Peter W. Davidson, Chair

Representation of Supporting Organization Status

NEW YORK STATE ARCHIVES PARTNERSHIP TRUST hereby represents that it qualifies as a public charity because it is a supporting organization as defined by §509(a)(3).

1) The organization supports:

New York State Archives
____
Name of Supported Organization(s)

2) The organization represents that its supporting organization Type is:

✓	Type I	"Operated, supervised, or controlled by" one or more publicly supported organizations – a majority of the governing board is elected or appointed by the supported organizations(s)
______	Type II	"Supervised or controlled in connection with" one or more publicly supported organizations – a majority of the governing board consists of individuals who also serve on the governing board of the supported organization(s)
______	Type III	"Operated in connection with" one or more publicly supported organizations – not a Type I or Type II

3) Describe the process by which your governing board is appointed and elected.
Outlined in opinion (see attached).

Attach Articles of Incorporation, Bylaw, or other documents which detail the process. Please highlight the article(s) or section(s) of the material that describes the process.

If the organization is a Type I or Type II supporting organization, skip section 4 and go to the signature section below.

If the organization is a Type III supporting organization, complete section 4.

4) Type III supporting organizations are either functionally integrated or NOT functionally integrated with the organization(s) they support.

a. As a Type III supporting organization, the organization represents that it is

______ functionally integrated with one or more supported organizations.

or

______ not functionally integrated with one or more supported organizations.

If not functionally integrated, skip remainder of section 4. If functionally integrated, complete the rest of section 4.

b. If the organization represents that it is functionally integrated, identify the one or more supported organizations with which it is functionally integrated:

____

____

c. If the organization represents that it is functionally integrated, it must provide one of the following documents. Please indicate which of the following is attached.

_________ A written representation signed by an officer, director or trustee of each of the supported organizations with which the grantee represents that it is functionally integrated describing the activities of the grantee and confirming that but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself. Such written representation must meet the requirements outlined in Section 3 of IRS Notice 2006-109.

or

_________ A reasoned opinion of counsel representing the organization concluding that the grantee is a functionally integrated Type III supporting organization.

New York State Archives Partnership Trust

By: Robert E. Bullock
Signature

Robert E. Bullock
Printed Name

President
Title or Corporate Office Held

Date: 11/24/09

WHITEMAN OSTERMAN & HANNA LLP

ATTORNEYS AT LAW

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PARTNER
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File

RECEIVED
AUG 3 1 2007
Archives Partnership Trust

August 30, 2007

Christine Ward
Chief Executive Officer
New York State Archives Partnership Trust
Cultural Education Center
Suite 9C49
Albany, New York 12230

Dear Ms. Ward:

You have requested our opinion as to whether New York State Archives Partnership Trust (the "Trust") is a Type I supporting organization described in Section 509(a)(3) of the Internal Revenue Code (the "Code"). You have advised that the purpose of seeking our opinion is to assist certain private foundations that are considering making grants to the Trust in complying with Internal Revenue Service Notice 2006-109.

The opinion rendered herein is issued in accordance with United States Treasury Department Circular 230 ("Circular 230"), as revised on June 20, 2005. This opinion is intended to be a "covered opinion," as defined at Section 10.35 of Circular 230.

In preparing this opinion, we have reviewed the following documents (the "Documents"):

1. A copy of the Trust's Form 1023 Application for Recognition of Exemption;

2. A determination letter from the Internal Revenue Service recognizing the Trust as exempt from Federal income tax under Code Section 501(a) and as an organization described in Code Section 501(c)(3). The letter also indicates that the Trust is not a private foundation because it is an organization described in Code Section 509(a)(3);

3. The New York State Archives Partnership Trust Act;

4. The Trust's Amended By-Laws.

Representations

We are rendering this opinion under what we perceive to be the current provisions of federal and state law. The law may be changed, amended, repealed or revoked, or certain regulatory or other guidance may be issued by federal or state agencies that could affect or change our conclusions. You have agreed with us that we have no duty whatsoever and we expressly disclaim any obligation to advise you of any such events or their impact on the law even if such events render our opinion as set forth herein incorrect.

We are members of the Bar of the State of New York. Accordingly, our examination of matters of law in connection with the opinion expressed herein has been limited to the Code and the laws of the State of New York, and accordingly, no opinions expressed herein shall be deemed to cover any other laws.

In connection with rendering our opinion below, we have examined originals or copies of the Documents listed above and have assumed the absence of adverse facts not apparent on the face of each such Document.

In rendering this opinion, we have assumed the legal capacity of all natural persons, the authenticity and completeness of all Documents submitted to us as originals, and the conformity to the originals and completeness and authenticity of the originals of all Documents submitted to us as certified, notarized, conformed or photostatic copies or facsimiles. We have assumed the accuracy of the factual matters in such documents. We have also assumed the authenticity, accuracy and completeness of the certifications of public officials, governmental agencies and departments, corporate officers and individuals.

You have represented that the facts as provided below are accurate and complete. We have not independently verified these facts, but have no reason to believe that they are incomplete or incorrect. No information has come to our attention that would give us actual knowledge or actual notice that any such facts or other matters are not accurate or that any of the foregoing documents and information on which we have relied are not accurate and complete or that would, under the circumstances, warrant additional investigation or verification. We have attempted to rely on no unreasonable fact or representation and do not believe we have made any unreasonable assumption. Such factual matters have been reviewed by only those attorneys who have engaged in the completion of this letter and no others, regardless of their relationship with the Trust. We have relied on these facts in rendering our opinion.

If the facts are incomplete or inaccurate in any way, our opinion may be different than that expressed in this letter. Except as otherwise stated herein, we have not undertaken any independent investigation or verification of any factual matters. You have agreed with us that we have no duty whatsoever and we expressly disclaim any obligation to advise you of any change with respect to our opinion expressed in this letter even if we become aware that any fact you have represented to us was inaccurate or incomplete.

Facts

The Trust was created by the New York State Archives Partnership Trust Act (the "Act"), an act of the New York State Legislature.[1] Section 1 of the Act states that the Act's purposes are:

> to insure the survival and availability of the archival records of New York's colonial and state government that were created prior to the opening of the New York State Archives . . . and create a partnership among the three branches of state government and the broader community for continuing advice and support on state government records of enduring value to the people of the state, the nation and the world.

To accomplish this, the purposes of the Trust, as stated in Section 1 of the Act are to:

> create an endowment to help preserve [the archival records or the information in such records,] and to make them accessible through research, exhibits and public programs, [and to] make possible special projects regarding such archival records and inform the citizens of New York about the status, availability and potential uses of the archives of state government.

Additionally, Section 8 of the Act states that the carrying out of the Trust's purposes is:

> in all respects for the benefit of the people of the State of New York and is a public purpose. The trust board will be performing an essential governmental function in the exercise of the powers conferred upon it by this act . . .

The statute governing the State Archives provides that the Archives are "part of" the New York State Education Department (the "Education Department").[2] The Education Department is the administrative arm of the University of the State of New York,[3] which consists, in relevant part, of all libraries, museums, schools and other educational institutions admitted to or incorporated by the University.[4] The governing body of the University of the State of New York is the Board of Regents, which is elected by the State Legislature.[5]

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[1] The Act is an unconsolidated law of the State of New York. L.1992, c.758, §1 [consisting of §§1 to 7] and §2, amended L.1993, c.57, §292; L.1993, c.497, §§1,2; L.1995, c.82, §75; L.1996, c.474, §117, eff. Aug. 8, 1996, retroactive to Apr. 1, 1995; L.1998, c.399, §§1 to 9, 11 to 13, eff July 22, 1998; L 1998, c.399, §10, eff. Nov. 19, 1998, deemed eff. Sept. 1, 1996.

[2] New York Arts and Cultural Affairs Law §57.05 (1) (McKinney's 2007).

[3] See New York Education Law §101 (McKinney's 2007).

[4] New York Education Law §214 (McKinney's 2007).

[5] New York Education Law §§202 and 207 (McKinney's 2007).

Section 4 of the Act states that the Trust's governing board is a "body corporate and politic constituting a public benefit corporation." The board has 25 members, all of whom are appointed by State government officials: (1) Thirteen members are appointed by the Governor of the State of New York, one of whom must be a member of the Governor's staff and one of whom must be a former judge or other individual interested in judicial records; (2) Three members are appointed by the Speaker of the Assembly, two of whom must be private citizens; (3) One member is appointed by the minority leader of the Assembly and must be a private citizen; (4) Three members are appointed by the majority leader of the Senate, two of whom must be private citizens; (5) One member is appointed by the minority leader of the Senate and must be a private citizen; and (6) Four members are appointed by the New York State Board of Regents.

Section 4(3) of the Act provides that the Director of the State Archives and Records Administration shall serve as the executive officer for the Trust's board. Currently, Christine Ward serves in this capacity.

Section 5 of the Act requires the Trust to report to the Governor and the Legislature at least every three years regarding its activities, including providing "information pertaining to fund raising, expenditures and projects undertaken and the sufficiency of the [assets in the Trust's custody] to generate interest adequate to achieve the purposes of [the Trust]." Additionally, the Trust is subject to the requirements of the New York Public Authorities Law, which subjects it to the oversight of the Authority Budget Office and the State Inspector General as well as the office of the Governor, the Legislature, and the Office of the State Comptroller.[6]

The Trust applied for and received a letter of recognition of exemption from taxation by the IRS (the "Determination Letter") stating that the Trust is exempt from taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3). The Determination Letter also states that the Trust is not a private foundation within the meaning of Code Section 509(a) because it is an organization described in Code Section 509(a)(3).

In this opinion we have assumed that the Trust is in a Code Section 509(a)(3) supporting organization relationship (discussed below) with the government of the State of New York. This assumption is based on: (1) the IRS's designation of the Trust as an organization described in 509(a)(3); (2) the relationship between the Trust and the State government as described in the Act; and (3) the Trust's representations in its 1023 Application for Recognition of Exemption that it supports the New York State Archives and that the majority of its governing board is elected by the supported organization.

<u>Significant Federal Tax Issue</u>

Is the Trust a Type I supporting organization described in Section 509(a)(3) of the Internal Revenue Code?

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[6] 2 NYCRR §§201.10 et seq. and 203.10 et seq. (listing the Trust as a covered public authority); <u>see, generally,</u> New York State Public Authorities Law (McKinney's 2007).

Analysis – Relation of Law to Facts

Section 509(a)(3) of the Code excludes from the definition of "private foundation" any organization which: (1) is organized, and at all times thereafter is operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more specified organizations that are determined to be publicly supported Code Section 509(a)(1) or (2) organizations; (2) is (i) operated, supervised, or controlled by one or more organizations described in Section 509(a)(1) or (2), (ii) supervised or controlled in connection with one or more such organizations, or (iii) operated in connection with one or more such organizations; and (3) is not controlled directly or indirectly by one or more disqualified persons (as defined in section 4946) other than foundation managers or one or more section 509(a)(1) or (2) organizations.

Organizations described in the preceding paragraph which are "operated, supervised, or controlled by," "supervised or controlled in connection with," or "operated in connection with" an organization described in 501(c)(3) or a governmental organization which is a Code Section 509(a)(1) or (2) publicly supported organizations are referred to as Type I, II or III supporting organizations, respectively, under the Pension Protection Act of 2006. See IRC Code Sections 4942(g)(4); 4943(f)(5); 4966(d)(4).

Section 1.509(a)-4(f)(4) of the Treasury Regulations (the "Regulations") provides that in the case of supporting organizations which are "operated, supervised, or controlled by" one or more publicly supported organizations (i.e. Type I supporting organizations), the distinguishing feature of this relationship is the presence of a substantial degree of direction by the publicly supported 501(c)(3) or governmental organization over the conduct of the supporting organization, as described in paragraph (g) of that Section.

Section 1.509(a)-4(g)(1)(i) of the Regulations provides that each of the items "operated by," "supervised by," and "controlled by," as used in section 509(a)(3), presupposes a substantial degree of direction over the policies, programs, and activities of a supporting organization by one or more publicly supported 501(c)(3) or governmental organizations. The relationship required under any one of these terms is comparable to that of a parent and subsidiary, where the subsidiary is under the direction of, and accountable or responsible to, the parent organization. This relationship is established by the fact that a majority of the officers, directors, or trustees of the supporting organization are appointed or elected by the governing body, members of the governing body, officers acting their official capacity, or the membership of one or more publicly supported 501(c)(3) or governmental organizations.

The IRS determination letter indicates that the Trust is a supporting organization described in Code Section 509(a)(3). The State of New York is an organization described in Code Section 509(a)(1) pursuant to Code Section 170(b)(1)(A)(v). Therefore, if the requisite relationship exists between the Trust and the State of New York – essentially if the Trust is "operated, supervised or controlled" by the State of New York – the Trust will be classified as a 509(a)(3) Type I supporting organization.

The Trust supports the government of the State of New York through its various activities relating to the preservation of the state and colonial archival records and the information contained in such records. State officials acting in their official capacities appoint all of the Trust's board members: thirteen of the twenty-five members are appointed by the governor, eight are appointed by various officials from the State legislature, and the remaining four are appointed by the State's Board of Regents. Thus, the Trust's entire governing board is appointed by officers of the State of New York acting in their official capacities. Moreover, the Trust is accountable to the State under the Act and the Public Authorities Law. Therefore, the relationship between the State and the Trust is comparable to that of a parent and a subsidiary, where the subsidiary is under the direction of, and accountable or responsible to, the parent organization.

Although they cannot be used as precedent, a number of private letter rulings issued by the IRS support this analysis. See e.g. Private Letter Ruling 200020057 (parent-subsidiary relationship exists between 501(c)(3) organization and state government where organization's board of directors were appointed by state's governor); Private Letter Ruling 199905027 (parent-subsidiary relationship exists between 501(c)(3) organization and state's office of the governor where governor appointed trustees).

Conclusion

Based on the foregoing, the Trust should be classified as a 509(a)(3) Type I supporting organization.

This opinion is limited to the specific legal matters addressed herein and no opinion is implied or may be inferred beyond the matters expressly stated. This opinion is also limited in all respects to laws and interpretations thereof existing on the date hereof. We do not undertake to update this opinion for changes in such laws or interpretations.

Very truly yours,

Whiteman, Osterman & Hanna, LLP

Whiteman, Osterman & Hanna LLP

Representation of Supporting Organization Status

Newseum Inc. hereby represents that it qualifies as a public charity because it is a supporting organization as defined by §509(a)(3).

1) The organization supports:

Freedom Forum Diversity Institute Inc.
Name of Supported Organization(s)

2) The organization represents that its supporting organization Type is:

✓	Type I	"Operated, supervised, or controlled by" one or more publicly supported organizations – a majority of the governing board is elected or appointed by the supported organizations(s)
____	Type II	"Supervised or controlled in connection with" one or more publicly supported organizations – a majority of the governing board consists of individuals who also serve on the governing board of the supported organization(s)
____	Type III	"Operated in connection with" one or more publicly supported organizations – not a Type I or Type II

3) Describe the process by which your governing board is appointed and elected.

Attach Articles of Incorporation, Bylaw, or other documents which detail the process. Please highlight the article(s) or section(s) of the material that describes the process.

If the organization is a Type I or Type II supporting organization, skip section 4 and go to the signature section below.

If the organization is a Type III supporting organization, complete section 4

4) Type III supporting organizations are either functionally integrated or NOT functionally integrated with the organization(s) they support.

a. As a Type III supporting organization, the organization represents that it is

______ functionally integrated with one or more supported organizations.

or

______ not functionally integrated with one or more supported organizations.

If not functionally integrated, skip remainder of section 4. If functionally integrated, complete the rest of section 4.

b. If the organization represents that it is functionally integrated, identify the one or more supported organizations with which it is functionally integrated:

____

____

c. If the organization represents that it is functionally integrated, it must provide one of the following documents. Please indicate which of the following is attached.

_________ A written representation signed by an officer, director or trustee of each of the supported organizations with which the grantee represents that it is functionally integrated describing the activities of the grantee and confirming that but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself. Such written representation must meet the requirements outlined in Section 3 of IRS Notice 2006-109.

or

_________ A reasoned opinion of counsel representing the organization concluding that the grantee is a functionally integrated Type III supporting organization.

NEWSEUM INC.

By: Nicole F Mandeville
Signature

Nicole F. Mandeville
Printed Name

Sr VP & Treasurer
Title or Corporate Office Held

Date: 11/24/2009

BY-LAWS

OF

NEWSEUM, INC.

January 1, 2006

ARTICLE I

ORGANIZATION

Section 1. Purposes and Ownership of Property. The corporation shall not be operated for profit. Its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its Articles of Incorporation. Except as elsewhere provided in these By-laws, no trustee or officer of the corporation shall have any right to, or interest in, any of the property or assets of the corporation, and no trustee or officer shall be liable for any of the debts, liabilities or obligations of the corporation, in the absence of fraud or bad faith.

Section 2. Management. The corporation shall be managed by its Board of Trustees. The term "trustee" as used in these By-laws shall be synonymous with the term "director" as used in the Articles of Incorporation and elsewhere.

ARTICLE II

MEMBERS

The Freedom Forum Diversity Institute, Inc. shall be the sole corporate member of the corporation.

ARTICLE III

TRUSTEES

Section 1. Number and Qualification. The Board of Trustees shall consist of no fewer than 10, or more than 24 persons. No person shall be eligible to be elected as a trustee after his/her 75th birthday.

Section 2. Election and Term of Office. The trustees of the corporation shall be elected by the members at the annual meeting of the members. Each trustee shall hold office until the next annual meeting of the members and until his successor has been elected and qualified. Subject to the provisions of Article III, Section 1, of these By-laws, any incumbent trustee may be re-elected to serve for an additional term or terms.

Section 3. Annual Meeting. The annual meeting of the Board of Trustees for the election of officers and the transaction of such other business as may properly come before the meeting may be held at such place, within or without the District of Columbia, as shall be fixed by the Board of Trustees. Notice of the annual meeting of trustees shall be given in the same manner and subject to the same limitations as are provided for notice of special meetings.

Section 4. Vacancies. In the event of a vacancy occurring in the Board of Trustees, either by increase in the number thereof, or otherwise, the remaining trustees, by affirmative vote of a majority thereof expressed at a duly called meeting of the trustees, whether or not constituting a quorum, may fill such vacancy until the next annual meeting of trustees.

Section 5. Regular Meetings of Trustees. Regular meetings of the Board of Trustees shall be held at such places and times as the Board of Trustees may determine.

Section 6. Special Meetings of Trustees. Special meetings of the Board of Trustees may be called at any time by the Chairman or by any trustee upon written demand of not less than one-fifth of the entire Board. Special meetings may be held at any place within or without the District of Columbia as may be designated by the person calling the meeting. Notice of each such meeting shall be mailed to each trustee, addressed to him at his address last given to the corporation or, if none has been given, to his residence or usual place of business at least three days before the day on which the meeting is to be held, or shall be sent to him by telegraph, cable, facsimile transmission, email or similar means so addressed or shall be delivered personally or by telephone at least 24 hours before the time the meeting is to be held. Each notice shall state the time and place of the meeting as well as the purpose or purposes for which it is being called.

Section 7. Quorum and Manner of Acting. Except as otherwise provided by law or these By-laws, a majority of the entire Board of Trustees shall constitute a quorum at any meeting of the Board of Trustees, and a majority of such quorum shall decide any question that may come before the meeting. Each trustee shall have one vote. A majority of the trustees present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum is present. At such adjourned meeting at which time a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 8. Meetings of Board of Trustees. The Board of Trustees or any committee thereof may permit any or all trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all trustees may simultaneously hear each other during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 9. Resignations and Removal of Trustees.

(a) Any trustee of the corporation may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any or all of the trustees may be removed for cause by vote of the trustees provided there is a quorum of not less than a majority of the entire Board of Trustees present at the meeting of trustees at which such action is taken.

Section 10. Waivers of Notice. Notice of a meeting need not be given to any trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 11. Executive Committee. The Board of Trustees, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee, consisting of three or more members. The Executive Committee shall have all the authority of the Board, except it shall have no authority as to the following matters:

(a) filling of vacancies in the Board or in any committee;

(b) amendment of the Articles of Incorporation;

(c) amendment or repeal of the By-laws, or the adoption of new by-laws;

(d) approval of a plan of merger;

(e) amendment or repeal of any resolution of the Board which, by its terms, shall not be so amendable or repealable;

(f) fixing of compensation o f the Trustees for serving on the Board or on any committee; or

(g) removal of the Chairman/Chief Executive Officer or the filling of the vacancy in that office.

Any reference in these By-laws to the Board of Trustees shall include the Executive Committee unless the context or express provisions otherwise provide.

Section 12. Other Committees. The Chairman will appoint with approval of the Board of Trustees the standing committees and the Chairman may appoint special committees. The committees shall have such authority as provided in the resolution designating the committee, except such authority shall not exceed the authority conferred on the Executive Committee. Each committee shall have at least three or more trustees as members.

Section 13. Board and Committee Action Without a Meeting. Action required or permitted to be taken at a Board of Trustees' meeting, or any meeting of a committee thereof, may be taken without a meeting if the action is taken by all members of the board or committee. The action shall be evidenced by one or more written consents stating the action taken, signed by each trustee either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section becomes effective when the last trustee signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Trustee. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE IV

OFFICERS

Section 1. Officers Enumerated. The officers of the corporation shall be a Chairman, a President, one or more Senior Vice Presidents and Vice Presidents, a Secretary and a Treasurer.

Section 2. Other Officers. The Board may by resolution appoint a Deputy Chairman, an Executive Vice President, one or more Senior Vice Presidents, and such other officers as it shall deem necessary, who shall hold their offices for such terms and shall have such powers and perform such duties as shall from time to time be prescribed by the Board of Trustees, or in these By-laws.

Section 3. Election and Term of Office. The officers of the corporation shall be elected at the annual meeting of the Board of Trustees and shall hold office until the next annual meeting and until their successors are elected and qualified. Any two or more offices may be held by the same person except the offices of President and Secretary. Election or appointment of an officer shall not of itself create any contract rights in the office or the corporation.

Section 4. Removal of Officers. Any officer may be removed with or without cause at any time by the affirmative vote of a majority of the entire Board of Trustees at any duly held regular or special meeting of the Board.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Trustees, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Trustees.

Section 7. The Chairman. The Chairman shall be the Chief Executive Officer, responsible for all of the daily operations and administration of the corporation in accordance with the policies of the Board of Trustees. The Chairman shall be a member of the Executive Committee and an *ex officio* member of all other committees. That Chairman shall preside at all meetings of the Board of Trustees. In the absence or disability of the President, the Chairman shall perform the duties and exercise the powers of the President. He shall also perform such other duties as may be properly required of him by the Board.

Section 8. The President. The President shall report to the Chairman and shall perform such duties and exercise such powers as may be assigned to him by the Chairman or by the Board of Trustees. In the absence or disability of the Chairman and Chief Executive Officer, the President shall perform the duties and exercise the powers of the Chairman and Chief Executive Officer, and shall preside at all meetings of the Board of Trustees.

Section 9. Vice Presidents. The Vice Presidents shall have such powers and perform such duties as are properly required of them by the Chairman.

Section 10. The Secretary. The Secretary shall issue notices of all meetings of the trustees whenever notices of such meetings are required by law or these By-laws. He shall keep the minutes of the meetings of the Board of Trustees. He shall sign such instruments as require his signature and shall perform such other duties as usually pertain to his office or as are properly required of him by the Board of Trustees.

Section 11. The Treasurer. The Treasurer shall be responsible for the custody of all monies contributed to or received by the corporation, shall see than an accurate record of all receipts and disbursements is made, and shall perform such other duties as usually pertain to his office or as are properly required by him by the Board of Trustees. The Treasurer, if required by the Board of Trustees, shall be bonded in such amount as shall from time to time be fixed by the Board.

ARTICLE V

FINANCES AND SECURITIES HOLDINGS

Section 1. Finances. The funds of the corporation shall be deposited in its name with such bank or banks, trust company or trust companies as the Board of Trustees may from time to time designate, and shall be subject to withdrawal by such officers of the corporation as may from time to time be designated by the Board of Trustees.

Section 2. Powers in Respect of Securities of Other Corporations. Unless otherwise provided by resolution adopted by the Board of Trustees, the Chairman or the Treasurer may exercise or appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the corporation the powers and rights that the corporation may have as the holder of stock or other securities in any other corporation to vote or to consent in respect of such stock or other securities; and the Chairman or the Treasurer may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the Chairman or Treasurer may execute or cause to be executed in the name and on behalf of the corporation and under its corporate seal, or otherwise, all such ballots, consents, proxies, powers of attorney or other written instruments as they or either of them may deem necessary in order that the corporation may exercise such powers and rights. Any stock or other securities in any other corporation that may from time to time be owned by or stand in the name of this corporation may, without further action by the Board, be endorsed for sale or transfer or sold or transferred by the Chairman or the Treasurer or any proxy appointed in writing by either of them.

ARTICLE VI

INDEMNIFICATION

Section 1. Limit on Liability. In every instance in which the District of Columbia Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of trustees or officers of a corporation to the corporation, the directors and officers of this corporation shall not be liable to the corporation.

Section 2. Mandatory Indemnification. The corporation shall indemnify any individual who is, was, or is threatened to be made, a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the corporation) because such individual is or was a trustee or officer of the corporation, or of any other legal entity controlled by the corporation (each of whom is an "Indemnified Party"), against all liabilities and reasonable expenses incurred by him or her on account of the proceeding except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the corporation shall make advances and reimbursement for expenses incurred by any Indemnified Party upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The corporation is authorized to contract in advance to indemnify the Indemnified Party pursuant to this Section 2.

Section 3. Miscellaneous. The rights of each Indemnified Party under this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the corporation and indemnification under policies of insurance purchased and maintained by the corporation or others. However, no person shall be entitled to indemnification by the corporation to the extent he is indemnified by another, including an insurer.

ARTICLE VII

CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest. A trustee or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the trustee or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the corporation shall distribute annually to all trustees and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the corporation and whether the process for approval set forth in Section 3 of this Article was used.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A trustee or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the corporation and the arrangements are consistent with the best interests of the corporation. Fairness includes, but is not limited to, the concepts that the corporation should pay no more than fair market value for any goods or services which the corporation receives and that the corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the corporation.

Section 4. Validity of Actions. No contract or other transaction between the corporation and one or more of its trustees or officers, or between the corporation and any other corporation, firm, association or other entity in which one or more of the corporation or officers are trustees, directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such trustee or trustees or officer or officers are present at the meeting of the Board of Trustees, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested trustees or officers. Common or interested trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested trustee or officer should not be present at the meeting.

Section 5. Employee Conflicts of Interest. An employee of the corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the corporation decisions which are the subject of the conflict will be determined. The Chairman shall be responsible for determining the proper way for the corporation to handle corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Chairman of the Board may consult with legal counsel.

The Chairman shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chairman has approved.

ARTICLE VIII

COMPENSATION

Section 1. Reasonable Compensation. It is the policy of the corporation to pay no more than reasonable compensation for personal services rendered to the corporation by trustees, officers and employees. No compensation shall be paid to any trustee, officer, employee or other disqualified person which would constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986. Any amount paid to such person or persons which is determined to be an excess benefit transaction shall be repaid promptly upon notice and demand by the corporation.

Section 2. Approval of Compensation. The Board of Trustees must approve the amount of all compensation for trustees and officers of the corporation.

Before approving the compensation of a trustee or an officer, the Board shall determine that the total compensation to be provided by the corporation is reasonable in amount in light of the position, responsibility and qualification of the individual for the position held, including the result of an evaluation of the individual's prior performance for the corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the corporation to the individual in payment for services. At the time of the discussion and decision concerning an individual's compensation, the individual should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar individuals in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE IX

MISCELLANEOUS

Section 1. Investments. To the extent permitted by law and these By-laws, the corporation may invest its funds in such investments, including real and personal property of every kind and description, as the Board of Trustees shall from time to time authorize.

Section 2. **Office**. The office of the corporation shall be at such place in the District of Columbia as the Board of Trustees may determine.

Section 3. **Books and Records**. There shall be kept at the office of the corporation (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board of Trustees, the Executive Committee and any other committees; (3) a current list of the trustees and officers of the corporation and their residence addresses; (4) a copy of these By-laws; (5) a copy of the corporation's application for recognition of exemption with the Internal Revenue Service; and (6) copies of the past three (3) years information returns to the Internal Revenue Service.

ARTICLE X

AMENDMENTS

These By-laws may be supplemented, amended, altered or repealed, in whole or in part, by the affirmative vote of two-thirds (2/3) of the entire Board of Trustees at any meeting thereof.

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NEWSEUM

MARY KAY BLAKE
SENIOR VICE PRESIDENT/DEVELOPMENT

23 October 2009

Ms. Angela D. Carabine
Grants Manager
The J.M. Kaplan Fund
261 Madison Ave.
19th Floor
New York, NY 10016

Dear Ms. Carabine:

Thank you for requesting that we re-submit our request for a grant from the J.M. Kaplan Fund, asking specifically for project, rather than general, support.

The Newseum would be most grateful to receive support for the work that veteran journalist Nick Clooney will do for us again this year, particularly for our Reel Journalism program in partnership with American University.

The Newseum's portion of this project includes:

- $15,000 in stipends for Mr. Clooney
- $5,000 in travel costs for Mr. Clooney

Enclosed is some information on both Mr. Clooney and this year's project.

Of course, we would be happy to answer any questions.

And we very much hope that whenever your travels might bring you to Washington, you'll allow us to offer you a VIP highlights tour of the Newseum. It would be our pleasure!

With all best wishes,

Mary Kay

Mary Kay Blake

555 Pennsylvania Ave , N W
Washington, DC 20001
TEL 202/292-6280
FAX 202/292-6285
mblake@newseum org
newseum org

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone: 212.7670630 Fax: 212.7670639

10 May 2010

The Hon. John Train
Founder and Chairman
Train Foundation
6 West 48th Street, 10th Floor
New York, NY 10036

Dear Mr. Train:

The Trustees of The J.M. Kaplan Fund ("Kaplan Fund") are pleased to inform you that a grant of $5,000 to Train Foundation has been approved to support the projects of The Paul Klebnikov Fund.

The grant must be used specifically for the designated purpose(s) by April 30, 2011. You must submit a written request to us in advance if you wish to change the purpose of the grant or if the funds are not expended within the next 12 months.

Because you are not currently recognized by the Internal Revenue service as a public charity as described in sections 501(c)(3) and 509(a)(1) of the Internal revenue Code of 1986 as amended (the "Code"), all grant funds must be kept segregated continuously in a separate fund dedicated to the purposes of the grant, and no part of this grant may be used for your general support or general purposes. This grant is an "expenditure responsibility" grant within the meaning of section 4945(h) of the Code. Thus, Kaplan Fund must (i) see that the grant is spent solely for the purposes for which made; (ii) obtain full and complete reports from you on how the funds are spent; and (iii) make full and detailed reports with respect to such expenditures to the Internal Revenue Service. By accepting this grant, you agree to cooperate fully with Kaplan Fund to assure that Kaplan Fund is able to satisfy all of the requirements of an "expenditure responsibility" grant in accordance with section 4945(h) of the Code and the regulations thereunder.

The grant funds may not be used (whether in the United States or elsewhere in the world) for any of the following purposes: to attempt to influence legislation or the outcome of any specific public elections: to carry on, directly or indirectly, any voter registration drive; to make grants to individuals or to other organizations, which do not comply with the U.S. tax laws; or undertake any activities for a non-charitable purpose.

Under the applicable laws of the United States, all grants funds must be expended ~~for charitable, scientific, literary, or educational purposes as defined~~ under Internal Revenue Code 501(c)(3). Consistent with the U.S. law, this proposed grant would be made to enable Train Foundation to further its charitable and educational activities. This proposed grant is only for the purposes stated in this letter, and the proposed grant funds as well as any interest earned thereon may not be expended for any other purpose without the Kaplan Fund's prior approval in writing. It is understood that the funds would be used *substantially in accordance with the enclosed approved* budget (see attachment A). Any funds not expended or committed for the purposes of the grant within the period stated above or a reasonable period thereafter, must be returned to the Kaplan Fund.

The Train Foundation agrees to provide annual narrative and financial reports on the use of grant funds to the Kaplan Fund and a final report upon completion of the grant period. Each report should include a narrative account of what was accomplished by the expenditure of funds (including a description of progress made towards achieving the goals of the grant), a detailed financial statement, and copies of any publications resulting from the grant. The financial statement should be attested by the chief financial officer of Train Foundation or its independent auditors, and should reflect the categories stipulated in the enclosed approved budget.

The proposed grant funds may be co-mingled with other funds for temporary investment and alternative purposes, but they must be shown separately on your books and records for the ease of reference and verification. Your books and records are to be made available for the Kaplan Fund's inspection at reasonable times.

You are required to provide the Kaplan Fund with immediate written notification of: (1) any changes in your organization's tax-exempt status; (2) your inability to expend the grant for the purposes described in the grant award letter; or (3) any expenditure from this grant made for any purpose other than those for which the grant was intended.

The foregoing conditions are intended to assist the Kaplan Fund in complying with the U.S. laws to make reasonable efforts and establish adequate procedures to see that proposed grant funds are spent solely for the purpose for which they were granted, and to obtain full and complete reports on how grant funds have been expended. Changes in U.S. laws, or in regulations interpreting them, may require the Kaplan Fund to ask that more detailed reports be submitted or that other steps be taken. The Kaplan Fund will promptly inform you of any such changes. You agree to comply with any such requests.

The Kaplan Fund will include information on this grant in its periodic reports filed ~~with the U.S. tax authorities and made available for public inspection as~~ required by U.S. law.

If this letter correctly sets forth your understanding of the arrangements made regarding this grant, please countersign as indicated and return to me the enclosed copy of this letter.

The Kaplan Fund will make the grant funds available upon receipt of this letter signed by an appropriate official of the Train Foundation.

On behalf of the Kaplan Fund, my best wishes to you for success in your worthy endeavors.

Very truly yours,

Peter W. Davidson
Chairman

Enclosure
Ref: #2009-170

ACCEPTED AND AGREED TO:

Train Foundation

John Train

Pr~~es~~ident (Print)
CEO

Pr~~es~~ident (Signature)
CEO

cc: Musa Klebnikov, Executive Director, The Paul Klebnikov Fund

Report on Paul Klebnikov Activities April 2010

The recent activities of the Fund have been mostly directed towards advancing the proposed merger with the Harriman Institute of Columbia University and fundraising.

Our niche has developed into focusing on Russian professionals who support civil society. We have explored institutional partnerships that would give the Fund long-term security and have allocated a greater part of our staff time towards fundraising.

In April, Roman Shleynov was awarded the Paul Klebnikov Integrity in Journalism Award and welcomed at Columbia University as part of the developing alliance. The Harriman Institute is providing partial financial support for Shleynov's visit. The process of creating a program within the Harriman Institute will require legal structure, and Arnold & Porter have offered their services pro bono. It will require fundraising for an endowment, and we have identified a suitable fundraiser to assist in that campaign. Outreach to a donor list has started.

Programmatically the Fund's activities continue. The intern program for journalism students in Russia is proceeding with 6 candidates selected. NPR was so impressed with the interns we sent the New York Times in Moscow they have asked for some too. Two journalists have been selected for Prizes that will bring them to the US. The first candidates for the Rule of Law exchange between Moscow State University and Cornell Law School are getting firmed up.

We have made a significant effort to participate in more NGO activities and are seeing an increased interest in collaborating with other groups. In addition, our Government outreach to both US and Russia continues providing both real results and publicity. There may be more opportunities around President Medvedev's visit to the US this summer.

THE TRAIN FOUNDATION
Draft Budget Projections 2010
with Actuals through 12/31/09

Draft

	Projections 2010	Actuals 12/31/2009
Administration		
Office Administration* (GHS)	27,600	40,000
Financial Administration (Montrose)**	10,300	NA
Audit & Taxes (Lutz & Carr)	8,000	9,685
Legal	3,000	3,308
	48,900	52,993
Expenses		
Phone, Fax & E-mail	800	200
Supplies	500	125
Postage	700	936
Xerox & Printing	600	150
Bank Charges	200	254
Local Travel & Messengers	50	0
Filing Fees	750	2,466
990-PF Tax		179
Misc	400	0
Total	4,000	4,310
Board		
Meetings	500	0
Total Administrative & Board Expenses	53,400	57,302
Grants & Projects:		
Grants		
Free and Democratic Bulgaria Foundation	0	8,640
Paul Klebnikov Fund Activity		
Administrative Expenses 2010	66,580	49,534
Grants and Expenses	47,000	42,246
Development	10,000	24,579
Subtotal	123,580	116,359
R G I Expenses		
Newsletter Production and Distribution	2,300	2,183
Publicist	19,500	19,010
CCP Advertisements	3,700	3,646
Subtotal	25,500	24,839
Civil Courage Prize.		
Coordinator (Renee)	8,000	2,706
Prize	50,000	50,000
Lists Maintenance, Renewal, E-mail	1,000	0
Event, Reception & Dinners	19,000	19,013
Travel		
3 Trustees	0	0
CCP Recipient, per diem, hotels, and local travel	5,000	1,597
Others	0	0
Printing, Mailing, Supplies, Postage, Website, & Phone	10,000	3,700
Other (Researcher)	1,000	
Total CCP	94,000	77,017
Total Grants & Projects	243,080	226,854
GRAND TOTAL	296,480	284,157

* The total GHS fees for 2010 are equal to $27,600, of which $3,600 has been allocated to PKF.
** 2009 Financial Admin expenses are incorporated in Office Admin

Paul Klebnikov Fund
2010 Budget Summary

Item	Description	Total Amount
Paul Klebnikov Integrity in Journalism Fellow	One recipient annually, in the US for 2 weeks	$11,000[i]
Paul Klebnikov Civil Society Fellow (Rule of Law)	Exchanges between US and Russian law schools 2 weeks	$34,000[ii]
Paul Klebnikov Civil Society Fellow (Historic Preservation)	One recipient annually, in the US for 2 weeks	$11,000[iii]
Journalism Internships in Moscow	Six internships in Moscow	$20,000[iv]
Administrative Costs	See Full Budget for Details	$73,940
Paul Klebnikov publication[v]		$0
Development	Consultants & Materials	$20,000
Total		**$169,940**

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[i] Harriman Institute directly pays $5,000 of expenses

[ii] US Russia Foundation Grant covers program and administration, additionally $5,000 direct costs paid by Ford Foundation

[iii] Harriman Institute directly pays $5,000 of expenses

[iv] Fully funded by donation from PKF Advisor

[v] Expected grant for writing.

FURTHERMORE grants in publishing

Grant Application

Please fill out both sides of this form and submit with IRS 501(c)3 documentation. Send no more than one additional descriptive page, a table of contents, and two or three pages as samples of text, illustration, and design. We will ask for additional information if needed. Sample pages will be returned if you enclose a stamped reply envelope.

Date September 14,2009

Name of organization Syracuse University Press

Address 621 Skytop Road, Suite 110, Syracuse, NY 13244-5290

Telephone : 315-443-5543 Fax 315-443-5545 E-mail msevans@syr.edu

Contact person Mary Selden Evans Title Executive Editor

Purpose of organization As the publishing division of our parent institution, our purpose is to serve scholars and scholarship. We also seek to inform the larger society by promoting the understanding of history, science, design,societal issues, conservation, art, and culture. Syracuse University Press aims to publish books that will make a difference and will change the ways by which we perceive ourselves, others, and the world around us.

Total organizational budget for current year $: $2,100,000

over, please

BOOK TITLE (in quotation marks) OR SUBJECT "Winslow Homer in London
A New York Artist Abroad, 1881-1882"

SUMMARY This is the first book to examine Homer's time in London and to place his visit in the context of his place within New York's art world Tatham begins by closely examining Homer's pre-London paintings at sites in New York State as varied as the beaches of East Hampton, the towns and villages of the Hudson Valley, and the mountains of Keene Valley He then explores the problems in New York's art community that motivated Homer to go to London and to return with a more powerful style and with new things to say in paint about the natural world. After consideration of Homer's time in London, based on newly discovered documents, (complete on one additional page if needed)

GRANT REQUESTED FOR (check all that apply)

- [ ] writing
- [ ] research
- [ ] editing
- [x] printing and binding
- [ ] indexing
- [ ] photography
- [x] illustration
- [x] design
- [ ] other

BOOK PLAN AS KNOWN

Author(s) David Tatham is Professor Emeritus of Syracuse University's Department of Fine Arts.He is the author of books,

Contributors exhibition catalogues, and many scholarly articles concerning painting sculpture, and the graphic arts in nineteenth and twentieth-century North America

Editor Kay Steinmetz Designer

Publisher (include letter of commitment) Syracuse University Press

Format (pages, trim size, binding) 6 x 9, 168 pages, hardcover

Illustration data 24 color

Estimated preparatory cost (editing, design, composition, separations, etc) $10,850

Estimated printing and binding cost $4, 700 Number of copies 1,000

Anticipated press date April 2010

Intended date of publication April 2010 Proposed list price $34.95

TOTAL PROJECT COST $15,500 GRANT AMOUNT REQUESTED $5,000

Syracuse University Press board members

Louis G. Marcoccia

Suzanne Thorin

Paul Gandel

Elizabeth Breul O'Rourke

Nancy Cantor

Eric Spina

Representation of Supporting Organization Status

SYRACUSE UNIVERSITY PRESSS hereby represents that it qualifies as a public charity because it is a supporting organization as defined by §509(a)(3).

1) The organization supports:

Syracuse University____
Name of Supported Organization(s)

2) The organization represents that its supporting organization Type is:

XX______	Type I	"Operated, supervised, or controlled by" one or more publicly supported organizations – a majority of the governing board is elected or appointed by the supported organizations(s)
_________	Type II	"Supervised or controlled in connection with" one or more publicly supported organizations – a majority of the governing board consists of individuals who also serve on the governing board of the supported organization(s)
_________	Type III	"Operated in connection with" one or more publicly supported organizations – not a Type I or Type II

3) Describe the process by which your governing board is appointed and elected.

Attach Articles of Incorporation, Bylaw, or other documents which detail the process. Please highlight the article(s) or section(s) of the material that describes the process.

If the organization is a Type I or Type II supporting organization, skip section 4 and go to the signature section below.

If the organization is a Type III supporting organization, complete section 4.

4) Type III supporting organizations are either functionally integrated or NOT functionally integrated with the organization(s) they support.

a. As a Type III supporting organization, the organization represents that it is

______ functionally integrated with one or more supported organizations.

or

______ not functionally integrated with one or more supported organizations.

If not functionally integrated, skip remainder of section 4. If functionally integrated, complete the rest of section 4.

b. If the organization represents that it is functionally integrated, identify the one or more supported organizations with which it is functionally integrated:

____

____

c. If the organization represents that it is functionally integrated, it must provide one of the following documents. Please indicate which of the following is attached.

_________ A written representation signed by an officer, director or trustee of each of the supported organizations with which the grantee represents that it is functionally integrated describing the activities of the grantee and confirming that but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself. Such written representation must meet the requirements outlined in Section 3 of IRS Notice 2006-109.

or

_________ A reasoned opinion of counsel representing the organization concluding that the grantee is a functionally integrated Type III supporting organization.

NAME OF SUPPORTING ORGANIZATION

By: Alice R. Pfeiffer
Signature

Alice R. Pfeiffer
Printed Name

Director
Title or Corporate Office Held

Date: December 22, 2009

BY-LAWS

of

SYRACUSE UNIVERSITY PRESS, INC.

A Membership Corporation

ARTICLE I

Membership

Syracuse University, an educational corporation of Syracuse, New York shall constitute the sole member.

ARTICLE II

Meetings

Section 1 - Annual Meeting. The annual meeting of the corporation for the election of directors and the transaction of such other business as may properly come before it shall be held at the office of the corporation in the City of Syracuse, New York, or at the offices of its counsel, on the first Monday of April in each and every year at 2:30 o'clock in the afternoon. If that day is a legal holiday in any year, the meeting shall be held on the next day following that is not a legal holiday.

Section 2 - Notice of Annual Meeting. Notice of the annual meeting of the corporation shall be given in the manner required by law and by mailing not less than ten (10), nor more than forty (40), days prior to the date fixed for such meeting, a copy of the notice of such meeting to each member of the corporation entitled to vote thereat, at his address as shown by the membership books of the corporation, unless he shall have filed with the Secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 3 - Order of Business. The order of business shall be as follows:

1. Roll call
2. Proof of notice of meeting
3. Reports of officers
4. Election of Directors
5. Miscellaneous

Section 4 - Special Meetings. Special meetings of the corporation, except where otherwise provided by law or by these By-laws, may be called to be held at the office of the corporation, or of its counsel, at any time by the President, and shall be called by the President or by the Secretary at the request in writing of a majority of the Board of Directors or at the request in writing of any member. Such request shall state the purpose or purposes of the proposed meeting.

Section 5 - Notice of Special Meeting. Notice of each special meeting of the corporation shall be given in the manner required by law and by mailing not less than ten (10), nor more than forty (40), days prior to the date fixed for such meeting, a copy of the notice of such meeting, stating the purpose or purposes for which the same is called, to each member of the corporation entitled to vote, at his address as it appears on the membership books of the corporation, unless he shall have filed with the Secretary of the corporation a written request that notices for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 6 - Waiver. Notwithstanding any provisions of the foregoing sections "2" and "5", a meeting of the corporation may be held at any time and at any place within the State of New York, and any action taken thereat, if notice and lapse of time be waived in writing by every member having the right to vote at such meeting.

ARTICLE III

Directors

Section 1 - Number. The number of directors may, within the limits prescribed by the Certificate of Incorporation, or amendments thereto, be changed by vote of the members, and the number of directors so decided upon may be elected at the same meeting of the corporation. The number of directors may be increased at any time, within the aforesaid limits, by vote of a majority of the entire Board of Directors, and, if the number is increased by vote of the directors as aforesaid, the additional directors may be elected by a majority of the entire Board of Directors in office at the time of the increase.

Section 2 - Duties and Powers. The Board of Directors shall have the control and management of the affairs of the corporation, and may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with law or these By-Laws.

Section 3 - Term of Office. Each director shall hold office from his election until the annual meeting of the corporation following his election and until his successor is elected and qualified, or until his death, resignation or removal.

Section 4 - Election. The directors shall be elected at the annual meeting of the corporation by a plurality of the votes cast.

Section 5 - Removal. Each director is subject to removal before the expiration of his term, by vote of a majority of the members entitled to vote for the election of directors.

Section 6 - Vacancies. Vacancies in the Board occurring between the annual meetings shall be filled for the unexpired portion of the term by a majority of the remaining directors.

Section 7 - Meetings. Meetings of the Board of Directors shall be held whenever called by the President. The Secretary shall call a special meeting whenever two directors request him in writing so to do.

Section 8 - Notice of Meetings of Directors. Notice of each meeting of the Board of Directors, stating the time, place and purposes thereof, shall be given by the President or by the Secretary or by any two members of the Board to each member of the Board not less than three (3) days by mail or one (1) day by telegraph or telephone.

Section 9 - Waiver of Notice. The directors may meet and transact business at any time and place without notice, provided every member of the Board shall be present. All or any of the directors may waive notice of any meeting of the Board of Directors.

Section 10 - Quorum. At any meeting of the Board of Directors a majority of the whole Board shall constitute a quorum and, except as otherwise provided by law or these By-laws, a majority shall decide any question that may come before the meeting. A majority of the members present at any meeting, although less than a quorum, may adjourn the same from time to time without notice other than announcement at the meeting, until a quorum is present. At such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting originally called.

ARTICLE IV

Officers

Section 1 - Officers Enumerated. The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. There may be an Assistant Treasurer, a General Manager and such other officers as the needs of the corporation may, from time to time, require.

Section 2 - Qualifications. The President, Vice-President, Secretary and Treasurer shall be chosen from the Board of Directors. Any person may hold more than one office.

Section 3 - Election and Appointment. The officers shall be elected annually by the Board of Directors at their first meeting held after the annual meeting of the corporation. The Board of Directors may, at any time, by resolution appoint other officers.

Section 4 - Term of Office. All officers shall serve for one year or until the next annual election of directors, except that the Board of Directors may remove any officer, at pleasure, by a majority of the entire Board of Directors.

Section 5 - President. The president shall preside at all meetings of the Board of Directors and of the corporation present. Subject to the Board of Directors he shall have general charge of the entire business of the corporation. He shall sign, seal and execute bonds, debentures, contracts or other obligations authorized by the Board of Directors; and may, without previous authority of the Board of Directors, make such contracts as the ordinary conduct of the corporation's business requires. He shall have the usual powers and duties vested in the President of a corporation. He shall at all times be subject to the direction of the Board of Directors.

Section 6 - Vice-President. The Vice-President shall have such powers and perform such duties as usually pertain to such office or as may be properly assigned to him by the Board of Directors.

Section 7 - Secretary. The Secretary shall keep the minutes of the Board of Directors and of the corporation. He shall have custody of the corporate seal and shall affix it to any instrument requiring the same and shall attest the same with his signature, provided that the seal may be affixed by the President or other officer of the corporation to any instrument requiring the same, but which does not require the attestation of the Secretary. He shall attend to the giving and serving of notices of all meetings of the corporation and directors when notices are required by law or by these By-laws. He shall have charge of such books and papers as properly belong to his office or as may be committed to his care by the Board of Directors. He shall perform such other duties as ordinarily pertain to his office or as may be required by the Board of Directors.

Section 8 - Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit the same in the name of the corporation in such bank or banks as the Board of Directors may designate. He may sign all checks, drafts, notes and orders for the payment of money. He shall at all reasonable hours exhibit his books and accounts to any director upon application at the office of the company during business hours. He may be required by the Board of Directors to give such bonds as they shall determine for the faithful performance of his duties. He shall sign such instruments as require his signature and shall perform all acts incident to the office of treasurer, subject to the control of the Board.

Section 9 - Other Officers. Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

ARTICLE V

Amendments

Section 1 - By the Members. These By-laws may be amended, altered or repealed, in whole or in part, by the affirmative vote of a majority present at any duly organized meeting of the corporation.

ARTICLE VI

Section 1 - Form of Seal. The corporate seal shall have inscribed thereon the name of the corporation, the words, "Incorporated 1958", indicating the year of its incorporation, and the words "Syracuse, N.Y.", indicating the place of the principal office of the corporation. The seal shall be circular in shape. One or more duplicate dies for impressing such a seal may be kept and used.

I, the undersigned, secretary of the first meeting of the incorporators and members of Syracuse University Press, Inc., held on the 3rd day of October, 1958, do hereby certify that the foregoing By-laws of said corporation were adopted at the meeting aforesaid by unanimous vote.

Secretary

PRINCETON UNIVERSITY PRESS

15 March 2010

2009781

Joan K. Davidson
President
Furthermore Grants in Publishing
P.O. Box 667
Hudson, NY 12534

Dear Ms. Davidson:

I, along with the rest of my colleagues at Princeton University Press, would like to thank Furthermore for granting us $5,000 for Lawrence Jackson's *The Indignant Generation A Narrative History of African American Writers and Critics, 1934-1960*. Your generosity is much appreciated, and it will help us produce what we believe will be a groundbreaking study of African American literature and culture between the Harlem Renaissance and World War Two.

We will gladly acknowledge Furthermore on the book's copyright page as well as in our promotional materials, and we look forwarding to sending you copies of the book as soon as it is published. In the meantime, please accept our warm thanks. *The Indignant Generation* will benefit greatly from your kind support.

Sincerely,

Christopher Chung
Editorial Assistant

cc: Peter W. Davidson, Chair of the J. M. Kaplan Fund

FURTHERMORE grants in publishing

Grant Application

Please fill out both sides of this form and submit with IRS 501(c)3 documentation. Send no more than one additional descriptive page, a table of contents, and two or three pages as samples of text, illustration, and design. We will ask for additional information if needed Sample pages will be returned if you enclose a stamped reply envelope.

Date 9/14/09

Name of organization Princeton University Press

Address 41 William St., Princeton, NJ, 08540

Telephone 609-258-1739 Fax ______ E-mail Christopher_Chung@press princeton edu

Contact person Christopher Chung Title Editorial Assistant

Purpose of organization Princeton University Press is an independent publisher that selects for publication only scholarship of the highest quality on all levels regardless of commercial viability, specialized monographs making an original contribution to knowledge within a subdiscipline, titles appealing to a broader range of scholars and professionals in a single discipline; interdisciplinary academic works intended for readers in more than one area, and works by scholars aimed at bringing the findings of a discipline to the larger, well-educated reading public.

Total organizational budget for current year $ The total operational expense budget is $15,600,000

over, please

A PROGRAM OF THE J M KAPLAN FUND

Joan K. Davidson, President • Ann Birckmayer, Administrator

Letters Post Office Box 667 • Parcels· 518 Warren Street • Hudson, New York 12534

Telephone 518/828-8900 • Fax 518/828-8901

BOOK TITLE (in quotation marks) OR SUBJECT "A Renaissance of Indignation: A Narrative History of African American Writers and Critics from 1934-1960"

SUMMARY This book takes a major look at a generally neglected era of African American literature, the era beginning after the Harlem Renaissance and ending in the decade after WWII and before the Civil Rights Movement. It takes the reader through the development and growth of African American literature and criticism during the period, telling the story of the rise of artists like Richard Wright, Gwendolyn Brooks, Ralph Ellison, James Baldwin, and Chester Himes for a general reader. The book looks at how the literature was received, how these writers' careers gained in the public eye, how their (continued on extra page) (complete on one additional page if needed)

GRANT REQUESTED FOR (check all that apply)

- ☐ writing ☐ research ☐ editing ☐ printing and binding
- ☐ indexing ☐ photography ☒ illustration ☒ design ☐ other

BOOK PLAN AS KNOWN

Author(s) Lawrence Jackson

Contributors

Editor Hanne Winarsky Designer Leslie Flis

Publisher (include letter of commitment) Princeton University Press

Format (pages, trim size, binding) 560 pages, 6" x 9", cloth binding

Illustration data 67 halftones

Estimated preparatory cost (editing, design, composition, separations, etc.) $7,000

Estimated printing and binding cost $9,000 Number of copies 2,000

Anticipated press date 7/28/2010

Intended date of publication 10/1/2010 Proposed list price $35

TOTAL PROJECT COST $16,000 GRANT AMOUNT REQUESTED $7,000

Representation of Supporting Organization Status

Princeton University Press hereby represents that it qualifies as a public charity because it is a supporting organization as defined by §509(a)(3).

1) The organization supports:

Princeton University____
Name of Supported Organization(s)

2) The organization represents that its supporting organization Type is:

X____	Type I	"Operated, supervised, or controlled by" one or more publicly supported organizations - a majority of the governing board is elected or appointed by the supported organizations(s)
_________	Type II	"Supervised or controlled in connection with" one or more publicly supported organizations – a majority of the governing board consists of individuals who also serve on the governing board of the supported organization(s)
_________	Type III	"Operated in connection with" one or more publicly supported organizations – not a Type I or Type II

3) Describe the process by which your governing board is appointed and elected.
Please see Article 2, Section 2.3 of the attached Princeton University Press Articles of Incorporation.
Attach Articles of Incorporation, Bylaw, or other documents which detail the process. Please highlight the article(s) or section(s) of the material that describes the process.

If the organization is a Type I or Type II supporting organization, skip section 4 and go to the signature section below

If the organization is a Type III supporting organization complete section 4

4) Type III supporting organizations are either functionally integrated or NOT functionally integrated with the organization(s) they support

a As a Type III supporting organization, the organization represents that it is

______ functionally integrated with one or more supported organizations

or

______ not functionally integrated with one or more supported organizations.

If not functionally integrated, skip remainder of section 4 If functionally integrated, complete the rest of section 4

b. If the organization represents that it is functionally integrated, identify the one or more supported organizations with which it is functionally integrated:

____

____

c If the organization represents that it is functionally integrated, it must provide one of the following documents. Please indicate which of the following is attached

________ A written representation signed by an officer, director or trustee of each of the supported organizations with which the grantee represents that it is functionally integrated describing the activities of the grantee and confirming that but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself Such written representation must meet the requirements outlined in Section 3 of IRS Notice 2006-109.

or

________ A reasoned opinion of counsel representing the organization concluding that the grantee is a functionally integrated Type III supporting organization.

PRINCETON UNIVERSITY PRESS

By: ______________________
Signature

Peter Dougherty
Printed Name PETER J. DOUGHERTY

Director & Secretary______________
Title or Corporate Office Held

Date: December 21, 2007

PRINCETON UNIVERSITY PRESS

Certificate of Incorporation and By-Laws

REVISED AS OF JUNE 1995

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PRINCETON UNIVERSITY PRESS

Certificate of Incorporation and By-Laws

REVISED AS OF JUNE 1995

Restated and Amended Certificate of Incorporation of Princeton University Press

The Princeton University Press, an association organized under the New Jersey Nonprofit Corporation Act, Title 15A of the New Jersey Statutes (hereinafter "the Act"), hereby restates its Certificate of Incorporation, to embody in one document its original Certificate of Incorporation and amendments thereto.

The Association hereby certifies the following which (i) sets forth in full its Certificate of Incorporation of this date; and (ii) supersedes and replaces its original Certificate of Incorporation and an amendment thereto.

FIRST: The name of the association is PRINCETON UNIVERSITY PRESS.

SECOND: The purpose for which the association is formed is, in the interest of Princeton University, to establish, maintain, and publish scholarly works for the promotion of education and scholarship.

THIRD: The registered agent of the corporation is the Secretary of the Corporation. The current Secretary of the Corporation is Walter H. Lippincott.

FOURTH: The registered agent's street address and postal designation of the corporation is 41 William Street, Princeton, New Jersey, 08540-5237.

FIFTH: The number of Trustees of the association shall be not fewer than nine (9) and not more than seventeen (17). The names and addresses of such trustees as of the date hereof are as follows:

Mr Patrick Bernuth
Congressional Quarterly Books
1414 22nd Street, N.W.
Washington, D C. 20037

Mr. Theodore L. Cross
200 West 57th Street
New York, NY 10019

borrow money, and to give its notes or other evidences of indebtedness, and to secure the payment of same by mortgage of any of its real or personal property, and to do all things which in the opinion of its Trustees may be desirable and necessary to carry out the purposes of the Corporation.

NINTH: This corporation is not incorporated for pecuniary profit. All funds of the corporation shall be used and expended for the achievement of the purposes set forth in this Certificate of Incorporation. In case of the dissolution of the corporation, any and all assets of every kind or sort shall be transferred to "The Trustees of Princeton University" to be used by the Board of Trustees of Princeton University in its discretion for such educational purposes as to it may seem fit and proper.

TENTH: No trustee, member, or officer of the corporation will as such receive or become entitled to receive at any time any part of the net earnings or other net income of the corporation, nor will any part of thoe4 net earnings of the corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its affairs and carrying out its purposes.

ELEVENTH: The corporation shall indemnify every corporate agent as defined in Section 15A:3-4a(1) of the Act to the full extent permitted by Section 14A:3-4 of the Act and to the full extent otherwise permitted by law.

TWELFTH: The corporation is organized exclusively for purposes consistent with Section 501(c)(3) of the Internal Revenue Code. The corporation will not carry on propaganda or otherwise attempt to influence legislation, nor will the corporation participate or intervene in any political campaign on behalf of any candidate for public office. No officer, director, or employee of the corporation, in performing his/her functions on behalf of the corporation, shall do, perform, or approve an act or deed inconsistent with the not-for-profit status of this corporation. Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws.

THIRTEENTH: This certificate shall be effective on the date filed.

IN WITNESS WHEREOF, the Restated and Amended Certificate of Incorporation is made this 16th day of December, 1994.

ATTEST:
PRINCETON UNIVERSITY PRESS

By: Charles Ellis, Chair

By: Walter H. Lippincott, Secretary

BY-LAWS OF
PRINCETON UNIVERSITY PRESS

ARTICLE 1
Members of the Association

Section 1.1—*Members*

The members of the Association shall be all current and former members of the Board of Trustees and such additional members as may be elected from time to time at meetings of the Association. Any member may resign from the Association in writing at any time. The number of members shall be not fewer than seventeen.

Section 1.2—*Annual and Special Meetings*

An annual meeting shall be held in the fall or winter of each year on such day and at such hour and place as the Board of Trustees shall determine. Notice of the date, place, and hour of the annual meeting shall be mailed to every member no fewer than five days before the date of the annual meeting. The annual meeting shall be held for the purpose of electing certain Trustees of the Press, electing new members of the Association, and conducting such other business as may appropriately come before the Association. Special meetings may be held at the call of the Chair or on the written request of five members. Notice of the date, place, and hour, and purposes of the special meeting shall be mailed to every member no fewer than five days before the date of the special meeting. No business other than that specified in the notice of the special meeting shall be transacted at any such meeting.

Section 1.3—*Quorum*

The presence in person or by proxy of nine members shall constitute a quorum at any meeting.

Section 1.4—*Voting; Proxies*

At all meetings of members at which a quorum is present, all questions shall be determined by a majority of the votes cast by the members in person or by proxy, except as otherwise required by statute or these By-Laws. Voting may be by ballot or voice vote as determined by the presiding officer. Every member shall have the right to vote at any annual or special meeting in person or by proxy, and shall have one vote for each Trusteeship position to be filled for which members are entitled to vote, and one vote for each question presented for vote. Cumulative voting shall not be allowed. A proxy shall be in writing and shall be signed by the member giving the proxy.

ARTICLE 2
Board of Trustees

Section 2.1—*Authority*

The affairs of the Association shall be conducted by a Board of Trustees, which shall have plenary power to act for the Association in every respect. The Board of Trustees shall have the power to elect, appoint, and remove all officers and agents, and to fix and determine the terms of office and salaries and other compensation and other benefits of such officers and agents as the Trustees may determine.

Section 2.2—*Nominating Committee*

Not fewer than four months before the annual meeting of the Association, the Chair of the Board of Trustees shall appoint a nominating committee consisting of three Trustees. It shall be the duty of this committee to present at the annual meeting of the Association nominations for any non-University-appointed members of the Board of Trustees for the coming year, and to present at the organization meeting of the Board of Trustees nominations for officers of the Board for the coming year.

Section 2.3—*Composition; Election*

The President of Princeton University and the Director of Princeton University Press each shall be a Trustee ex officio. The members of the Board of Trustees shall consist of five members of the Editorial Board (see Article 4) who shall have been appointed by the President of Princeton University and who shall be members of the Princeton University faculty; five members of the administration or faculty of Princeton University, who shall have been appointed by the President of Princeton University; and five other individuals, who shall have been elected by the Association. The nominee who receives the greatest number of votes cast by members voting, in person or by proxy, shall be elected to the non-University-appointed seat on the Board of Trustees for which nominations have been made.

Section 2.4—*Term*

The term for all Trustees shall be a period of five years, with one new member from each of the three representative groups (i.e., Editorial Board, administration/faculty, and other) normally being appointed or elected, as appropriate, each year. A term shall commence immediately after the annual meeting of the Association.

Section 2.5—*Vacancies*

Any vacancy in membership of the Board of Trustees from among the members elected by the Association may be filled between meetings of the Association by a majority vote of the remaining Trustees. Any vacancy in membership of the Board of Trustees from among the members appointed by the President of Princeton University may be filled by the President. Each Trustee so elected or appointed shall hold office for the remainder of the term of the office vacated or until his/her successor is elected or appointed, as appropriate.

Section 2.6—*Periodic, Organization, and Special Meetings; Election of Officers*

An organization meeting of the Board of Trustees shall be held immediately following the annual meeting of the Association. At the organization meeting, the Trustees shall elect a Chair, Vice-Chair, Treasurer, and such other officers as the Trustees may determine, and these shall serve until the next organization meeting, or, in the event of a vacancy, until a successor shall have been elected by the Board of Trustees. The Trustees may also appoint such assistants and committees as may be appropriate. Other periodic meetings of the Board of Trustees shall be held quarterly at such time and place as the Board of Trustees may determine. Special meetings shall be held upon the call of the Chair of the Board of Trustees during the academic year or at any time upon the written request of at least three Trustees.

Section 2.7—*Notice of Meetings*

Written notice of all meetings shall be mailed to all Trustees at least five days before the date of the meeting. Such notice shall include the date, place, and hour of the meeting and, in the case of a special meeting, the purposes therefor.

Section 2.8—*Quorum*

The presence in person or by telephone or proxy of a majority of Trustees then in office shall constitute a quorum at any meeting of the Board of Trustees.

Section 2.9—*Voting; Proxies*

The vote of a majority of the Trustees present in person or by telephone or proxy at a meeting at which a quorum is present shall decide the action of the Board of Trustees unless the vote of a greater number shall be required by statute or these By-Laws. A proxy shall be in writing and shall be signed by the Trustee giving the proxy.

Section 2.10—*Action without Meeting*

The Board of Trustees or any committee of the Board may act without a meeting by unanimous written consent.

Section 2.11—*Committees*

The Chair of the Board of Trustees, subject to the approval of the Board, shall appoint from among the Trustees an Executive Committee and a Finance Committee. The Chair, subject to the approval of the Board, may also appoint from among the Trustees any other committees which may be deemed desirable, and may define the duties of said committees. All of the foregoing committees may exercise such authority of the Board as may be delegated except for the following:

(1) The determination of policy questions;
(2) The making, altering, or repeal of any By-Laws;
(3) The election or appointment of any Trustee or removal of any officer or Trustee;
(4) The amendment or repeal of any resolution previously adopted by the Board of Trustees; or
(5) The submission to members of any action requiring the approval of members.

The Executive Committee shall consist of four or more Trustees, including the Vice-Chair of the Board of Trustees, who shall serve as Chair of the Executive Committee. The Executive Committee shall have the responsibility, duties, power, and authority as shall be set forth in the Executive Committee charter approved by the Board of Trustees and as amended by the Board from time to time as it deems appropriate, barring the items enumerated in this Section 2.11.

The Finance Committee shall consist of four or more Trustees and shall have the responsibility, duties, power, and authority as shall be set forth in the Finance Committee charter approved by the Board of Trustees and as amended by the Board from time to time as it deems appropriate, barring the items enumerated in this Section 2.11.

ARTICLE 3
Officers

Section 3.1—*Officers*

The Chair, Vice-Chair, and Treasurer of the Board of Trustees shall hold those respective offices of the Association. The Director of Princeton University Press shall be the Secretary of the Board of Trustees and the Association. All of the foregoing officers shall be Trustees.

Section 3.2—*Chair*

The Chair shall determine that all decisions of the Board of Trustees are faithfully executed, shall preside at all meetings of the members and the Trustees, and shall perform such other duties usually belonging to this office.

Section 3.3—*Vice-Chair*

The Vice-Chair shall perform such duties as the Board of Trustees may determine and, in the absence of the Chair, discharges the duties of that office.

Section 3.4—*Treasurer*

The Treasurer shall have charge of and act as custodian of all capital and specially allocated funds. He or she shall, if required, give a bond, and shall perform such duties and submit such reports (including an annual report) , statements, and accountings as the Board of Trustees may require.

Section 3.5—*Secretary*

The Secretary shall keep minutes of all meetings of the Board of Trustees and members, conduct correspondence, serve as registered agent upon whom process can be served, be custodian of the corporate seal, present an annual report, and perform such other duties as usually pertain to that office and as may be determined by the Board of Trustees.

Section 3.6—*Other Officers*

An Assistant Treasurer, Assistant Secretary, or such other additional officers as the Trustees may from time to time designate shall perform the duties assigned to them by the Board of Trustees, and these additional officers need not be members of the Board of Trustees.

ARTICLE 4
Editorial Board

Section 4.1—*Authority*

No publication may appear with the imprint of Princeton University Press as publisher without the approval of the Editorial Board.

Section 4.2—*Officers*

The Trustee on the Editorial Board who has the greatest seniority normally shall serve as Chair of the Editorial Board, subject to the approval of the President of Princeton University. The Director of the Press shall be Secretary of the Editorial Board and shall have no vote.

ARTICLE 5
Director

A Director of the Press shall be appointed by the Board of Trustees and, subject in all matters to the direction of the Trustees, shall have charge of the Press and its active operation. The Director shall supervise all of the employees of the Press, execute any act approved by the Board of Trustees, make a full and complete report to the Board of Trustees at its meetings, and supervise all corporate records.

The Director, who may be required to give a bond satisfactory to the Trustees, shall have authority, from time to time and as authorized by the Trustees, to borrow monies for the purposes of the Press and in connection therewith to sign notes with whatever countersignature may be required by the Trustees. He or she shall have authority, under the direction of the Trustees, to open and conduct bank accounts in the name of Princeton University Press, and in connection therewith to sign checks with whatever countersignature the Trustees may from time to time require. (The Trustees may also authorize other employees or members of the Board of Trustees to sign notes and/or checks on behalf of the Press with whatever countersignature they may from time to time require, and any persons so authorized may be required to give bond satisfactory to the Trustees.)

ARTICLE 6
Removal

Notwithstanding any other provision of these By-Laws, any Trustee or officer may be removed from office for good cause or without cause at any meeting of the Board of Trustees at which a quorum is present in person or by proxy, by majority vote of all members voting in person or by proxy; provided, however, that notice of such a removal be sent by registered or certified mail to such Trustee or officer no fewer than 20 days prior to the date of the meeting, and said Trustee or officer be given full opportunity to be heard before any vote is taken.

ARTICLE 7
Seal

The seal of the Association shall be in the form of a shield bearing a suitable device and the words "Princeton University Press".

ARTICLE 8
Amendments

These By-Laws, except as they repeat provisions of the Certificate of Incorporation, may be amended at any regular or special meeting of the Association by a majority vote of members present in person or by proxy, written notice of the proposed change having been sent to each member not less than five days in advance of the meeting.

ARTICLE 9
Indemnity

The Association shall indemnify each of its corporate agents, as defined in N.J.S.A. 15A:3-4a(1), and each such agent shall be entitled without further act on his or her part to indemnity from the Association for all expenses (including the amount of any judgment or reasonable settlement made with a view to the curtailment of costs of litigation) reasonably incurred by him or her in connection with or arising out of any action, proceeding, or claim in which he or she may be involved by reason of his or her being or having been an agent of the Association, whether or not he or she continues to be such agent at the time of incurring such expenses and whether or not his or her conduct which is the basis of such action, proceeding, or claim occurred before or after the adoption of this By-Law; provided, however, that such indemnity shall not apply with respect to any matter as to which such agent shall be finally adjudged in such action or proceeding to have been guilty of willful misfeasance or malfeasance in the performance of his or her duty and provided further, however, that the indemnification herein provided shall, with respect to any settlement of any such action, proceeding, or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such action, proceeding, or claim, when in the judgment of the Board of Trustees of the Association, such settlement and reimbursement appear to be in the best interests of the Association. In this connection, the Board of Trustees may rely upon the opinion of counsel. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, or administrators of each such agent, and shall be in addition to any of their rights to which any such agent may otherwise be entitled, under any law, By-Law, agreement, or vote of members or of the Board of Trustees. The Board of Trustees, in its discretion, may grant such further indemnification to the Association's agents as may be authorized by N.J.S.A 15A:3-4.

ARTICLE 10
Waiver of Notice

Unless expressly prohibited by statute, any member, Trustee, or officer, at any time, may waive any notice required to be given by these By-Laws or the Certificate of Incorporation of the Association by the delivery of a written waiver signed by the individual waiving notice.

APPENDIX A

FINANCE COMMITTEE CHARTER

The Board of Trustees of Princeton University Press ("PUP") has, pursuant to the By-Laws of PUP, established a Finance Committee with the authority, responsibilities, and specific duties described below.

ARTICLE 1
Membership

Section 1.1—*Composition; Selection*

The Finance Committee shall consist of four or more members of the Board of Trustees of PUP appointed by the Chair of the Board of Trustees, subject to the approval of the Board. The Chair of the Board of Trustees shall appoint the Chair of the Finance Committee. The Chair of the Board of Trustees and the Chair of the Executive Committee shall be ex officio members of the Finance Committee. The Director and Associate Director of PUP shall be invited to attend meetings of the Finance Committee at the Committee's pleasure. As Secretary of the Board of Trustees, the Director of PUP shall be responsible for preparing and distributing the minutes of each meeting of the Finance Committee.

Section 1.2—*Term*

The members of the Finance Committee shall serve for one year commencing immediately after the election/appointment of members of the Board of Trustees of PUP at the annual meeting of the Association of PUP and the election of officers of the Board of Trustees at the Board's annual organization meeting. Any member of the Finance Committee shall be eligible to serve successive terms.

Section 1.3—*Vacancies*

Any vacancy in membership of the Finance Committee may be filled by the Chair of the Board of Trustees of PUP, subject to the approval of the Board. Any person who fills a vacancy shall be a member of the Finance Committee for the remainder of the term.

ARTICLE 2
Authority and Responsibilities

Section 2.1—***Annual Operating Budget***

The Finance Committee shall oversee the development of the annual operating budget of PUP on behalf of the full Board of Trustees. The Finance Committee shall meet with the Director and Associate Director of PUP early in the budget process to discuss the assumptions and specifications for the budget and at the end of the process to review the final budget proposals before they are submitted to the full Board of Trustees for approval. The Finance Committee must approve any budget proposals and recommend them for adoption by the Board of Trustees before those proposals may be submitted to the full Board of Trustees.

Section 2.2—***Reports to the Board of Trustees Concerning Major Budgetary Issues***

The Finance Committee shall report to the full Board of Trustees of PUP concerning its activities at each regularly scheduled meeting of the full Board of Trustees. The Finance Committee shall work with the Director and Associate Director of PUP to insure that the full Board of Trustees is kept informed about all major budgetary issues in a timely manner and that the views of the full Board of Trustees are taken into account in the development of the final budget proposals.

Section 2.3—***Relationship to the Executive Committee***

The Finance Committee shall inform the Executive Committee of any issues likely to have a significant impact on PUP and shall discuss with the Executive Committee and the Director of PUP how to resolve those issues. The Finance Committee shall report directly to the full Board of Trustees.

Section 2.4—***Authorization Limits***

The Finance Committee shall establish authorization limits for the Director and the Associate Director of PUP. All transactions or agreements that go beyond these limits must be approved by the full Board of Trustees. These authorization limits shall be established by formal resolution of the Finance Committee, and the resolutions shall serve as the authorization of the full Board of Trustees for commercial banks and other institutions with which PUP does business.

Section 2.5—***Annual Report***

The Finance Committee shall receive the annual report of the independent accounting firm responsible for the annual audit of PUP. The Finance Committee shall meet with the independent auditors at least once each year, including at least a portion of that meeting in executive session. The Finance Committee shall direct the auditors to complete and present the annual report as soon as possible after the end of each fiscal year, including in the report the audited financial statement for PUP for the fiscal year, the management letter prepared by the independent auditors, and the response of the management of PUP to that letter.

Section 2.6—***Support and Advice***

The Finance Committee shall provide support and advice to the Director and Associate Director of PUP on financial matters concerning PUP, including matters relating to the investment of the endowment, banking and other financial arrangements for the conduct of business by PUP, financial aspects of major new investments in publishing-related ventures, financial aspects of joint ventures with third parties, the possible disposition of the assets of PUP, and such other financial matters that the Finance Committee deems appropriate.

ARTICLE 3
Meetings; Quorum; Voting

Section 3.1—***Meetings***

The Finance Committee shall meet no fewer than three times per year, and as required by its duties or as determined and called by the Chair of the Finance Committee. The Finance Committee may conduct telephonic meetings as required.

Section 3.2—***Quorum***

The presence in person or by telephone or proxy of a majority of the members of the Finance Committee shall constitute a quorum at any meeting.

Section 3.3—***Voting***

The vote of a majority of the members of the Finance Committee present in person or by telephone or proxy at a meeting at which a quorum is present shall decide the action of the Finance Committee. A proxy shall be in writing and must be signed by the member giving the proxy.

APPENDIX B

EXECUTIVE COMMITTEE CHARTER

The Board of Trustees of Princeton University Press ("PUP") has, pursuant to the By-Laws of PUP, established an Executive Committee with the authority, responsibilities, and specific duties described below.

ARTICLE 1
Membership

Section 1.1—***Composition; Selection***

The Executive Committee shall consist of four or more members of the Board of Trustees of PUP appointed by the Chair of the Board of Trustees, subject to the approval of the Board. The Chair, Vice Chair, and Treasurer of the Board of Trustees, and the Chair of the Finance Committee, shall serve as members of the Executive Committee. The Vice Chair of the Board of Trustees shall serve as Chair of the Executive Committee. The Director of PUP shall be invited to attend meetings of the Executive Committee at the Committee's pleasure and shall, as Secretary of the Board of Trustees, be responsible for preparing and distributing the minutes of each meeting of the Executive Committee.

Section 1.2—***Term***

The members of the Executive Committee shall serve for one year commencing immediately after the election/appointment of members of the Board of Trustees of PUP at the annual meeting of the Association of PUP and the election of officers of the Board of Trustees at the Board's annual organization meeting. Any member of the Executive Committee shall be eligible to serve successive terms.

Section 1.3—***Vacancies***

Any vacancy in membership of the Executive Committee may be filled by the Chair of the Board of Trustees of PUP, subject to the approval of the Board. Any person who fills a vacancy shall be a member of the Executive Committee for the remainder of the term.

ARTICLE 2
Authority and Responsibilities

Section 2.1—*Long-term Strategic Plan and Short-term Objectives*

The Executive Committee shall review the long-term strategic plan and short-term objectives of PUP and the policies developed by the management of the Press to realize these objectives; assist the management of the Press in developing and refining these strategies, objectives, and policies; and monitor the implementation of the strategies and policies.

Section 2.2—*Extraordinary Action*

Between meetings of the Board of Trustees, in situations where immediate action in required and a meeting of the full Board of Trustees is not deemed practical, the Executive Committee may exercise all the powers of the full Board of Trustees as appropriate, subject to the limitations contained in the By-Laws of PUP, and subject to the following exceptions: disposal or acquisition of a material asset, approval of the annual budget, and modifications of the pension plan.

Section 2.3—*Relationship to the Finance Committee*

The Executive Committee shall review all recommendations made by the Finance Committee with respect to proposed investments, acquisitions, and divestitures to insure that they are consistent with the long-term strategic plan of PUP. The Executive Committee shall review any issues identified by the Finance Committee as likely to have a significant impact on PUP and shall discuss with the Finance Committee and the Director of PUP how to resolve those issues.

Section 2.4—*Charitable Contributions*

The Executive Committee shall annually review and approve all of the contributions of PUP to charitable organizations.

Section 2.5—*Director's Performance*

The Executive Committee shall annually review the performance of the Director of PUP. Compensation for the Director and the Associate Director of PUP shall be determined by the joint agreement of the Chair of the Board of Trustees and the Chair of the Executive Committee.

Section 2.6—*Reports to the Board of Trustees*

The Executive Committee shall report to the full Board of Trustees of PUP concerning its activities at each regularly scheduled meeting of the Board of Trustees.

Section 2.7—*Support and Advice*

The Executive Committee shall provide support and advice to the Director of PUP on operational matters concerning PUP, including matters relating to the physical assets of PUP (such as land, buildings, leases, and major equipment) and such other matters that the Executive Committee deems appropriate.

ARTICLE 3
Meetings; Quorum; Voting

Section 3.1—*Meetings*

The Executive Committee shall meet no fewer than three times per year, and as required by its duties or as determined and called by the Chair of the Executive Committee. The Executive Committee may conduct telephonic meetings as required.

Section 3.2—*Quorum*

The presence in person or by telephone or proxy of a majority of the members of the Executive Committee shall constitute a quorum at any meeting.

Section 3.3—*Voting*

The vote of a majority of the members of the Executive Committee present in person or by telephone or proxy at a meeting at which a quorum is present shall decide the action of the Executive Committee. A proxy shall be in writing and must be signed by the member giving the proxy.

Representation of Supporting Organization Status

PENNPRAXIS hereby represents that it qualifies as a public charity because it is a supporting organization as defined by §509(a)(3).

1) The organization supports:

The Trustees of the University of Pennsylvania

Name of Supported Organization(s)

2) The organization represents that its supporting organization Type is:

X Type I — "Operated, supervised, or controlled by" one or more publicly supported organizations – a majority of the governing board is elected or appointed by the supported organizations(s)

________ Type II — "Supervised or controlled in connection with" one or more publicly supported organizations – a majority of the governing board consists of individuals who also serve on the governing board of the supported organization(s)

________ Type III — "Operated in connection with" one or more publicly supported organizations – not a Type I or Type II

3) Describe the process by which your governing board is appointed and elected

Attach Articles of Incorporation, Bylaw, or other documents which detail the process. Please highlight the article(s) or section(s) of the material that describes the process.

If the organization is a Type I or Type II supporting organization, skip section 4 and go to the signature section below.

If the organization is a Type III supporting organization, complete section 4.

4) Type III supporting organizations are either functionally integrated or NOT functionally integrated with the organization(s) they support.

a. As a Type III supporting organization, the organization represents that it is

______ functionally integrated with one or more supported organizations.

or

______ not functionally integrated with one or more supported organizations

If not functionally integrated, skip remainder of section 4. If functionally integrated, complete the rest of section 4

b. If the organization represents that it is functionally integrated, identify the one or more supported organizations with which it is functionally integrated

____

____

c. If the organization represents that it is functionally integrated, it must provide one of the following documents. Please indicate which of the following is attached.

________ A written representation signed by an officer, director or trustee of each of the supported organizations with which the grantee represents that it is functionally integrated describing the activities of the grantee and confirming that but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself. Such written representation must meet the requirements outlined in Section 3 of IRS Notice 2006-109.

or

________ A reasoned opinion of counsel representing the organization concluding that the grantee is a functionally integrated Type III supporting organization.

RECEIVED
FEB 4 2010
BY CJC

PennPraxis

By: Christopher J Cataldo
Signature

Christopher J. Cataldo
Printed Name

Treasurer PennPraxis
Title or Corporate Office Held

Date: 2/4/2010

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BYLAWS
OF
PENN PRAXIS, INC.
(formed under the Delaware General Corporation Law)

ARTICLE I

Offices

Section 1.01 Location. The principal office of the Corporation shall be located within or without the State of Delaware at such place as the Board of Directors (sometimes referred to herein as the "Board") shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated in the Certificate of Incorporation or by the Board of Directors.

ARTICLE II

Board of Directors

Section 2.01 Power of Board and Qualification of Directors. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

Section 2.02 Number of Directors. The number of directors constituting the entire Board of Directors shall be five. Unless otherwise required by law, a director need not be an officer of the Corporation. The number of directors may be increased or decreased by amendment of the Bylaws or by action of the Board of Trustees of the University of Pennsylvania.

The Board of Directors shall consist of four members who shall serve in one class and one member who shall serve in the same class in his or her *ex officio* capacity with voting rights. The Dean of the Graduate School of Fine Arts of the University of Pennsylvania shall serve as the *ex officio* member and shall also serve as Chair of the Board of Directors. The Provost of the University of Pennsylvania may designate another member of the Board of Directors to serve as Vice-Chair of the Board of Directors.

Section 2.03 Term and Election of Directors.

A. Term. The director who serves in his or her *ex officio* capacity shall serve without term. Other directors shall be appointed for a term of three years, except that a director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

B. Appointment of Directors. The initial Board of Directors shall be appointed by the sole incorporator at the direction of the Board of Trustees of the University of Pennsylvania. Subsequent members of the Board of Directors who are not serving in an *ex officio* capacity shall be appointed by the Dean of the Graduate School of Fine Arts of the University of Pennsylvania subject to the approval of the Provost of the University of Pennsylvania. The name of each such appointed director shall also be submitted to the Board of Trustees of the University of Pennsylvania who may either approve the appointment of the director or appoint another individual to serve. It is expected that at least one of the appointed directors shall be a faculty member of the Graduate School of Fine Arts, at least one of the appointed directors shall be a representative of the University of Pennsylvania from outside the Graduate School of Fine Arts, and at least one of the appointed directors shall be a professional in the community with preference given to alumni of the Graduate School of Fine Arts.

Section 2.04 Vacancies. Vacancies in the Board of Directors for members who are not serving in an *ex officio* capacity, whether caused by removal or resignation, shall be filled through appointment by the Dean of the Graduate School of Fine Arts of the

University of Pennsylvania subject to the approval of the Provost of the University of Pennsylvania.

Section 2.05 Removal of Director. Any one or more of the directors, except the director serving in an *ex officio* capacity, may be removed with or without cause at any time by action of a unanimous vote of the remaining directors then in office or at the direction of the Board of Trustees of the University of Pennsylvania, provided that written notice of such removal is given to any director so removed.

Section 2.06 Resignations. Any director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

Section 2.07 Quorum of Directors and Action of the Board. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business and, except as otherwise provided by law, the vote of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board.

Section 2.08 Meetings of the Board. An annual meeting of the Board of Directors shall be held each year, at such time and place as shall be fixed by the Chair of the Board of Directors, for the election of officers and directors and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board of Directors shall be held, at such times and places as may be fixed by the Chair of the Board of Directors, for the conduct of business. Special meetings of the Board of Directors may be held whenever called by the Chair of the Board, the Vice-Chair of the Board, the President of the Corporation or any two directors.

Meetings of the Board of Directors shall be held in Philadelphia, Pennsylvania at a place or places as may be fixed by the Chair or Vice-Chair of the Board for annual and regular meetings and in the notice of meeting for special meetings.

Section 2.09 Informal Action by Directors; Meetings by Conference Telephone. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

Any one or more members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 2.10 Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

ARTICLE III

Committees

Section 3.01 General Provisions. The Board of Directors may designate one or more committees, each committee to consist of one or more directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee shall have and may exercise all the powers and authority that the Board of Directors delegates to it in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such Committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, engaging in the sale, lease or exchange of all or a significant portion of the Corporation's property and assets, authorizing a dissolution of the Corporation or a revocation of dissolution, or amending the Bylaws of the Corporation.

Section 3.02 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article II of these Bylaws.

Any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.03 Service of Committees. Each committee of the Board of Directors shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his or her duty under law to the Corporation.

Section 3.04 Records. Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records.

ARTICLE IV

Officers, Agents and Employees

Section 4.01 Officers. The Board of Directors shall elect or appoint a President, a Secretary and a Treasurer. The Board may also elect or appoint one or more Vice-Presidents, Assistant Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers and may give any of them such further designation or alternate titles as it considers desirable Any two or more offices may be held by the same person.

Section 4.02 Term of Office, Vacancies and Removal. Each officer shall hold office for the term for which he or she is elected or appointed or until his or her earlier resignation or removal. All officers shall be elected or appointed at the annual meeting of the Board. Vacancies resulting from any resignation or removal may be filled by the Board of Directors. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified. Any officer may be removed by the Board with or without cause at any time.

Section 4.03 Resignation. Any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

Section 4 04 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. President. The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and the Executive Committee, if such a committee is appointed pursuant to the provisions of Article III of these Bylaws, and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

B. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall send a copy of the records of the proceedings of meetings of the Board of Directors to the Chair of the Board of Trustees of the University of Pennsylvania when such records are prepared and approved for filing with the records of the Corporation.

The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

C. Treasurer. The Treasurer shall serve as the chief financial officer and have the custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors.

Section 4.05 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights. The Board may delegate to any officer or officers its power with respect to appointing agents and employees, prescribing authority and duties, and removing agents and employees under this Section 4.05.

Section 4.06 Compensation of Officers, Agents and Employees. The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors or by a Compensation Committee, if such a committee is appointed pursuant to the provisions of Article III of these Bylaws.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

ARTICLE V

Miscellaneous

Section 5.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 5.02 Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Delaware" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 5.03 Checks, Notes, Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 5.04 Books and Records. The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5.05 Amendment of Certificate of Incorporation and Bylaws. The Certificate of Incorporation of the Corporation may be amended in whole or in part by a majority vote of the directors then in office pursuant to the procedure outlined in Title 8, Section 242 (b)(3) of the General Corporation Law of the State of Delaware subject to the prior consent of and approval by the Board of Trustees of the University of Pennsylvania. The Bylaws of the Corporation may be amended or repealed in whole or in part by a majority vote of the Board of Directors then in office subject to the prior consent of and approval by the Board of Trustees of the University of Pennsylvania.

Section 5.06 Indemnification and Insurance. In accordance with and to the extent authorized by the Standing Resolution on Indemnification adopted by the Board of Trustees of the University of Pennsylvania, the Corporation shall indemnify any director, officer, employee or agent, any former director, officer, employee or agent, any person who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), to which he or she may be or is made a party by reason of being or having been such director, officer, employee or agent if so permitted by the General Corporation Law of the State of Delaware. However, there shall be no indemnification in respect of any claim, issue or matter as to which he or she shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

In addition, in accordance with and to the extent authorized by the Standing Resolution on Indemnification adopted by the Board of Trustees of the University of Pennsylvania, the Corporation may pay expenses (including attorneys' fees) incurred by an officer, director, employee, or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Title 8, Section 145 (a) and (b) of the General Corporation Law of the State of Delaware. Such determination shall be made (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion.

The Board of Directors may authorize the purchase of insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a director, officer, employee, or agent whether or not the Corporation would have the power to indemnify such person against that liability under law. In addition, the Corporation, with the prior consent or approval by the University of Pennsylvania, may authorize the coverage of such persons described in the preceding sentence under the University of Pennsylvania's general business liability insurance, professional liability insurance, and directors'/officers' insurance policies.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

The Architectural Conservation Laboratory of the University of Pennsylvania seeks support for the documentation and conservation of the pebble mosaics of Gordion, Turkey. The Iron Age citadel served as the capital of ancient Phrygia and was destroyed in a fire around 850 BCE. Subsequent burial with rubble and clay fill allowed its structures to remain undisturbed beneath successive levels of building for 2,800 years. The University of Pennsylvania Museum of Archaeology and Anthropology commenced an extensive excavation program at the site beginning in 1950 and, in 1956-7, discovered the world's earliest extant pebble mosaic pavement, which ornamented an expansive megaron floor. Further site excavations also revealed a geometric Greek key pattern pavement in the 5th-4th c BCE Mosaic Building. In addition to the study and conservation of these mosaic pavements, the proposed program will engage the local community in the conservation process and raise awareness about this unique and endangered cultural asset.

The elaborate polychromed mosaic floor discovered in Megaron 2 reflects the sophistication of Phrygian design and artisanry with its depiction of crenellations, hollow squares, triangles and hourglasses—the characteristic patterns and symbols used to adorn their intricate bronzework, pottery and furniture inlay. The Phrygians achieved this distinct patterning by bedding red, blue, white, brown and black pebbles in clay rather than the lime mortar typical of later mosaic technology. Similarly, the later Mosaic Building pavement demonstrates the same early technology with pale blue, yellow and white pebbles set in a clay mortar bed.

Although the Mosaic Building pavement remains in situ below a thin covering of earth, the pebble mosaic is undocumented and untreated. Environmental conditions and vegetation growing on the thin soil layer threaten the integrity of the pavement. In contrast to the untreated Mosaic Building pavement, a program was implemented in the 1960's to protect the important Megaron 2 mosaic. In the summer of 1963, the best preserved sections of the pavement were lifted and mounted on cement slabs. The attempt to protect the pebble mosaic predated the construction of the Gordion Museum (which currently houses the mosaic slabs), and as a result, allowed for the deterioration of the mosaic pavement prior to the c. 1980 installation. The current display is unsightly and the cement fills and supports damaging to this significant archaeological pavement. The current shelter and environment have proven unsuitable and inadequate for its protective display.

Removal and burial of the exquisite Phrygian mosaic pavements have challenged the study and enjoyment of both pavements by professionals and the visiting public. The site's decreased plan legibility has made the proposed multi-phase project of documentation, research, conservation and installation of a replica of the Megaron 2 mosaic critical in improving visitor experience and increasing knowledge of mosaic development in the ancient world. This process will further allow the participation of the local village residents and Turkish students to work together in a way not explored during the early or current years of the excavation. Remedial conservation and community participation are integral in safeguarding important sites such as Gordion and its architectural treasures.

GORDION MOSAIC CONSERVATION PROGRAM

Architectural Conservation Laboratory
School of Design
University of Pennsylvania

Application to the J.M. Kaplan Fund
Attn: Ken Lustbader, Program Specialist

November 13, 2009

1.0 PROPOSAL

1.1 General Information

1.1.1 Applicant Organization

a. Organization: **University of Pennsylvania Architectural Conservation Lab oratory**
b. Address: **210 South 34th Street** c. Town: **Philadelphia**
d. District: **Pennsylvania 191 04**
e. Website: **www.conlab.org; www.design.upenn.edu/historic-preservation**

1.1.2 Organization Leader

a. Last Name: **Matero** b. First Name: **Frank**
c. Tel: **215-898-3169** e. Fax: **215-573-6326** f. Email: **fgmatero@design.upenn.edu**

1.2 Project Description

1.2.1 Project Information

a. Project Name: **Gordion (Turkey) Pebble Mosaic Conservation Program**
b. Amount Requested ($): **198,884.00** c. Duration (months): **36**
d. Start Date (mm/yy): **06/10** e. End Date (mm/yy): **05/13**

1.3 Project Justification

In 1956-7 the world's oldest extant mosaic pavement was discovered at Gordion, capital of the Phrygian empire in central Turkey. Measuring approximately 32' x 35' and covering the entire floor of a large megaron, the 9th c BCE pavement of small red, blue, white, brown, and black pebbles is an exquisite complex geometric patterning of overlapping designs possibly depicting woven textiles for which the city was so famous. Ongoing excavations of the Citadel in the 1960's resulted in the removal of the mosaic pavement to the local Gordion museum. Unlike later classical and Byzantine mosaics, the Gordion mosaics were laid in clay—not lime mortars—and their transfer proved difficult for then current practices. Set in cement, their display is disfiguring and the materials and environment are causing deterioration of the most important architectural element from the site and the region.

1.4 Project Goal and Objectives

The proposed conservation program is a multi-phase project to be executed over three years. The program seeks to not only address the immediate remedial conservation needs of the Megaron 2 mosaic but also to study its technology to expand the knowledge of mosaic development in the ancient world and to use that information to produce a replica for display on the site of its removal. This process will further allow the participation of the local village residents and Turkish students to work together in a way not explored during the early or current years of the excavation. Once the mosaic is conserved and the site replica reproduced, a known undisturbed pavement will be partially exposed to study its condition and possible exposure providing its protection can be guaranteed. A traveling exhibit, publication and video are also planned to document the entire process as a cultural and social activity.

1.5 Project Activities

Timetable	Activities	Objectives
Year/Phase1	Archival research	Excavation history Conservation history
	Megaron excavation	Confirm transfer Record ancient technology
	Documentation/recording of mosaic	Condition survey
Year/Phase2	Material analysis	Fabrication methods Decay processes
	Treatment tests	Select and test methods
Year/Phase 3	Conservation	Restore Megaron 2 mosaic Fabricate partial replica Produce exhibit/video/publication

1.6 Monitoring and Evaluation

Specific interventions and means for monitoring and evaluating will result from successful completion of each project phase. While specific indicators cannot be committed to in advance, the program will create indicators in at least five different areas:

Physical and site design factors

- Measures of site visitation and experience matched against proper mosaic display.
- Compliance to/deviations from the intended plan of physical facilities is another indicator that must be tracked (was the exhibit implemented as intended?)

Decay of archaeological resources

- Protection of the megaron and site's core archaeological resources from physical deterioration and destruction is essential to the success of the program. The work will result in a strategically chosen set of decay indicators for specific parts of the site and especially pavements. The video, exhibit and publication will raise awareness of pebble mosaics and their unique conservation problems.

Tourism activity

- Measures of tourist activity both inside and outside the site will be an important indicator. Visits directly to the site and museum are the first indicator, and require a reliable set of control points (or other, regular sampling methodology).
- Measures of the regional and local economy are also desirable as background for understanding site-specific activity, especially facsimile production and site stewardship.

Interpretive experience

- Measuring the quality of visitor experience is an advanced indicator of successful site management, recognizing that successful conservation of resources does not automatically translate in to understanding by visitors, policy makers and the general public. Periodic surveys and interviews will provide the data for this approach, which has been pioneered in the "commemorative integrity" tool used by Parks Canada.

Environmental integrity

- The development of the site must take a "do-least-harm" approach to the natural environment. This can be managed in straightforward fashion by readily attainable measures of environmental factors, such as air quality, water quality, erosion, presence of toxins, etc.

Economic and social integrity

- The program should engage local residents and professionals in dialog and where possible allow locals the opportunity to develop viable economic benefits from the conservation activities including tourism. Measures can include increased local stewardship, economic benefit, and increased communication.

1.7 Key Individuals and Organizations

The Architectural Conservation Laboratory of the Graduate Program in Historic Preservation is dedicated to training and research in the conservation of the built environment. This specialized facility provides a unique intellectual environment for those pursuing studies in architectural conservation and historic building technology.

The Laboratory encourages cross-disciplinary collaboration on contemporary issues related to the conservation of culturally significant buildings, monuments, and sites throughout the world. Through grants and sponsored projects, the faculty and staff of the Historic Preservation Program, in collaboration with other University centers such as the Laboratory for Research on the Structure of Matter and the Cartographic Modeling Laboratory, conduct a full agenda of research dedicated to field survey, recording, analysis of building materials, treatments, and evaluation of historic structures.

With extensive experience on archaeological sites and ancient pavements, the Laboratory also develops innovative programs of treatment and exhibition, such as the pilot conservation program initiated at the New York State Pavilion project, "Back on the Map," where documentation and conservation techniques were developed to record and stabilize a large-scale terrazzo art pavement from the 1964 World's Fair.

1.8 Budget

Year/Phase 1 – Recording and Documentation		
Project Director – F. Matero (25 days @ 700/day)		17500
Associate Conservator – J. Hinchman (50% 66522)		33261
Technical Grad Assistants – 1 @ 400/wk x 12 wks		4800
Benefits	F. Matero (9.7% 17500)	1698
	J. Hinchman (31.8% 33261)	10577
Travel – 3 RT airfare @ 1500 ea		4500
Site room and board – (90 days @ 10/day x 3)		2700
Laser scan & processing		10000
Subtotal		85036
Indirect Cost (15%)		12755
Year/Phase 1 Total		**97791**

Year/Phase 2 – Analysis and Treatment Testing		
Project Director – F. Matero (25 days @ 700/day)		17500
Associate Conservator – J. Hinchman (50% 66522)		33261
Technical Grad Assistants – 2 @ 400/wk x 12 wks		9600
Benefits	F. Matero (9.7% 17500)	1698
	J. Hinchman (31.8% 33261)	10577
Travel – 4 RT airfare @ 1500 ea		6000
Site room and board – (90 days @ 10/day x 4)		3600
Material analysis		5000
Performance testing		2000
Subtotal		89236
Indirect Cost (15%)		13385
Year/Phase 2 Total		**102621**

Year/Phase 3 – Treatment Implementation		
Project Director – F. Matero (25 days @ 700/day)		17500
Associate Conservator – J. Hinchman (50% 66522)		33261
Technical Post-Grad Assistants – 2 @ 600/wk x 12 wks		14400
Benefits	F. Matero (9.7% 17500)	1698
	J. Hinchman (31.8% 33261)	10577
	Post-Grad Assistants (31.8% 14400)	4579
Travel – 4 RT airfare @ 1500 ea		6000
Site room and board – (90 days @ 10/day x 4)		3600
Conservation supplies		50000
Exhibit design/production		15000
Publication		15000
Subtotal		171615
Indirect Cost (15%)		25742
Year/Phase 3 Total		**197357**

Summary	
Year 1	97791
Year 2	102621
Year 3	197357
Total Project	**$397,769**
Kaplan Fund	**$198,884**
1983 Foundation match	**$198,885**

2.0 SUMMARY

Emailed 11/12/2009

MEGARON 2

- **CITADEL_COMPARISON**
  - **MEGARON_HISTORIC_A** The 1963 image shows Megaron 3 in the foreground with Megaron 2 just beyond. *Penn Museum Gordion Archive*
  - **MEGARON_CURRENT_A** In 2009 little visible fabric remains and site legibility is obscured by reburial.
  - **MEGARON_HISTORIC_B** The 1957 image shows the walls immediately following excavation. *Penn Museum Gordion Archive*
  - **MEGARON_CURRENT_B** In 2009 the megaron walls have deteriorated due to weathering with most extant fabric remaining buried.

- **MEG2_HISTORIC (images c. 1957-1963)**
  - **MEG2_HISTORIC_001** Image taken immediately following excavation of the Megaron 2 mosaic pavement (view from north); the mosaic measured 32' x 35' and retained evidence of a round central hearth. *Penn Museum Gordion Archive*
  - **MEG2_HISTORIC_002** The mosaic pavement featured geometric patterns including crenellations, hollow squares, triangles and hourglasses (view from south). *Penn Museum Gordion Archive*
  - **MEG2_HISTORIC_003** Detail of patterning with evidence of round central hearth (bottom left). *Penn Museum Gordion Archive*
  - **MEG2_HISTORIC_004** Detail of pebble mosaic pattern; red, blue, white, brown and black pebbles were bedded in clay to create the pavement. *Penn Museum Gordion Archive*
  - **MEG2_1965_DRAWING** Drawing of the excavated 9th c BCE floor in 1965 by J.S. Last. *Penn Museum Gordion Archive*

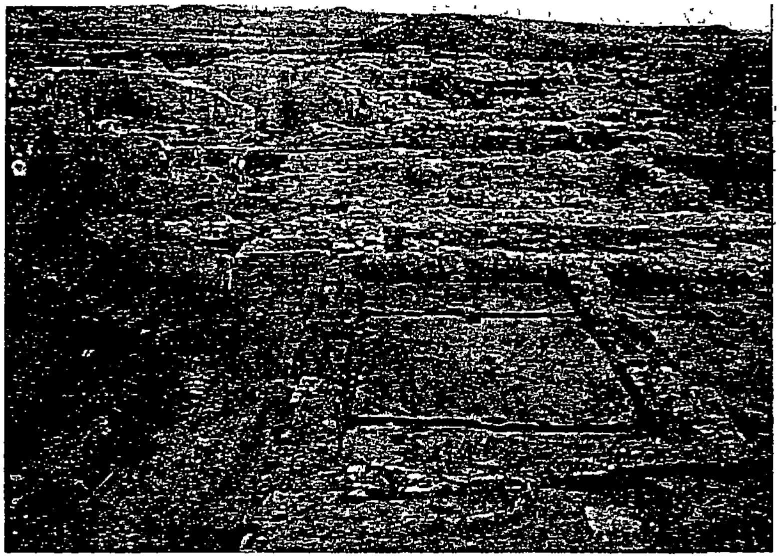
- **MEG2_CURRENT (2009)**
  - **MEG2_CURRENT_001** The Megaron 2 mosaic pavement was lifted from its original location in the citadel in 1963 and set on cement slabs, which were later installed at the Gordion museum.
  - **MEG2_CURRENT_002** Detail showing the unsuitable and fragmented display of the mosaic pavement.
  - **MEG2_CURRENT_003** Detail of pattern with red, blue, white and brown pebbles.

MOSAIC BUILDING

- **MOSAIC_BUILDING_HISTORIC (images c. 1952)**
  - **MOSAICBUILDING_001** The mosaic pavement of the Mosaic Building measures 15.5' x 19' and features a Greek key pattern. *Penn Museum Gordion Archive*
  - **MOSAICBUILDING_002** The Mosaic Building pavement remains in situ, but has since been covered with a thin layer of earth and is susceptible to damage from environmental conditions and vegetation. *Penn Museum Gordion Archive*
  - **MOSAICBUILDING_003** Detail of the pale blue, yellow and white pebbles bedded in clay. *Penn Museum Gordion Archive*

Emailed 11/12/2209

MEGARON 2
CITADEL COMPARISON



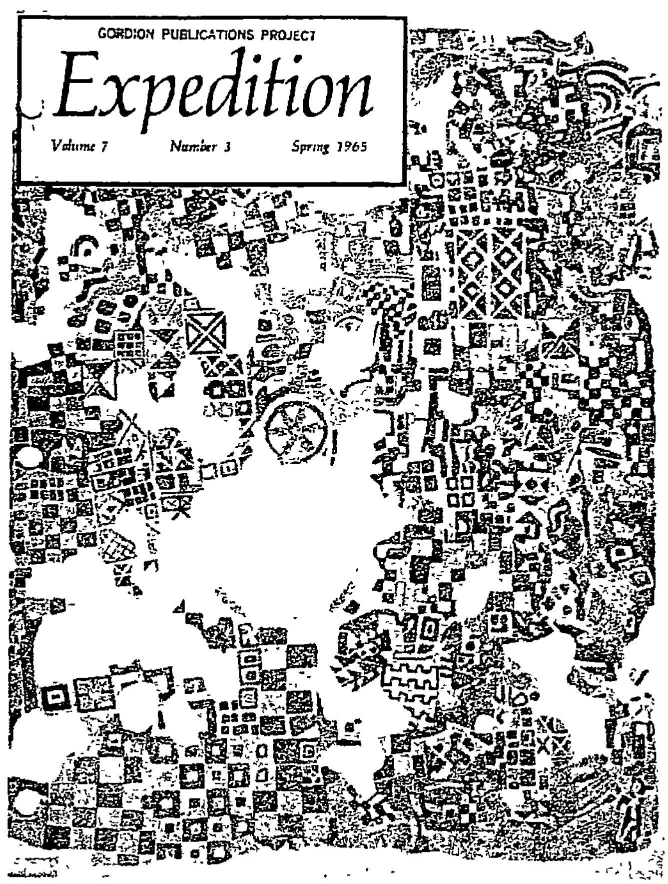
MEGARON_HISTORIC_A The 1963 image shows Megaron 3 in the foreground with Megaron 2 just beyond. *Penn Museum Gordion Archive*

MEGARON_CURRENT_A In 2009 little visible fabric remains and site legibility is obscured by reburial.

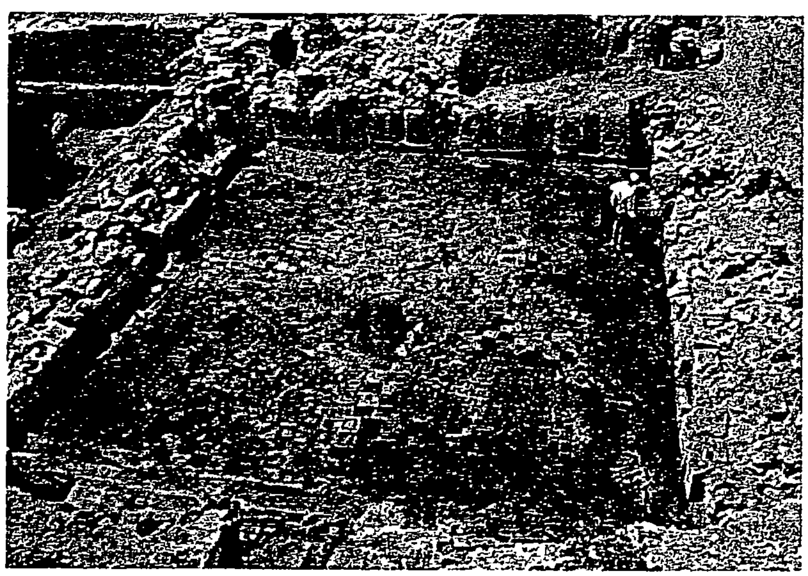
MEGARON_HISTORIC_B The 1957 image shows the walls immediately following excavation. *Penn Museum Gordion Archive*

MEGARON_CURRENT_B In 2009 the megaron walls have deteriorated due to weathering with most extant fabric remaining buried.

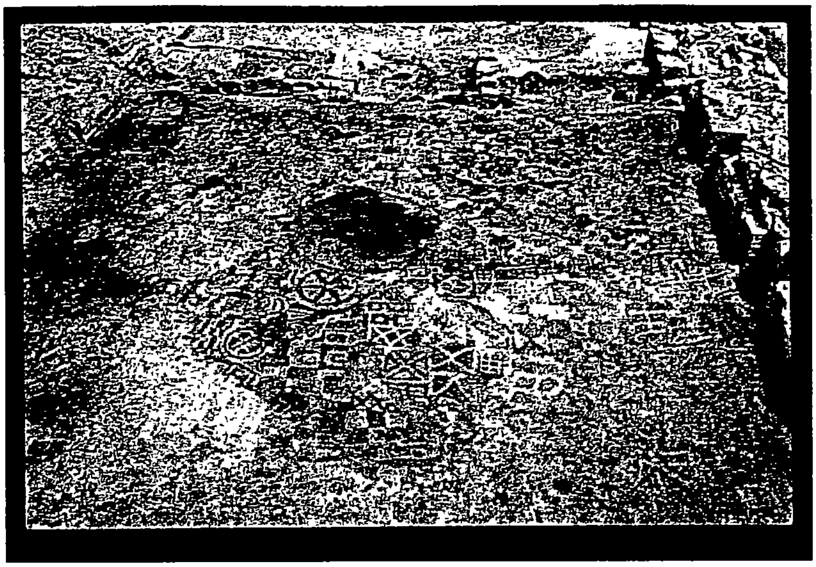
MEGARON 2
HISTORIC



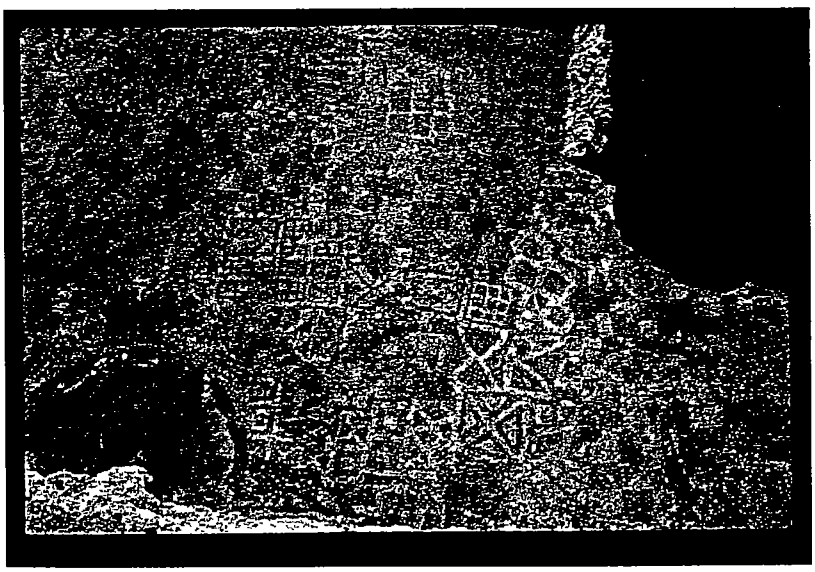
MEG2_1965_DRAWING Drawing of the excavated 9th c BCE floor in 1965 by J.S. Last. *Penn Museum Gordion Archive*



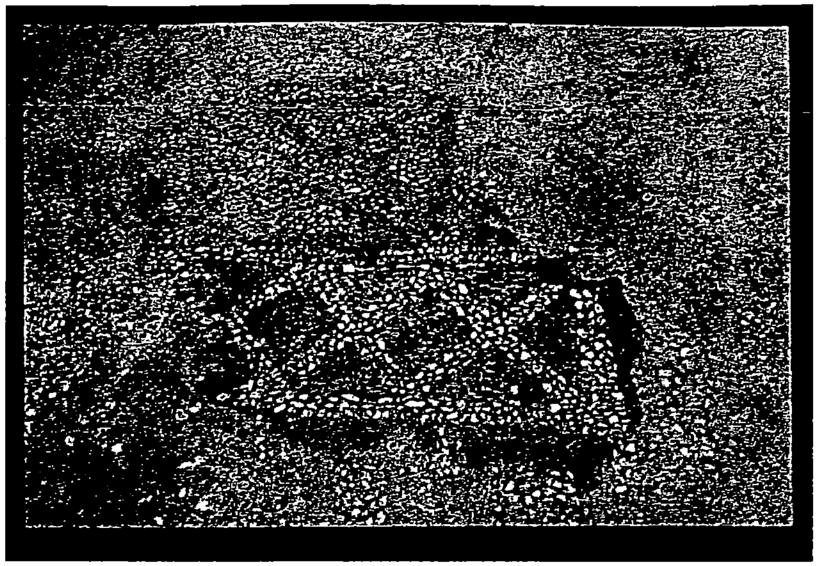
MEG2_HISTORIC_001 Image taken immediately following excavation of the Megaron 2 mosaic pavement (view from north); the mosaic measured 32' x 35' and retained evidence of a round central hearth. *Penn Museum Gordion Archive*



MEG2_HISTORIC_002 The mosaic pavement featured geometric patterns including crenellations, hollow squares, triangles and hourglasses (view from south). *Penn Museum Gordion Archive*

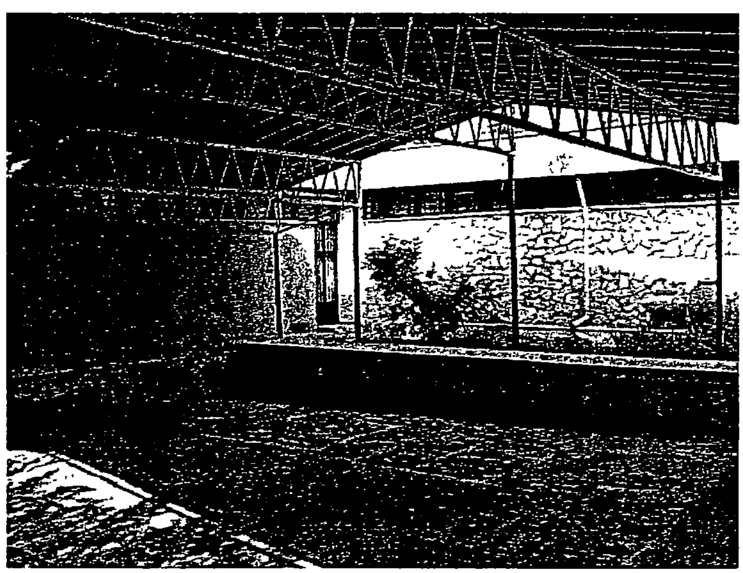


MEG2_HISTORIC_003 Detail of patterning with evidence of round central hearth (bottom left). *Penn Museum Gordion Archive*



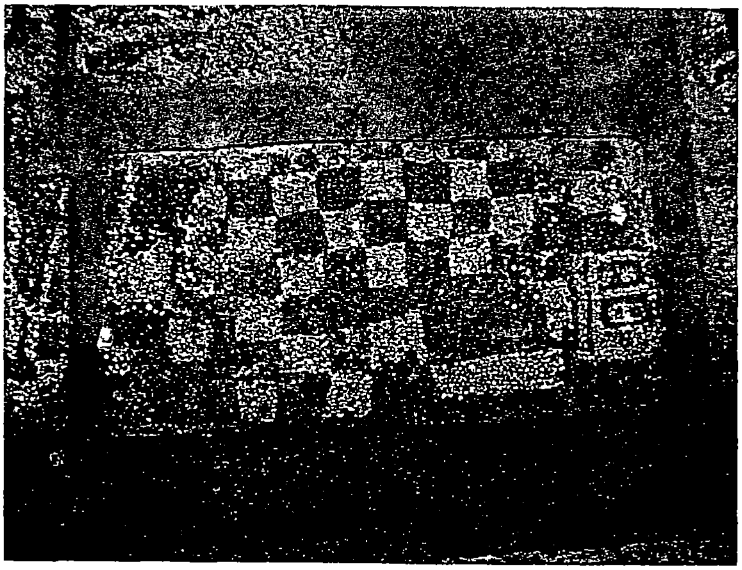
MEG2_HISTORIC_004 Detail of pebble mosaic pattern; red, blue, white, brown and black pebbles were bedded in clay to create the pavement. *Penn Museum Gordion Archive*

MEGARON 2
CURRENT



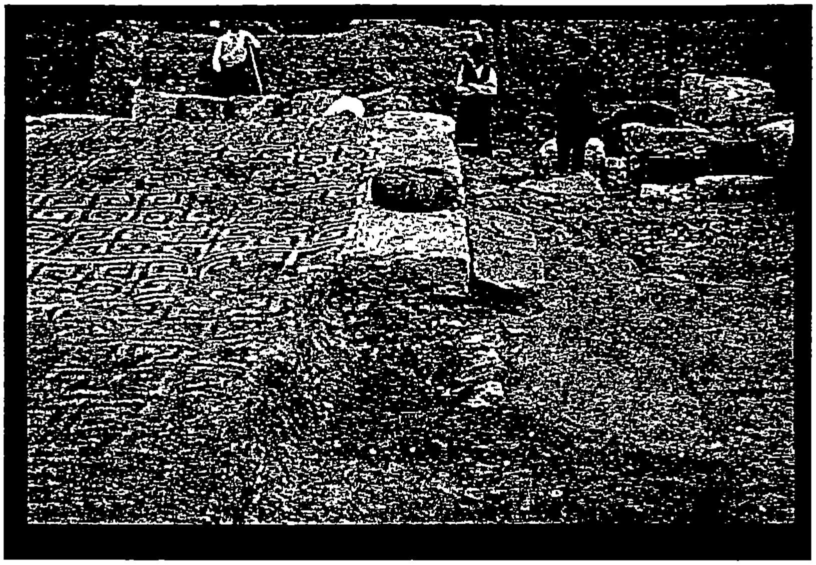
MEG2_CURRENT_001 The Megaron 2 mosaic pavement was lifted from its original location in the citadel in 1963 and set on cement slabs, which were later installed at the Gordion museum.

MEG2_CURRENT_002 Detail showing the unsuitable and fragmented display of the mosaic pavement.



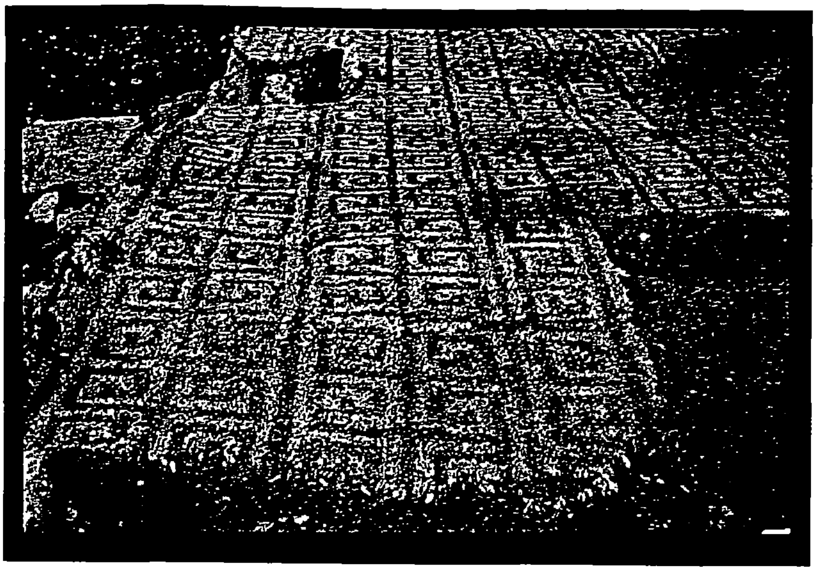
MEG2_CURRENT_003 Detail of pattern with red, blue, white and brown pebbles.

MOSAIC BUILDING



MOSAICBUILDING_001 The mosaic pavement of the Mosaic Building measures 15.5' x 19' and features a Greek key pattern. *Penn Museum Gordion Archive*

MOSAICBUILDING_002 The Mosaic Building pavement remains in situ, but has since been covered with a thin layer of earth and is susceptible to damage from environmental conditions and vegetation. *Penn Museum Gordion Archive*



MOSAICBUILDING_003 Detail of the pale blue, yellow and white pebbles bedded in clay. *Penn Museum Gordion Archive*

4.0 APPENDICES

Budget

Penn Praxis

Fiscal Year 2010

July 1, 2009 - June 30, 2010

ACCRUAL BASIS	Fiscal Year 2009 Projection	Fiscal Year 2010 Budget	Dollar Variance	% Variance
Revenues				
Income from Project Activities [1]	$2,614,402	$2,739,822	$125,420	4 8%
Expenses				
Overhead				
Compensation	$202,021	$94,709	($107,312)	-53.1%
Employee Benefits	$39,794	$30,117	($9,677)	-24.3%
General Expense [2]	$98,447	$138,447	$40,000	40.6%
Adjustments to Overhead [3]	($198,141)	-	$198,141	-100.0%
Total Overhead	$142,121	$263,273	$121,152	85 2%
Expense from Project Activities [4]	$2,080,000	$2,745,600	$665,600	32.0%
Total Expenses	$2,222,121	$3,008,873	$786,752	35 4%
Net Surplus/(Deficit)	$392,281	($269,051)		
Beginning Net Assets	$165,299	$557,580		
Ending Net Assets	$557,580	$288,528	($269,051)	-48.3%

Notes

1. Income from project activity includes additional expected revenues collected and recognized in June.
2 General expense includes space and University service charges due to PennDesign.
3 Adjustments to overhead includes 33% buy-out of Director's compensation and 100% of any bonuses paid.
4. Expense from project activities for FY10 includes $358,000 from Qatar I.

PennPraxis

PENN PRAXIS BOARD
2008-2009

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<u>**Representation of Supporting Organization Status**</u>

University of Pennsylvania Press. hereby represents that it qualifies as a public charity because it is a supporting organization as defined by §509(a)(3).

1) The organization supports:

TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA
Name of Supported Organization(s)

2) The organization represents that its supporting organization Type is

__X__ Type I — "Operated, supervised, or controlled by" one or more publicly supported organizations – a majority of the governing board is elected or appointed by the supported organizations(s)

______ Type II — "Supervised or controlled in connection with" one or more publicly supported organizations – a majority of the governing board consists of individuals who also serve on the governing board of the supported organization(s)

______ Type III — "Operated in connection with" one or more publicly supported organizations – not a Type I or Type II

3) Describe the process by which your governing board is appointed and elected.

Attach Articles of Incorporation, Bylaw, or other documents which detail the process. Please highlight the article(s) or section(s) of the material that describes the process.

If the organization is a Type I or Type II supporting organization, skip section 4 and go to the signature section below.

If the organization is a Type III supporting organization, complete section 4.

4) Type III supporting organizations are either functionally integrated or NOT functionally integrated with the organization(s) they support.

a. As a Type III supporting organization, the organization represents that it is

______ functionally integrated with one or more supported organizations.

or

______ not functionally integrated with one or more supported organizations.

If not functionally integrated, skip remainder of section 4. If functionally integrated, complete the rest of section 4

b. If the organization represents that it is functionally integrated, identify the one or more supported organizations with which it is functionally integrated:

____

____

c. If the organization represents that it is functionally integrated, it must provide one of the following documents. Please indicate which of the following is attached.

_________ A written representation signed by an officer, director or trustee of each of the supported organizations with which the grantee represents that it is functionally integrated describing the activities of the grantee and confirming that but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization. the supported organization would normally be engaged in those activities itself Such written representation must meet the requirements outlined in Section 3 of IRS Notice 2006-109.

or

_________ A reasoned opinion of counsel representing the organization concluding that the grantee is a functionally integrated Type III supporting organization

UNIVERSITY OF PENNSYLVANIA PRESS

By ______________________
Signature

ERIC F. HALPERN
Printed Name

DIRECTOR
Title or Corporate Office Held

Date 12/23/2009

UNIVERSITY OF PENNSYLVANIA PRESS, INC.

BYLAWS OF THE CORPORATION

ARTICLE I

1.1 The name of the Corporation is University of Pennsylvania Press, Incorporated.

ARTICLE II

2.1 The principal office of the Corporation shall be located in Philadelphia, Pennsylvania.

2.2 The Corporation may also have offices at such other places as the Board of Trustees may from time to time determine.

ARTICLE III

Members

3.1 The sole member of the Corporation shall be the TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, an eleemosynary institution entitled to an exemption from federal income taxes, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954. The University shall have and be entitled to the entire beneficial interest in the Corporation's assets and in any revenues which it may receive.

3.2 The University shall indemnify, or provide for the indemnification of, any current or former member of the Board of Trustees against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the University) to which he was, is, or is threatened to be made a party by reason of his status as such member.

ARTICLE IV

Board of Trustees

4.1 The property, business and affairs of the Corporation shall be managed and controlled by its Board of Trustees. Subject to the provisions of Section 6.2 herein, the Board of Trustees shall fix and determine the policies of the Corporation with respect to the publication of books, treatises, or manuscripts and shall establish procedures to implement those policies.

4.2 The Board of Trustees of the Corporation shall consist of no fewer than seven nor more than fifteen members.

4.3 Each member of the Board of Trustees shall be appointed by the Trustees of the University of Pennsylvania, from among candidates nominated by the Board of Trustees of the Corporation, for a term of three years and until his successor is appointed and qualified, provided that the initial number of Trustees shall be appointed for terms of one, two, and three years so that as nearly as possible the terms of one-third of the Trustees in the office shall expire each year thereafter.

4.4 The Chairman of the Corporation shall report to the Trustees of the University of Pennsylvania when a vacancy on the Board is caused by the death, resignation, removal or incompetency of any appointed Trustee. Such vacancy, and vacancies created by any increase in the total number of Trustees, may be filled by the Trustees of the University of Pennsylvania, from among candidates nominated by the Board of Trustees of the Corporation.

4.5 An annual meeting of the Board of Trustees shall be held during the month of May on a date to be selected by the Chairman. Regular meetings of the Board of Trustees shall be held at such time and place as shall be designated from time to time by standing resolution of the Board. Special meetings of the Board may be held upon the call of the Chairman of the Board during the academic year or at any time upon the written request of five Trustees.

4.6 A majority of the total number of Trustees, but not less than three, at a duly called meeting of the Trustees shall constitute a quorum for the transaction of business of the Corporation. The vote of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

4.7 At the organizational meeting the Trustees shall elect a Treasurer, Secretary, Director, and such other officers as the Trustees may determine and they shall serve until the next annual meeting.

4.8 The Board of Trustees may delegate to officers and to committees of their own numbers such powers as they may see fit in addition to such powers as are specified in these Bylaws. The resolution so delegating the powers of the Corporation shall be adopted or ratified by a majority of the Trustees.

ARTICLE V

Officers

5.1 The officers of the Corporation shall be a Chairman, who shall receive no remuneration, a Treasurer, a Secretary, and a Director. The Chairman shall be appointed by the Trustees of the University of Pennsylvania from among the members of the Board of Trustees of the Corporation. All other officers shall be elected by the Board of Trustees and shall hold office at the pleasure of the Board of Trustees.

5.2 The Chairman of the Board shall be the chief officer of the Corporation with general authority to direct the effectuation of its policies as established by the Board of Trustees. He shall preside at all meetings of the Board and generally shall discharge the duties which ordinarily pertain to the office of Chairman.

5.3 The Director of the Press shall be the chief administrative officer of the Corporation who, subject to the overall direction of the Chairman and of the Board, shall be in charge of the day-to-day conduct of the Corporation's activities.

5.4 The Treasurer shall have charge of and act as custodian of all capital and specifically allocated funds and shall keep full and accurate accounts of receipts and disbursements of all monies received and paid by him on account of the Corporation. He shall, if required, give a bond, and he shall present an annual report.

5.5 The Secretary shall attend all meetings of the Trustees, shall record all the proceedings and votes of the meetings of the Trustees, and may sign the notices for meetings thereof, shall be custodian of the corporate seal, and shall perform, in general, the duties incident to the office of Secretary, subject to the control of the Board of Trustees and to the provisions of these Bylaws.

5.6 One person may at any time or from time to time hold two or more positions as officer of the Corporation; provided that the positions of Chairman and Secretary be filled by two different persons.

ARTICLE VI

Faculty Editorial Board

6.1 There shall be a Faculty Editorial Board for the University of Pennsylvania Press to be composed of not fewer than six nor more than ten members, a majority of whom shall be members of the faculty of the University of Pennsylvania, to be appointed by the President of the University in accordance with the procedures described in Section 6.2. Each member shall serve for a stated term of three years, except that the initial members of the Faculty Editorial Board shall be appointed for terms of one, two, and three years so that as nearly as possible the terms of one-third of the members of the Faculty Editorial Board shall expire each year thereafter. All terms shall begin on July 1 and shall expire on June 30 of the appropriate year. Individuals previously appointed to the Faculty Editorial Board are eligible for renomination and reappointment for no more than one additional three-year term. The Chairperson of the Faculty Editorial Board shall be appointed by the President of the University of Pennsylvania in accordance with the procedures described in Section 6.2. In the event of a member's resignation or inability to complete a full term, a replacement to complete the remaining term shall be appointed by the President of the University in accordance with the procedures described in Section 6.2.

6.2 The procedure for nominating and appointing all members of the Faculty Editorial Board shall be as follows:

(1) The Director of the Press and the Chairperson of the Faculty Editorial Board shall together nominate one candidate for each vacancy, after consultation with the Faculty Editorial Board. If the position of Director of the Press or Chairperson of the Faculty Editorial Board is vacant, the Director alone or the Chairperson alone shall put forth the nomination, after consultation with the Faculty Editorial Board. The name of this nominee, accompanied by a brief rationale

for the nomination shall be sent in writing to the President of the University, with a copy sent to the Chairperson of the Faculty Senate.

(2) In response, the Faculty Senate may endorse the Press' nominee, recommend against the Press' nominee, or decline to comment on the Press' nominee. In addition, the Faculty Senate may nominate an alternative candidate and provide a brief rationale for its choice. The Faculty Senate's response to the Press' candidate shall be sent, in writing, directly to the President of the University, with a copy of the response sent to the Press.

(3) The President of the University shall then make the appointment after consultation with the Steering Committee of the University Council. The President of the University is not limited to selecting only a candidate from those nominated by the Press or the Faculty Senate.

For new members, reappointments, and replacements for members who have completed a full term, the Press' nominations shall be issued no later than the last day of March each year, and the Faculty Senate's response shall be made no later than the last day of April, in time for the President of the University to consult with the Steering Committee of the University Council in May of that year. For replacements of members who have resigned prior to completing their full term, the nomination and appointment process may proceed immediately, regardless of time of year. When it is necessary to appoint a replacement for the Chairperson, the nomination and appointment process is identical, except nominees for Chairperson must be faculty members who are current or past members of the Faculty Editorial Board. A member who is appointed Chairperson may serve a maximum of six years' total service (regular membership combined with tenure as the Chairperson). The Press may choose to leave a vacancy on the Faculty Editorial Board unfilled indefinitely, simply by not putting forth a nomination for a vacant position, provided that the size of the Faculty Editorial Board meets the requirements set forth in Section 6.1

6.3 No book, treatise, or manuscript shall be published by the University Press unless it shall first have been approved for such publication by the Faculty Editorial Board in accordance with procedures to be adopted by that Board.

6.4 The Faculty Editonal Board may adopt such bylaws, rules, or regulations as may be necessary or advisable for it to carry out its functions as set forth in these Bylaws.

ARTICLE VII

Contracts and Evidences of Indebtedness

7.1 The Board of Trustees may authorize any officer or officers, in the name or on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Trustees, no officer shall have power or authority to bind the Corporation by any contract or any agreement or to render it liable for any purpose or to any amount.

ARTICLE VIII

Fiscal Year

8.1 The Corporation's books and accounts shall be maintained on the basis of a fiscal year ending June 30, unless otherwise designated by the Board of Trustees.

Article IX

Amendments

9.1 These Bylaws may be altered, amended, or repealed at any annual, regular, or special meeting of the Board of Trustees by the majority vote of the Trustees present, provided that no amendment to Article III or to Sections 4.3 or 4.4 or to Article VI shall be made without the consent and approval of the University of Pennsylvania.

*****

FURTHERMORE grants in publishing

Grant Application

Please fill out both sides of this form and submit with IRS 501(c)3 documentation. Send no more than one additional descriptive page, a table of contents, and two or three pages as samples of text, illustration, and design. We will ask for additional information if needed. Sample pages will be returned if you enclose a stamped reply envelope.

Date March 13, 2009

Name of organization University of Pennsylvania Press

Address 3905 Spruce Street Philadelphia, PA 19104-4112

Telephone 215.898.5754 Fax 215.898.0404 E-mail joslyn@upenn.edu

Contact person Jo Joslyn Title Senior Art and Architecture Editor

Purpose of organization The University of Pennsylvania Press is a nonprofit scholarly publisher. It exists to publish meritorious works that advance scholarly research and educational objectives.

Total organizational budget for current year $ 4 million

over, please

BOOK TITLE (in quotation marks) OR SUBJECT "Still Changing Places"
by Lawrence Halprin

SUMMARY The book is an autobiography of one of the world's leading landscape architects and environment planners. Lawrence Halprin (1916 -) has long been at the forefront of urban design innovation in the United States. In his own words, and with extensive illustrations, he tells of a life spent "changing places."

(complete on one additional page if needed)

GRANT REQUESTED FOR (check all that apply)

- [ ] writing
- [ ] research
- [x] editing
- [x] printing and binding
- [ ] indexing
- [ ] photography
- [x] illustration
- [x] design
- [ ] other

BOOK PLAN AS KNOWN

Author(s) Lawrence Halprin

Contributors Foreword by Laurie Olin, Practice Professor, Dept. of Landscape Architecture, UPenn

Editor TBD Designer TBD

Publisher (include letter of commitment) University of Pennsylvania Press

Format (pages, trim size, binding) 9 x 12 inches, 240 book pages, cloth binding

Illustration data 150 color and 35 black and white illustrations

Estimated preparatory cost (editing, design, composition, separations, etc.) $7,030

Estimated printing and binding cost $39,635 Number of copies 1,500

Anticipated press date

Intended date of publication April 2010 Proposed list price $45.00

TOTAL PROJECT COST $46,665 GRANT AMOUNT REQUESTED $15,000

Background & History

The University of Pennsylvania Press was originally incorporated with the Commonwealth of Pennsylvania on 26 March 1890, and the imprint of the University of Pennsylvania Press first appeared on publications in the closing decade of the nineteenth century—among the earliest such imprints in America. One of the Press's first book publications, in 1899, was a landmark: *The Philadelphia Negro: A Social Study*, by renowned black reformer, scholar, and social critic W.E.B. Du Bois, a book that remains on the Press's lists to this day. From the turn of the century to the late 1950s, the Press had published more than 700 books. Many of these focused on Pennsylvania and on American history and culture of the eighteenth century. In the mid-1960s the Press began to broaden the scope of its editoral interests to include European history, the social sciences, and the professions. A member of the Association of American University Presses, the Press now publishes upwards of 100 new books and journals a year, with an active backlist of more than 1000 titles. Professional and support staff numbers 27. Annual revenues exceed $4 million.

Governance & Structure

The University of Pennsylvania Press, Inc. is a nonprofit Pennsylvania corporation wholly owned by the University of Pennsylvania, maintaining its own nonprofit tax status under Section 501(c)(3) of the Internal Revenue Code.

All of the Press's property, business, and operations are overseen by a Press board of trustees, who are appointed by the trustees of the University. The current Press board is composed of individuals who are prominent members of the business, banking, legal, publishing, philanthropic, and academic communities. In administrative and financial matters the director of the Press reports to the provost of the University. Editorially the Press is responsible to a distinguished board appointed by the president of the University from the faculty of the University. This faculty editorial board controls the Penn imprint, and its approval must be given before any work may be accepted for publication. Members of these boards serve without financial compensation.

Operations of the Press are distributed among four departments: In the Acquisitions Department the acquiring editors are responsible for finding, evaluating, selecting, and developing book manuscripts for publication. Members of the Editing and Production Department attend to the editing and design of all books and journals published by the Press and supervise their manufacture. Like almost all other book publishers, the Press has no printing facilities, instead purchasing type composition and manufacture under competitive contract. The Marketing Department handles all functions of selling and promoting books, both domestically and overseas. Sales representatives call on thousands of book wholesalers and retail bookstores throughout the country and around the world. Other staff specialists create advertising, prepare catalogues and direct mail brochures, arrange exhibits and publicity, submit books for review and award consideration, and negotiate bookclub adoptions.

All Penn Press books are available worldwide. Most international sales are handled through a network of sales agents headquartered in Bristol (UK), Toronto, and, for Asia, New York and Hawaii. The Press's books are stocked for promotion and distribution in the UK, Canada, Japan, Australia, Korea, Taiwan, Hong Kong, and Singapore. The Press actively sells translation rights to its books to foreign publishers. Export sales account for about 10 percent of the total.

Business and Administration provides general administrative and financial management for the Press. Encompassing the offices of the director and business manager, the department's services include rights and permissions management, order processing and fulfillment, customer service, data processing and royalty statements, billing and collections, credit management, and cash handling. This department is responsible as well for the management of revenue and expense budgets, maintenance of the physical plant, and administration of personnel matters. Inquiries about employment at the Press should be directed to the Business Manager.

Editorial Program

Penn is particularly well known for its books in American history, in European history and literary studies from late antiquity through the early modern period, in studio arts, and on international human rights issues. The Press has gained a leading position also in landscape architecture and garden history. By long tradition the Press has published with distinction works of contemporary ethnography, now focusing on ethnopolitical conflicts around the world. Current catalogues show more and more books in urban studies and Jewish studies. Future lists will increasingly feature books on international relations and in economics and business, disciplines that embody the ideal Ben Franklin espoused when he founded the University of Pennsylvania to provide an education that marries the theoretical with the practical.

Books published by the Penn Press regularly win prizes in their fields of scholarship. Many others successfully make the work of scholars and researchers accessible to readers beyond those with academic or professional interests. Since early in the last century Penn has published general books about Philadelphia, Pennsylvania, and the Delaware Valley Semipopular books of high quality, these are published primarily for those who live and work in the mid-Atlantic region and for those who want to be informed visitors.

The acquiring editors actively solicit and commission manuscripts that promise books of note in subjects appropriate for the Penn Press editorial program. Submissions should be directed to the appropriate acquiring editor in the Acquisitions Department.

Board of Trustees

Faculty Editorial Board

Steven Hahn
Nichols Professor of History
E. Ann Matter
Professor of Religious Studies
Jean-Michel Rabaté
Professor of English
Larry Silver
Farquar Professor of Art History
Emily R. Steiner
Assistant Professor of English
Richard M. Valelly
Professor of Political Science
Swarthmore College

Benefactors
The Press gratefully acknowledges gifts and grants made by the following individuals and institutions during fiscal year 2008:

The Annenberg Foundation
Barbara B. Aronson
Bard College
The Barra Foundation
Editions du Seuil
Georgia Institute of Technology
Graham Foundation for Advanced Studies in the Fine Arts
John Simon Guggenheim Memorial Foundation
Josué V. Harari
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Melanie Nussdorf
Mark B. O'Brien
Washburn Oberwager (x2)
Susan Oberwager (x2)
Eric Papenfuse
F. L Rodgers Family Fund
Three Trees Foundation
University of Delaware
University of Notre Dame
University of Pennsylvania (x4)
Richard W. Vague

Affidavit of
The Walter and Duncan Gordon Foundation
That Does Not Have Section 501(C)(3) Determination Letter from
The U.S. Internal Revenue Service

Under the laws of the United States, The J.M. Kaplan Fund can make a grant to an organization if it meets the following criteria:

- It is organized and operated exclusively for charitable, scientific, religious, literary,
  or educational purposes;
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation;
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J.M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by Province of Ontario - Letters Patent Nov. 25, 1965
(Identify statute, charter, etc.)

in 1965 (Year) in Canada (Name of country)

Subject to the Mortmain and Charitable Uses Act and the Charitable Gifts Act.

2. The organization is operated exclusively for one or more of the following purposes:

[✓] charitable
[ ] religious
[ ] scientific
[ ] literary
[ ] education

[ ] fostering national or international amateur sports competition

[ ] prevention of cruelty to children or animals

3. Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

Northern ~~[illegible]~~ Fellowship - The objective of the fellowship is to recognize emerging policy leadership among a diverse range of talented, dedicated and motivated Northern Canadians, particularly Indigenous northerners, in the early stages of their career, and to build on this through a 2-year program of both self-directed and collective building + sharing of knowledge and skills.

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

5. Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ✓ No ________

If yes, please explain the nature and extent of such activities.

The Foundation on occasion supports activities that are intended to inform + influence the development of legislation in Canada, but only does so within the bounds of "Charitable Activities" as defined by the Canada Revenue Agency under its Political Activities Policy Statement CPS-022

6. Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

7. Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ✓ No ________

Awards to persons are permitted in the context of competitive scholarship, bursary or fellowship programs

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter. (Please see J.M. Kaplan File #2008-283)

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No ✓

If yes, please list the names of such shareholders or members and the nature of their interest.

9. Please list below the **names of the organization's officers and the members of its Board of Directors or similar governing body**:

Chair – Senator Hugh Segal
Vice Chair – Jonathan Wilkinson
Treasurer – Scott McIntyre
Kyra Montagu
Jane Glassco
Briony Glassco
Janice Stein
Karen Hanna
Jennifer Welsh

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ No ✓

If yes, please list the name[s] of the organization[s] and the nature of such control or connection.

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes ✓ No ________

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter. (Please see J.M. Kaplan File #2008-283)

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12. **If your organization is *not* an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's *four* most recently completed taxable years showing (for each year and in total) the following**:

[A] gifts, grants and contributions received;

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed;

[D] gross income from interest, dividends, rents, and royalties;

[E] net income from business activities unrelated to the organization's exempt purposes; and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function.

13. If an ***educational institutional:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul. 75-231, 1975-1 C.B. 158, and as implemented in Rev. Proc. 75-50, 1975-2 C.B. 587?

  Yes ________ No ________

- Is the primary function of the organization the presentation of formal instruction?

  Yes ________ No ________

- Does it normally maintain a faculty and curriculum?

  Yes ________ No__________

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ________ No ________

14. If a ***hospital***:

- Is the principal function of the organization the provision of hospital or medical care?

Yes ________ No ________

15. If a ***church*** or ***church-related organization:***

- Does the organization conduct religious worship?

  Yes ________ No ✓ n/a

- To what extent is the organization connected with or controlled by a church?

____

____

____

Fiscal year of organization ends: Dec. 31
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: August 10/09

The Walter and Duncan Gordon Foundation

By: James Stauch

Title: Acting CEO

(Seal)

Attest: Kalson Abdi.

Walter & Duncan Gordon Foundation
2009 Budget Proposed for Approval

	2008 Budget	2009 Proposed Budget	Comments and Assumptions
Grants, Agency Agreements, and Program Expenses			
Canadian North Programme	1,130,000	**1,155,000**	Includes $600K in previous grant commitments (including grants in Dec 08 consent agenda) and $200K in new grants and agency agreements Programme budget for IVA Toolkit and for Fellowship programme (assuming fellows approved Dec 09) Total budget is net of anticipated funding from Kaplan Foundation
Fresh Water Protection Programme	1,723,500	**1,703,500**	Includes $1 4M in previous grant commitments plus 125K in new grants Direct expenses include Fellowship programme
Global Citizenship Programme	957,000	**1,038,500**	Includes $450K for grants. Global Fellowship Programme budgeted for 10 fellows, and assumes Board approves continuation of fellowship programme in Dec 08 Budget includes $75,000 to allow for a policy training development workshop
Art Programme	100,000	**100,000**	Assumes no significant change from prior year.
Philanthropic Leadership	23,000	**20,000**	Includes memberships and grants promoting leadership in the philanthropic sector (COF, PFC, etc)
Trustee Directed and Other Grants	165,000	**165,000**	Trustee directed grants (9 trustees *15,000 + chair * 30,000)
Charitable Portion of Operating Expenses	751,246	**788,834**	
Total Grants, Agency Agreements and Direct Program Expenses	**4,849,746**	**4,970,834**	
Operating Expenses			
Investment Expenses	435,000	**400,000**	Proposed budget allows for modest increase in market value after withdrawls.
Salaries and Benefits	675,911	**716,834**	2009 budget assumes same staff complement as 2008, plus an allowance for an additional part-time staff in North programme
Administration	266,914	**270,153**	
Operating Expenses Allocated as Charitable Expenses	(751,246)	**(788,834)**	
Total Non-Charitable Operating Expenses	**626,579**	**598,153**	
Non-Charitable Operating as % of Total Expenses	**11.4%**	**10.7%**	
Total Expenses	**5,476,325**	**5,568,987**	

Average Value of Assets for previous 8 quarters	73,754,000	66,254,000	2009 Budget estimated assuming Dec 2008 MV consistent with Oct 24, 2008
Charitable Disbursement as % of Market Value of Assets	6.58%	7.50%	Required CRA Disbursement Quota is 3 5%

Market Value of Assets October 24, 2008	50,944,322
Charitable Disbursement as a % of Oct 24, 2008 Market Value	9.76%

WALTER & DUNCAN GORDON FOUNDATION

2009 Budget Worksheet

Actual Results For the Period Ended September 30, 2008

	2008 Actual YTD	2008 Budget	2009 Budget
Canadian North Programme			
Grants	693,387.00	800,000 00	700,000 00
Agency Agreements	68,444.73	100,000 00	100,000 00
Revenue from Other Organizations			(100,000 00)
Direct Programme Expenses			
Advisors	32,128 21	50,000.00	50,000 00
Research and Programme Development	69,910 10	150,000.00	200,000.00
Fellowships			175,000.00
Travel and Meetings	31,162.49	30,000 00	30,000.00
	133,200.80	230,000.00	455,000.00
Total Grants and Direct Programme	$895,032.53	$1,130,000.00	$1,155,000 00
Indirect Programme Expenses			
Indirect Administration Allocation	43,925 61	61,010 40	61,465 80
Indirect Salary and Benefit Allocation	129,258.30	179,020 41	228,621.72
	$173,183 91	$240,030.81	290,087.52
	$1,068,216.44	$1,370,030.81	1,445,087.52
Fresh Water Protection Programme			
Grants	1,456,361.00	1,500,000.00	1,525,000.00
Direct Programme Expenses			
Advisors	4,748.80	8,500.00	8,500.00
Research and Programme Development	36,386.47	90,000.00	60,000 00
Fellowships	60,000.00	70,000.00	70,000 00
Travel and Meetings	20,822.80	55,000.00	40,000 00
	121,958 07	223,500.00	178,500.00
Total Grants and Direct Programme	$1,578,319 07	$1,723,500.00	$1,703,500 00
Indirect Programme Expenses			
Indirect Administration Allocation	43,925 61	61,010 40	61,465.80
Indirect Salary and Benefit Allocation	128,400.05	179,020.41	166,813 86
	$172,325.66	$240,030.81	228,279.66
	$1,750,644.73	$1,963,530.81	1,931,779.66
Global Citizenship Programme			
Grants			
Global Citizenship Grants	179,393 00	400,000.00	450,000.00
Fellowship Programme Grants	20,000.00	50,000.00	50,000.00
	$199,393 00	$450,000.00	500,000.00
Direct Programme Expenses			
Advisors	3,000.00	15,000.00	8,500.00
Research and Programme Development	25.39	45,000.00	100,000 00
Travel and Meetings	10,928.17	15,000.00	15,000.00
Fellowship Awards	200,000.00	200,000 00	200,000.00
Fellowship Follow-Up	1,188.14	20,000.00	20,000.00
Fellowship Honorariums	50,302.19	50,000.00	50,000.00
Fellowship Meetings	32,048.48	55,000.00	70,000 00
Fellowship Leadership	4,550 00	72,000.00	40,000.00
Fellowship Selection	12,388.48	20,000.00	20,000.00
Fellowship Promotion	1,099.32	15,000.00	15,000 00
	$315,530.17	$507,000.00	$538,500.00
Total Grants and Direct Programme	$514,923.17	$957,000.00	$1,038,500 00
Indirect Programme Expenses			
Indirect Administration Allocation	45,256.69	62,859.20	63,328.40
Indirect Salary and Benefit Allocation	136,040.45	200,797.13	199,368 58
	$181,297 14	$263,656.33	262,696 98
	$696,220.31	$1,220,656.33	1,301,196.98

WALTER & DUNCAN GORDON FOUNDATION

2009 Budget Worksheet

Actual Results For the Period Ended September 30, 2008

	2008 Actual YTD	2008 Budget	2009 Budget
Art Programme			
Grants	15,000.00	100,000 00	100,000 00
Direct Programme Expenses			
Total Grants and Direct Programme	$15,000.00	$100,000.00	$100,000.00
Indirect Programme Expenses			
Indirect Salary and Benefit Allocation	5,600 02	7,528.42	7,770.14
	$5,600.02	$7,528 42	7,770 14
	$20,600.02	$107,528.42	107,770.14
Philanthropic Leadership			
Grants	11,950.79	20,000.00	13,000 00
Direct Programme Expenses			
Memberships	7,223 78	3,000.00	7,000 00
Total Grants and Direct Programme	$19,174.57	$23,000.00	$20,000.00
Indirect Programme Expenses			
	$19,174.57	**$23,000.00**	**20,000.00**
Trustee Directed and Other			
Grants	105,500.00	165,000 00	165,000.00
Direct Programme Expenses			
Total Grants and Direct Programme	$105,500.00	$165,000.00	$165,000 00
Indirect Programme Expenses			
	$105,500.00	**$165,000.00**	**165,000.00**
Total Charitable Expenses	**$3,660,356.07**	**$4,849,746.37**	**4,970,834.30**
Operating Expenses			
Investment Expenses	186,931.47	435,000.00	400,000.00
Administration Expenses	197,908.19	266,914 00	270,153.00
Salaries and Benefits	485,677.66	675,911.00	716,834.28
	870,517.32	1,377,825 00	1,386,987.28
Less: Operating Allocated as Charitable			
Administration Allocated as Chantable	(133,107.91)	(184,880 00)	(186,260.00)
Salaries and Benefits Allocated as Charitable	(399,298.82)	(566,366 37)	(602,574.30)
Total Non-Charitable Operating Expenses	**$338,110.59**	**$626,578.63**	**598,152.98**
Total Expenses	$3,998,466.66	$5,476,325.00	5,568,987.28

WALTER & DUNCAN GORDON FOUNDATION
2009 Administration Budget Worksheet
Actual Results For the Period Ended September 30, 2008

		2008 Actual YTD	2008 Budget	2009 Budget
Accounting and Auditing		2,697.75	5,000 00	7,500 00
Annual Report	*	4,652.94	5,000.00	5,000 00
Consulting Fees	*	4,400.00	8,000.00	8,000.00
Legal Fees		1,027.05	1,000.00	1,500.00
Bank Service Charges		0.00	500 00	500 00
Memberships and Subscriptions	*	4,197.40	4,000.00	4,000.00
Board Travel and Meetings	*	50,554 99	60,000.00	60,000.00
Meetings and Hospitality	*	10,470.12	2,000.00	2,000.00
Professional Development	*	4,689.29	10,000 00	10,000.00
President's Travel		4,844.08	12,000 00	12,000.00
Office Expenses	*	16,985.02	24,000.00	24,000.00
Furniture		0 00	1,000.00	1,000.00
Amortization of Furniture		2,485.14	3,314.00	1,828.00
Computers	*	4,444.56	20,000.00	15,000.00
Grants Database	*	3,644.37	3,600.00	3,600 00
Building Occupancy	*	57,745.39	73,500 00	82,225 00
Insurance		10,431.70	13,000.00	13,000.00
Telephone Fax and Internet	*	14,732 60	19,000.00	19,000.00
Amortization of Leaseholds	*	5 79	2,000 00	0.00
Miscellaneous	*	(100.00)	0.00	0.00
Total Administration Expenses		197,908.19	266,914.00	270,153.00

* Allocation of Administration Expenses as Charitable

Walter & Duncan
GORDON FOUNDATION

MEMORANDUM

DATE: June 8, 2009
TO: Conn Nugent, Angela Carabine
FROM: James Stauch
RE: Northern Fellowship – Feasibility and Development Phase

Conn and Angela:

My heartfelt thanks to you and the board of the J.M. Kaplan Fund for jointly venturing with the Gordon Foundation on this bold initiative to recognize and support young northerners as they grow into positions of leadership and influence. Herewith is a brief summary of the development phase of the Northern Fellowship program.

In October of last year, Trustees of the J.M. Kaplan Fund approved a grant of $25,000 to the Gordon Foundation to conduct a feasibility study of, and recommend specific next steps for, a leadership development fellows program designed for residents of the Canadian North. The trustees further indicated an interest in reviewing the possibility of additional support for a fleshed-out proposal at a future meeting (which has happily come to fruition as of June, 2009). The Gordon Foundation Board also approved a matching budget of $25,000 for this feasibility and development phase (and also pledged the resources for the 2-year pilot phase as of June, 2009).[1] Of this $50,000 initial envelop, just under $30,000 was actually expended on the development phase, not including in-house costs. Further details are provided below and in the accompanying financial summary.

<u>Engaging a Consultant</u>
As the primary criterion for a consultant to lead the program feasibility and development phase, we wanted to engage someone northern, Indigenous and who could relate strongly to (and empathize with) the needs, aspirations and context of northerners in the early stages of their career. Ms. Jackie Price, already an Advisor to the Gordon Foundation, fit this bill perfectly and was our first choice at the outset. Jackie is an Inuk in her early thirties researching circumpolar governance at the University of Cambridge Scott Polar Institute. She has Territorial Government experience, as well as experience teaching youth via the Nunavut Sivuniksavut post-secondary program in Ottawa. She was particularly brilliant in facilitating the Ottawa workshop described later in this report, and it is evident she commands the respect and admiration of her youthful peers throughout the north. Interviewees were far more frank, open and sharing of their time than they would be with a 'garden variety' southern consultant, even one steeped in the leadership-development oeuvre.

Jackie undertook a series of interviews, mainly involving people who would fit within the target cohort, to test the feasibility of the fellowship and explore a variety of potential permutations. She also looked at a number of comparable awards programs in the northern and/or Aboriginal milieus, most of which are only vaguely comparable, but contain interesting lessons and cautions. She also organized and facilitated one 'mini-workshop' in Ottawa (essentially an extended focus group) of northerners in the cohort target (plus an Elder guide) to further test a number of the concepts developed in the report. Both

[1] Because of the exchange rate, the Kaplan contribution, granted in US funds, was in fact just in excess of $30,000 Canadian.

I and Natash[redacted]wh, the Manager of the Foundation's Gordon Global Fell[redacted]nitiative, attended this event.

Presentation and Revision

Jackie produced a final report on the feasibility of the fellowship, along with specific recommendations for its design and roll-out, for consideration by both the Kaplan and Gordon Boards in mid-March, 2009. An earlier draft of this report was shared with the Advisory Circle, and we convened a conference call on March 4 for Advisors to provide feedback and questions for follow-up to Jackie. She then presented to the Gordon Foundation Board of Trustees, with Conn Nugent and Betsy Davidson also in attendance, on March 29th. It must be noted that her relative lack of experience and savvy in formally communicating (esp to a non-academic audience) through both the written and oral mediums were in evidence for this in both the final consultants' report and in her final presentation to Gordon Foundation trustees. Also in evidence was her bias toward the Inuit/Eastern Arctic (at the expense of a large sampling of Western Arctic/First Nations perspectives). Reflecting on her presentation, the Board agreed that Jackie's work provided a strong conceptual basis, which affirmed that there is indeed considerable need, demand and a variety of possible manifestations for such an initiative. However, the Board declined to provide full final approval until additional details could be provided, particularly with respect to activities, timelines and deliverables. They directed me to further refine the details of the proposed Fellowship Program accordingly. In particular, they asked that the following points be given due consideration in the revised programme proposal:

- Be clearer on the specific objective and definition of achievement.
- Reconsider the focus on setting an a priori 'theme' for each cohort.
- Consider whether we could invest in a larger cohort of fellows and for a longer period of time.
- Look into the "Next Up" leadership program, approved under the Global Citizenship Programme in the March consent agenda.
- Provide some details on a mentorship component.

Please refer to the Appendix of this MEMO for a re-stating of the program as approved by the Board of Trustees, and as previously shared with J.M. Kaplan Fund.

Subsequent Activities Following Approval of 2-year Pilot Phase

The job advertisement for the Fellowship Coordinator was posted August 13, with a closing date of Friday, Sept. 18. The ad is posted on our website and circulated to all of our northern contacts, as well as through such vehicles as the Association of Canadian Universities for Northern Studies, *Ookpik.org,* Students on Ice blog, Taking IT Global, POLCAN Listserv and University of the Arctic's *Shared Voices* newsletter. A shorter version job ad was placed in the *Nunatsiaq News*, *News North*, the *Labradorian*, *Yukon News* and *Inuvik Drum*. Happily, interest in the Coordinator position is strong, with an average of 4 CVs per day arriving to date, most from the north, and including many from Indigenous applicants.

Kalson Abdi, the Foundation's Grants and Information Manager, and I have met with Diana Crosbie (Crosbie Communications) regarding a national, high-profile launch of the Fellowship program, as well as branding of the program. We have also discussed northern launch ideas with Kirt Egesiak, using his firm Uqsiq Communications. Further follow-up on these fronts will happen once the Coordinator is in place. I have also contacted Paul Watson, the Pulitzer Prize-winning print journalist who has recently taken the post of Arctic/Aboriginal correspondent for the Toronto Star.

Financial Report

Please see the accompanying spreadsheet, which serves as a financial summary of the development phase of the project. Although costs have been incurred more recently, principally on the Coordinator posting, these have not been included in the summary as they are not development phase costs, strictly speaking. Because the development phase was 50/50 cost shared between the Gordon and Kaplan Foundations, the financial report accordingly splits all specific development phase costs 50/50. Note also that this summary does not include staffing or admin costs for either foundation. In total, we spent significantly less on the development phase than anticipated: $29,254 rather than the $50,000 budgeted. **As such, I ask for your forbearance to utilize the remaining Kaplan Phase I funds ($15,543) to apply to the implementation phase**, including promotion of the program, hiring costs for the Fellowship coordinator, and so on.

I look forward to a response on the aforementioned query, and to a fruitful and enduring partnership. This is a remarkable and rather unique story of a cross-border partnership of foundations. There will be much interest and excitement generated in the north and among our colleagues in the world of philanthropy. It promises to be a fun ride!

James

APPENDIX: Approved Program Plan for Northern Fellowship

TITLE OF PROGRAM: Gordon-Kaplan Northern Fellowship[2]

OBJECTIVE: ***To recognize emerging policy leadership among a diverse range of talented, dedicated and motivated Canadians from across the far north, particularly Indigenous northerners, in the early stages of their career, and to build on this through a 2-year program of both self-directed and collective building and sharing of knowledge and skills. The program will enable Fellows to better voice, articulate and share their research and ideas publicly, as well as create dialogue, to bring about a more healthy, self-reliant and sustainable north.***

RATIONALE: Though Jackie described in depth the rationale for this Fellowship, it is worth briefly summarizing here:

- Indigenous northerners in particular need recognition and encouragement, and a Fellowship can provide significant career-building caché, build new networks and open new doors.
- The north has a very small population, yet it is a globally critical geography with a constellation of rich, detailed ways of knowing and relating to the world (the land, sea, animals and each other). Northerners must thus 'punch above their weight', including in international fora, not only to advocate their own interests, but because the world needs such knowledge to survive and live in balance.
- As Thomas Berger's Conciliator's Report noted, and referred to in Jackie's paper, there is no "demand side" problem regarding Indigenous people working in public institutions: There are many, many openings at all levels, and – once employed - rapid acceleration to increasingly advanced roles and responsibilities. But despite Canada's youngest population, there is a major capacity gap, particularly with regard to executive, management and professional categories. There is also a mentorship gap, as pointed out in the Ottawa workshop, facilitated by Jackie.
- Northerners in the early stages of their career, particularly those working within government or quasi-government bodies, require access to skills-building and knowledge-building opportunities related to policy and governance which are not generally available in the north. This includes policy research, policy writing, group and community process and understanding how the broader Canadian federal system operates. In interview after interview, Jackie's conversations revealed a lack understanding of the concept of "policy", even among those working at senior levels within governing institutions.
- As Jackie's research strongly (and somewhat surprisingly) revealed, there is a strong desire for <u>pan-northern</u> learning and sharing. Despite distinct cultural, political and economic contexts, there remain substantial, important similarities that are under-explored and not well understood.
- Frances Abele's report for the Foundation on *Policy Research in the North* emphasized the severe lack of northern-driven policy research and dialogue.
- Better connections are required between land and culture on the one hand, and policy and governance on the other hand. As we have seen, northern governance is at risk of simply replicating colonial norms and models, whereas culturally resonant and stronger land-based values and systems remain at risk of disappearing with the passage of time, despite land claims, self-government and devolution.

KEY DELIVERABLES: The program will ask participants to undertake the following:

1. Completion of a policy-focused applied research paper (or equivalent, to be negotiated) investigating a northern or Arctic issue subject of the applicant's choosing, and consistent with their initial application. This paper would be made publicly available as a compendium and potentially published through other relevant outlets. In lieu, and with the prior approval of the foundation, Fellows may elect to produce a film or equivalent alternative project.

[2] The title of the program is very likely to be re-branded based on advice from the to-be-hired Fellowship Coordinator, as well as based on advice from communications specialists, northern and southern. Note that for reasons covered well Jackie's report we have eschewed either of the terms "leadership", "policy" in the title and even, on further reflection, "governance".

2. Comp[illegible]n of a major joint initiative, on the scale of a policy forum, or eq[illegible]ent, to be undertaken by all of the fellows as a group (or alternatively in two groups) (TBD).
3. Attending four in-person gatherings:
   a. Initial gathering/orientation/sharing (in a northern community; including an on-the-land component)
   b. Southern skills/capacity building workshop (likely Ottawa-based)
   c. Presentation of individual papers/projects and planning meeting for major 2nd year project (location TBD)
   d. Execution of major collective project (policy forum or parallel initiative; in a northern community, though in a different region than the initial gathering)

AWARD VALUE AND DISBURSEMENT: Jackie recommended that participants be remunerated based on their participation, rather than be given a lump sum award. We are suggesting a hybrid of these two approaches: The total award will be up to $25,000 per fellow. For every deliverable completed (outlined above, counting each of the 4 meetings as a separate deliverable), the Fellow receives 14 of the total amount ($5,000). The remaining $5,000 is a fund to enable each Fellow to cover travel and other costs (e.g. Elders' honoraria, facility rentals, video post-production, etc.) used in the course of their research.[3] The Fellowship award is not intended to be an income replacement. As such, Fellows currently working or studying full time would be expected to remain doing so. However, affected employers and post-secondary institutions would be expected to be flexible and supportive to enable the requisite travel. If the Fellow works in the context of a non-profit organization, First Nation Government, local or regional Inuit authority, or local stewardship/management body (e.g. a Renewable Resources Council), the organization will receive a $5,000 grant to help compensate for the time sacrificed. Private sector or public government employers would not receive such compensation.

COHORT SIZE AND PROGRAM DURATION: Jackie recommended 6 fellows for a 1 year period, which is similar to what we initially had in mind in framing the original Terms of Reference for her report. The pan-northern geographic mix/diversity recommended by Jackie should remain in place. However, on reflection, selecting <u>double the number of fellows for twice the amount of time</u> (12 for a 2 year program) has the following advantages, while having minimal overall effect on budget:

- Two years allows for richer relationship-building and builds a sufficient mutual comfort and skills base among participants to focus their 2nd year energies on organizing a policy forum or similar initiative.
- Participants would feel less pressure to 'represent' their region if they are not the sole person from that region.
- If one or two participants drop out of the program, the effect would be less profound.
- Ensures greater commitment to participating and learning (i.e. more than just a one-off award), as well as building a more enduring network.
- Rather than coming together 3 times in one year, we are suggesting they come together 4 times over 2 years.

THEME?: Jackie recommended establishing a particular theme upfront for each year/cohort, then including interest in or connection with the theme as a feature of eligibility. While we are attracted to the idea of a theme, we want to ensure that we do not screen out interesting and otherwise eligible applicants by virtue of their lack of fit with a given theme. The pool of eligible applicants is small as it is, relative to the Gordon Global Fellows, for example, and we need to meet Fellows where *their* interests lie. Also, potential participants could self-select themselves out of contention because they do not recognize their interests and passions in the chosen theme. As well, our experience in the Gordon Global Fellows program has taught us that the diverse *mix* of participants and interests has served as a source of rich mutual learning.

The general idea of a theme retains merit, however. But we feel that it will be more productive and fascinating to challenge participants to identify their own shared theme, from which a major joint project will flow.

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[3] Travel to and from the 4 required gatherings with other Fellows is to be covered separately by the Foundation

ELIGIBILITY CRITERIA: In order to qualify for receipt of the Fellowship, applicants must meet the following criteria:

- Be between 25 and 35 years of age as of the deadline for application.[4]
- Be either presently or previously resident in the far north (defined for the purposes of this program as the Yukon, NWT, Nunavut, Nunavik or Nunatsiavut). All else being equal, preference will be given to those with a longer period of time spent living in the north.
- Very strong preference will be given to Indigenous applicants (Inuit, First Nations or Metis), and a majority of Fellowships in each cohort will be granted to those identifying as Indigenous.[5]
- Have a proven commitment to improving the health, well-being and sustainability of their communities and to improving the quality of public policy and/or governance of their region: whether community, regional, territorial, trans-northern or circumpolar.
- Display the qualities needed for effective group engagement in a cross-cultural, pan-northern context – i.e. open-mindedness, curiosity, global awareness, etc.
- Be able to describe a vision for their community, the north in general, and/or objectives for their own career and overall learning.
- Have a high school diploma, with strong preference for additional post-secondary training.
- A university degree will not be required. We will strive for a mix of participants, some with strong academic bona fides, others with more applied backgrounds.
- Demonstrate passion and potential.

SELECTION PROCESS: Building on the experience of the Gordon Global Fellows, applicants will be required to submit a written form-application. The core of this will be a short essay asking to describe the policy issue they are interested in pursuing, as well as identifying potential mentors. David Serkoak, the Elder who joined us for the Ottawa workshop, noted that strong emphasis needs to be placed on the story applicants tell. Inuit, he cautioned - and this would apply to other Indigenous northerners - are reluctant to self-promote, and will not readily self-identify as leaders. It is through their story, more than their qualifications, that we will get an inkling of their leadership potential. Applications should also include an overview of their work history, community and family involvement, schooling levels, and communities lived in and/or visited. In lieu of the mini-essay, applicants will have the option of submitting their idea via a video-based medium (MPEG file, YouTube/Isuma.TV clip, etc.)[6] Staff will do an initial triage on applications and a selection committee of 4-5 people will review the top rated 30 applications, narrowing to a top 20, who will be brought to Toronto or Ottawa for an interview with staff and selection committee members.

We propose that the selection committee be unique to each cohort selection (i.e. a one-time rather than an ongoing committee), and composed of a Kaplan appointee (staff, board member or other), 1 Gordon Foundation Northern Advisory Circle member, 1 Gordon Foundation staff and 1-2 others identified as skilled in leadership development in the north. Starting with the second cohort, one committee member would be an alumni from the previous cohort. From the interview process, the committee will recommend a top 12.

In selecting the cohort of Fellows, in addition to the aforementioned regional diversity, we would strive for a mix of students and full-time employed Fellows, a mix of ages, and a blend of institutional contexts (i.e. not all Fellows will be working in – nor striving to work in - government). Also, though significantly less important in this context, gender diversity will be considered (we can expect female applicants to greatly outnumber males).

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[4] NOTE: While Trustees have asked whether the cohort age range could be extended (or even be limitless), we feel that older individuals are best engaged as mentors

[5] Jackie strongly recommended that ALL eligible participants be Indigenous For complex reasons that we can delve into if asked by the Board, we are recommending that, while a strong majority of participants should be Indigenous, that we not close the program to non-Indigenous northerners displaying the requisite leadership qualities, including demonstrated passion and commitment to a healthy, self-reliant and sustainable north.

[6] The video-submission option was recommended by members of our Northern Advisory Circle, in recognition of the importance of video-based communication and learning in the north, in part because of the oral cultural tradition, but also because of the growing importance of video-based and on-line tools as a learning/teaching medium.

MENTORSHIP: Fellows will be required to identify one or more self-identified community-based mentors based in their 'home' community (an Elder, local leader, extended family member, etc.), as well as a professional mentor for the duration of the program. The role of the community-based mentor will be to serve as a sounding board and maintain local relevance and cultural connection/continuity of the research. The role of the professional mentor will be to point to knowledge sources, areas of required skills-building, and network the Fellow broader regional, national and international connections. They will be asked to identify potential mentors in the application phase. However, the Foundation will assist them where possible in suggesting and matching professional mentors.

All mentors will be asked to attend a minimum of one of the four gatherings, their travel costs and a small stipend being covered by the Foundation. The specifics of how mentors will be engaged will be determined in the first stages of program roll-out once a Coordinator of the program is hired.

STAFFING IMPLICATIONS: The program will require full-time equivalent staff support. It will require aggressive advertising/recruitment and very 'high-touch' ongoing support to Fellows. Some support will be given by the existing Senior Programme Manager and President & CEO, but a <u>minimum</u> ½ time FTE new position will be needed. Jackie recommended a full time equivalent hire, which does indeed make the most sense for a variety of reasons, but may not be possible in the short term given the Foundation's financial health. Pending the outcome of the Board's June retreat, the position would be hired early Fall/09. The eligible applicant will possess the following qualities:

- Be either currently or previously resident in the north (Yukon, NWT, Nunavut, Nunatsiavut, or Nunavik).
- Have strong familiarity with policy issues and the public policy framework/process, particularly with regard to one or more northern jurisdictions.
- Experience and proven ability working in a guiding capacity with an early career or adult student population. This may include stewarding adult education programs, post-secondary teaching, scholarships/fellowships or related work.
- Experience working in a cross-cultural setting.
- Experience with culturally-based and/or land-based learning.
- Rudimentary knowledge of human resources and project management, including financial management.
- Post-secondary degree in a relevant field, with ability to work in inter-disciplinary setting.
- Self-motivated and able to work largely independently.
- Experience working with mentorship programs a definite asset.
- Willingness to serve (informally) as a mentor, motivator and support person for individual Fellows.
- Willingness to travel.
- Strong preference will be given to applicants identifying as Indigenous (Inuit, First Nation or Metis).

Note that we would not require that the chosen applicant be based out of Toronto. It is most likely that they would be based out of Ottawa (both ITK and Northern Youth Abroad have office space they are eager and willing to share with us for this purpose), but we are open to a range of possibilities in this regard.

LEARNING MODULES: This is an initial outline of some of the key skills and competencies that we want to explore with Fellows. In general, the first gathering is intended to develop a conceptual base for their further research, with emphasis on group and community process as well as culture, spirit and land. To the extent possible, Fellows will be encouraged and in some instances required to serve as "teachers", for example presenting the history, culture and governance framework of their respective regions. The second gathering is – in essence – a "public policy 101" intensive. Individual Gordon Foundation Advisors, or former Advisors, are potential partners in both phases.

<u>Initial gathering/orientation</u> (Spring, 2010; 4-5 days; see following section for timeline)

- Land and culture skills
- Group building and sharing our experiences and learning about each others' regions
- Introduction to "public policy"
- Facilitation and group process
- Community consultation, engagement and organizing – ladders, layers and levers
- Political history and overview of governance in the Canadian North (land claims, IPGs, devolution, etc.) – emphasis on comparing/contrasting the different jurisdictions
- Political history and overview of governance the Circumpolar North (Arctic Council, UNCLOS, current reform efforts, etc.)
- Other learnings, to be determined (e.g. time management, interview skills, proposal-writing, etc.)

POTENTIAL PARTNERS: The host community, including relevant authority (e.g. First Nation Government), the local Elders' group and local guides. Other local or regional entities, such as drummers or other cultural clubs, the Hunters and Trappers Organization, Land Corporation, Renewable Resources Council, Inuit Association, etc. Nascent or existing land-based post-secondary programs could also be potential partners (e.g. Dechinta at Blachford Lake, Pangnirtung Field School). Organizations such as Yukon College or Nunavut Sivuniksavut, who offer introductory modules in northern and circumpolar policy, might also be partners.

<u>**Southern skills/capacity building workshop**</u> (Fall 2010 or Winter 2011, possibly partly in conjunction with Gordon Global Fellows Ottawa meeting or alternatively with all three programmes in conjunction with a broader "policy bootcamp"; 3-4 days; details TBD)

- 'Sneak peak' sharing of individual fellows' topics
- How Ottawa works
- Policy research skills
- Writing and communicating public policy
- Media and message framing
- International indigenous law and policy
- Aspects of Federal northern policy
- Emphasis on case studies: e.g. Arctic National Wildlife Refuge/Gwich'in campaign; creation of Arctic Council; negotiation of Voisey's Bay Nickel Mine with Inuit and Innu of Labrador; negotiation/creation of Nunavut; Mackenzie Valley Pipeline Inquiry, etc.
- Initial 'brainstorm' of shared project topic and platform
- NOTE: A portion of the learnings identified in this phase will be based on participants' self-identified needs and curiosities

POTENTIAL PARTNERS: Northern MPs and Senators, Federal officials in various departments, ITK, AFN, NTI, Territorial Government offices in Ottawa (e.g. Melody Morrison), Indigenous law experts (e.g. John Borrows), other academics specializing in northern policy (e.g. Frances Abele, Graham White), retired or semi-retired officials/luminaries (e.g. Tom Berger, Fred Roots), semi-retired Aboriginal activist-leader luminaries (e.g. Francois Paulette, John Amagoalik), Government relations firms interested in community work (e.g. Gowlings), Canada School of Public Service, Institute on Governance, IRPP and/or other policy research bodies, other NGOs (TBD).

<u>**Planning meeting and Final gathering**</u> (2011)
Partners, theme, learning topics and specific approach at the 3rd and final gatherings are to be determined and identified by participants, in collaboration with staff. Additional thinking is required to give form to the final collective project, as well as to the specific role, responsibilities and time demands of Fellows in that process.

IN-BETWEEN MEETINGS: Participants will be required to complete work in between the 4 gatherings. They will be required to communicate/engage with both their community-based and professional mentors, and to apply their learning in sync with the following sequence:

- PRIOR to initial gathering/orientation: Required reading (TBD)

- POST initial gathering/orientation: Identification of individual project topics and required readings, interviews, community processes and other resources; preparation of initial 'sneak-peak' presentation to peers on topic; blogging/online engagement with other Fellows
- POST skills/capacity building workshop: Completion of individual papers (or projects in lieu, such as film projects); continued blogging/online engagement with other Fellows
- POST planning meeting: Work with Fellows on organizing final project/event
- POST final event: De-brief and continued (optional) engagement as alumni network

In addition, as Jackie noted in her report, this work may be supplemented through the publishing of articles or op-eds in appropriate regional, national or circumpolar outlets.

ONLINE SUPPORT: Particularly given the distance between participants, a web-based medium will be utilized to keep discussion flowing. Participants will be encouraged to blog and exchange thoughts and experiences in between meetings. Also, articles, videos and other resources will be posted in advance of the first gathering and throughout by staff, mentors and by Fellows themselves. Conference calls/Skype will be utilized as needed in between meetings.

Online tools will also be vital to maintain the ongoing networking and engagement of alumni. Other ways and means of keeping alumni engaged with need to be envisaged, naturally with their input.

ACTIVITIES & TIMELINE: Fellows will engage in the following activities through the course of the Fellowship program. This table provides an overview for the first cohort, beginning early in 2010. Note that it also includes the first stages of the second cohort, which is meant to overlap with the first. Naturally, it is subject to some revision as planning unfolds:

PERIOD	ACTIVITY	LOCATION
Fall, 2009	Hiring of Coordinator; If required, set-up of remote office; Promotion, advertising and Coordinator travel to north; Draft application materials and finesse program design; Strike selection committee	Toronto and possibly elsewhere
Winter, 2010	Selection of Fellows; Identification of mentors; Planning Spring gathering	Toronto or Ottawa
Spring, 2010	Announcement of Fellows	Virtual
May/June, 2010	Initial gathering of Fellows	Northern community (TBD)
Summer/Fall, 2010	Fellows undertake research, community-based work on individual projects	Home communities/other northern communities
Winter, 2011	Skills/capacity building workshop;	Ottawa
Spring/Summer, 2011	Completion of individual papers (or projects in lieu, such as film projects); continued blogging/online engagement with other Fellows	Home communities/other northern communities
Fall, 2011	Presentation of individual papers/projects and planning meeting for major project; Decision to extend program to a second cohort (and requisite announcement/promotion)	Location TBD
Winter/Spring, 2011	Ongoing planning for major project/final event; Selection of	Mainly via phone and online

	second cohort	
May/June 2012	Final event (policy forum, etc.) – culmination of group project of first cohort; Initial gathering of second cohort	Northern community (TBD)

BUDGET:

<u>Annual costs</u>

1/2 FTE staff (salary, benefits):	$45,000
Office rent/admin (assumes separate location)	$15,000
Fellowship honoraria (fellowsx$12,500/year)	$150,000
Travel (interviews, 2 face-to-face events):	$150,000
Community feast/gift	$5,000
Promotion:	$15,000
Grants to eligible organizations (5K eachx6):	$30,000
Honoraria (reviewers, mentors):	$20,000
Evaluation	$5,000
Subtotal:	*$385,000*

NOTE: For Year 1, up to $20,000 in additional outreach and promotions (mostly travel) will need to be budgeted in addition to this.

Total for year one: ***$455,000***
Total for 2 years: ***$890,000***
(this includes development costs already contributed/expended)

Total contribution from Gordon Foundation over 2 years: $665,000
Total proposed contribution from Kaplan Fund over 2 years: $225,000

SCALED-BACK VERSION: Though not optimal, the Fellowship program could still operate under a slightly more austere budget envelope. We would suggest first cutting back on the number of Fellows, to a minimum of 8, and then eliminating one of the four gatherings (likely the 3rd). This could realize a cost savings of up to $150,000 per year.

Walter & Duncan Gordon Foundation
Northern Fellowship Programme Financial Report
January 1 - June 30 2009

	Kaplan Foundation	Gordon Foundation (*)	Total
Deferred contribution from Kaplan received in 2008	30,170	0	30,170
Funds Received from Kaplan Foundation	0		0
Expenses funded by Gordon Foundation		14,627 (*)	14,627
	30,170	**14,627**	**44,797**
Fellowship Programme Expenses			
Consulting Fees			
Jackie Price	5,850	5,850	11,700
Jackie Price	101	101	202
Jackie Price	3,900	3,900	7,800
Jackie Price	573	573	1,147
	10,425	10,425	20,849
Ottawa Workshop			
Arc the Hotel	926	926	1,852
Arc the Hotel	71	71	142
Arc the Hotel	56	56	111
Taxi Fees	34	34	69
Via Rail ticket	153	153	305
Festival Restaurant	61	61	122
Sweetgrass Restaurant	321	321	641
Carolee Buckler Delo Campo	178	178	355
David Serkoak	125	125	250
Goligers Travel Plus	479	479	958
Janice Grey-Scott	50	50	100
Janine Andersen	250	250	500
Janine Andersen	45	45	90
Linda Wright	250	250	500
	2,998	2,998	5,996
Toronto Presentation (March 2009)			
COSMOPOLITAN TORONTO	1,204	1,204	2,409
	1,204	1,204	2,409
Total Fellowship Programme Expenses	**14,627**	**14,627**	**29,254**
Kaplan contribution recognized as income in Fiscal 2009	**14,627**		
Deferred contribution at June 30, 2009	**15,543**		
Accumulated Contribution (see * below)	**30,170**	**14,627**	**44,797**
Cummulative Expenses (see * below)	**14,627**	**14,627**	**29,254**
Remaining Deferred contribution as of June 30, 2009	**15,543**		

* **Note that Programme expenses and Walter and Duncan Gordon Foundation contribution exclude staff time and administration related to the Fellowship Programme.**

Walter & Duncan
GORDON FOUNDATION

MEMORANDUM

DATE: June 8, 2009
TO: Board of Directors
FROM: James Stauch
RE: Northern Fellowship

This memo is a follow-up to the report produced for consideration of the Board of Directors of both the Gordon Foundation and J.M. Kaplan Fund by Ms. Jackie Price, along with her presentation of March 29th. The Board agreed that Jackie's work provided a strong conceptual basis, which affirmed that there is indeed considerable need, demand and a variety of possible manifestations for such an initiative. However, the Board declined to provide full final approval until additional details could be provided, particularly with respect to activities, timelines and deliverables. They directed me to further refine the details of the proposed Fellowship Program accordingly.

The Board also asked that the following points be given due consideration in the revised programme proposal:

- Be clearer on the specific objective and definition of achievement.
- Reconsider the focus on setting an a priori 'theme' for each cohort.
- Consider whether we could invest in a larger cohort of fellows and for a longer period of time.
- Look into the "Next Up" leadership program, approved under the Global Citizenship Programme in the March consent agenda.
- Provide some details on a mentorship component.

TITLE OF PROGRAM: Gordon-Kaplan Northern Fellowship[1]

OBJECTIVE: ***To recognize emerging policy leadership among a diverse range of talented, dedicated and motivated Canadians from across the far north, particularly Indigenous northerners, in the early stages of their career, and to build on this through a 2-year program of both self-directed and collective building and sharing of knowledge and skills. The program will enable Fellows to better voice, articulate and share their research and ideas publicly, as well as create dialogue, to bring about a more healthy, self-reliant and sustainable north.***

[1] Note that for reasons covered well Jackie's report we have eschewed either of the terms "leadership", "policy" in the title and even, on further reflection, "governance"

RATIONALE: Though Jackie described in depth the rationale for this Fellowship, it is worth briefly summarizing here:

- Indigenous northerners in particular need recognition and encouragement, and a Fellowship can provide significant career-building caché, networks and open new doors.
- The north has a very small population, yet it is a globally critical geography with a constellation of rich, detailed ways of knowing and relating to the world (the land, sea, animals and each other). Northerners must thus 'punch above their weight', including in international fora, not only to advocate their own interests, but because the world needs such knowledge to survive and live in balance.
- As Thomas Berger's Conciliator's Report noted, and referred to in Jackie's paper, there is no "demand side" problem regarding Indigenous people working in public institutions: There are many, many openings at all levels, and – once employed - rapid acceleration to increasingly advanced roles and responsibilities. But despite Canada's youngest population, there is a major capacity gap, particularly with regard to executive, management and professional categories. There is also a mentorship gap, as pointed out in the Ottawa workshop, facilitated by Jackie.
- Northerners in the early stages of their career, particularly those working within government or quasi-government bodies, require access to skills-building and knowledge-building opportunities related to policy and governance which are not generally available in the north. This includes policy research, policy writing, group and community process and understanding how the broader Canadian federal system operates. In interview after interview, Jackie's conversations revealed a lack understanding of the concept of "policy", even among those working at senior levels within governing institutions.
- As Jackie's research strongly (and somewhat surprisingly) revealed, there is a strong desire for pan-northern learning and sharing. Despite distinct cultural, political and economic contexts, there remain substantial, important similarities that are under-explored and not well understood.
- Frances Abele's report for the Foundation on *Policy Research in the North* emphasized the severe lack of northern-driven policy research and dialogue.
- Better connections are required between land and culture on the one hand, and policy and governance on the other hand. As we have seen, northern governance is at risk of simply replicating colonial norms and models, whereas culturally resonant and stronger land-based values and systems remain at risk of disappearing with the passage of time, despite land claims, self-government and devolution.

KEY DELIVERABLES: The program will ask participants to undertake the following:

1. Completion of a policy-focused applied research paper (or equivalent, to be negotiated – e.g. a film project) investigating a subject of the applicant's choosing, and consistent with their initial application. This paper would be made publicly available as a compendium and potentially published through other relevant outlets. In lieu, and with the prior approval of the foundation, Fellows may elect to produce a film or equivalent alternative project.
2. Completion of a major joint initiative, on the scale of a policy forum, or equivalent, to be undertaken by all of the fellows as a group (or alternatively in two groups) (TBD).
3. Attending four in-person gatherings:
    a. Initial gathering/orientation/sharing (in a northern community; including an on-the-land component)
    b. Southern skills/capacity building workshop (likely Ottawa-based)
    c. Presentation of individual papers/projects and planning meeting for major 2nd year project (location TBD)
    d. Execution of major collective project (policy forum or parallel initiative; in a northern community, though in a different region than the initial gathering)

AWARD VALUE AND DISBURSEMENT: Jackie recommended that participants be remunerated based on their participation, rather than be given a lump sum award. We are suggesting a hybrid of these two approaches: The total award will be up to $25,000 per fellow. For every deliverable completed (outlined above, counting each of the 4 meetings as a separate deliverable), the Fellow receives 14 of the total amount ($5,000). The remaining $5,000 is a fund to enable each Fellow to cover travel and other costs (e.g. Elders' honoraria, facility rentals, video post-production, etc.) used in the course of their research.[2] The Fellowship award is not intended to be an income replacement. As such, Fellows currently working or studying full time would be expected to remain doing so. However, affected employers and post-secondary institutions would be expected to be flexible and supportive to enable the requisite travel. If the Fellow works in the context of a non-profit organization, First Nation Government, local or regional Inuit authority, or local stewardship/management body (e.g. a Renewable Resources Council), the organization will receive a $5,000 grant to help compensate for the time sacrificed. Private sector or public government employers would not receive such compensation.

COHORT SIZE AND PROGRAM DURATION: Jackie recommended 6 fellows for a 1 year period, which is similar to what we initially had in mind in framing the original Terms of Reference for her report. The pan-northern geographic mix/diversity recommended by Jackie should remain in place. However, on reflection, selecting double the number of fellows for twice the amount of time (12 for a 2 year program) has the following advantages, while having minimal overall effect on budget:

- Two years allows for richer relationship-building and builds a sufficient mutual comfort and skills base among participants to focus their 2nd year energies on organizing a policy forum or similar initiative.
- Participants would feel less pressure to 'represent' their region if they are not the sole person from that region.
- If one or two participants drop out of the program, the effect would be less profound.
- Ensures greater commitment to participating and learning (i.e. more than just a one-off award), as well as building a more enduring network.
- Rather than coming together 3 times in one year, we are suggesting they come together 4 times over 2 years.

THEME?: Jackie recommended establishing a particular theme upfront for each year/cohort, then including interest in or connection with the theme as a feature of eligibility. While we are attracted to the idea of a theme, we want to ensure that we do not screen out interesting and otherwise eligible applicants by virtue of their lack of fit with a given theme. The pool of eligible applicants is small as it is, relative to the Gordon Global Fellows, for example, and we need to meet Fellows where *their* interests lie. Also, potential participants could self-select themselves out of contention because they do not recognize their interests and passions in the chosen theme. As well, our experience in the Gordon Global Fellows program has taught us that the diverse *mix* of participants and interests has served as a source of rich mutual learning.

The general idea of a theme retains merit, however. But we feel that it will be more productive and fascinating to challenge participants to identify their own shared theme, from which a major joint project will flow.

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[2] Travel to and from the 4 required gatherings with other Fellows is to be covered separately by the Foundation.

ELIGIBILITY CRITERIA: In order to qualify for receipt of the Fellowship, applicants must meet the following criteria:

- Be between 25 and 35 years of age as of the deadline for application.[3]
- Be either presently or previously resident in the far north (defined for the purposes of this program as the Yukon, NWT, Nunavut, Nunavik or Nunatsiavut). All else being equal, preference will be given to those with a longer period of time spent living in the north.
- Very strong preference will be given to Indigenous applicants (Inuit, First Nations or Metis), and a majority of Fellowships in each cohort will be granted to those identifying as Indigenous.[4]
- Have a proven commitment to improving the health, well-being and sustainability of their communities and to improving the quality of public policy and/or governance of their region: whether community, regional, territorial, trans-northern or circumpolar.
- Display the qualities needed for effective group engagement in a cross-cultural, pan-northern context – i.e. open-mindedness, curiosity, global awareness, etc.
- Be able to describe a vision for their community, the north in general, and/or objectives for their own career and overall learning.
- Have a high school diploma, with strong preference for additional post-secondary training.
- A university degree will not be required. We will strive for a mix of participants, some with strong academic bona fides, others with more applied backgrounds.
- Demonstrate passion and potential.

SELECTION PROCESS: Building on the experience of the Gordon Global Fellows, applicants will be required to submit a written form-application. The core of this will be a short essay asking to describe the policy issue they are interested in pursuing, as well as identifying potential mentors. David Serkoak, the Elder who joined us for the Ottawa workshop, noted that strong emphasis needs to be placed on the story applicants tell. Inuit, he cautioned - and this would apply to other Indigenous northerners - are reluctant to self-promote, and will not readily self-identify as leaders. It is through their story, more than their qualifications, that we will get an inkling of their leadership potential. Applications should also include an overview of their work history, community and family involvement, schooling levels, and communities lived in and/or visited. In lieu of the mini-essay, applicants will have the option of submitting their idea via a video-based medium (MPEG file, YouTube/Isuma.TV clip, etc.)[5] Staff will do an initial triage on applications and a selection committee of 4-5 people will review the top rated 30 applications, narrowing to a top 20, who will be brought to Toronto or Ottawa for an interview with staff and selection committee members.

We propose that the selection committee be unique to each cohort selection (i.e. a one-time rather than an ongoing committee), and composed of a Kaplan appointee (staff, board member or other), 1 Gordon Foundation Northern Advisory Circle member, 1 Gordon Foundation staff and 1-2 others identified as skilled in leadership development in the north. Starting with the second cohort, one committee member would be an alumni from the previous cohort. From the interview process, the committee will recommend a top 12.

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[3] NOTE: While Trustees have asked whether the cohort age range could be extended (or even be limitless), we feel that older individuals are best engaged as mentors

[4] Jackie strongly recommended that ALL eligible participants be Indigenous For complex reasons that we can delve into if asked by the Board, we are recommending that, while a strong majority of participants should be Indigenous, that we not close the program to non-Indigenous northerners displaying the requisite leadership qualities, including demonstrated passion and commitment to a healthy, self-reliant and sustainable north.

[5] The video-submission option was recommended by members of our Northern Advisory Circle, in recognition of the importance of video-based communication and learning in the north, in part because of the oral cultural tradition, but also because of the growing importance of video-based and on-line tools as a learning/teaching medium.

In selecting the cohort of Fellows, in addition to the aforementioned regional diversity, we would strive for a mix of students and full-time employed Fellows, a mix of ages, and a blend of institutional contexts (i.e. not all Fellows will be working in – nor striving to work in - government). Also, though significantly less important in this context, gender diversity will be considered (we can expect female applicants to greatly outnumber males).

MENTORSHIP: Fellows will be required to identify one or more self-identified community-based mentors based in their 'home' community (an Elder, local leader, extended family member, etc.), as well as a professional mentor for the duration of the program. The role of the community-based mentor will be to serve as a sounding board and maintain local relevance and cultural connection/continuity of the research. The role of the professional mentor will be to point to knowledge sources, areas of required skills-building, and network the Fellow broader regional, national and international connections. They will be asked to identify potential mentors in the application phase. However, the Foundation will assist them where possible in suggesting and matching professional mentors.

All mentors will be asked to attend a minimum of one of the four gatherings, their travel costs and a small stipend being covered by the Foundation. The specifics of how mentors will be engaged will be determined in the first stages of program roll-out once a Coordinator of the program is hired.

STAFFING IMPLICATIONS: The program will require full-time equivalent staff support. It will require aggressive advertising/recruitment and very 'high-touch' ongoing support to Fellows. Some support will be given by the existing Senior Programme Manager and President & CEO, but a <u>minimum</u> ½ time FTE new position will be needed. Jackie recommended a full time equivalent hire, which does indeed make the most sense for a variety of reasons, but may not be possible in the short term given the Foundation's financial health. Pending the outcome of the Board's June retreat, the position would be hired early Fall/09. The eligible applicant will possess the following qualities:

- Be either currently or previously resident in the north (Yukon, NWT, Nunavut, Nunatsiavut, or Nunavik).
- Have strong familiarity with policy issues and the public policy framework/process, particularly with regard to one or more northern jurisdictions.
- Experience and proven ability working in a guiding capacity with an early career or adult student population. This may include stewarding adult education programs, post-secondary teaching, scholarships/fellowships or related work.
- Experience working in a cross-cultural setting.
- Experience with culturally-based and/or land-based learning.
- Rudimentary knowledge of human resources and project management, including financial management.
- Post-secondary degree in a relevant field, with ability to work in inter-disciplinary setting.
- Self-motivated and able to work largely independently.
- Experience working with mentorship programs a definite asset.
- Willingness to serve (informally) as a mentor, motivator and support person for individual Fellows.
- Willingness to travel.
- Strong preference will be given to applicants identifying as Indigenous (Inuit, First Nation or Metis).

Note that we would not require that the chosen applicant be based out of Toronto. It is most likely that they would be based out of Ottawa (both ITK and Northern Youth Abroad have office space they are eager and willing to share with us for this purpose), but we are open to a range of possibilities in this regard.

LEARNING MODULES: This is an initial outline of some of the key skills and competencies that we want to explore with Fellows. In general, the first gathering is intended to develop a conceptual base for their further research, with emphasis on group and community process as well as culture, spirit and land. To the extent possible, Fellows will be encouraged and in some instances required to serve as "teachers", for example presenting the history, culture and governance framework of their respective regions. The second gathering is – in essence – a "public policy 101" intensive. Individual Gordon Foundation Advisors, or former Advisors, are potential partners in both phases.

Initial gathering/orientation (Spring, 2010; 4-5 days; see following section for timeline)

- Land and culture skills
- Group building and sharing our experiences and learning about each others' regions
- Introduction to "public policy"
- Facilitation and group process
- Community consultation, engagement and organizing – ladders, layers and levers
- Political history and overview of governance in the Canadian North (land claims, IPGs, devolution, etc.) – emphasis on comparing/contrasting the different jurisdictions
- Political history and overview of governance the Circumpolar North (Arctic Council, UNCLOS, current reform efforts, etc.)
- Other learnings, to be determined (e.g. time management, interview skills, proposal-writing, etc.)

POTENTIAL PARTNERS: The host community, including relevant authority (e.g. First Nation Government), the local Elders' group and local guides. Other local or regional entities, such as drummers or other cultural clubs, the Hunters and Trappers Organization, Land Corporation, Renewable Resources Council, Inuit Association, etc. Nascent or existing land-based post-secondary programs could also be potential partners (e.g. Dechinta at Blachford Lake, Pangnirtung Field School). Organizations such as Yukon College or Nunavut Sivuniksavut, who offer introductory modules in northern and circumpolar policy, might also be partners.

Southern skills/capacity building workshop (Fall 2010 or Winter 2011, possibly partly in conjunction with Gordon Global Fellows Ottawa meeting or alternatively with all three programmes in conjunction with a broader "policy bootcamp"; 3-4 days; details TBD)

- 'Sneak peak' sharing of individual fellows' topics
- How Ottawa works
- Policy research skills
- Writing and communicating public policy
- Media and message framing
- International indigenous law and policy
- Aspects of Federal northern policy
- Emphasis on case studies: e.g. Arctic National Wildlife Refuge/Gwich'in campaign; creation of Arctic Council; negotiation of Voisey's Bay Nickel Mine with Inuit and Innu of Labrador; negotiation/creation of Nunavut; Mackenzie Valley Pipeline Inquiry, etc.
- Initial 'brainstorm' of shared project topic and platform
- NOTE: A portion of the learnings identified in this phase will be based on participants' self-identified needs and curiosities

POTENTIAL PARTNERS: Northern MPs and Senators, Federal officials in various departments, ITK, AFN, NTI, Territorial Government offices in Ottawa (e.g. Melody Morrison), Indigenous law experts (e.g. John Borrows), other academics specializing in northern policy (e.g. Frances Abele, Graham White), retired or semi-retired officials/luminaries (e.g. Tom Berger, Fred Roots), semi-retired Aboriginal activist-leader luminaries (e.g. Francois Paulette, John Amagoalik), Government relations firms interested in community work (e.g. Gowlings), Canada School of Public Service, Institute on Governance, IRPP and/or other policy research bodies, other NGOs (TBD).

Planning meeting and Final gathering (2011)
Partners, theme, learning topics and specific approach at the 3rd and final gatherings are to be determined and identified by participants, in collaboration with staff.

IN-BETWEEN MEETINGS: Participants will be required to complete work in between the 4 gatherings. They will be required to communicate/engage with both their community-based and professional mentors, and to apply their learning in sync with the following sequence:

- PRIOR to initial gathering/orientation: Required reading (TBD)
- POST initial gathering/orientation: Identification of individual project topics and required readings, interviews, community processes and other resources; preparation of initial 'sneak peak' presentation to peers on topic; blogging/online engagement with other Fellows
- POST skills/capacity building workshop: Completion of individual papers (or projects in lieu, such as film projects); continued blogging/online engagement with other Fellows
- POST planning meeting: Work with Fellows on organizing final project/event
- POST final event: De-brief and continued (optional) engagement as alumni network

In addition, as Jackie noted in her report, this work may be supplemented through the publishing of articles or op-eds in appropriate regional, national or circumpolar outlets.

ONLINE SUPPORT: Particularly given the distance between participants, a web-based medium will be utilized to keep discussion flowing. Participants will be encouraged to blog and exchange thoughts and experiences in between meetings. Also, articles, videos and other resources will be posted in advance of the first gathering and throughout by staff, mentors and by Fellows themselves. Conference calls/Skype will be utilized as needed in between meetings.

ACTIVITIES & TIMELINE: Fellows will engage in the following activities through the course of the Fellowship program. This table provides an overview for the first cohort, beginning early in 2010. Note that it also includes the first stages of the second cohort, which is meant to overlap with the first. Naturally, it is subject to some revision as planning unfolds·

PERIOD	ACTIVITY	LOCATION
Fall, 2009	Hiring of Coordinator; If required, set-up of remote office; Promotion, advertising and Coordinator travel to north; Draft application materials and finesse program design; Strike selection committee	Toronto and possibly elsewhere
Winter, 2010	Selection of Fellows; Identification of mentors; Planning Spring gathering	Toronto or Ottawa
Spring, 2010	Announcement of Fellows	Virtual
May/June, 2010	Initial gathering of Fellows	Northern community (TBD)
Summer/Fall, 2010	Fellows undertake research, community-based work on individual projects	Home communities/other northern communities
Winter, 2011	Skills/capacity building workshop;	Ottawa
Spring/Summer, 2011	Completion of individual papers (or projects in lieu, such as film projects); continued blogging/online engagement with other Fellows	Home communities/other northern communities
Fall, 2011	Presentation of individual papers/projects and planning meeting for major project; Decision to extend program to a second cohort (and requisite announcement/promotion)	Location TBD
Winter/Spring, 2011	Ongoing planning for major project/final event; Selection of second cohort	Mainly via phone and online
May/June 2012	Final event (policy forum, etc.) – culmination of group project of first cohort; Initial gathering of second cohort	Northern community (TBD)

BUDGET:

Annual costs

1/2 FTE staff (salary, benefits):	$45,000
Office rent/admin (assumes separate location)	$15,000
Fellowship honoraria (fellowsx$12,500/year)	$150,000
Travel (interviews, 2 face-to-face events):	$150,000
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(this includes development costs already contributed/expended)

Total contribution from Gordon Foundation over 2 years:	**$665,000**
Total proposed contribution from Kaplan Fund over 2 years:	**$225,000**

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

13 November 2009

Mark L. Winston, FRSC
Academic Director and Fellow
Center for Dialogue
Simon Fraser University, Harbour Centre
3309-515 W. Hastings Street
Vancouver, B.C. V6B 5K3
CANADA

Dear Mr. Winston:

On behalf of the Board of Trustees of the J.M. Kaplan Fund, we are pleased to inform you that the Fund has approved a grant of US$25,000 payable to Simon Fraser University. This grant is to be used to support Center for Dialogue in facilitating the Arctic Governance Project with the Tromso Workshop in January 2010.

Under United States tax regulations, we are required to have any non-U.S. charity receiving a Fund grant complete the attached affidavit and return it to us with the requested supporting materials. If you have any queries about the form please contact Angela Carabine at the Fund's offices.

The Kaplan Fund will make the funds available upon receipt of the signed affidavit and requested materials.

Along with this grant announcement go the very best wishes of the Fund and all the Trustees.

Sincerely,

Peter W. Davidson

Peter W. Davidson
Chair

Enclosure
Ref: #2009-247

cc: Brenda Tang, Administrative Coordinator

Arctic Governance

Conn Nugent
Executive Director
The J. M. Kaplan Fund
261 Madison Ave.
19th Floor
New York, NY 10016

September 29, 2009

Dear Mr. Nugent:

The Arctic Governance Project's principals Oran Young, chair of the Steering Committee, Else Grete Broderstad, executive secretary, and Robert Corell, senior representative of the Heinz Center, have all participated in the development of the proposal to have the Center for Dialogue hire Tony Pinekett to undertake some facilitation work on the AGP's behalf. We support this plan without reservations. The Arctic Governance Project is not an academic exercise; it aims to make a difference in terms of influencing the course of policymaking in the Arctic. To do so requires a process that can lead to convergence among key players around insights and recommendations for responding to the challenges of governance in a rapidly changing Arctic. The efforts of someone who is knowledgeable about policymaking and experienced as a facilitator can make an important contribution to the achievement of this goal. Tony Penikett is uniquely qualified to play this role. He has been an elected policymaker in the North, and he has extensive experience in the processes involved in helping parties to reach common ground. As a member of the steering committee of the Arctic Governance Project, he understands the goals of the project well and has the full trust and confidence of the principals.

Thank you very much for considering a proposal for this work.

Yours sincerely,

Else Grete Broderstad

Dr. Else Grete Broderstad
Executive Secretary

Governance in a Rapidly Changing Arctic
Visiting and postal address Centre for Sami Studies, University of Tromsø, 9037 Tromsø, Norway
Tel. + 47 77 64 69 08, E-mail· else g.broderstad@uit no

Center for Dialogue – Advancing Arctic Governance

A Proposal to the J.M. Kaplan Fund
September, 2009

The Center for Dialogue of Simon Fraser University, respectfully requests a grant of $30,000 from the J. M. Kaplan Fund for support facilitation efforts with the Arctic Governance Project.

What is the Problem?

The Arctic Governance Project is a multistakeholder, multidisciplinary, circumpolar project which aspires to develop as deliver to policy-makers a set of recommendations that will inform future directions in the Arctic. To do so requires a process that can lead to convergence among key players around insights and recommendations for responding to the challenges of governance in a rapidly changing Arctic. This will be achieved by collecting the views of interested parties, subjecting those views to careful scrutiny in order to arrive at a set of conclusions and potential ways forward.

The eighteen-month project is now at a turning point. Thus far it has built an online copendium to share a range of proposals of future governance ideas and identified sixty individuals representing a wide range of disciplines and cultures, to participate in an international discussion to be held in late January 2010 in Tromso, Norway. The logistical groundwork has been laid and the project now needs professional assistance to develop and implement a plan for how it will successfully work with the participants and the ideas in a manner that will result in a successful meeting in Tromso such that useful policy recommendations follow.

The efforts of someone who is knowledgeable about policymaking and experienced as a facilitator can make an important contribution to the success of this project. At the stage the AGP needs help to design an effective process to engage the participants, hold constructive discussion in advance of the Tromso event and vet a variety of position.

What Can be Done about it?

Having secured a clear understanding from the Arctic Governance project leaders of the specific objectives for the Tromsø Workshop, the facilitator will assist the Steering Committee Chair and Secretary by.

- Helping to frame the workshop program agenda to advance those goals;
- Communicating informally with Steering Committee members about the workshop agenda, speakers' presentations and encouraging discussion of the agenda and the presentations both online and in pre-workshop meetings in northern and national centres; and
- Working with a team of chairs and/or *rapporteurs* to focus the workshop deliberations and assist in achieving the planned objectives.

2) The facilitator will also assist the AGP organizers in creating a process in which the steering committee and the participants:

- fully understand the tasks at hand;
- arrive at Tromsø prepared to conclude certain policy discussions and adopt key strategies; and

3) To ensure that participants feel fully engaged in the workshop deliberations, the facilitator will:

- Direct calls/emails to participants;
- organize conference calls with participants; and
- facilitate meetings with groups of participants when needed

4) Possibly help to write a summary of the white paper.

5) Help to design a practical and efficient meeting/consultation with everyone in Tromsø ((with Bob, Oran, Else Grete etc.) and perhaps beyond.)

Why the Center for Dialogue and Tony Pinekett?

The Morris J Wosk Center for Dialogue works with government, business and non-profit organizations to create dialogue events. With support from Dialogue Programs, of SFU Continuing Studies, and the Centre for Dialogue (Academic Program), the Wosk Centre offers expertise to diverse organizations, communities and individuals on the use of dialogue-based inquiry for the exploration and understanding of complex public issues. The Center assists clients engaging in public policy debates and dialogues and in developing strategies for conflict resolution, budgets, and other elements critical to organizing effective events, conferences and programs.

Tony Penikett is a former Senior Fellow and a current Associate at the Centre for Dialogue. He provides facilitation, mediation and negotiation services to indigenous, industry, labour and government clients from his base in Vancouver. In recent months, this work has taken him to the Eastern, Central and Western Arctic, Northern Europe the Middle East and South America. For four years between 2005 and 2009, he co-facilitated *Imagine BC*, a public process envisioning the environmental, economic, social and cultural future for British Columbia. This month, The Board of the United way retained him to facilitate a Board Retreat and led an advocacy agenda setting process.

Penikett had a twenty-five year career as a legislator, minister and senior bureaucrat As Yukon premier from 1985 to 1992, he negotiated umbrella final agreements for First Nation land claims and self-government As a Deputy Minister of Negotiations in British Columbia from 1997 to 2000, Penikett led provincial teams in both aboriginal treaty and public sector contract negotiations. In 2006, he published *Reconciliation: First Nations Treaty Making*,(Douglas & McIntyre, Vancouver, 2006)a widely-read book on indigenous-settler conflicts in the Americas.

Budget:

Facilitation Assistance (approximately 45 days Oct – Feb)		**$21,000**
Travel		**$5,500**
Communications		**$1,500**
Administrative Overhead	5%	**$2,000**
	Grant Total	**$30,000**

Centre for Dialogue Operating Budget
April 2009 - March 2010

Hrly Staff-Student	20280.00
Sals Adm & Professional	54878.00
Welfare Benefits	13087.00
General Office Expenses	5000.00
Printing Paper & Duplic Costs	5000.00
Meals Expenses	1130.00
Computer Equipment Purchases	5000.00
Undergraduate Semester in Dialogue	192000.00
Total	296375.00

Affidavit of
Simon Fraser University
That Does Not Have Section 501(C)(3) Determination Letter from
The U.S. Internal Revenue Service

Under the laws of the United States, The J.M. Kaplan Fund can make a grant to an organization if it meets the following criteria:

- It is organized and operated exclusively for charitable, scientific, religious, literary, or educational purposes;
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation;
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J.M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by Statute
(Identify statute, charter, etc.)

, in 1965 (Year) in Canada (Name of country)

2. The organization is operated exclusively for one or more of the following purposes:

[ ] charitable
[ ] religious
[ ] scientific
[ ] literary
[✓] education

[ ] fostering national or international amateur sports competition

[ ] prevention of cruelty to children or animals

3. Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

Spanning many disciplines in eight faculties, SFU offers more than 100 undergraduate and joint major programs and more than 45 graduate offerings.

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

5. Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

6. Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

7. Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ No ✓

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No ✓

If yes, please list the names of such shareholders or members and the nature of their interest.

9. Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body:

Mr. Michael Francis (Board Chair, Order-in-Council), Dr. Brandt Louie (Chancellor), Dr. H. Michael Stevenson (President), Mr. Andrew Barton (Staff Member), Ms. Lynda Brown-Ranzert (Alumni Order-in-Council), Mr. Amy Dhillon (Student Member), Mr. Peter Dhillon (Order-in-Council), Mr. Robert G. Elton (Order-in-Council), Mr. Kevin Harding (Student Member), Dr. Nancy Mackay (Order-in-Council), Ms. Jeanette McPhee (Alumni Order-in-Council),

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ No ✓

If yes, please list the name[s] of the organization[s] and the nature of such control or connection.

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes ________ No ✓

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

more

Mr. Daniel W. Petarsky (Deputy Board Chair, Order-in-Council), Dr. Paul Percival (Faculty Member), Mr. Brian E. Taylor (Order-in-Council), Dr. Judy Zaichkowsky (Faculty member)

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12. If your organization is ***not*** an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following:

[A] gifts, grants and contributions received;

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed;

[D] gross income from interest, dividends, rents, and royalties;

[E] net income from business activities unrelated to the organization's exempt purposes; and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function.

13. If an ***educational institutional:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul. 75-231, 1975-1 C.B. 158, and as implemented in Rev. Proc. 75-50, 1975-2 C.B. 587?

  Yes ✓ No ____

- Is the primary function of the organization the presentation of formal instruction?

  Yes ✓ No ____

- Does it normally maintain a faculty and curriculum?

  Yes ✓ No ____

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ✓ No ____

14. If a ***hospital***:

- Is the principal function of the organization the provision of hospital or medical care?

  Yes ________ No ________

15. If a ***church*** or ***church-related organization:***

- Does the organization conduct religious worship?

  Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

____

____

____

Fiscal year of organization ends: MARCH 31, 2010
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: DEC 03 2009

____
Simon Fraser University

By: DR. MARK WINSTON, FRSC

Title: ACADEMIC DIRECTOR AND FELLOW

(Seal)

Attest: ____________________

IMPORTANT INFORMATION

This Act is Current to November 18, 2009

UNIVERSITY ACT

[RSBC 1996] CHAPTER 468

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Part 1 — Interpretation

Definitions

1 In this Act:

"alumni association" means the association of graduates of a university, membership in which is open to all graduates of the university;

"board" means the board of governors of a university;

"chancellor" means the chancellor of a university;

"convocation" means the convocation of a university;

"council" means the council of senates of the University of British Columbia described by section 38.1;

"director of continuing education" means the officer of a university whose duty it is to direct the university's continuing education program;

"faculty" means,

(a) in the case of a university named in section 3 (1), an academic administrative division of a university constituted by the board as a faculty under section 39, or the dean and faculty members of a faculty, as the context requires, or

(b) in the case of a special purpose, teaching university, an educational administrative division of a university constituted by the board as a faculty under section 39, or the dean and faculty members of a faculty, as the context requires;

"faculty member" means a person employed by a university as an instructor, lecturer, assistant professor, associate professor, professor, or in an equivalent position designated by the senate;

"Okanagan senate" means the senate responsible for academic governance and powers under section 37 for purposes of the parts specified under section 3.1;

"president" means the president of a university;

"registrar" means the registrar of a university;

"senate" means

(a) for a university other than the University of British Columbia, the senate of the university, and

(b) for the University of British Columbia, as circumstances require, the Okanagan senate or the Vancouver senate;

"special purpose, teaching university" means a university referred to in section 3 (1.1) and designated by the Lieutenant Governor in Council under section 71 (3) (a);

"student" means a person who is presently enrolled at a university in a credit course or who is designated by resolution of the senate as a student;

"student society" means an organization incorporated as a society under the *Society Act* whose purpose is to represent the interests of the general undergraduate or graduate student body, or both, but does not include a provincial or national student organization;

"university" means

(a) each of the universities named in section 3 (1), and

(b) a special purpose, teaching university;

"Vancouver senate" means the senate responsible for academic governance and powers under section 37 for purposes of the parts of the University of British Columbia not specified under section 3.1.

Part 2 — Power to Grant Degrees

Power to grant degrees

2 Each university has in its own right and name the power to grant degrees established in accordance with this Act.

Part 3 — University Structure

Continuation of universities

3 (1) The following corporations continue to be universities in British Columbia:

(a) The University of British Columbia;

(b) University of Victoria;

(c) Simon Fraser University;

(d) University of Northern British Columbia.

(1.1) An institution that is designated as a special purpose, teaching university by the Lieutenant Governor in Council under section 71 (3) (a) is continued as a university in British Columbia.

(2) Each university is composed of a chancellor, a convocation, a board, a senate and faculties.

(2.1) Despite subsection (2), the University of British Columbia is composed of a chancellor, a convocation, a board, an Okanagan senate, a Vancouver senate, a council and faculties.

(3) Each university continues as a corporation.

(4) The *Business Corporations Act* does not apply to a university, but on the recommendation of the minister, the Minister of Finance, by regulation, may declare that all or part of that Act applies to a university.

(5) [Repealed 2003-48-30.]

Parts for the Okanagan senate of the University of British Columbia

3.1 The board of the University of British Columbia must specify the parts of the university for which the Okanagan senate has responsibility for academic governance and powers under section 37.

Part 4 — Convocation

Convocation required

4 Each university must have a convocation.

Composition of convocation

5 (1) The convocation of a university is composed of the following persons:

(a) the chancellor, who is the chair;

(b) the president;

(c) the members of the senate;

(d) all faculty members;

(e) all persons who are graduates of the university;

(f) all persons whose names are added to the roll of the convocation by the senate;

(g) all persons not previously referred to in this section who are named on the roll of the convocation of that university immediately before July 4, 1974.

(2) Twenty members of a convocation constitute a quorum for the transaction of business.

Meeting of convocation

6 A meeting of a convocation may be held for one or more of the following purposes:

(a) [Repealed 2008-24-4.]

(b) conferring degrees, including honorary degrees;

(c) awarding diplomas and certificates of proficiency granted by the university;

(d) additional purposes the senate may specify.

Roll of convocation

7 The roll of the convocation must be continued and kept up to date by the registrar.

Member's expenses of convocation

8 The convocation may set a fee to be paid by its members to defray the necessary expenses of convocation.

Rules by senate

9 (1) The senate is to make rules governing procedure for the transaction of business by the convocation.

(2) The senate may add names to the roll of the convocation under section 5.

Secretary of convocation

10 The registrar is the secretary of the convocation.

Part 5 — Chancellor

Chancellor

11 (1) There must be a chancellor of each university, who is to be appointed by the board on nomination by the alumni association and after consultation with the senate or, in the case of the University of British Columbia, after consultation with the council.

(1.1) The chancellor holds office for 3 years and after that until a successor is appointed.

(2) A retiring chancellor is eligible for reappointment.

(3) A person may not hold the office of chancellor for more than 6 consecutive years in addition to the period of office held by the person as a result of having been appointed for the unexpired term of the person's predecessor.

(4) The chancellor must not be employed by a university.

Vacancy in office of chancellor

12 (1) If the office of chancellor becomes vacant for any reason before the expiration of the chancellor's term of office, the vacancy must be filled as soon as practicable as described in section 11 (1).

(2) A person appointed under subsection (1) holds office for the unexpired term of the predecessor in office.

Vice chancellor

13 The president of the university holds the office of vice chancellor.

Election of senate

14 (1) [Repealed 2008-24-7.]

(2) All nominations of candidates for membership in the senate must be signed by at least 3 persons entitled to vote in the election of the senate.

(3) The registrar must immediately send a written notice of nomination to each person nominated as a candidate for membership in the senate, with a request that the candidate forward to the registrar information about the following:

(a) the candidate's degrees and the dates of them;

(b) the candidate's occupation;

(c) offices held by the candidate at a university or in any other organization;

(d) the candidate's other professional or business interests;

(e) the candidate's publications.

Acclamation

15 If only as many candidates are nominated for the senate as are required to be elected, the candidates are declared to have been elected.

Report of election

16 (1) The registrar must report the results of the election to the senate at its first meeting following the election.

(2) If there is a tie vote between 2 or more candidates for an office, the senate must cast the deciding vote.

(3) If there is a tie vote between 2 or more candidates for an office at the University of British Columbia,

(a) if the office is as a member of a senate, the senate must cast the deciding vote, and

(b) if paragraph (a) does not apply, the council must cast the deciding vote.

Chancellor to confer degrees

17 The chancellor is to confer all degrees.

Part 6 — Board of Governors

Board of governors

18 The board of governors for each university is continued.

Composition of board

19 (1) The board of a university, other than the University of British Columbia, is composed of 15 members as follows:

(a) the chancellor;

(b) the president;

(c) 2 faculty members elected by the faculty members;

(d) 8 persons appointed by the Lieutenant Governor in Council, 2 of whom are to be appointed from among persons nominated by the alumni association;

(e) 2 students elected from students who are members of an undergraduate student society or a graduate student society;

(f) one person elected by and from the employees of the university who are not faculty members.

(2) The board of the University of British Columbia is composed of 21 members, as follows:

(a) the chancellor;

(b) the president;

(c) a faculty member who works through a part specified under section 3.1, elected by the faculty members who work through the part;

(d) 2 faculty members who work through a part not specified under section 3.1, elected by the faculty members who work through the part;

(e) 11 persons, appointed by the Lieutenant Governor in Council, 2 of whom are to be appointed from among persons nominated by the alumni association;

(f) a student who studies through a part specified under section 3.1, elected from the students who

(i) are members of an undergraduate student society or a graduate student society, and

(ii) study through any part specified under section 3.1;

(g) 2 students who study through a part not specified under section 3.1, elected from the students who

(i) are members of an undergraduate student society or a graduate student society, and

(ii) study through any part not specified under section 3.1;

(h) one person who must work through a part specified under section 3.1, elected by and from the employees of the university who

(i) are not faculty members, and

(ii) work through any part specified under section 3.1;

(i) one person who must work through a part not specified under section 3.1, elected by and from the employees of the university who

(i) are not faculty members, and

(ii) work through any part not specified under section 3.1.

Term of office

20 (1) Each member of the board elected under section 19 (1) (c) and (f) and (2) (c), (d), (h) and (i) holds office for 3 years and after that until a successor is elected.

(1.1) Each member of the board appointed under section 19 (1) (d) and (2) (e) holds office for a term of up to 3 years and after that until a successor is appointed.

(2) Each member of the board elected under section 19 (1) (e) or (2) (f) or (g) holds office for one year and after that until a successor is elected.

(3) The chancellor and president are members of the board for so long as they hold their respective offices.

Reappointment or re-election

21 The appointed members of the board are eligible for reappointment and the elected members are eligible for re-election, but those members must not hold office for more than 6 consecutive years.

Removal from office

22 (1) The Lieutenant Governor in Council may, at any time, remove from office an appointed member of the board.

(2) Unless excused by resolution of the board, a member who does not attend at least half of the regular meetings of the board in any year is deemed to have

vacated his or her seat.

Persons not eligible

23 (1) The following persons are not eligible to be or to remain members of the board:

(a) members of the Parliament of Canada;

(b) members of the Executive Council or of the Legislative Assembly;

(c) [Repealed 2006-15-45.]

(d) a member of the public service in the ministry;

(e) a member of the public service designated by the minister.

(f) [Repealed 2003-48-32.]

(2) A member of the board who ceases to be eligible during his or her term of office immediately ceases to be a member of the board.

Vacancies on the board

24 (1) If a vacancy arises on the board because of the death of a member or for any other reason before the end of the term of office for which a member has been appointed or elected, the secretary of the board must enter a declaration of the vacancy in the minutes of the board.

(2) A declaration under subsection (1) is conclusive evidence of the vacancy.

Method of filling vacancies and effect of vacancy

25 (1) If a vacancy exists in respect of an appointed member, the Lieutenant Governor in Council must appoint a person to fill the vacancy.

(2) If a vacancy exists in respect of an elected member, the appropriate body must elect a replacement.

(3) A person appointed under subsection (1) or elected under subsection (2) holds office for the remainder of the term for which the person's predecessor was appointed or elected.

(4) A vacancy on the board does not impair the authority of the remaining members of the board to act.

Meetings of board

26 (1) The board must meet as often as is necessary to transact the business of the board, and in any event at least once every 3 months.

(2) Fifty one percent of the members of the board constitutes a quorum for the transaction of business of the board.

(3) The chair has the same right to vote as the other members of the board, and, in the case of a tie vote on a motion, the motion is defeated, and the chair must so declare.

Powers of board

27 (1) The management, administration and control of the property, revenue, business and affairs of the university are vested in the board.

(2) Without limiting subsection (1) or the general powers conferred on the board by this Act, the board has the following powers:

(a) to make rules for the meetings of the board and its transactions;

(b) to elect from among its members a chair, and, when necessary, an acting chair;

(c) to appoint a secretary and committees it considers necessary to carry out the board's functions, including joint committees with the senate, and to confer on the committees power and authority to act for the board;

(d) in consultation with the senate, to maintain and keep in proper order and condition the real property of the university, to erect and maintain the buildings and structures on it that in the opinion of the board are necessary and advisable, and to make rules respecting the management, government and control of the real property, buildings and structures;

(e) in consultation with the senate, to provide for conservation of the heritage sites of the university, including any heritage buildings, structures and land of the university;

(f) with the approval of the senate, to establish procedures for the recommendation and selection of candidates for president, deans, librarians, registrar and other senior academic administrators as the board may designate;

(g) subject to section 28, to appoint the president of the university, deans of all faculties, the librarian, the registrar, the bursar, the professors, associate professors, assistant professors, lecturers, instructors and other members of the teaching staff of the university, and the officers and employees the board considers necessary for the purpose of the university, and to set their salaries or remuneration, and to define their duties and their tenure of office or employment;

(h) if the president is absent or unable to act, or if there is a vacancy in that office, to appoint an acting president;

(i) to consider recommendations from the senate for the establishment of faculties and departments with suitable teaching staff and courses of instruction;

(j) subject to section 29 and with the approval of the senate, to provide for the establishment of faculties and departments the board considers necessary;

(k) to provide for chairs, institutes, fellowships, scholarships, exhibitions, bursaries and prizes the board and the senate consider advisable;

(l) to receive from the president and analyse and adopt with or without modifications the budgets for operating and capital expenditure for the university;

(m) to set, determine and collect the fees

(i) to be paid for instruction, research and all other activities in the university,

(ii) for extramural instruction,

(iii) for public lecturing, library fees, and laboratory fees,

(iv) for examinations, degrees and certificates,

(v) for the use of any student or alumni organization in charge of student or alumni activities, and

(vi) for the building and operation of a gymnasium or other athletic facilities;

(n) to pay over

(i) the fees collected for a student or alumni organization that the organization may request, and

(ii) in accordance with section 27.1, the fees collected for a student society or a provincial or national student organization;

(o) to administer funds, grants, fees, endowments and other assets;

(p) to select a seal and arms for the university and have sole custody and use of the seal;

(q) to provide for student loans;

(r) with the approval of the senate, to determine the number of students that may in the opinion of the board, having regard to the resources available, be accommodated in the university or in any faculty of it, and to make rules considered advisable for limiting the admission or accommodation of students to the number so determined;

(s) to enter into agreements on behalf of the university;

(t) to regulate, prohibit and impose requirements in relation to the use of real property, buildings, structures and personal property of the university, including in respect of

(i) activities and events,

(ii) vehicle traffic and parking, including bicycles and other conveyances, and

(iii) pedestrian traffic;

(t.1) to regulate, prohibit and impose requirements in relation to noise on or in real property, buildings and structures of the university;

(t.2) for the purposes of paragraphs (t) and (t.1), to provide for the removal, immobilization or impounding, and recovery, of any property associated with a contravention of a rule or other instrument made in the exercise of a power under this section;

(t.3) to set, determine and collect fees for the purposes of paragraphs (t) to (t.2), including in relation to approvals, permits, security, storage and administration, and expenses related to any of these;

(t.4) to regulate, prohibit and impose requirements in relation to nuisance on or in real property, buildings and structures of the university, including providing for remediation of a nuisance and recovery of the costs of remediation;

(u) to acquire and deal with

(i) an invention or any interest in it, or a licence to make, use or sell the product of an invention, and

(ii) a patent, copyright, trade mark, trade name or other proprietary right or any interest in it;

(v) to require, as a term of employment or assistance, that a person assign to the board an interest in an invention or an interest in a patent, copyright, trade mark, trade name or other proprietary right resulting from an invention

(i) made by that person using the facilities, equipment or financial aid provided by the board, or

(ii) made by that person while acting within the scope of the person's duties or employment, or resulting from or in connection with the person's duties or employment as an officer or employee of the university;

(w) to pay to a municipality incorporated under an Act a grant in a year not exceeding the lesser of

(i) the amount that would be payable as general municipal taxes in the year on property of the university within the municipality if the property were not exempt from these taxes, and

(ii) the amount specified by the minister or calculated in the manner specified by the minister;

(x) to make rules consistent with the powers conferred on the board by this Act;

(x.1) to impose and collect penalties, including fines, in relation to a contravention of a rule or other instrument made in the exercise of a power under this section;

(x.2) to provide for the hearing and determination of disputes arising in relation to

(i) the contravention of a rule or other instrument made in the exercise of a power under this section, and

(ii) the imposition of a penalty under paragraph (x.1);

(y) to do and perform all other matters and things that may be necessary or advisable for carrying out and advancing, directly or indirectly, the purposes of the university and the performance of any duty by the board or its officers prescribed by this Act.

(3) A person appointed under subsection (2) (h) has, during the period for which he or she is appointed, all the powers, rights and privileges of the president.

(4) The board may require a student to provide the university with

(a) the personal information that relates directly to and is necessary for an operating program or activity of the university, and

(b) the personal information necessary to obtain a personal education number for the student.

(5) The board must submit the personal information collected under subsection (4) (b) to the minister responsible for the administration of the *School Act* to obtain a personal education number for the student.

(6) The board may use the personal education number obtained under subsection

(5) for the following purposes:

(a) carrying out its responsibilities in respect of an operating program or activity of the university;

(b) research and statistical analysis of personal information in the possession of the board;

(c) facilitating the provision of personal information under section 49.

(7) In subsections (4), (5) and (6):

"personal education number" means a unique identification number for a student obtained under section 170.2 of the *School Act*;

"student" includes a person applying to enroll in a credit course at a university.

Student society fees

27.1 (1) Subject to subsection (2), on annual notice from a student society, the board must collect student society fees and remit them to the student society if

(a) the board collected fees on behalf of the student society between June 1, 1998 and June 1, 1999, or

(b) the student society has been designated by regulation and the amount of the student society fees has been approved by a majority of the members of the student society who voted in a referendum of that student society.

(2) If a student society referred to in subsection (1) (a) or (b) changes student society fees, the new amount or the rate of change must be approved, before a notice is issued under subsection (1), by a majority of the members of the student society who vote in a referendum of that student society.

(3) On annual notice from a student society, the board must collect fees on behalf of a provincial or national student organization, and remit them to the student society or directly to the provincial or national student organization, as may be agreed by the board and the student society, if

(a) the board collected fees on behalf of the provincial or national student organization between June 1, 1998 and June 1, 1999, or

(b) the student society has held a referendum and the majority of the members of the student society voting in that referendum voted in favour of joining the provincial or national student organization.

(4) The board may cease to collect or remit student society fees to a student society if one of the following applies:

(a) the student society fails to do one of the following in a timely manner:

(i) make available to its members annual audited financial statements and a report on those financial statements by an auditor who meets the requirements of section 42 of the *Society Act*;

(ii) inform the board in writing that the requirements set out in subparagraph (i) have been met;

(b) the student society is struck off the register in accordance with section 71 of the *Society Act*.

Tenure, appointment and removal of teaching staff and others

28 (1) Unless otherwise provided, the tenure of persons appointed under section 27 (2) (g) is during the pleasure of the board.

(2) A person must not be appointed a member of the teaching staff of the university or of any faculty of the university unless the person is first nominated for the position by the president.

(3) A member of the teaching staff of the university or of any faculty of the university must not be promoted or removed except on the recommendation of the president.

Limit on expenditures

29 (1) The board must not incur any liability or make any expenditure in a fiscal year beyond the amount unexpended of the grant made to the university and the estimated revenue of the university from other sources up to the end of and including that fiscal year, unless an estimate of the increased liability or over-expenditure has been first approved by the minister and Minister of Finance.

(2) [Repealed 1998-6-18.]

Reduction of grant

30 (1) If the services of employees of a university are withheld, or the university locks out the employees, as a consequence of a dispute or other disagreement between the university and employees of the university

(a) the total of unexpended amounts of the grant made to the university in the fiscal year is reduced by the value of the benefits, and

(b) the amount of the reduction calculated under paragraph (a) is a debt due and owing to the government and must be

(i) paid by the university to the government, or

(ii) withheld by the minister from future grants to the university in the fiscal year or a future fiscal year.

(2) In subsection (1) (a) the "value of the benefits" is the value of the benefits the employees would receive for the period of the withholding or lockout in the fiscal year if the employees had worked, less the costs necessarily incurred by the university as a consequence of the withholding or lockout and approved by the minister.

Short term borrowing

31 (1) The board may, by resolution, borrow money required to meet the expenditures of the university until the revenues of the current year are available.

(2) Money borrowed under subsection (1) must be repaid out of current revenues and may be secured by promissory notes of the university.

Annual report

32 (1) The board must make an annual report of its transactions to the minister, in which it must set out

(a) a balance sheet and a statement of revenue and expenditure for the year ending on the preceding March 31, and

(b) other particulars the minister may require.

(2) A copy of the annual report must be sent promptly to the senate.

Audit

33 Unless the Auditor General is appointed in accordance with the *Auditor General Act* as the auditor of the board, the board must appoint an auditor to audit the accounts of the board at least once each year.

Advisory boards

34 (1) The board may

(a) appoint advisory boards, consisting, either wholly or partly, of persons unconnected with the university, on terms and for purposes the board may consider advisable, and

(b) refer to an advisory board for advice and report any subject or matter that the board considers advisable.

(2) The advice and report of an advisory board appointed under subsection (1)

must be considered and weighed by any body in the university to which the board directs the advice to be given or report to be made.

Part 7 — Senate

Senate of university other than University of British Columbia or special purpose, teaching university

35 (1) The senate for each university other than the University of British Columbia or a special purpose, teaching university is continued.

(2) The senate of each university other than the University of British Columbia or a special purpose, teaching university is composed of the following:

(a) the chancellor;

(b) the president, who is the senate's chair;

(c) the academic vice president or equivalent;

(d) the deans of faculties;

(e) the chief librarian;

(f) the director of continuing education;

(g) a number of faculty members equal to twice the number of senate members provided in paragraphs (a) to (f), to consist of 2 members of each faculty elected by the members of that faculty, and the remainder elected by the faculty members in the manner that they, in joint meeting, determine;

(h) a number of students, equal to the number of senate members provided in paragraphs (a) to (f), elected from the students who are members of an undergraduate student society or a graduate student society, in a manner that ensures that at least one student from each faculty is elected;

(i) 4 persons who are not faculty members, elected by and from the convocation;

(j) one member to be elected by the governing body of each affiliated college of the university;

(k) additional members, determined by the senate, without altering the ratio set out in paragraphs (g) and (h).

Senates of the University of British Columbia

35.1 (1) The University of British Columbia must have a Vancouver senate and an Okanagan senate.

(2) The Vancouver Senate is composed of the following:

(a) the chancellor;

(b) the president, who is the senate's chair;

(c) the academic vice president who must work through a part not specified under section 3.1 or equivalent;

(d) the deans of faculties who must work through a part not specified under section 3.1;

(e) the chief librarian or a person designated for the purpose by the chief librarian;

(f) the director of continuing education or a person designated for the purpose by the director;

(g) a number of faculty members equal to twice the number of senate members provided in paragraphs (a) to (f), to consist of 2 members of each faculty elected by the members of that faculty, and the remainder elected by the faculty members in the manner that they, in joint meeting, determine, but only faculty members employed through parts not specified under section 3.1 can vote or be elected;

(h) a number of students, equal to the number of senate members provided in paragraphs (a) to (f), elected from the students who are members of an undergraduate student society or a graduate student society, in a manner that ensures that at least one student from each faculty is elected, but only students studying through parts not specified under section 3.1 can vote or be elected;

(i) 4 persons who are not faculty members, elected by and from the convocation;

(j) one member to be elected by the governing body of each affiliated college of the university;

(k) additional members, determined by the senate, without altering the ratio set out in paragraphs (g) and (h).

(3) The Okanagan Senate is composed of the following:

(a) the chancellor;

(b) the president, who is the senate's chair;

(c) the academic vice president who must work through a part specified under section 3.1 or equivalent;

(d) the deans of faculties who must work through a part specified under section 3.1;

(e) the chief librarian or a person designated for the purpose by the chief librarian;

(f) the director of continuing education or a person designated for the purpose by the director;

(g) a number of faculty members equal to twice the number of senate members provided in paragraphs (a) to (f), to consist of 2 members of each faculty elected by the members of that faculty, and the remainder elected by the faculty members in the manner that they, in joint meeting, determine, but only faculty members employed through parts specified under section 3.1 can vote or be elected;

(h) a number of students, equal to the number of senate members provided in paragraphs (a) to (f), elected from the students who are members of an undergraduate student society or a graduate student society, in a manner that ensures that at least one student from each faculty is elected, but only students studying through parts specified under section 3.1 can vote or be elected;

(i) 2 persons who are not faculty members, elected by and from the convocation;

(j) additional members, determined by the senate, without altering the ratio set out in paragraphs (g) and (h).

Senate of a special purpose, teaching university

35.2 (1) A special purpose, teaching university must have a senate.

(2) The senate of a special purpose, teaching university is composed of the following:

(a) the chancellor;

(b) the president, who is its chair;

(c) the academic vice president or equivalent;

(d) the deans of faculties;

(e) the chief librarian;

(f) the registrar;

(g) two faculty members for each faculty, elected by faculty members of the faculty;

(h) four students elected by the students;

(i) one alumni member who is not a faculty member, appointed by the president on nomination by the alumni association;

(j) two support staff elected by the support staff;

(k) one non-voting member of the senate, if appointed to the senate by the board to serve for one year.

(3) For the purposes of subsection (2) (j), **"support staff"** means employees of the special purpose, teaching university who are not

(a) officers of the special purpose, teaching university, or

(b) deans or faculty members.

(4) The senate of a special purpose, teaching university must make bylaws for the conduct of the business of the senate, including bylaws specifying the duties of members of the senate in conflict of interest situations.

(5) The senate of a special purpose, teaching university has the power and duty to do all of the following:

(a) regulate how its meetings and proceedings are conducted, including determining

(i) the quorum necessary for the transaction of its business, and

(ii) how a vice chair, who is to chair meetings in the absence of the president, is annually elected;

(b) set criteria for awarding certificates, diplomas and degrees, including honorary degrees;

(c) set curriculum content for courses leading to certificates, diplomas and degrees;

(d) set qualifications for admission;

(e) set policies concerning examinations and evaluation of student performance;

(f) set residency requirements for awarding credentials for courses and programs;

(g) set policies concerning student withdrawal from courses, programs or the special purpose, teaching university;

(h) set criteria for academic standing, academic standards and the grading system;

(i) set criteria for awards recognizing academic excellence;

(j) set policies and procedures for appeals by students on academic matters and establish a final appeal tribunal for these appeals;

(k) set policies on curriculum evaluation for determining whether

(i) courses or programs, or course credit, from another university or body are equivalent to courses or programs, or course credit, at the special purpose, teaching university, or

(ii) courses or programs, or course credit, from one part of the special purpose, teaching university are equivalent to courses or programs, or course credit, in another part of the special purpose, teaching university.

(6) The senate of a special purpose, teaching university must advise the board, and the board must seek advice from the senate, on the development of educational policy for the following matters:

(a) the mission statement and the educational goals, objectives, strategies and priorities of the special purpose, teaching university;

(b) the establishment, revision or discontinuance of courses and programs at the special purpose, teaching university;

(c) the preparation and presentation of reports after implementation by the special purpose, teaching university without prior review by the senate of

(i) new non-credit programs, or

(ii) programs offered under service contract;

(d) the priorities for implementation of new programs and courses leading to certificates, diplomas or degrees;

(e) the establishment or discontinuance of faculties at the special purpose, teaching university;

(f) the evaluation of programs and educational services;

(g) the library and resource centres;

(h) the setting of the academic schedule;

(i) the qualifications for faculty members;

(j) the adjudication procedure for appealable matters of student discipline;

(k) the terms for affiliation with other post-secondary bodies;

(l) the consultation with community and program advisory groups concerning the special purpose, teaching university's educational programs;

(m) other matters specified by the board.

Term of office

36 (1) The term of office of a member of the senate, other than one elected under section 35 (2) (h), 35.1 (2) (h) or (3) (h) or 35.2 (2) (h) or appointed under section 35.2 (2) (k), is 3 years and after that until a successor is appointed or elected.

(2) The term of office of a member of the senate elected under section 35 (2) (h), 35.1 (2) (h) or (3) (h) or 35.2 (2) (h) or appointed under section 35.2 (2) (k) is one year and after that until a successor is elected.

(3) Members of a senate who remain eligible under section 35, 35.1 or 35.2 may be reappointed or re-elected in the manner provided under section 35, 35.1 or 35.2 for further terms.

(4) If a vacancy arises on the senate, the vacancy must be filled,

(a) in the case of an appointed member, by the body possessing the power of appointment, or

(b) in the case of an elected member, in the manner specified by the senate.

(5) A person appointed or elected to fill a vacancy holds office for the remainder of the term for which the person's predecessor was appointed or elected.

(6) The secretary of the senate must enter a declaration of the vacancy in the minutes of the senate.

(7) A declaration under subsection (6) is conclusive evidence of the vacancy.

Powers of senate of university named in section 3

37 (1) The academic governance of the university is vested in the senate and it has the following powers:

(a) to regulate the conduct of its meetings and proceedings, including the determination of the quorum necessary for the transaction of its business, and the election of a vice chair at least annually, who is to chair meetings in the absence of the president;

(b) to establish committees it considers necessary and, by 2/3 vote of its members present, to delegate to one or more committees those of its powers as it may determine;

(c) to determine all questions relating to the academic and other qualifications required of applicants for admission as students to the university or to any faculty, and to determine in which faculty the students pursuing a course of study must register;

(d) to determine the conditions under which candidates must be received for examination, to appoint examiners and to determine the conduct and results of all examinations;

(e) to establish a standing committee to meet with the president and assist the president in preparing the university budget;

(f) to consider, approve and recommend to the board the revision of courses of study, instruction and education in all faculties and departments of the university;

(g) to provide for courses of study in any place in British Columbia and to encourage and develop extension and correspondence programs;

(h) to provide for and to grant degrees, including honorary degrees, diplomas and certificates of proficiency, except in theology;

(i) to recommend to the board the establishment or discontinuance of any faculty, department, course of instruction, chair, fellowship, scholarship, exhibition, bursary or prize;

(j) to award fellowships, scholarships, exhibitions, bursaries and prizes;

(k) to determine the members of the teaching and administrative staffs who are to be members of each faculty;

(l) to make rules for the management and conduct of the library;

(m) to establish policies regarding the conservation of heritage objects and collections that are owned by or in the possession of the university or any of its faculties, divisions, departments or other agencies;

(n) to provide for the preparation and publication of a university calendar;

(o) to make recommendations to the board considered advisable for promoting the interests of the university or for carrying out the objects and provisions of this Act;

(p) to deal with all matters reported by the faculties, affecting their respective departments or divisions;

(q) to establish a standing committee to consider and take action on behalf of the senate on all matters that may be referred to the senate by the board;

(r) subject to the approval of the board, to enter into agreements with any corporation or society in British Columbia entitled under any Act to establish examinations for admission to the corporation or society, for the purpose of conducting examinations and reporting results, and those corporations or societies have power to enter into the agreements;

(s) to make rules respecting the conduct and financing of examinations referred to in paragraph (r) and other examinations conducted by the senate under any other Act;

(t) to make rules respecting the reporting of results of examinations referred to in paragraphs (r) and (s);

(u) to set the terms of affiliation with other universities, colleges or other institutions of learning, and to modify or terminate the affiliation;

(v) to establish a standing committee of final appeal for students in matters of academic discipline;

(w) to establish a standing committee on relations with other post secondary institutions in British Columbia;

(x) to require any faculty to establish an advisory committee consisting of students of the faculty and members of the community at large.

(1.1) For the purposes of subsection (1), the academic governance and powers at the University of British Columbia are vested in

(a) the Okanagan senate for the purposes related to the parts specified under section 3.1, and

(b) the Vancouver senate for the purposes related to the parts of the university not specified under section 3.1.

(2) A vice chair elected under subsection (1) (a) must not serve more than 2 consecutive terms.

(3) No part of the cost of examinations referred to in subsection (1) (r) or (s) may be a charge on or be paid out of university funds.

(4) In this section, **"university"** means a university named in section 3 (1).

Approval by board

38 (1) A certified copy of every resolution or order of the senate or council, providing for any of the matters or things mentioned in section 37 (1) (i), (p) and (u), must be sent to the board within 10 days of the resolution or order being passed.

(2) A resolution or order referred to in subsection (1) has no effect until approved by the board.

Council of senates of the University of British Columbia

38.1 (1) A council of senates of the University of British Columbia is established for the University of British Columbia and is composed of the following:

(a) the chancellor;

(b) the president, who is the chair;

(c) the academic vice president or equivalent, for the parts specified under section 3.1;

(d) the academic vice president or equivalent, for the parts of the university not specified under section 3.1;

(e) 4 persons, who are not referred to in paragraphs (a), (b), (c) or (d), elected by the Vancouver senate from among its members;

(f) 4 persons, who are not referred to in paragraphs (a), (b), (c) or (d), elected by the Okanagan senate from among its members;

(g) one or 2 persons designated by the president and, if 2 are designated, one must be designated for the Okanagan Senate and one must be designated for the Vancouver Senate;

(h) up to 10 chairs of the standing committees of the Vancouver senate elected by the persons referred to in paragraphs (a) to (g);

(i) up to 10 chairs of the standing committees of the Okanagan senate elected by the persons referred to in paragraph (a) to (g).

(2) The vice chair of the council is the member of the council specified by the president and serves as chair in the absence of the president.

(3) The term of office on the council of a person referred to in subsection (1) (e) or (f) is 3 years from the date of their election and they may continue in office after that date until another person is elected to the position.

(4) The fact that persons referred to in subsection (1) (e) or (f) cease to be members of the Vancouver senate or the Okanagan senate does not disqualify them from completing their term of office on the council of senates of the University of British Columbia.

Powers of the council of senates of the University of British Columbia

38.2 (1) The president, the board, the Vancouver Senate, the Okanagan Senate or the council may direct that a matter that the Vancouver senate or the Okanagan senate might consider, is considering or has considered in the exercise of that senate's powers under section 37 is referred to the council for consideration and disposition.

(2) If a direction is made under subsection (1),

(a) the council may act to consider and dispose of the matter under section 37 as though it were a senate,

(b) the Vancouver senate or the Okanagan senate involved must cease to act under section 37 concerning the matter insofar as the council may act under paragraph (a), and

(c) the council may substitute its disposition in respect of the matter for any disposition the Vancouver senate or the Okanagan senate may have made.

(3) The council may regulate the conduct of its meetings and proceedings, including the determination of the quorum necessary for the transaction of its business.

(4) Sections 37 (1) (e), (o) and (u) and 43 (1) do not apply to the Vancouver senate or the Okanagan senate and the council may act under those sections as though it was a senate.

Part 8 — Faculties

Faculties

39 (1) The faculties of each university may be constituted by the board, on the recommendation of the senate.

(2) A dean of a faculty is the chair of the faculty of which he or she is the dean.

Powers and duties of faculty

40 A faculty has the following powers and duties:

(a) to make rules governing its proceedings, including the determining of the quorum necessary for the transaction of business;

(b) to provide for student representation in the meetings and proceedings of the faculty;

(c) subject to this Act and to the approval of the senate, to make rules for the government, direction and management of the faculty and its affairs and business;

(d) to determine, subject to the approval of the senate, the courses of instruction in the faculty;

(e) subject to an order of the president to the contrary, to prohibit lecturing and teaching in the faculty by persons other than appointed members of the teaching staff of the faculty and persons authorized by the faculty, and to prevent lecturing or teaching so prohibited;

(f) subject to the approval of the senate, to appoint for the examinations in each faculty examiners, who, subject to an appeal to the senate, must conduct examinations and determine the results;

(g) to deal with and, subject to an appeal to the senate, to decide on all applications and memorials by students and others in connection with their respective faculties;

(h) generally, to deal with all matters assigned to it by the board or the senate.

Approval of rules

41 A general rule made by a faculty is not effective or enforceable until a copy has been sent to the senate and the senate has given its approval.

Advice to president

42 Any of the faculties may advise the president in any matter affecting the interests of the university, whether academic or disciplinary, but that advice does not limit the powers and authority of the president.

Part 9 — Nominations, Elections and Voting

Rules for elections

43 (1) The senate must make and publish all rules necessary and consistent with this Act in respect of nominations, elections and voting.

(2) The registrar must conduct all elections that are required.

Nomination paper to registrar

44 A nomination paper is not valid unless at least 4 weeks before the date of the election

(a) it is delivered at the office of the registrar, or

(b) if sent by mail, it is received by the registrar.

Election register

45 (1) In every year in which an election is to take place, the registrar must prepare an alphabetical list, to be called the election register, of the names and known addresses of all members of the convocation who are entitled to vote at an election.

(2) The election register must be open to inspection at all reasonable hours by all members entitled to vote.

(3) The registrar must similarly keep an alphabetical list of the names of all students who are members of the undergraduate student society or the graduate student society.

Voters to be registered

46 Only those persons whose names appear in the election registers are entitled to vote at an election.

Part 10 — Powers and Duties of a University

Power and capacity of a natural person

46.1 A university has the power and capacity of a natural person of full capacity.

Functions and duties of university named in section 3

47 (1) In this section, **"university"** means a university named in section 3 (1).

(2) A university must, so far as and to the full extent that its resources from time to time permit, do all of the following:

(a) establish and maintain colleges, schools, institutes, faculties, departments, chairs and courses of instruction;

(b) provide instruction in all branches of knowledge;

(c) establish facilities for the pursuit of original research in all branches of knowledge;

(d) establish fellowships, scholarships, exhibitions, bursaries, prizes, rewards and pecuniary and other aids to facilitate or encourage proficiency in the subjects taught in the university and original research in all branches of knowledge;

(e) provide a program of continuing education in all academic and cultural fields throughout British Columbia;

(f) generally, promote and carry on the work of a university in all its branches, through the cooperative effort of the board, senate and other constituent parts of the university.

Functions and duties of special purpose, teaching university

47.1 A special purpose, teaching university must do all of the following:

(a) in the case of a special purpose, teaching university that serves a geographic area or region of the province, provide adult basic education, career, technical, trade and academic programs leading to certificates, diplomas and baccalaureate and masters degrees, subject to and in accordance with regulations under section 71 (3) (c) (i);

(b) in the case of a special purpose, teaching university that serves the whole province, provide applied and professional programs leading to baccalaureate and masters degrees, subject to and in accordance with regulations under section 71 (3) (c) (ii);

(c) provide, in addition to post-secondary programs referred to in paragraph (a) or (b), post-secondary programs specified in regulations under section 71 (3) (c) (iii);

(d) so far as and to the extent that its resources from time to time permit, undertake and maintain applied research and scholarly activities to support the programs of the special purpose, teaching university.

Minister not to interfere

48 (1) The minister must not interfere in the exercise of powers conferred on a university, its board, senate and other constituent bodies by this Act respecting any of the following:

(a) the formulation and adoption of academic policies and standards;

(b) the establishment of standards for admission and graduation;

(c) the selection and appointment of staff.

(2) Despite subsection (1), a university must not establish a new degree program without the approval of the minister.

Reports to minister

49 (1) At the request of the minister, a university must provide the minister with reports and any other information that the minister considers necessary to carry out the minister's responsibilities in relation to universities.

(2) Information requested under subsection (1) may include personal information about a student.

(3) Personal information obtained under this section or under section 170.2 of the *School Act* may not be used to make a decision respecting an individual student.

(4) For the purposes of subsections (2) and (3), **"student"** has the same meaning as in section 27 (7).

Property

50 (1) For the purposes of carrying out and advancing, directly or indirectly, the purposes of a university, a university may acquire, by gift, purchase or any other manner, and hold, property of any kind.

(2) Subject to the approval of the minister and to the terms of any grant, conveyance, gift or devise of land, a university may

(a) mortgage, sell, transfer, lease for not more than 99 years, or otherwise dispose of its land, and

(b) lease for any term any of its land to a college affiliated with the university.

(3) Subject to the terms of any grant, conveyance, gift or bequest of any personal property, a university may mortgage, sell, transfer, lease or otherwise dispose of its property.

(4) Despite this or any other Act, The University of British Columbia may lease portions of land described in a grant made on or about December 4, 1924, under section 5 (a) of the *British Columbia University Site Act, 1918*, S.B.C. 1918, c. 94, for a term not exceeding 999 years to any incorporated theological college affiliated with The University of British Columbia, subject to the following provisions:

(a) a lease must not be made under this subsection except with the prior approval of the Lieutenant Governor in Council;

(b) the rental reserved by the lease may be less than fair rental for the land leased, or may be a nominal rental;

(c) every lease made under this subsection must contain provisions, satisfactory to the Lieutenant Governor in Council, for re-entry and taking possession by The University of British Columbia of the land leased and all buildings on it, if

(i) the land or any part of it ceases to be occupied and used by the incorporated theological college to which the land is leased, or

(ii) the land or any part of it is occupied or used for a purpose other than college purposes.

Expropriation of land

51 A university may expropriate any land that it considers necessary for its purposes.

Perpetuities

52 The rule against perpetuities and other rules restricting the holding of land do not apply to property of a university.

Exemption from expropriation

53 (1) Land that is vested in a university is not liable to be entered, used or taken by any municipal or other corporation, or by any person possessing the right of taking land compulsorily for any purpose.

(2) A power to expropriate land under an Act enacted after July 4, 1974 does not apply to land vested in a university, unless, in the Act, the power is, in express terms, made to apply to that land.

Exemption from taxation

54 (1) Unless otherwise provided in an Act, the property vested in a university and held or used for university purposes is exempt from taxation under the *Community Charter*, the *Local Government Act*, the *School Act*, the *Vancouver Charter* and the *Taxation (Rural Area) Act*.

(2) If land vested in a university is disposed of by lease to a college affiliated with the university, so long as it is held for college purposes, the land continues to be entitled to the exemption from taxation provided in this section.

Powers regarding certain property

55 A university may acquire, take and hold all property that may be in good faith

(a) mortgaged or pledged to it by way of security,

(b) foreclosed, or conveyed to it in satisfaction of debts previously contracted, or

(c) purchased at judicial sales on levy for the indebtedness, for the purpose of avoiding a loss to the university or to the owners.

Execution of documents

56 All deeds, transfers, mortgages, instruments or documents required to be in writing, and to which a university is a party, are deemed to be properly executed by the university if

(a) the corporate name and seal of the university are affixed to them by an officer authorized by the board, and

(b) the corporate name and seal are witnessed by the signature of an officer authorized and the chair of the board or other person authorized by the board.

Investments

57 Subject to a contrary intent expressed in a gift, devise, bequest or trust, section 15 of the *Trustee Act* does not apply to investments made by a board of a university and each board

(a) may invest money belonging to the university and available for investment, and

(b) must, when investing under paragraph (a), make investments that a prudent person would make.

Borrowing

58 (1) With the approval of the minister and Minister of Finance, a university may borrow money for the purpose of

(a) purchasing or otherwise acquiring land for the use of the university, or

(b) erecting, repairing, adding to, furnishing or equipping any building or other structure for the use of the university.

(2) The board may

(a) enter into any agreement that it may consider necessary or advisable for carrying out the purposes mentioned in this section, and

(b) execute in the name of the university all agreements, deeds and other instruments considered necessary or advisable to carry into effect the provisions of the agreement.

(3) [Repealed 1998-6-19.]

Part 11 — President and Registrar

President and powers

59 (1) There must be a president of the university, who is to be the chief executive officer and must generally supervise and direct the academic work of the university.

(2) Without limiting subsection (1), the president has the following powers:

(a) to recommend appointments, promotions and removal of members of the teaching and administrative staffs and the officers and employees of the university;

(b) to summon meetings of a faculty when the president considers it necessary or advisable to do so, and at his or her discretion to convene joint meetings of all or any of the faculties;

(c) to authorize lectures and instruction in any faculty to be given by persons other than the appointed members of the teaching staff;

(d) to establish the committees the president may consider necessary or advisable.

Suspension of staff member

60 (1) The president has power to suspend any member of the teaching and administrative staffs and any officer or employee of the university.

(2) On the exercise of the power, the president must promptly report the action to the board with a statement of his or her reasons.

(3) A person who is suspended under this section has a right of appeal to the board.

Suspension of student

61 (1) The president has power to suspend a student and to deal summarily with any matter of student discipline.

(2) On the exercise of the power, the president must promptly report the action to the standing committee established under section 37 (1) (v) with a statement of his or her reasons.

(3) The action of the president is final and subject in all cases to an appeal to the senate.

Duties of president

62 (1) The president must

(a) prepare and publish an annual report on the progress of the university,

(b) make any necessary recommendations to the board and the senate, and

(c) report on any matter referred to the president by the board or the senate.

(2) The president must prepare and submit to the board an annual budget in consultation with the appropriate standing committee of the senate.

(3) The president must present the submissions of the university to the minister.

Offices of president

63 The president

(a) is a member of the board and must attend its regular meetings,

(b) is chair of the senate,

(c) is a member of all standing committees of the senate except the standing committee on appeals,

(d) is a member of each faculty, and

(e) in the absence of the chancellor, is chair of convocation and must confer degrees.

Registrar

64 (1) There must be a registrar, who must keep the records and perform the duties that the board or senate may require.

(2) The registrar is the secretary of convocation, the senate and of each of the faculties, but has no right to vote as such.

Acting registrar

65 If the registrar is unable to act or is absent, the board may appoint an acting registrar, who must perform the duties of the registrar and has all the powers of the registrar.

Part 12 — General

Theological colleges

66 (1) A university must be non-sectarian and non-political in principle.

(2) Despite subsection (1), a theological college incorporated in British Columbia may be affiliated with a university under a resolution or order made by the senate and approved by the board.

(3) An incorporated theological college affiliated with a university may, despite that affiliation, have power to confer and grant degrees in theology, including honorary degrees.

(4) Despite any other provisions of this Act, an affiliated college may

(a) make provisions it considers proper in regard to religious instruction and religious worship for its own students, and

(b) require religious observance as part of its discipline.

Granting of degrees, use of name and coat of arms, etc.

67 (1) A person in British Columbia other than a university must not use or be known by the name of a university.

(2) A person must not in British Columbia hold itself out or be known as a university, or grant degrees in its own name except in accordance with powers granted under this Act.

(3) An institution under the *College and Institute Act* may grant the degrees it is entitled to grant under that Act.

(4) [Repealed 2004-33-31.]

(5) A person must not assume or use, in the course of trade, occupation or calling, or otherwise,

(a) the coat of arms of a university or used in the various offices or departments of a university,

(b) any design in imitation of that coat of arms, or calculated by its resemblance to deceive, or

(c) any paper or other material on which the coat of arms or any design in imitation, or resemblance calculated to deceive, is stamped, engraved, printed or otherwise marked.

(6) Despite subsection (2), the open university established under the *Open Learning Agency Act* may grant degrees in its own name in accordance with that Act.

(7) [Repealed RS1996(Supp)-468-1.]

(8) Despite subsection (2), the Royal Roads University established under the *Royal Roads University Act* may grant degrees in its own name in accordance with

that Act.

(9) [Repealed 2002-35-15.]

(10) Despite subsection (2), a person to whom consent under the *Degree Authorization Act* is given to grant or confer a degree may grant the degree in its own name in accordance with the consent.

(11) Despite subsection (2), the Thompson Rivers University established under the *Thompson Rivers University Act* may grant degrees in its own name in accordance with that Act.

No liability for acts of students

68 An action, prosecution or other proceeding does not lie and must not be instituted against a university, the board, the senate or the members of the board or the senate, or any officer or employee of a university, in respect of any act or omission of a student arising out of an association or activity organized, managed or controlled, in whole or in part, by students of a university or of an affiliated college.

Limitation of liability

69 (1) An action or proceeding must not be brought against a member of a board, senate or faculties, or against an officer or employee of a university, in respect of an act or omission of a member of a board, senate or faculties, or officer or employee, of the university done or omitted in good faith in the course of the execution of the person's duties on behalf of the university.

(2) In an action against a university, if it appears that the university acted under the authority of this Act or any other Act, the court must dismiss the action against the university.

Jurisdictional disputes

70 (1) If a question arises respecting the powers and duties of the convocation, chancellor, president, faculties or an officer or employee of the university, that is not provided for in this Act, the board must settle and determine the question.

(2) A decision of the board under subsection (1) is final.

Provision of personal information

70.1 (1) In this section, **"personal education number"** and **"student"** have the same meanings as in section 27 (7).

(2) The minister must provide to the minister responsible for the administration of

the *School Act* the personal information about a student that is in the possession of the minister if the minister responsible for the administration of the *School Act* requests that information and provides the minister with a valid personal education number for that student.

Offences

70.2 (1) A person who contravenes section 67 (1), (2) or (5) commits an offence.

(2) Section 5 of the *Offence Act* does not apply to this Act or a regulation made under it.

Part 13 — Regulations

Power to make regulations

71 (1) The Lieutenant Governor in Council may make regulations referred to in section 41 of the *Interpretation Act*.

(2) Without limiting subsection (1), the Lieutenant Governor in Council may make regulations

(a) defining any expression used but not defined in this Act,

(b) for the purposes of section 27.1 (1) (b), and

(c) prescribing conditions or limitations for the purpose of section 54.

(3) Without limiting subsection (1), the Lieutenant Governor in Council may make regulations as follows:

(a) designating as a special purpose, teaching university an institution that is designated under section 5 of the *College and Institute Act*, and specifying a name for the special purpose, teaching university;

(b) specifying the geographic area or region that a special purpose, teaching university designated under paragraph (a) serves;

(c) specifying the following;

(i) in the case of a special purpose, teaching university that serves a geographic area or region of the province, the adult basic education, career, technical, trade or academic programs that the special purpose, teaching university must provide;

(ii) in the case of a special purpose, teaching university that serves the whole province, the applied or professional programs that the special purpose, teaching university must provide;

(iii) other post-secondary programs that the special purpose, teaching university must provide.

(4) On the designation of a special purpose, teaching university under subsection (3) (a), the special purpose, teaching university is continued as a corporation composed of a chancellor, a convocation, a board, a senate and faculties with the name given it by the Lieutenant Governor in Council.

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

29 July 2009

Dr. J. William Brennan
Chairman
Saskatchewan Heritage Foundation
1919 Saskatchewan Drive, 19th Floor
Regina, Saskatchewan S4P 4H2
CANADA

Dear Dr. Brennan:

On behalf of the Board of Trustees of the J.M. Kaplan Fund, we are pleased to inform you that the Fund has approved a grant of US$35,000 payable to Saskatchewan Heritage Foundation. This grant is to be used for Saskatchewan Heritage Foundation's Program to preserve Saskatchewan's rural churches and heritage sites.

Under United States tax regulations, we are required to have any non-U.S. charity receiving a Fund grant complete the attached affidavit and return it to us with the requested supporting materials. If you have any queries about the form please contact Angela Carabine at the Fund's offices.

The Kaplan Fund will make the funds available upon receipt of the signed affidavit and requested materials.

Along with this grant announcement go the very best wishes of the Fund and all the Trustees.

Sincerely,

Peter W. Davidson
Chair

Enclosure
Ref: #2009-189

cc: Garth Pugh, Foundation Manager

The Saskatchewan Heritage Foundation Act

being

Chapter S-22.1 of the *Statutes of Saskatchewan, 1990-91* (effective February 18, 1991) as amended by the *Statutes of Saskatchewan*, 2001, c.40 and 2004, c.10.

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CHAPTER S-22.1

An Act respecting the Saskatchewan Heritage Foundation

Short title

1 This Act may be cited as *The Saskatchewan Heritage Foundation Act*.

Interpretation

2 In this Act:

(a) **"board"** means the board of directors of the corporation;

(b) **"corporation"** means the Saskatchewan Heritage Foundation constituted by section 3;

(b.1) **"heritage initiative"** means an initiative to do all or any of the following:

(i) to gain further knowledge of Saskatchewan's heritage;

(ii) to increase public awareness, understanding and appreciation of Saskatchewan's heritage;

(iii) to conserve, protect and preserve Saskatchewan's heritage;

(c) **"heritage property"** means heritage property as defined by *The Heritage Property Act* and includes any estate or interest in heritage property;

(d) **"minister"** means the member of the Executive Council to whom for the time being the administration of this Act is assigned.

1990-91, c.S-22 1, s.2, 2001, c 40, s 3

Constitution

3(1) A corporation under the name of the Saskatchewan Heritage Foundation is hereby constituted.

(2) The corporation is to consist of not less than seven and not more than 15 members appointed by the Lieutenant Governor in Council.

(3) The corporation is for all its purposes an agent of Her Majesty in right of Saskatchewan and its powers under this Act may be exercised only as an agent of the Crown.

(4) All:

(a) property of the corporation, both real and personal;

(b) moneys acquired, administered, possessed or received by the corporation from any source; and

(c) profits earned by the corporation;

are the property of the Crown and are for all purposes, including taxation of whatever nature or description, deemed to be the property of the Crown.

1990-91, c.S-22.1, s 3

Capacity to contract

4(1) The corporation has capacity to contract and to sue and be sued in its corporate name with respect to any right acquired or obligation incurred by it on behalf of the Crown as if the right or obligation had been acquired or incurred on its own behalf.

(2) The corporation may sue with respect to any tort, and may be sued with respect to any liabilities in tort to the extent to which the Crown is subject by reason of *The Proceedings against the Crown Act.*

(3) The corporation, on behalf of the Crown, may contract in its corporate name without specific reference to the Crown.

1990-91, c.S-22.1, s 4.

Head office

5 The head office of the corporation is to be located at any place in Saskatchewan that the Lieutenant Governor in Council may determine.

1990-91, c S-22 1, s.5

Reports to minister

6 The corporation shall:

(a) report to the minister at regular intervals with respect to its progress and activities; and

(b) submit to the minister any reports that the minister may require from time to time.

1990-91, c S-22 1, s 6.

Responsible to minister

7 The corporation is responsible to the minister in the exercise of its powers and the performance of its duties and functions.

1990-91, c S-22 1, s 7.

Board of directors

8(1) The board consists of the persons appointed by the Lieutenant Governor in Council pursuant to subsection 3(2).

(2) The board shall manage the affairs and business of the corporation.

(3) A member of the board holds office:

(a) at pleasure;

(b) for a term not exceeding two years; and

(c) until his or her successor is appointed;

and is eligible for further appointments but may not be appointed for more than three consecutive terms.

(4) A vacancy in the membership of the board or the absence of a member of the board does not impair the power of the board to act, subject to the requirement of a quorum pursuant to subsection 10(2).

(5) The corporation shall pay to the members of the board any remuneration and reimbursement for reasonable travel and incidental expenses incurred in the discharge of their duties as members of the board that may be determined by the Lieutenant Governor in Council.

1990, c S-22 1, s.8, 2001, c.40, s 4.

Chairman and vice-chairman

9(1) The Lieutenant Governor in Council shall designate one of the persons appointed pursuant to subsection 3(2) to be the chairperson of the board and another person appointed pursuant to that subsection to be vice-chairperson of the board.

(2) Where the chairperson is absent or unable to act or where the office of chairperson is vacant, the vice-chairperson has and may exercise all of the powers and functions of the chairperson.

1990, c S-22 1, s.9

Board procedures

10(1) Subject to the other provisions of this Act, the board may make rules respecting its own procedures.

(2) A quorum of the board consists of a majority of board members.

(3) Meetings of the board shall be held:

(a) on the initiative of the chairperson and after reasonable notice to members of the board; or

(b) at any time a majority of the board considers it appropriate or necessary.

1990, c S-22 1, s.10.

Committees of board

11(1) The board may establish any committee of board members on any terms and conditions that it considers appropriate to assist it in carrying out its duties.

(2) The board may:

(a) establish any advisory committees subject to any terms and conditions that it considers appropriate to assist it in carrying out its duties; and

(b) appoint any persons to be members of any advisory committee.

(3) The corporation shall pay to the members of committees appointed pursuant to subsection (2), other than members of the board, any remuneration and reimbursement for reasonable travel and incidental expenses incurred in the discharge of their duties as advisory committee members that may be determined by the board.

1990, c S-22 1, s 11

Staff

12 The minister may provide the corporation with:

(a) any supplies; and

(b) the services of any employees under the minister's administration;

that, in the opinion of the minister, are required for the corporation to carry out its powers and duties under this Act.

1990, c S-22 1, s 12.

Professional advisors, etc.

13 The corporation, on any terms and conditions that it considers appropriate, may retain the services of any consultants or professional or technical advisors that it considers necessary for the purposes of this Act.

1990, c S-22.1, s 13.

Powers and duties of corporation

14(1) Subject to the other provisions of this section and the regulations, the corporation may:

(a) purchase, lease or otherwise acquire any heritage property and any real property, furnishings, equipment and supplies that it considers necessary for the conduct of its business;

(b) develop, maintain, manage or operate any heritage property and real property acquired pursuant to clause (a);

(c) exhibit or display, within or outside Saskatchewan, any heritage property acquired pursuant to clause (a) on any terms and conditions it considers appropriate;

(d) sell, lease, exchange or otherwise dispose of any heritage property, real property, furnishings, equipment and supplies acquired pursuant to clause (a);

(e) solicit and receive donations, bequests or other gifts of or relating to heritage property or heritage initiatives;

(f) undertake, support or sponsor educational or research programs relating to heritage property or heritage initiatives;

(g) provide professional and technical services, on any terms and conditions it considers appropriate, to any person, agency, organization, association, institution or body within or outside Saskatchewan with respect to heritage property or heritage initiatives;

(h) provide financial assistance, by way of grants, loans or other means, on any terms and conditions it considers appropriate, to any person, agency, organization, association, institution or body within or outside Saskatchewan with respect to heritage property or heritage initiatives;

(i) enter into agreements with any person, agency, organization, association, institution or body within or outside Saskatchewan that it considers necessary for the conduct of the business of the corporation;

(j) charge fees for any goods, services, facilities or materials provided to persons by the corporation;

(k) advise and make recommendations to the minister on any matter relating to the conservation, protection, preservation and designation of heritage property; and

(l) carry out any other powers that may be conferred on the corporation by the Lieutenant Governor in Council.

(2) The corporation shall not provide financial assistance pursuant to clause (1)(h) in an amount exceeding $50,000 in any fiscal year without the approval of the Lieutenant Governor in Council.

(3) The corporation shall not enter into any agreement pursuant to clause (1)(i) whereby the corporation is liable to make expenditures in excess of $50,000 in any fiscal year without the approval of the Lieutenant Governor in Council.

1990-91, c S-22 1, s 14, 2001, c 40, s.5

Revenues of corporation

15 Notwithstanding any other Act or law, the corporation may receive and hold any:

(a) moneys appropriated to it by the Legislature;

(b) moneys distributed to the corporation from the net profits of a lottery scheme within the meaning of *The Interprovincial Lotteries Act, 1984* for the purposes of the corporation;

(c) moneys received by it pursuant to clause 14(1)(e);

(d) amounts realized by it as a result of investments of moneys of the corporation; and

(e) proceeds realized by it from the disposal of assets of the corporation.

1990-91, c.S-22 1, s 15; 2001, c 40, s.6

Investment

16 The corporation may:

(a) invest any part of the moneys of the corporation in any security or class of securities authorized for investment of moneys in the general revenue fund pursuant to *The Financial Administration Act, 1993*; and

(b) dispose of the investments in any manner, on any terms and in any amount that the corporation considers expedient and invest the proceeds of that disposition in investments of the kind described in clause (a).

1990-91, c S-22.1, s 16; 2001, c 40, s.7; 2004, c.10, s 17

Treasury Board directives

17 The Treasury Board may make orders and issue directives that it considers expedient with respect to the financial conduct of the corporation.

1990-91, c.S-22.1, s.17

Annual report

18(1) In each fiscal year, the corporation, in accordance with *The Tabling of Documents Act, 1991*, shall prepare and submit to the minister:

(a) a report of the corporation on its business for its preceding fiscal year; and

(b) a financial statement showing the business of the corporation for its preceding fiscal year in any form that may be required by Treasury Board.

(2) The minister, in accordance with *The Tabling of Documents Act, 1991*, shall lay before the Legislative Assembly each report and statement received by him or her pursuant to subsection (1).

1990-91, c.S-22.1, s 18, 2001, c.40, s 8

Audit

19 The Provincial Auditor or any other auditor or firm of auditors that the Lieutenant Governor in Council may appoint shall:

(a) annually; and

(b) at any other time that the Lieutenant Governor in Council may require;

audit the accounts and financial statements of the corporation.

1990-91, c.S-22 1, s.19

Fiscal year

20 The fiscal year of the corporation is the period commencing on April 1 in one year and ending on March 31 in the next year.

1990-91, c.S-22.1, s.20

Regulations

21 The Lieutenant Governor in Council may make regulations respecting any matter or thing that the Lieutenant Governor in Council considers necessary to carry out the intent of this Act.

1990-91, c.S-22.1, s 21

REGINA, SASKATCHEWAN
Printed by the authority of
THE QUEEN'S PRINTER

Affidavit of
Saskatchewan Heritage Foundation
That Does Not Have Section 501(C)(3) Determination Letter from
The U.S. Internal Revenue Service

Under the laws of the United States, The J.M. Kaplan Fund can make a grant to an organization if it meets the following criteria:

- It is organized and operated exclusively for charitable, scientific, religious, literary, or educational purposes;
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation;
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J.M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by passage of the Saskatchewan Heritage Foundation Act in 1990.
(Identify statute, charter, etc.)

in 1990 (Year) in Saskatchewan, Canada (Name of country)

2. The organization is operated exclusively for one or more of the following purposes:

[✓] charitable
[ ] religious
[✓] scientific
[ ] literary
[✓] education

[ ] fostering national or international amateur sports competition

[ ] prevention of cruelty to children or animals

3. Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

- Historic building conservation
- Archaeological investigations
- Assorted research projects
- Publication assistance
- Assorted educational and promotional initiatives

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

5. Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

6. Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

7. Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ No ✓

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No ✓

If yes, please list the names of such shareholders or members and the nature of their interest.

9. Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body:

Ms. Ingrid Cazakoff, Chairperson
Mr. Wes Moore, Vice-Chairperson
Dr. Bill Waiser, Member
Mr. Tyrone Tootoosis, Member
Mr. Karl Bazin, Member
Mr. C. J. Harel, Member Mr. Don Telfer, Member

10. Is the organization controlled by or operated in connection with any other organization?

Yes ✓ No ____

If yes, please list the name[s] of the organization[s] and the nature of such control or connection.

As a Treasury Board Crown agency, the Heritage Foundation's Board of Directors report and are responsible to the Minister of ~~the~~ Tourism, Parks, Culture and Sport, a ministry of the provincial government of Saskatchewan

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes ✓ No ____

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

This is referenced in Section 3 of the SHF Act (attached), specifically subsection 3(3). In the event that the SHF were to dissolve, all Kaplan funds not appropriately claimed as per the signed grant agreement would be returned to the Kaplan Foundation.

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12. If your organization is ***not*** an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following:

he audited
inancial statements
or the four most
recent fiscal years
is enclosed with
this signed affidavit

[A] gifts, grants and contributions received;

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed;

[D] gross income from interest, dividends, rents, and royalties;

[E] net income from business activities unrelated to the organization's exempt purposes; and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function.

13. If an ***educational institutional:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul. 75-231, 1975-1 C.B. 158, and as implemented in Rev. Proc. 75-50, 1975-2 C.B. 587?

  Yes ________ No ________

- Is the primary function of the organization the presentation of formal instruction?

  Yes ________ No ________

- Does it normally maintain a faculty and curriculum?

  Yes ________ No________

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ________ No ________

14. If a ***hospital***:

- Is the principal function of the organization the provision of hospital or medical care?

  Yes ________ No ________

15. If a ***church*** or ***church-related organization:***

- Does the organization conduct religious worship?

  Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

____

____

____

Fiscal year of organization ends: the current fiscal year extends from
(Date) ~~Mar~~ April 1, 2009 - March 31, 2010.

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: August 18, 2009

____
Saskatchewan Heritage Foundation

By: ______________________________

Title: ______________________________

(Seal)

Attest: ______________________________

Saskatchewan Heritage Foundation

December 16, 2008

The J. M. Kaplan Fund
c/o Mr. Conn Nugent, Executive Director
19th Floor – 261 Madison Avenue
New York, New York
U.S.A. 10016

Dear Mr. Nugent:

Attached please find a report on work undertaken by the Saskatchewan Heritage Foundation utilizing monies received from the Kaplan Foundation in 2007, as well as a further update on projects that received earlier Kaplan support. Attached, as well, is an application for a possible 5th allotment of matching funds to assist with the conservation of designated rural churches, and other selected Saskatchewan heritage sites, in 2009.

This report is in fact an update to the material prepared and submitted last year at this time, and includes information on work undertaken with Kaplan dollars since the last update (#5 – November, 2006), information on projects approved for matching Kaplan funds by the Foundation at the November, 2007 Heritage Foundation Board meeting, and a request for a fifth Kaplan Fund allocation in the amount of $60,000US. In addition, I enclose a copy of our most recent Annual Report, for the fiscal year ending March 31, 2008.

The ongoing demand for funding assistance in all categories of heritage activity, including of course built heritage, continues to be strong. The requests for assistance with restoration of rural churches remains high, and we continue to receive favourable comments from grant recipients for the additional dollars they receive as a result of the Kaplan partnership. The funds provided by the Heritage Foundation and the Kaplan Foundation together supplement resources at the community level and allow the applicants to undertake more authentic conservation work, in a more timely way, than would otherwise be the case. In this way local landmarks are retained with benefits for tourism and local community pride and sense of place.

As we have done previously, the Saskatchewan Heritage Foundation proposes to match any contribution provided by the J. M. Kaplan Fund, and to provide a comprehensive report on each of the projects, including on-site inspections where possible. We continue to apply national conservation standards (Standards and Guidelines for the Conservation of Historic Places in Canada) in the formal adjudication of built heritage proposals that come before the Heritage Foundation Board.

. . . 2

We continue to be greatly appreciative of the generous financial support provided by the Kaplan Foundation, and we are hopeful that a request for another allocation for 2009, in the amount of $50,000US, will be favourably received. The cost of labour and materials for built heritage conservation work has increased quite dramatically in western Canada in the past 3-5 years, and particularly in the last 18 months, and the demand for assistance for rural historic building continues unabated. However, we are mindful of the recent global economic downturn, and appreciate it may impact your ability to continue our conservation partnership at previous funding levels. Funding at any level would be helpful and appreciated.

While the annual heritage grant allotment received from the provincial government was increased this past summer, a fifth allocation of Kaplan funds would assist considerably in funding rural church restoration work in the upcoming year. The church continues to be the building type that many rural communities select for retention and conservation.

Should you have any questions regarding this report/request, please do not hesitate to contact me at my University of Regina office number, (306) 585-4214, or contact Garth Pugh, Manager of the Saskatchewan Heritage Foundation at (306) 787-4188.

Sincere best wishes to all members of the Kaplan Fund Board and staff for the holiday season, and for the new year.

Yours sincerely,

Dr. J. William Brennan, Chairman
Saskatchewan Heritage Foundation

Attachments

cc: Mr. Peter Davidson, Chairman, J. M. Kaplan Fund Board
Ms. Angela Carabine, Grants Manager
Mr. Ken Lustbader, Program Specialist

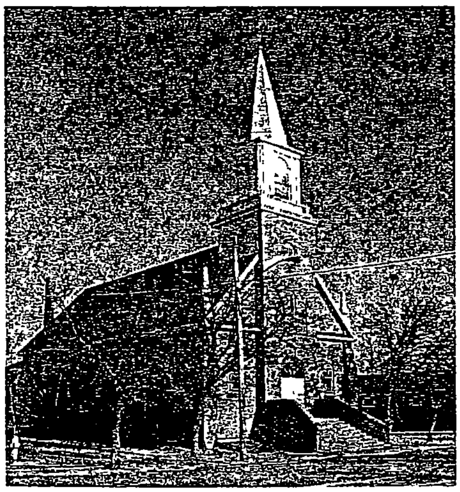
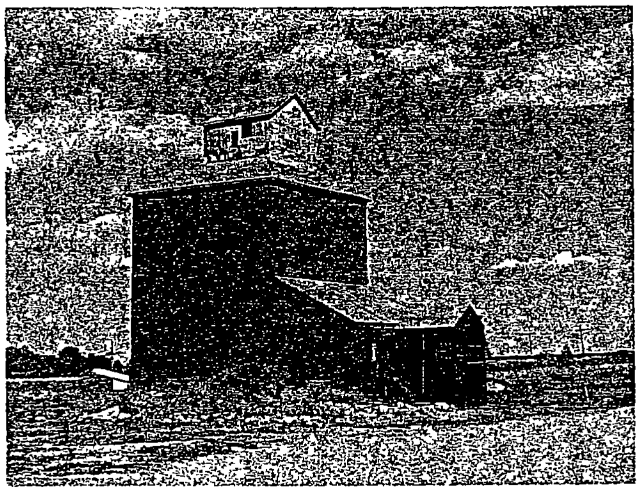
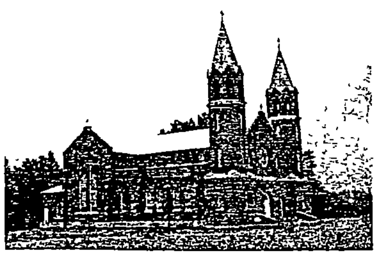
Progress Report

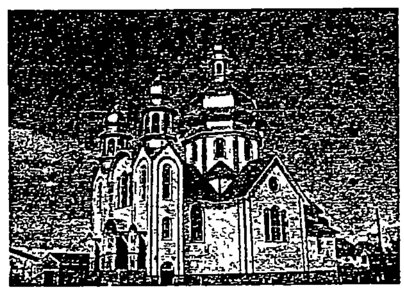
2006-2008 Heritage Preservation Grant Allocations in Saskatchewan, Canada

2008 Funding Proposal

to the

J. M. Kaplan Fund



30 November 2008

In association with Architectural Heritage Saskatchewan

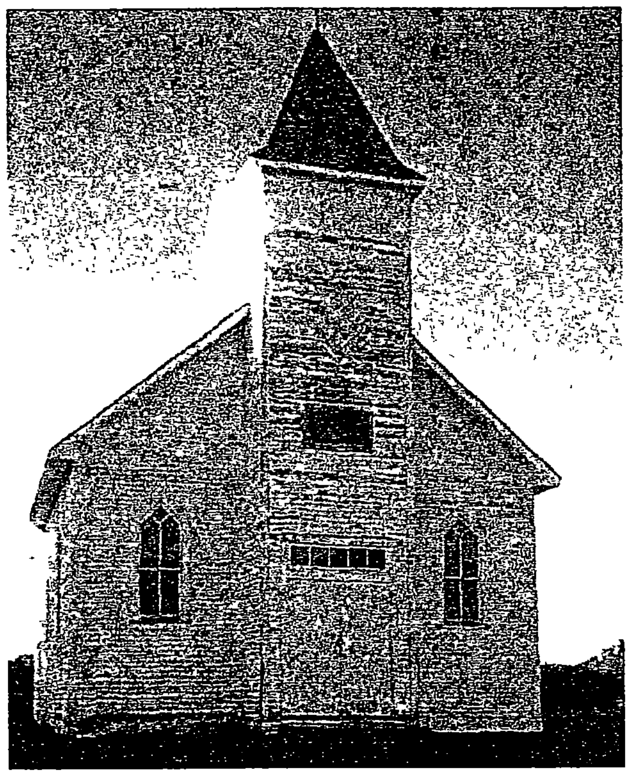
J.M. Kaplan Fund

The 2008 Funding Proposal from the Saskatchewan Heritage Foundation

1. Chairman's Covering Letter - see attached

2. Proposal

THE PROBLEM



Peeling paint reflects years of deterioration at St Phillip's (Little Moose) Roman Catholic Church, near St Brieux

An increasing number of rural pioneer buildings are being abandoned or are not being properly maintained. This deteriorating situation is leading to the loss of an important part of the northern Great Plains heritage.

Saskatchewan, like other regions within the Great Plains area, continues to experience a gradual decline in its rural population base. Consequently, important buildings erected during the past 130 years have been abandoned or their owners are experiencing difficulty

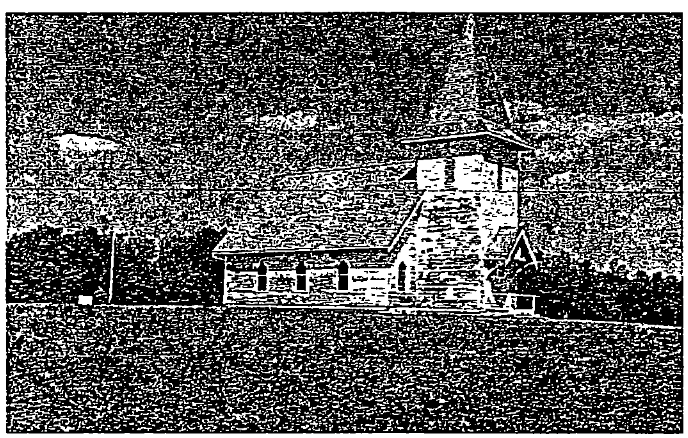
... 2

maintaining them, due to a decreasing number of people in their community. Among this category are a significant number of churches, grain elevators, stores and farm buildings, including both residences and barns. Even in their abandoned or underutilized state, these buildings still form a significant part of our rural environment, and speak to a time when rural Saskatchewan was more vibrant and populated. Today, many of these heritage resources stand as important visual reminders of the past, and form special subjects for artists and photographers. Others remain as integral parts of their communities, serving as community centers for religious and / or social functions.

Rural church congregations face special problems during these difficult economic times. Not only must they service the spiritual needs of their members, but they also need to preserve their aging and deteriorating places of worship – often at a time when they are also faced with a significant reduction in the number of people who regularly attend and financially support their church.

As well, rural residents face the growing problem of finding skilled labour to restore their heritage buildings, and / or appropriate historic building materials. The cost for both has increased significantly in the seven-year period that the Foundation has partnered with the J.M. Kaplan Fund on these projects, and dramatically so in the past two years.

Likewise, long-term maintenance concerns have subsequently led many to look for acceptable alternate building products to make their restoration projects more viable. Nevertheless, some people still appreciate the value of restoring historic buildings with authentic building materials.



Bethel Norwegian Lutheran Church, near Rose Valley, after years of weathering

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RESOLVING THE PROBLEM

Repainting St. Cunegunda Roman Catholic Church, Horizon

Community groups and private owners of these heritage structures are being encouraged to preserve them for the enjoyment of future generations and, wherever possible, for continued use within their communities.

The Saskatchewan Heritage Foundation, through its Heritage Conservation Grant Program, has provided financial assistance to preserve a significant number of these rural structures over the past decade and a half. Of the 566 restoration projects funded between 1991 and 2008, approximately 36% (204) were religious structures. This is fairly typical of the demand on the Foundation's conservation grant program. After suffering several successive budget cuts (from $345,000 to $325,000 to $275,000) under the previous administration, the Foundation has received a welcome increase in 2008-09 from the new government to $500,000. This has enabled the provision of additional dollars to several existing Kaplan-funded projects, and to address the continuing high demand for new funding throughout 2008. Of this amount, $25,000 is assigned to non-salary administrative costs, and $65,000 to the Claybank Brick Plant National Historic Site, leaving $410,000 for all of the Foundation's grant programs. By allocating a significant portion of its annual grant funds towards matching the J.M. Kaplan Fund contribution, the Foundation clearly demonstrates the importance that it places on this partnership.

Although the Foundation advertises that it will consider paying up to 50% of the cost for any one project, in most cases the Foundation's real share of the final project cost is closer to 10-20% of those costs. The project applicants must make up the balance of the costs. However, for the 91 active projects funded since 2002 with assistance from the J.M. Kaplan Fund, the

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actual level of assistance rose to between 30-40% for 19 projects, and to between 40-50% for 47 projects. Sixteen (16) projects received less than 25% of the project costs from the joint Kaplan-SHF funding pool.

In 2004, a special additional one-time allocation of $95,000 was provided to the Foundation through the Province's Centennial Office. These funds were used to provide assistance to 17 projects not eligible for joint Kaplan-SHF funding, and which would otherwise have been rejected or funded at considerably reduced levels. Seven of these projects were for heritage restoration work.

The Foundation's heritage conservation grant assistance is available only to owners of buildings that have been formally designated or recognized by a competent authority, such as an urban or rural municipal government, the Government of Saskatchewan, a First Nation Band Council, or the Government of Canada.

During its 18 years of operation, the Saskatchewan Heritage Foundation has funded more religious structures than any other building type. While some heritage agencies in North America specifically exclude religious structures from any government funding, the Saskatchewan Heritage Foundation believes that religion has played a key role in the social and educational development of our province. Hence, churches and other religious structures merit support like any other type of heritage property. While the Foundation had started to reject some applications for otherwise eligible religious structures, thanks to the assistance from the J.M. Kaplan Fund between 2002 and 2008, we were again able to fund such requests. A small number of churches were rejected because the proposed work called for inappropriate modern renovations rather than historic restoration.

Rebuilding the catwalk on top of the Humboldt Water Tower

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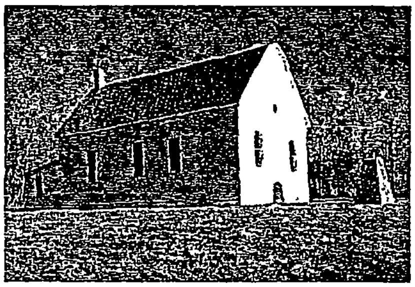
WHY THE SASKATCHEWAN HERITAGE FOUNDATION IS BEST SUITED TO ADDRESS THE PROBLEM



Edenbridge Synagogue is the oldest Jewish house of worship in Saskatchewan

A member of the Key First Nation helps restore the windows at St. Andrew's Anglican Church

The community gathers to celebrate restoration of the Hayward School roof, near Lipton

The Saskatchewan Heritage Foundation is the only agency in this province that has both the legislated mandate and some financial resources to help preserve important heritage buildings. As well, it has an 18-year track record of partnering in successful heritage restoration projects at the community level.

Under authority granted through *The Saskatchewan Heritage Foundation Act*, the Foundation provides funding assistance to various heritage projects, including building and artifact conservation and restoration, historical and archaeological research, heritage publication, and the annual youth heritage fairs. While other non-profit heritage societies also promote heritage activities throughout the province, only the Saskatchewan Heritage Foundation has a legislated mandate for its activities and an associated (albeit modest) annual budget from government for its work. Consequently, the Foundation continues to be virtually the only agency to which Saskatchewan people may apply for help to preserve their local built heritage.

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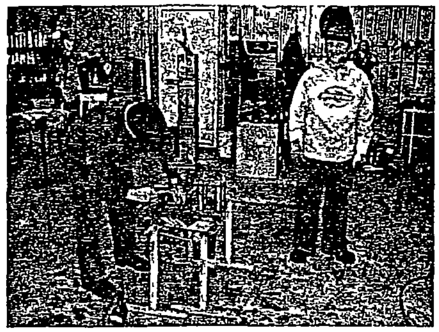
J.M. Kaplan Fund

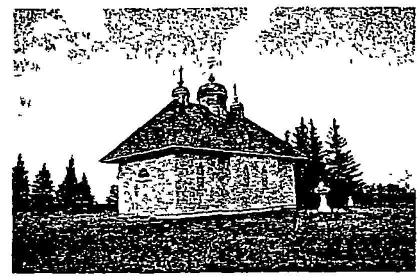
The 2008 Funding Proposal from the Saskatchewan Heritage Foundation

The Saskatchewan Heritage Foundation regularly partners with a variety of individuals, municipalities, organizations and businesses to achieve its objectives.

Restoring the roof on Gardiner Presbyterian Church, Battleford, now serving as a community museum



A volunteer welder builds new metal steps for the interior stairwell in the Humboldt Water Tower



The restored St Michael's Ukrainian Orthodox Church near Veregin helps preserve our Eastern European heritage

The owners of heritage buildings are required to contribute at least 50% of the proposed project costs, while other types of heritage activities often include contributions from volunteer and community organizations. Among the province-wide heritage societies that have partnered with the Foundation are the following:

- Saskatchewan History and Folklore Society
- Saskatchewan Archaeological Society
- Saskatchewan Genealogical Society
- Nature Saskatchewan
- Museums Association of Saskatchewan
- Architectural Heritage Saskatchewan (formerly known as the Saskatchewan Architectural Heritage Society)

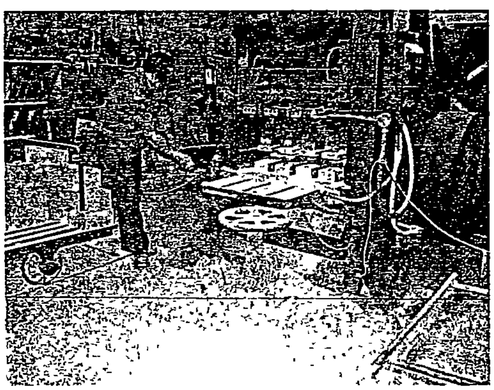
The Foundation has also partnered with the University of Saskatchewan, the Western Development Museum, and the Diefenbaker Canada Centre (all in Saskatoon), the University of Regina, the Saskatchewan Archives Board, and the Canadian Plains Research Centre, here in Regina, on a variety of research and publication initiatives. In addition, we continue to explore the possibility of partnering with other Saskatchewan government and tourism agencies in revitalizing the Saskatchewan Provincial Historic Marker Program as another appropriate way to commemorate aspects of the province's varied heritage legacy.

... 7

The Foundation also co-operates with the Heritage Canada Foundation and the federal government's Historic Places Initiative, which aims to identify and help preserve important heritage sites throughout Canada.

At the community level, restoration projects often include support from local community clubs, municipal governments, parish councils, service clubs, museums and historical societies. Indeed, in many cases, these non-profit groups are also the property owners, or have been charged by the local government to operate the heritage property on its behalf.

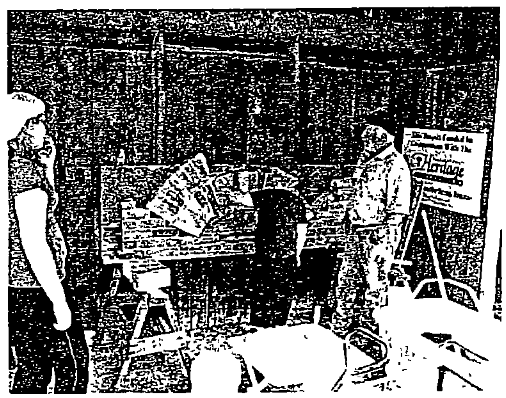
The Saskatchewan Heritage Foundation is also a co-owner of North America's best-preserved historic brick factory – the Claybank Brick Plant National Historic Site of Canada, located southwest of the capital city of Regina. For several decades this factory was a wholly-owned subsidiary of A.P Green Refractories Company, based out of Mexico, Missouri. Restoring and developing this 96-year-old site as an industrial heritage attraction is an ongoing commitment of the Foundation. For well over a decade, this task has been undertaken jointly with Parks Canada and the other co-owner of the site – the Claybank Brick Plant Historical Society. In 2008, the provincial government allocated $150,000 to undertake a number of emergency repair and restoration needs. As this remarkable heritage site approaches its centennial in 2012, additional resources will be required to complete more restoration work and to improve the public interpretive program.



Demonstration of brick production using the 1903 dry press

CLAYBANK BRICK PLANT

National Historic Site



Public participation in sample brick laying co-ordinated by Gracom Masonry

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THE PARTNERSHIP FUNDING PROPOSAL

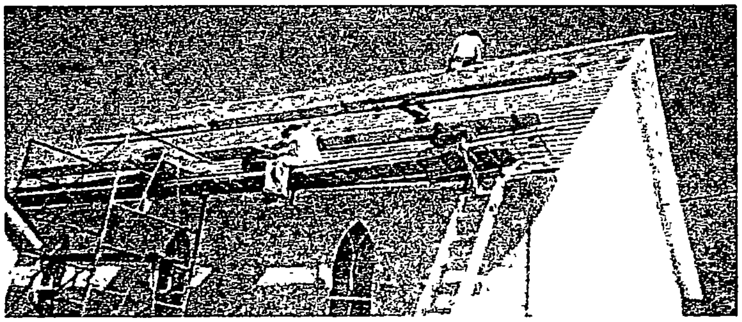
It is proposed that the partnership arrangement established in 2002 be continued in 2009 if the J.M. Kaplan Fund awards a new grant. That partnership called for:

Provision of cost-shared grants, whereby the J.M. Kaplan Fund and the Saskatchewan Heritage Foundation would each contribute 50 % of the approved grant allocation. (e.g. a $10,000 project would be funded as follows: $2,500 by the J.M. Kaplan Fund, $2,500 by the Saskatchewan Heritage Foundation, and $5,000 by the applicant.) Although this partnership does not require the Foundation to match J.M. Kaplan Fund contributions for every individual project, the Foundation must at least match the overall Kaplan Fund allocation, which has always been achieved.

It is also proposed to renew the contract with Architectural Heritage Saskatchewan to address some of the administrative requirements relating to site audits and the production of an annual Progress Report. Again, a maximum fee of $5,000 is allocated towards this expenditure.

New Considerations for 2009:
During the seven years that the partnership between the Saskatchewan Heritage Foundation and the J.M. Kaplan Fund has operated, the costs of materials and of hiring qualified construction personnel have increased by well over 50%. The current Saskatchewan annual rate increase is between 15 and 25%. Consequently the purchasing power of the grant award for successful recipients is considerably lower than it was in the past.

It is therefore proposed that the allocation for 2009 be increased from $50,000 to $60,000 US, thereby enabling the joint funding program to provide more meaningful assistance for a similar number of projects.



Reshingling the church at Bethune

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Implications:

- increased commitment by both the J.M. Kaplan Fund and the Saskatchewan Heritage Foundation
- equal contributions and credit by both the JMKF and SHF
- applicant awarded no more than 50% funding requirement
- allocation of a small portion of the grant award towards administrative costs
- placement of appropriate project signage wherever possible

As in the past, the Board of Directors for the Saskatchewan Heritage Foundation will follow its existing procedures and criteria for adjudicating applications, monitoring projects in progress and disbursing funds pursuant to signed grant agreements.

SHF Board visit an unusual display of cowboy boots in the Great Sand Hills while on tour inspecting several projects funded by the Foundation and the J.M. Kaplan Fund in SW Saskatchewan

Board members at a grant adjudication meeting in Saskatoon

...10

PROPOSED BUDGET: FISCAL YEAR 2008-2009

A. Building Restoration

Minimum Projected Total Costs: $ 240,000 (US)

Restoration of 25 historic buildings @ $9,600 = $ 240,000

B. Administration:

The administrative function is provided by the Saskatchewan Heritage Foundation, and includes:

- $120 per project for grant research, documentation, review and claim processing (est. at 6 hours work, at an average rate of $20 per hour)
- $60 per project for Board Adjudication (travel / accommodation – board and staff) $ 2700 to review 40 projects and conduct other Foundation business
- $3,000 - $5,000 per year for post restoration grant audits and Progress Report preparation. (While it has been agreed with the J.M. Kaplan Fund that audits may mainly be done from photos and affidavits submitted by the applicant, they might also include travel expenses for on-site inspections, undertaken through a contract with Architectural Heritage Saskatchewan.)

C. Projected Revenue Sources:

• Saskatchewan Heritage Foundation	$ 60,000
• J.M. Kaplan Fund (requested)	$ 60,000
• Project Applicants (minimum contribution 50%)	$ 120,000
TOTAL Projected Revenues:	$ 240,000

Grant Request: $ 60,000 (US)

… 11

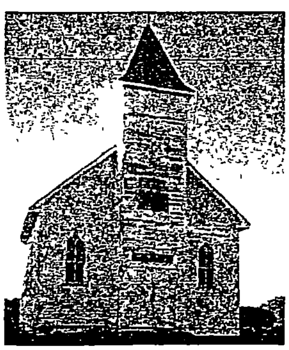
EVALUATING SUCCESS

Heritage Foundation staff audit all projects, while the Provincial Auditor annually reviews and verifies all program and operational expenditures made by the Foundation. Community support for the project and impact on the heritage integrity are also examined.

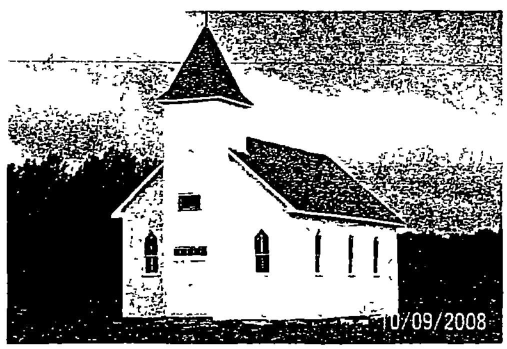
As a result of staff cuts in 2004, projects are no longer inspected before the grant award is made. However, decisions are made based upon the historical and photographic information provided by the applicant, or by information and site inspections provided by staff of the Heritage Resources Branch.

When submitting their grant claims, grant recipients are required to provide receipts for paid labour and purchased materials, as well as copies of photographs of the work in progress and after completion. This will verify that the work has been performed as proposed. In addition, staff of the Heritage Foundation, or of the Heritage Branch of the Saskatchewan Government, personally audit all projects that are awarded grants in excess of $10,000. As in the past, it is proposed that all major projects funded by the J.M. Kaplan Fund will be personally audited by a Foundation representative or by a heritage restoration specialist under contract to Architectural Heritage Saskatchewan.

As well as conducting the site audit, the Heritage Foundation assesses how the restoration project has affected the overall integrity and ambiance of the community for the passerby and for local residents. In most instances, a former derelict and deteriorating building has been given new life, and the ambiance of the community or region significantly enhanced. This is dramatically illustrated by an examination of the BEFORE and AFTER photographs of St. Phillip's Roman Catholic Church, in the RM of Three Lakes, near St. Brieux.



St. Phillip's Church before restoration....



... and after it was repaired and repainted.

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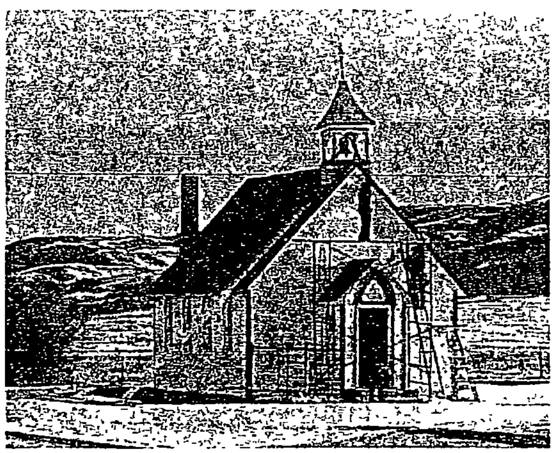
Finally, the Heritage Foundation assesses the viability of the restoration project. Many buildings are restored for on-going community use, such as church services, community meetings, etc. In other instances, an underutilized structure is restored and returned to active use in a small rural community. By repairing its abandoned railway station, the community of Cudworth was able to provide a home for its collection of historic artifacts and archival records.

The Canadian National Railway Station at Cudworth stood abandoned for several decades

The restored station now serves as a museum and archives

In other instances, the restored structure, such as St. John the Baptist Anglican Church at Ellisboro, are rejuvenated so that the congregation can continue to worship here for generations to come.



Restoration of St. John the Baptist Anglican Church, Ellisboro

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These sites are often inspected on several occasions in later years, when Heritage Foundation staff again travel in the region. Usually, further maintenance (such as repainting) has been performed without a request for further assistance from the Foundation. Such subsequent inspections will confirm the success of the original investment by the J.M. Kaplan Fund and the Saskatchewan Heritage Foundation.

3. Summary

The Saskatchewan Heritage Foundation proposes to enter into a fifth partnership agreement with the J.M. Kaplan Fund to provide greater financial assistance to owners of deteriorating historic rural churches and other buildings in the Great Plains sector of Saskatchewan. Some of these restored buildings may enhance the tourism attraction of the region; others will help re-instill community pride in a region of North America which has suffered from population redistribution and economic difficulties. Through this partnership, an increased number of historic buildings will be restored, thereby ensuring that they will stand as a visible testament to the investment and fortitude of the pioneers who settled in this part of the continent.

4. Appendices – see attached

- Board of Directors information
- Qualifications of Project Director & other relevant staff
- Annual Budget – see 2007-08 annual report (reports for earlier budgets previously submitted)
- Audited Financial Statement – see annual reports
- Confirmation of educational, non-profit nature of organization and commitment NOT to employ funds in the USA

- Additional materials
  - Progress Report on the 2006-08 J.M. Kaplan Fund allocation
  - For website information for the Saskatchewan Heritage Foundation, see: http.//www.cyr.gov.sk.ca/SHF

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone· 212.767.0630 Fax· 212.767.0639

21 September 2009

Hugh Arklie
Executive Director
The Thomas Sill Foundation Inc.
115 Plymouth Street
Winnipeg, Manitoba
R2X 2T3
CANADA

Dear Mr. Arklie:

On behalf of the Board of Trustees of the J.M. Kaplan Fund, we are pleased to inform you that the Fund has approved a grant of US$35,000 payable to The Thomas Sill Foundation Inc. This 1:1 matching grant is to be used to support the heritage preservation initiatives: Manitoba Prairie Churches Project and Manitoba Prairie Icons Project.

Under United States tax regulations, we are required to have any non-U.S. charity receiving a Fund grant complete the attached affidavit and return it to us with the requested supporting materials. If you have any queries about the form please contact Angela Carabine at the Fund's offices.

The Kaplan Fund will make the funds available upon receipt of the signed affidavit and requested materials.

Along with this grant announcement go the very best wishes of the Fund and all the Trustees.

Sincerely,

Peter W. Davidson
Chair

Enclosure
Ref: #2009-191

cc: Edward M. Ledohowski, Heritage Designation Officer file 2009191

THE
THOMAS SILL
FOUNDATION
INC

115 PLYMOUTH STREET
WINNIPEG, MANITOBA
R2X 2T3
P (204) 947-3782
F (204) 956-4702
www thomassillfoundation com

April 7, 2010

Mr. Conn Nugent
Executive Director
The J. M. Kaplan Fund
19th Floor
261 Madison Avenue
New York, NY 10016

Dear Mr. Nugent:

We are proceeding with what we are calling Phase II of the Manitoba Prairie Churches / Icons Project. The funds provided by Kaplan and Sill total $66,400 Canadian. New approvals, for which letters are enclosed, include:

Our Lady of Seven Sorrows Roman Catholic Church Camperville	*$10,000*
Tamarisk Church, Grandview	*6,000*
St. Peter & Paul Ukrainian, Tyndall	*9,050*
Union Point Church	*5,000*
	$30,050

By mid-summer Phase II should be fully allocated.

Yours truly,

THOMAS SILL FOUNDATION INC.

Hugh Arklie

HUGH ARKLIE
Executive Director

HA/mh

Cc: Ed Ledohowski

Manitoba Prairie Churches and Icons Project

Phase II

Statement of Receipts, Disbursements and Commitments

For the Period September 1, 2009 to April 7, 2010

Receipts			
J. M. Kaplan Fund ($35,000 USD)			$ 36,400
Thomas Sill Foundation Inc.			30,000
			$ 66,400
Disbursements	$	NIL	
Commitments			
Our Lady of Seven Sorrows Roman Catholic Church, Camperville		10,000	
Tamarisk Church, Grandview		6,000	
St. Peter & Paul Ukrainian, Tyndall		9,050	
Union Point Church		5,000	$ 30,050
Remaining Funds Available			$ 36,350

(Expressed in Canadian Dollars)

OFFICE FILE COPY

November 12, 2009

Lynne Urbanowski
Our Lady of Seven Sorrows
Roman Catholic Church
Box 58
Camperville, MB R0L 0J0

Dear Ms. Urbanowski:

The Manitoba Prairie Churches Program is pleased to award $10,000 to the Our Lady of Seven Sorrows Roman Catholic Church to help with the restoration of this historic church's roof.

Our grant will be paid in two installments. The first half, or $5,000, will be issued when we are informed that work has begun. The final half will be forwarded when we are advised that the project is one half complete. You may respond to hark@mts.net.

The Manitoba Prairie Churches Project is a partnership of the J. M. Kaplan Fund (New York), the Thomas Sill Foundation (Winnipeg) and the Historic Resources Branch of the Province of Manitoba. While undue publicity is not sought, we would appreciate being mentioned in your annual report and other internal publications.

Yours truly,

THOMAS SILL FOUNDATION INC.

HUGH ARKLIE
Executive Director

HA/mh

Cc: Ed Ledohowski

OFFICE FILE COPY

November 4, 2009

Sharon Storozuk
CAO
R.M. of Grandview
Box 340
Grandview, MB   R0L 0Y0

Dear Ms. Storozuk:

The Manitoba Prairie Icons project is pleased to award $6,000 to the R.M. of Grandview to help install cedar shingles at the Tamarisk Church, a provincial heritage site. Our grant will be issued when the work has been performed to your satisfaction.

The Manitoba Prairie Churches project is a partnership of the J. M. Kaplan Fund (New York), the Thomas Sill Foundation (Winnipeg) and the Province of Manitoba.

Good luck with this project!

Yours truly,

THOMAS SILL FOUNDATION INC.

Hugh Arklie

HUGH ARKLIE
Executive Director

HA/mh

cc: Ed Ledohowski

THE
THOMAS SILL
FOUNDATION
INC

115 PLYMOUTH STREET
WINNIPEG, MANITOBA
R2X 2T3
P (204) 947-3782
F (204) 956-4702
www thomassillfoundation com

April 7, 2010

Ron Chercoe
Tyndall St. Peter & Paul
Ukrainian Orthodox Church
c/o Box 279
Stonewall, MB R0C 3A0

Dear Mr. Chercoe:

The Manitoba Prairie Churches Project is pleased to award $9,050 to the Tyndall St. Peter & Paul Ukrainian Orthodox Church to help with the building's restoration. This includes carpentry, painting and windows as described in an application dated January 11, 2010. The grant will expire if unused for one year.

One-half of our grant will be issued when work begins. The remainder will be paid when one-half of the work has been completed. Please keep us informed. You may reply to hark@mts.net.

We would prefer that the full project be funded ($36,192) before work begins. However, if you wish to proceed in stages as soon as the weather allows we will release our share of the whole project as it is needed.

The Manitoba Prairie Churches Project is a partnership of the J. M. Kaplan Fund (New York), the Thomas Sill Foundation (Winnipeg) and the Historic Resources Branch. While we do not seek undue publicity, appropriate recognition would be appreciated. Mention in your annual report is adequate.

Yours truly,

THOMAS SILL FOUNDATION INC.

HUGH ARKLIE
Executive Director

HA/mh

Cc: Ed Ledohowski
Conn Nugent

THE
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www thomassillfoundation com

April 7, 2010

Linda Manson
Union Point Church
Association Inc.
Box 31
St. Agathe, MB R0G 1Y0

Dear Ms. Manson:

The Manitoba Prairie Churches Project is pleased to award $5,000 to the Union Point Church Association Inc. to help restore the interior of the church. The grant will expire if unused for one year.

One-half of our grant will be issued when work begins. The remainder will be paid when one-half of the work has been completed. Please keep us informed. You may reply to hark@mts.net.

The Manitoba Prairie Churches Project is a partnership of the J. M. Kaplan Fund (New York), the Thomas Sill Foundation (Winnipeg) and the Historic Resources Branch. While we do not seek undue publicity, appropriate recognition would be appreciated. Mention in your annual report is adequate.

Yours truly,

THOMAS SILL FOUNDATION INC.

HUGH ARKLIE
Executive Director

HA/mh

Cc: Ed Ledohowski
Conn Nugent

Affidavit of
The Thomas Sill Foundation Inc.
That Does Not Have Section 501(C)(3) Determination Letter from
The U.S. Internal Revenue Service

Under the laws of the United States, The J.M. Kaplan Fund can make a grant to an organization if it meets the following criteria:

- It is organized and operated exclusively for charitable, scientific, religious, literary, or educational purposes;
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation;
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J.M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by legal incorporation
(Identify statute, charter, etc.)

in 1986 in Canada
(Year) (Name of country)

2. The organization is operated exclusively for one or more of the following purposes:

[✓] charitable
[ ] religious
[ ] scientific
[ ] literary
[ ] education

[ ] fostering national or international amateur sports competition

[ ] prevention of cruelty to children or animals

3. Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

Please visit our website at :

www. thomassillfoundation.com

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

5. Does the organization attempt to influence legislation by propaganda or otherwise?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

6. Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

7. Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ No ✓

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No ✓

If yes, please list the names of such shareholders or members and the nature of their interest.

9. Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body:

Milt McLean - President

Sam Andrews - Vice President

Bill Bodman - Secretary Treasurer

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ No ✓

If yes, please list the name[s] of the organization[s] and the nature of such control or connection.

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes ✓ No ________

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12. If your organization is ***not*** an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following:

[A] gifts, grants and contributions received;

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed;

[D] gross income from interest, dividends, rents, and royalties;

[E] net income from business activities unrelated to the organization's exempt purposes; and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function.

13. If an ***educational institutional:*** N/A

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul. 75-231, 1975-1 C.B. 158, and as implemented in Rev. Proc. 75-50, 1975-2 C.B. 587?

  Yes ________ No ________

- Is the primary function of the organization the presentation of formal instruction?

  Yes ________ No ________

- Does it normally maintain a faculty and curriculum?

  Yes ________ No ________

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ________ No ________

14. If a *hospital*: N/A

- Is the principal function of the organization the provision of hospital or medical care?

  Yes ________ No ________

15. If a *church* or *church-related organization:* N/A

- Does the organization conduct religious worship?

  Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

____

____

____

Fiscal year of organization ends: July 31
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: Sept. 21/09

[signature]
The Thomas Sill Foundation Inc.

By: C. HUGH ARKLIE

Title: EXECUTIVE DIRECTOR

(Seal)

Attest: ______________________

Affidavit of
Universidad Nacional Autonoma de Mexico
That Does Not Have Section 501(C)(3) Determination Letter from
The U.S. Internal Revenue Service

Under the laws of the United States, The J.M. Kaplan Fund can make a grant to an organization if it meets the following criteria:

- It is organized and operated exclusively for charitable, scientific, religious, literary, or educational purposes;
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation;
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J.M Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by Organic Law
(Identify statute, charter, etc.)

in 1945 (Year) in Mexico (Name of country)

2. The organization is operated exclusively for one or more of the following purposes:

[ ] charitable
[ ] religious
[✓] scientific
[ ] literary
[✓] education
[ ] fostering national or international amateur sports competition
[ ] prevention of cruelty to children or animals

3. Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

Education, from bachelor's to postgraduate level.
Scientific research and outreach

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

5. Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

6 Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

7. Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ No ✓

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No ✓

If yes, please list the names of such shareholders or members and the nature of their interest.

9 Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body:

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ No ✓

If yes, please list the name[s] of the organization[s] and the nature of such control or connection.

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes ________ No ✓

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

In the unlikely event that the university be dissolved, the Board of Trustees (patronato) would be in charge of defining the distribution or destiny of the assets: Article 16th, organic Law of the Universidad Nacional Autónoma de México.

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12. If your organization is ***not*** an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following:

[A] gifts, grants and contributions received;

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed;

[D] gross income from interest, dividends, rents, and royalties;

[E] net income from business activities unrelated to the organization's exempt purposes; and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function.

13. If an ***educational institutional:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul. 75-231, 1975-1 C.B. 158, and as implemented in Rev. Proc. 75-50, 1975-2 C.B. 587?

  Yes ✓ No ____

- Is the primary function of the organization the presentation of formal instruction?

  Yes ✓ No ____

- Does it normally maintain a faculty and curriculum?

  Yes ✓ No ____

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ✓ No ____

14. If a *hospital*:

- Is the principal function of the organization the provision of hospital or medical care?

  Yes ________ No ________

15. If a *church* or *church-related organization:*

- Does the organization conduct religious worship?

  Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

____

____

____

Fiscal year of organization ends: December 31,
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: February 3, 2010

Universidad Nacional Autónoma de México
Name of organization (exact legal title)

By: [signature]

Title: César Augusto Domínguez Perez-Tejada
Director Instituto de Ecologia UNAM

(Seal) DIRECCION
INSTITUTO DE ECOLOGIA
UNAM

Attest: ________________________

ACADÉMICOS INTEGRANTES

DEL CONSEJO INTERNO DEL

INSTITUTO DE ECOLOGÍA

	EXTENSIÓN		EXTENSIÓN
Dr. César A. Domínguez Pérez Tejada Director tejada@servidor.unam.mx (nombramiento Director 13 de mayo de 2008)	28996	Dra. Ella Vázquez Domínguez Secretaria Académica secacad@ecologia unam.mx (ingreso junio 16 2008)	29030
Dra. María Elena Álvarez-Buylla Roces Jefe del Depto. de Ecol. Funcional ealvarez@biomail.ucsd.edu (16 de junio de 2008)	29013	Dr. Hugh Michael Drummond Durey Jefe del Depto. De Ecología Evolutiva hugh@servidor.unam.mx (ingreso 16 de junio de 2008)	29007
Dra. Marisa Mazari Hiriart Jefe del Depto. de Ecología De la Biodiversidad mazari@servidor.unam.mx (15 de noviembre de 2006) ratificacion 16 de junio de 2008	28998	(*) Dra. Laura Roxana Torres Avilés Representante del Personal Académico ante el Consejo Interno lrtorres@ecologia.unam.mx (1 de septiembre 2008 al 31 de agosto de 2010)	29044
(*) Dr. Víctor Luis Barradas Miranda Representante del Personal Ante el Consejo Universitario Invitado Permanente vbarrada@ecologia.unam.mx (ingreso diciembre 2006 a 2010)	29016	(*)Dr. Constantino de Jesús Macías G. Representante del Personal Académico ante el CTIC Invitado Permanente maciasg@servidor.unam.mx (del 20 de agosto de 2009 al 19 de agosto de 2012)	29044
(*) Dr. Alejandro Córdoba Aguilar Representante del Personal Académico Ante el CAACByS Invitado Permanente acordoba@ecologia.unam.mx (ingreso 14 de abril de 2009 al 13 de abril de 2013)	29003	Dr. Daniel I. Piñero Dalmau Representante de la Coordinación de Docencia y Formación de Recursos Humanos Invitado Permanente pinero@ecologia.unam mx (ingreso 1 de agosto de 2008)	29001

(*) estos cargos son sin remuneración y pueden entrar en las elecciones

'av

Universidad Nacional Autónoma de México

PATRONATO UNIVERSITARIO

DR. JOSÉ NARRO ROBLES
RECTOR DE LA UNAM Y PRESIDENTE
DEL CONSEJO UNIVERSITARIO
P R E S E N T E.

Conforme a lo previsto en el Artículo 10°, Fracción III de la Ley Orgánica de la Universidad Nacional Autónoma de México y al Artículo 34, Fracciones II y IX del Estatuto General, el Patronato Universitario envía a Usted para que sea sometida a la consideración del Consejo Universitario, la Cuenta Anual que presenta los Estados de Situación Financiera y de Ingresos, Gastos e Inversiones por el año que terminó el 31 de Diciembre del 2008, debidamente revisada por el Contador Público Independiente.

A T E N T A M E N T E
CIUDAD UNIVERSITARIA, 27 DE FEBRERO DEL 2009.

BERNARDO QUINTANA ISAAC
PRESIDENTE

c.c.p. C.P. MANUEL RESA.- AUDITOR EXTERNO DE LA UNAM.- PRESENTE

resa y asociados, s.c.

CONTADORES PÚBLICOS CERTIFICADOS Y ASESORES DE NEGOCIOS
www.resa.com.mx

Al H. Consejo Universitario de la

Universidad Nacional Autónoma de México

He examinado los estados de situación financiera de la **Universidad Nacional Autónoma de México** al 31 de diciembre de 2008 y 2007, y los correspondientes estados de ingresos, gastos e inversiones que les son relativos, por los años terminados en esas fechas. Dichos estados financieros son responsabilidad del Patronato Universitario. Mi responsabilidad consiste en expresar una opinión sobre los mismos con base en mi auditoría.

Mis exámenes fueron realizados de acuerdo con las normas de auditoría generalmente aceptadas, las cuales requieren que la auditoría sea planeada y realizada de tal manera que permita obtener una seguridad razonable de que los estados financieros no contienen errores importantes, y de que están preparados de acuerdo con las políticas de información financiera adoptadas por la **Institución**. La auditoría consiste en el examen con base en pruebas selectivas, de la evidencia que soporta las cifras y revelaciones de los estados financieros, asimismo, incluye la evaluación de las políticas de información financiera adoptadas, de las estimaciones significativas efectuadas por el Patronato Universitario y de la presentación de los estados financieros tomados en su conjunto. Considero que mis exámenes proporcionan una base razonable para sustentar mi opinión.

Como se menciona en la nota A a los estados financieros, de acuerdo con sus necesidades de control e información financiera, la **Institución** ha adoptado políticas de información financiera específicas que en algunos casos difieren de las Normas de Información Financiera

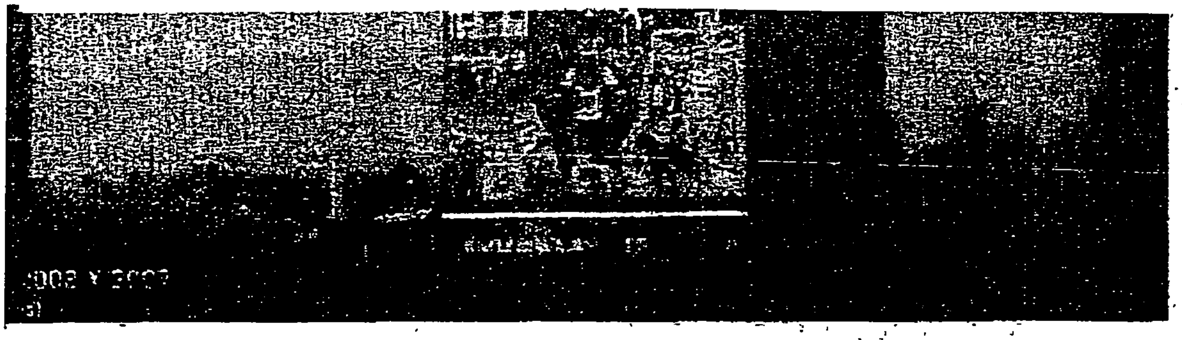
En mi opinión, los estados financieros adjuntos, presentan razonablemente en todos los aspectos importantes, la situación financiera de la **Universidad Nacional Autónoma de México** al 31 de diciembre de 2008 y 2007, y los ingresos, gastos e inversiones por los años terminados en esas fechas, de conformidad con las políticas de información financiera adoptadas por la **Institución**, a que se hace mención en el párrafo anterior.

Manuel Resa
Contador Público Certificado

México, D.F.,
13 de febrero de 2009

Internacionalmente

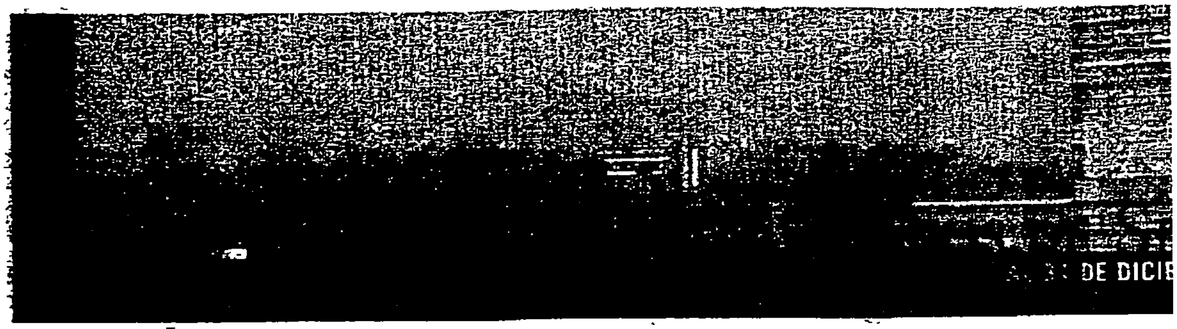
CD. JUÁREZ, GUADALAJARA, HERMOSILLO, LEÓN, LOS MOCHIS, MÉXICO, MONTERREY, MORELIA, TIJUANA



NOTA	PATRIMONIO, CRÉDITOS DIFERIDOS Y PASIVO	2008	2007
	PATRIMONIO		
A-1 y 2	Patrimonio en bienes inmuebles	$ 6,470,248	$ 5,620,348
A-1	Patrimonio en otros bienes	8,121,928	7,807,259
	Fideicomisos y aportaciones para fines específicos	2,094,318	1,661,994
	Resultado de ejercicios anteriores	4,548	4,224
	Remanente del año	499	324
		16,691,541	**15,094,149**
	CRÉDITOS DIFERIDOS		
A-4	Ingresos de dependencias para la investigación y la docencia	**1,067,742**	**762,946**
	PASIVO		
	Sueldos, gratificaciones e impuestos por pagar	821,006	817,072
A-5	Adeudos por adquisición de bienes y servicios	1,317,617	625,171
		2,138,623	**1,442,243**
		$ 19,897,906	**$ 17,299,338**

JOSÉ MANUEL COVARRUBIAS SOLÍS
Tesorero

MARÍA ANGÉLICA CASTAÑEDA RIVERA
Contadora General



NOTA	ACTIVO	2008	2007
	PROPIEDADES Y EQUIPO		
A-1 y 2	Bienes inmuebles	$ 6,470,248	$ 5,620,348
A-1	Equipo e instrumental científico y didáctico	4,569,641	4,513,037
A-1	Mobiliario	403,510	415,479
A-1	Vehículos	330,577	306,879
		11,773,976	10,855,743
A-3	Libros, revistas y colecciones artísticas, académicas y científicas	2,780,700	2,539,906
		14,554,676	13,395,649
	INVERSIONES PATRIMONIALES Y FIDEICOMISOS	2,064,318	1,313,397
	EFECTIVO E INVERSIONES A CORTO PLAZO		
	Recursos para gratificaciones y sueldos pendientes de pago	821,006	817,072
	Fondos para la investigación y la docencia	1,067,742	762,946
A-5	Inversiones y efectivo para operación	1,204,648	471,741
		3,093,396	2,051,759
	OTROS ACTIVOS		
	Activos de unidades de servicio	37,500	31,958
	Subsidio por cobrar	30,000	385,131
	Cuentas por cobrar	80,927	81,126
	Inventarios	37,089	40,318
		185,516	538,533
		$19,897,906	$ 17,299,338

La nota adjunta es parte integrante de estos estados de situación financiera.

RAÚL ROBLES SEGURA
Contralor

OSCAR BARREIRO PERERA
Director General de Control Presupuestal e Informática

GUILLERMO C. JIMÉNEZ HERNÁNDEZ
Auditor Interno

NOTA	CONCEPTO	[illegible]	2003
	INGRESOS		
	Subsidio del Gobierno Federal	$20,276,374	$ 18,416,426
		20,276,374	18,416,426
	Ingresos Propios		
	Productos financieros	296,592	216,376
	Ingresos extraordinarios	1,760,312	1,778,321
	Ingresos por servicios de educación	176,056	182.808
	Otros ingresos	37,252	36,814
		2,270,212	2,214,319
		22,546,586	20,630,745
	GASTOS		
	Remuneraciones Personales y Prestaciones		
	Remuneraciones a personal académico	10,215,060	9,574,683
	Remuneraciones a personal administrativo	3,543,667	3,464,345
	Aguinaldo y prima vacacional	1,333,696	1,285,425
A-6	Indemnizaciones y gratificaciones por defunción, separación y jubilación	607,151	362,075
	Cuotas de seguridad social	1,198,245	1,132.112
	Otras prestaciones sociales	811,919	792,655
		17,709,738	16,611,295
	Becas	391,333	349,488
	Servicios, Artículos y Materiales de Consumo		
	Materiales, refacciones, herramientas y accesorios didácticos y de investigación	634,632	605,760
	Servicios y materiales de mantenimiento para edificios, equipo e instalaciones	506,717	413,766
	Energía eléctrica y servicios de comunicación	349,276	282,245
	Trabajos de campo, prácticas escolares, pasajes y viáticos	336,544	329,363

NOTA	CONCEPTO	2008	2007
NOTA	Arrendamiento de inmuebles y equipos	326,794	245,249
	Ediciones de libros y revistas	188,560	180,804
	Cuotas de afiliación a sociedades e instituciones científicas, culturales y deportivas, simposios, congresos y seminarios	30,605	29,997
	Gastos y derechos de importación, seguros y fianzas	80,590	73,631
	Apoyo a programas de extensión y colaboración académica y científica	230,983	158,759
	Costos y Gastos del Sistema de Tiendas Neto	59,260	57,893
		2,743,861	2,377,467
		20,844,932	19,338,250
A-1	**INVERSIONES EN PROPIEDADES Y EQUIPO**		
	Equipo, mobiliario e instrumentos científicos y didácticos	509,879	405,874
	Construcciones, rehabilitaciones y remodelaciones de inmuebles	581,338	290,857
A-3	Libros y revistas académicas y científicas	240,795	246,843
		1,332,012	943,574
	Provisión para mantenimiento, equipamiento y actualización de acervos	369,143	348,597
	REMANENTE DEL AÑO	$ 499	$ 324

La nota adjunta es parte integrante de estos estados de ingresos, gastos e inversiones.

RAÚL ROBLES SEGURA
Contralor

JOSÉ MANUEL COVARRUBIAS SOLÍS
Tesorero

OSCAR BARREIRO PERERA
Director General de Control Presupuestal e Informática

GUILLERMO C. JIMÉNEZ HERNÁNDEZ
Auditor Interno

MARÍA ANGÉLICA CASTAÑEDA RIVERA
Contadora General

NATIONAL AUTONOMOUS UNIVERSITY OF MEXICO ORGANIC LAW

(Published by the Official Gazette of the Federation, on the 6th of January of 1945)

Manual Avila Camacho, Constitutional President of the Mexican United States, to their inhabitants, informs:

That H. Congress of the Union has served to address the following

DECREE:

The Mexican United States Congress resolves:

NATIONAL AUTONOMOUS UNIVERSITY OF MEXICO ORGANIC LAW

Article 1. The National Autonomous University of Mexico is a public corporation –decentralized agency of the State– endowed with full legal powers, whose purpose is to provide higher education with the aim of educating professionals, researchers, university professors and technicians useful to society; to organize and carry out research principally involving national problems, and to extend as widely as possibly the benefits of culture.

Article 2. The National Autonomous University of Mexico has the right to:

I. Become organized accordingly to the general features determined by the present Law.

II. Provide education and carry out research following the principles of academic and research freedom.

III. Organize its high-schools according to the subject titles and number of years which are convenient, following that same extension of the Ministry of Education official studies, including the total subjects programs conforming secondary (junior high-school) or those that may require this type of education as a necessary record. Those subjects approved by students coming from secondary and entering to preparatory (higher-high-school), are to be recognized by the University and will be equivalent to those same numbers of years of preparatory attended in their respective schools.

IV. Issue study certificates, degree and diplomas.

V. To validate, for academic purposes, those studies attended in other educational institutions, national or abroad, and incorporate them according to its regulations, preparatory or graduate teaching. In relation to those studies related to grammar and secondary or normal teaching, and to those of any kind or degree destinated to workers or peasants, it is absolutely necessary to obtain the corresponding revalidation certificate issued by the Ministry of Education; revalidation requirement is not necessary when the granting institution has the proper authorization by the Ministry of Education to teaching.

Article 3. The University authorities, are:

1. Board of Governors.
2. University Council.
3. The Rector.
4. University Board.
5. Directors of schools and institutes.
6. Technical Councils referred to in the chapter 12.

Article 4. The Board of Governors is integrated by fifteen persons elected in the following way:

1st. The Constituent Council will designate the very first components of the Board, in agreement to the 2nd transitory article of this Law.

2nd. The University Council will elect every year, from and after the fifth year, a Council member to replace, by order, that one acting in the last position of the same Council and prescribed by raffle, immediately after its constitution.

3rd. Once substituted the Board first components or, if pertinent, confirmed its appointment by the University Council, those appointed shall replace those members acting with the most years of service.

Those empty positions occurred in the Board by death, incapacity or age limitations, will be occupied by the University Council; the rest of the Board will make the proper appointment in those positions originated by resignation.

Article 5. In order to be a member of the University Board, it is required:

I. To be Mexican from birth.

II. To be over thirty five years under sixty years.

III. To possess a university degree superior to bachelor.

IV. To be a distinguished member in the major field, to carry out, or have carried out, university teaching work and research or demonstrated by different means interest in the university affairs, and to be considered in a high opinion as an honorable and prudent person.

The University Council members are able to occupy only, in the interior of the University, teaching or research posts, and as far as two years after being retired will be able to be appointed as Rector or director of schools or institutes.

The offices as a University Board member will be honorary.

Article 6. Corresponds to the Board of Governors:

I. The Rector appointment, to know his resignation or to remove him for any serious reason which the Board will judge at its discretion.

In order to exercise the authority this section grants, the Board will explore, in a way it considers convenient, the opinion of the University staff.

I. The appointment of schools and institutes directors, in accordance to Article 11.

II. To appoint those individuals integrating the University Board.

V. To resolve definitely the Rector veto, in terms and limitations established in Article 9, of those agreements made by the University Board.

'. To resolve those conflicts arisen between the University authorities.

'I. To issue its own regulation.

n order that those agreements referred to in sections I and IV of this ırticle are capable of being enforced, it will be required at least ten ıpproving votes of the Board members.

ırticle 7. The University Council will be integrated by:

. The Rector.

I. Directors of schools and institutes.

II. Professor representatives and student representatives of each school in a way determined by this statute.

V. A professor representative of the university extension centers.

/. A representative of the University employees.

'he University Secretary General will, also, be part of the Council.

ırticle 8. The University Council will exercise the following authority:

. To issue all regulations and general dispositions towards to obtain a better organization and technical, 2nd teaching and administrative functioning in the University.

I. To know those matters that, in accordance to the regulations and general dispositions referred to in the former section are submitted.

III. Those additional matters that this Law grants and, in general, to know any issue which is not the concerning of any other University authority.

Article 9. The Rector will be the University born chief, its legal representative and chairman of the University Council; its post corresponds to four years and can be reelected once.

In order to be the Rector, the same requirements assigned to the Board of Governors members in Article 5 will be demanded and, also, to satisfy those related to teaching or research services established in the Statute.

The Rector will look after the exact performance of the Board of Governors dispositions and of those dictated by the University Council He will be able to veto those agreements issued by the same Council which are not of technical character. According to section IV, article 6, the Board of Governors will resolve any veto issued by the Rector related to the council agreements.

The University representation will correspond to the General Attorney in relation to judicial affairs.

Article 10. The University Board will be integrated by three members to be appointed upon an unspecified terms and will carry out this assignment without receiving any reward or compensation. In order to be a University Board member, the individual will satisfy those requirements established in sections I and II, of article 5, and it will be desirable that those designations will fall upon individuals with experience in financial affairs and to be considered in a high opinion as an honorable person.

The duties of the University Board are:

I. To Administer the University proprietorship (patrimony) and its habitual resources, as well as those extraordinary resources that, for any given reason, could obtain.

II. To formulate the annual general budget of income and expenditures, as well as those modifications to be introduced in every fiscal year, paying attention, if should be the case, to the Council Budget

Commission and to the Rector. The budget will be authorized by the University Council.

III. To present to the University Council the proper account within the first three months after the end of the fiscal year, previous revision practiced by a public accountant, independent, of that same account and nominated with anticipation by the same University Council.

IV. To appoint the Treasurer and to the employees directly under his orders to fulfill administration purposes referred in section I of this article.

V. To appoint the University comptroller and internal legal advisor and to the employees directly under his orders who will be responsible for the daily accounting, to supervise the correct budget application, to prepare the annual account and render to the Board a monthly report of the progress of the University economic affairs.

VI. To determine those posts where a bond is necessary and the corresponding amount.

VII. To negotiate the highest possible increment of the University proprietorship, as well as of the increases in the Institution incomes.

VIII. Those faculties connected with the former ones.

Article 11. The Board of Governors will appoint the school directors from a list of three candidates elaborated by the Rector previously submitted for approval by the respective technical councils. The institute directors will be appointed by the Board of Governors upon the Rector's proposal.

Directors should be Mexicans from birth and, besides, meeting with the requirements fixed by the Statute in order that designations fall in favor of those individuals whose teaching services and academic or research record are well-know to the exercise of such post.

Article 12. Technical councils will be established in schools integrated by a professor representative in each specialty and by two representatives of the total of students. Appointments will be made according to regulations issued by the University Council.

In order to coordinate the institute task, two councils will be integrated: one referring to scientific research and the other to the humanities.

Technical councils will be a necessary consultation instrument in those cases by the statute.

Article 13. Relations between the University and the research, teaching and administrative staff will be ruled in agreement to special statutes issued by the University Council. In no case, whatsoever, the staff rights will be inferior to those granted by the General Law of Labor.

Article 14. Professor and researchers definitive appointments are to be made under a competitive examination or under equally suitable procedures to verify the candidate's capabilities and, as soon as possible, attention will be paid to the creation of career professor and researchers corps. No limitations will be established in relation to candidate's appointments derivated from an ideological position nor this will be a cause of removal.

No appointments related to temporary professors are to be made over a period of one academic year.

Article 15. The National Autonomous University of Mexico proprietorship (patrimony) will be constituted by those goods and resources listed thereafter:

I. Real state and credit of its present property by virtue of being affected in order to constitute its patrimony, under the law of the 10th of July of 1929, and of the 19th of October of 1933, and those properties acquired subsequently.

II. Those real state that in order to satisfy its own purposes acquire in the future by any juridical instrument.

III. Cash, bonds, credit and any other movable property, as well as the equipment and stocks.

IV. Legacies and donations made to the University, as well as those trusts constituted in its favor.

V. Rights and fees collected by services rendered.

VI. Benefits, interests, dividends, revenues, advantages and harvests of its movables properties and real state.

VII. Profits obtained from real state and the rights that the Federal government assigns, and the annual subsidy that the same Federal government will establish in the expenditure budget in every fiscal year.

Article 16. That movable property which is part of the University patrimony and which is directed to its own service will be inalienable and imprescriptible, and over which the institution is not going to constitute any encumbrance.

Should any of the real state referred to is no longer usable for the aforementioned services, the University Board has the right to declare it and its resolution in a protocol, will be registered in the corresponding Public Registry of Property. Thereafter, those goods not to be affected will remain under a private property juridical situation of the University, fully subject to the provisions of the common law.

Article 17. University incomes, its goods and properties are not subject to Federal, local or municipal taxes or rights. Nor are they levied on any of the acts or contracts to which the university is a party, in such cases where the university is liable for the taxes in question under the respective law.

The National Autonomous University of Mexico possess franking privilege of its official correspondence and those privileges that the public administration possess in telegraph services.

Article 18. Student associations organized in schools and the federation of these societies are completely independent from the National Autonomous University of Mexico and are organized democratically in the way that the students determine.

TRANSITORY

Article 1 The University Council, established in agreement to section IV of the Ex-Rectors Board approved basis, dated on the 15th of August, will proceed within the next thirty days after this law goes into force to appoint those persons to integrate the Board of Governors At least forty council members must attend to the session.

Article 2. Election will be carried out in the following way:

I. Each Council member has the right to present a candidate

II. Once candidate's presentation is made, each one of the Council members will express its vote, in numbering cards on the border from 1 to 8, according to the same number of individuals included in the list of candidates. The placing order is not indicate any preference for those individuals included in the card

III A commission formed by three Council members, appointed by this, will proceed, once cards are collected, to calculate those issued votes. Each Council member has the right to issue eight votes, one per individual whose name is registered in the card, votes which will be accredited to the respective candidates.

IV. Those illegible names are not to be taken into consideration, as well as those repeated in one same card or those which do not appear in the list of candidates, as stated in section I of this article

V. The Rector, once calculation is over, and before the Council presence will declare elected those fifteen persons appeared with the highest number of votes. If various individuals are equal in the very last place or in one of the final places, a new election will be made in order to cover those missing posts.

Article 3. Should any or some designated individuals do not accept to be a part of the Board of Governors, the remaining members will immediately proceed to elect those individuals who will be substitutes, with the exception of those posts to be covered exceed two posts, case which the Council will proceed to a new election applying, if pertinent, the established regulations in the preceding articles

Article 4. The University Board will be in charge of forming the properties inventory which presently are part of the university patrimony.

Article 5. Are subject to article 14 dispositions of this law, those professor that, when the law goes into force, have less than three full years of teaching.

Article 6. The delivery minutes regarding real state referred to in section I of article 15, will be inscribed in the Public Registry of Property. Whatever complains related to those possessions may have any particular individual and that are not prescribed will be alleged before the federal court having jurisdiction, and against the government, represented by the Public Ministry of Property within a term of no longer than a year, from and after the date that this law goes into force. The verdict dictated in any respective case, will only be in charge of those indemnities that the claimants may have the right to, without affecting the juridical situation of the very same possessions as constituent elements of the National Autonomous University of Mexico Patrimony.

Article 7. With exception of those dispositions referred to in section I of article 15 of this ordinance, the National Autonomous University of Mexico Organic Law dated on the 19th of October of 1933 is revoked as well as any other opposed to.

Article 8. The present law will go into force three days after its publication in the Official Gazette of the Federation (it was published on the 6th of January of 1945).

Miguel Moreno Padilla, D.S. Eugenio Prado, S.P. Melquiades Ramírez, D.S. Nabor Ojeda, S.S. (Rubric).

In compliance to dispositions in section I of article 89, of the Political Constitution of the Mexican United States, and for duly publication and observance, I hereby issue the present law in the residence of the Federal Executive, in the city of Mexico, Federal District, on the thirtieth day of the month of December of the year of nineteen forty four. Manuel Avila Camacho. (Rubric). The Secretary of State and Office of Education, Jaime Torres Bodet. (Rubric). The Secretary of State and Office of Treasury, Eduardo Suárez. (Rubric). The Secretary of State and Office of Communication and Public Works, Maximino Avila Camacho (Rubric), to C. Miguel Alemán, Secretary of the Interior. Present.

ACADÉMICOS INTEGRANTES

DEL CONSEJO INTERNO DEL

INSTITUTO DE ECOLOGÍA

	EXTENSIÓN		EXTENSIÓN
Dr. César A. Domínguez Pérez Tejada Director tejada@servidor.unam.mx (nombramiento Director 13 de mayo de 2008)	28996	Dra. Ella Vázquez Domínguez Secretaria Académica secacad@ecologia.unam.mx (ingreso junio 16 2008)	29030
Dra. María Elena Álvarez-Buylla Roces Jefe del Depto. de Ecol. Funcional ealvarez@biomail.ucsd.edu (16 de junio de 2008)	29013	Dr. Hugh Michael Drummond Durey Jefe del Depto De Ecología Evolutiva hugh@servidor.unam.mx (ingreso 16 de junio de 2008)	29007
Dra. Marisa Mazari Hiriart Jefe del Depto. de Ecología De la Biodiversidad mazari@servidor.unam.mx (15 de noviembre de 2006) ratificacion 16 de junio de 2008	28998	(*) Dra. Laura Roxana Torres Avilés Representante del Personal Académico ante el Consejo Interno lrtorres@ecologia.unam.mx (1 de septiembre 2008 al 31 de agosto de 2010)	29044
(*) Dr. Víctor Luis Barradas Miranda Representante del Personal Ante el Consejo Universitario Invitado Permanente vbarrada@ecologia.unam.mx (ingreso diciembre 2006 a 2010)	29016	(*)Dr. Constantino de Jesús Macías G. Representante del Personal Académico ante el CTIC Invitado Permanente maciasg@servidor.unam.mx (del 20 de agosto de 2009 al 19 de agosto de 2012)	29044
(*) Dr. Alejandro Córdoba Aguilar Representante del Personal Académico Ante el CAACByS Invitado Permanente acordoba@ecologia.unam.mx (ingreso 14 de abril de 2009 al 13 de abril de 2013)	29003	Dr Daniel I. Piñero Dalmau Representante de la Coordinación de Docencia y Formación de Recursos Humanos Invitado Permanente pinero@ecologia.unam.mx (ingreso 1 de agosto de 2008)	29001

(*) estos cargos son sin remuneración y pueden entrar en las elecciones

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

25 January 2010

Dr. César A. Dominguez Pérez
Director
Instituto de Ecologia
Universidad Nacional Autonoma de Mexico
Apartado Postal 70-725
Ciudad Universitaria, UNAM
04510 Mexico City
MEXICO

Dear Dr. Pérez:

On behalf of the Board of Trustees of the J.M. Kaplan Fund, we are pleased to inform you that the Fund has approved a grant of US$50,000 payable to Universidad Nacional Autonoma de Mexico. This grant is to be used for Consolidation of Conservation Efforts and Restoration in the Janos Biosphere Reserve.

Under United States tax regulations, we are required to have any non U. S. charity receiving a Fund grant complete the attached affidavit and return it to us with the requested supporting materials. If you have any queries about the form please contact Angela Carabine at the Fund's offices.

The Kaplan Fund will make the funds available upon receipt of the signed affidavit and requested materials. Please let us know if you would like payment by check or by wire transfer.

Along with this grant announcement go the very best wishes of the Fund and all the Trustees.

Sincerely,

Peter W Davidson

Peter W. Davidson
Chairman

Enclosure

Ref: #2009-355

V009366

CONSOLIDATION OF CONSERVATION EFFORTS AND RESTORATION IN THE JANOS BIOSPHERE RESERVE

Gerardo Ceballos and Rurik List

Instituto de Ecologia
Universidad Nacional Autónoma de México

Summary: Over the course of a decade, the Instituto de Ecologia UNAM and partners have been implementing diverse conservation actions, from the establishment of the Biosphere Reserve, to the lease of grazing rights for grassland recovery, and reintroduction of species. We have reached the point on which it is necessary to consolidate these conservation efforts so they are maintained in the long-term, and are paired with restoration efforts of the Janos grasslands. Over the next years, we will be working closely with the communities of Casa de Janos and Ejido San Pedro (primarily) on the next step of the previous grant: "Understanding Coupled Human-Ecological Systems to Achieve Conservation Goals" through management, restoration, community development, and the ecological zoning of the reserve

Consolidation of Conservation Efforts

Since we started receiving the support of The J.M. Kaplan Fund we were able to establish the Janos Biosphere Reserve, produce information on ways to improve cattle grazing to reduce competition with prairie dogs; reduced or removed cattle to allow grassland recovery; identified major ongoing degradation processes in the area, and generated important scientific information on the dynamics of the system and interactions between species. These efforts were the stepping-stones on the preservation of the Janos' biodiversity. While effective, neither can fulfill its purpose on the long-term, unless they are associated with additional work, therefore, we will be continuing the community development activities in Casa de Janos, which we started this year, and will develop a parallel process in Ejido San Pedro, where we have one specialist, Octavio Roacho, conducting community outreach, where he is working with the Ejidatarios in the process to create a community ran enterprise to reduce the dependence on livestock production to meet their financial needs.

Simultaneously, we will be conducting workshops to improve cattle management in Ejido Lands to produce the same number of calves with fewer cows, in order to reduce the pressure on the grassland, and promoting the use of alternative breeds, like criollo cattle, better suited for the arid conditions of the Janos region.

Also, we are starting to apply the knowledge gained through the years of research, so part of our work will be focusing on control of mesquite through grazing, fire, and improving the habitat for predators in riparian areas, to reduce the pressure on rodent populations to allow the regeneration of trees and other vegetation now absent from the banks. This will increase the availability of water, increase infiltration into the aquifer and create habitat for many species.

Ecological Zoning

After the decree of the reserve, the next most important action to increase the protection of the whole Janos area is the development of ecological zoning plan. The ecological zoning is done in close collaboration of the landowners and stakeholders, to define (zone) the areas which will be used for different purposes, including agriculture, ranching, urban development, industry and others. Since the ecological zoning is the main tool of municipalities to regulate development, this will reduce or alleviate pressure over the areas assigned for conservation, so in conjunction with the legal protection given by the status of protected area, the level of legal protection to the biodiversity of Janos will be significant.

The ecological zoning, coupled with the actions to consolidate the conservation efforts, will make of Janos an exemplary well looked after area.

Ecosystem Restoration

Despite conservation efforts and legal protection, there are many areas within the biosphere reserve which need restoration work to effectively maintain biodiversity. The areas where perennial grasslands have been replaced by annual grasses and/or scrubs will need active work to return to its original state We have started to plant perennial grasses in the leased area of Ejido Casa de Janos, where the Ejidatarios are actively participating in the restoration efforts We will continue with this activity as well as with the water catchment works ongoing in Casa de Janos, and will initiate these activities in Ejido San Pedro.

Since the expansion of intensive agriculture is the main threat to the conservation of Janos grasslands and at the same time restoration of perennial grasslands is necessary in order to fully maintain the regional biodiversity, we will work with the farmers in order to plant perennial grasses for both, profit and restoration We are working with the Ejidatarios from Casa de Janos to refurbish a well within the leased area in order to have water for irrigation of the planted grasses and expand the restoration surface accelerating the establishment time of the grasses

We will use the bison in El Uno to graze the areas where prairie dogs were eliminated, to reduce grass height and facilitate natural re-colonization of the grassland by prairie dogs

Our Qualifications: We are an international team of zoologists, ecologists, rangeland and social scientists, as well as environmental educators, with decades of experience in our fields and in the Chihuahuan Desert system. In addition we will hire the best-qualified people to conduct the many tasks beyond our expertise

Participating organizations: Universidad Nacional Autónoma de México, La Jornada Expermiental Range, New Mexico State University, The Nature Conservancy.

BUDGET REQUESTED TO KAPLAN (amount in USD)

Consolidation of conservation efforts	$ 80,000
Ecological Zoning	$ 120,000
Ecosystem Restoration	$ 250,000
TOTAL	$ 450,000

Amount requested to the J. M. Kaplan Fund: $ 50,000 USD

The requested amount will be used for the following aspects of the project:

1) Conservation and restoration activities in both Casa de Janos and Ejido San Pedro

2) Public meetings to proceed with the ecological zoning.

3) Management workshops

4) Salary of the community outreach person.

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax. 212 767 0639

25 January 2010

Scott N. Redford
Director
The Research Center for Anatolian Civilizations
Koc University
Istiklal Cad. Nuru Ziya Sok. No.5 34433 Beyoğlu,
P.O.B. 260
İstanbul - Türkey

Dear Dr. Redford:

On behalf of the Board of Trustees of the J M. Kaplan Fund, we are pleased to inform you that the Fund has approved a grant of US$30,000 payable to Koc University. This grant is to be used for "Towards Guidelines for Historic Preservation in Ani," a three-day workshop on architectural preservation at Ani, Turkey, scheduled for March 2010

Under United States tax regulations, we are required to have any non U. S. charity receiving a Fund grant complete the attached affidavit and return it to us with the requested supporting materials. If you have any queries about the form please contact Angela Carabine at the Fund's offices.

The Kaplan Fund will make the funds available upon receipt of the signed affidavit and requested materials. Please let us know if you would like payment by check or by wire transfer.

Along with this grant announcement go the very best wishes of the Fund and all the Trustees.

Sincerely,

Peter W. Davidson

Peter W. Davidson
Chairman

Enclosure

Ref: #2009-322

Affidavit of
Koc University
That Does Not Have Section 501(C)(3) Determination Letter from
The U S Internal Revenue Service

Under the laws of the United States, The J M Kaplan Fund can make a grant to an organization if it meets the following criteria

- It is organized and operated exclusively for charitable, scientific, religious, literary,
  or educational purposes,
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation,
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office, and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students

To assist The J M Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U S Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below, (2) attest to the answers by signing the bottom of the final page, and (3) attach any of the following documentation that applies to your organization translated into English

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1 The organization was created by Koç University
(Identify statute, charter, etc)

In 2010 (Year) In Istanbul, TURKEY (Name of country)

2 The organization is operated exclusively for one or more of the following purposes

[ ] charitable
[ ] religious
[x] scientific
[ ] literary
[x] education

[ ] fostering national or international amateur sports competition

[ ] prevention of cruelty to children or animals

3 Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct

The Research Center for Anatolian Civilizations aims to develop and facilitate research projects that are dedicated to the history, art, architecture and archaeology of civilizations in Turkey.

4 Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ______ No __X__

If yes, please explain the nature and extent of such activities

5 Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ______ No __X__

If yes, please explain the nature and extent of such activities

6 Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No __X____

If yes, please explain the nature and extent of such activities

7 Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ No ____X____

This information may be contained in the organization's charter, bylaws, or other governing document If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter

8 Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No ___X____

If yes, please list the names of such shareholders or members and the nature of their interest

9 Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body

Director Associate Prof Scott Redford Assistant Director Associate Prof Lucienne Şenocak

Board of Overseers

Prof Sami Gulgoz, Assistant Prof Gul Pulhan, Assistant Prof Carolyn Aslan, Assistant Prof Nina Ergin

(Note All of the above are faculty members of Koç University)

10 Is the organization controlled by or operated in connection with any other organization?

Yes __X__ No ______

If yes, please list the name[s] of the organization[s] and the nature of such control or connection

The Research Center for Anatolian Civilizations is an integral part of Koç University

11 In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes __X__ No ______

This information may be contained in the organization's charter, bylaws, or other governing document If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12 If your organization is not an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's four most recently completed taxable years showing (for each year and in total) the following

[A] gifts, grants and contributions received,

[B] membership fees received,

[C] gross receipts from admissions, merchandise sold, or services performed,

[D] gross income from interest, dividends, rents, and royalties,

[E] net income from business activities unrelated to the organization's exempt purposes, and

[F] the value of services or facilities by a government unit without charge

If the organization is an educational institution, hospital, or church, or church-related organization, please answer the appropriate questions below and supply a narrative response if applicable In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function

13 If an educational institutional.

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev Rul 71-447, 1971-2 C B 230, and Rev Rul 75-231, 1975-1 C B 158, and as implemented in Rev Proc 75-50, 1975-2 C B 587?

  Yes __X__ No ______

- Is the primary function of the organization the presentation of formal instruction?

  Yes __X__ No ______

- Does it normally maintain a faculty and curriculum?

  Yes __X__ No ______

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes __X__ No ______

14 If a hospital

- Is the principal function of the organization the provision of hospital or medical care?

Yes ________ No ________

15 If a church or church-related organization

- Does the organization conduct religious worship?

Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

Fiscal year of organization ends December 31, 2010
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate

Date July 30, 2010

Koç University Research Center for Anatolian Civilizations
Name of organization (exact legal title)

By Scott Redford

Title Director

(Seal)

Attest

REGULATION

Koç University

REGULATION OF KOÇ UNIVERSITY RESEARCH CENTER FOR ANATOLIAN CIVILIZATIONS

CHAPTER ONE
Purpose, Scope, Legal References and Definitions

PURPOSE

ARTICLE 1: The purpose of this regulation is to direct the principles and methods in the administration and operations of Koç University Research Center for Anatolian Civilizations.

SCOPE

ARTICLE 2. This regulation governs the purpose, activities, administrative functions, responsibilities and methods for the operation of the administrative bodies of Koç University Research Center for Anatolian Civilizations

LEGAL REFERENCES

ARTICLE 3 This regulation is based on the Turkish Higher Education Law No 2547, Article 14 and Article 7 (d)(2), dated November 4, 1981

DEFINITIONS

ARTICLE 4 The terms used in this regulation are defined as follows.

1. Advisory Board: Advisory Board of the Research Center
2. Center (ANAMED) Research Center for Koç University Anatolian Civilizations
3. Director. Research Center Director
4. Rector: Koç University Rector
5. University. Koç University
6. Administrative Board: Administrative Board of the Research Center

CHAPTER TWO
Purpose, Activities, Administrative Bodies and Responsibilities of the Center

PURPOSE OF THE CENTER

ARTICLE 5: The purpose of the Center is to examine Anatolian civilisations and cultural heritages extant today, with an approach to integrate various disciplines, to extensively examine present-day Turkey from the historical perspectives of art, architecture, archaeology, and culture, to conduct scientific research, to provide training; to develop projects on this subject at both national and international levels, to cooperate with pertinent agencies and institutes in this study; and to offer consultancy services, accordingly.

Ümit OZAYDIN
Yeminli Tercüman

Dragoman
Dil Teknolojileri ve Organizasyon Ltd Şti
Rumeli Cad. ... 82-84 K 5 D 11
Şişli-İST Tel (0212) 240 65 10 Pbx Fax 240 65 97
Mecidiyeköy V.D. ... 047 4170

ACTIVITIES OF THE CENTER

ARTICLE 6 Aligned with this purpose, the Center performs these activities·

1. Conducts research and analyses and implements projects pertaining to Anatolian civilisations and cultural heritages extant today, and participates in and supports these studies at both national and international levels, within the framework of these subjects. art, architecture, archaeology, and Anatolian history;

2. Extends research and training support to post-graduate programs in Anatolian civilisations and cultural heritages at the university and ensures that courses at the Center related to this subject are open to all university students,

3 Organizes many types of scientific, artistic and cultural activities (seminars, conferences, panels, congresses, symposiums, colloquiums, exhibitions, among others) on subjects related to Anatolian civilisations and cultural heritages and participates in these activities.

4 Conducts activities for the purpose of increasing sensitivity to and creating public awareness of topics on Anatolian civilisations and cultural heritages, to include activities involving publishing in both print and broadcast media, and participates in these activities;

5. Maintains a library and archives on subjects pertaining to Anatolian civilisations and cultural heritage, and

6. Cooperates with all local, national and international agencies and institutes, directly or indirectly, on subject related to Anatolian civilisations and cultural heritages, participates in their studies, and offers consultancy services.

ADMINISTRATIVE BODIES OF THE CENTER

ARTICLE 7: The administrative bodies of the Center are as follows· Director, Administrative Board, and Advisory Board

DIRECTOR

ARTICLE 8

1 The Director is appointed by the Rector for a three-year term and is selected from permanent faculty members who have studied Anatolian civilisations and who want to work in this field. At the end of the three-year term, the Director may be reappointed for an additional term. If a Director resigns before his or her term expires, the Rector appoints a new Director in the same manner to fill the vacated position.

2. A Deputy Director to assist the Director in his or her responsibilities is selected from the members of the Administrative Board The member is recommended by the Director and appointed by the Rector for this position. When the Director is on a leave of absence or not present, the Deputy Director acts in the capacity of the Director. The terms of the Director and Deputy Director are coterminous.

RESPONSIBILITIES OF THE DIRECTOR

ARTICLE 9

1 The responsibilities of the Director are as follows.

a) Represents the Center at both national and international levels;
b) Convenes meetings of the Administrative Board and Advisory Board, prepares the agenda; and presides over the meetings;
c) Prepares tentative work schedules and recommends these schedules to the Administrative Board and then implements the final schedules,
d) Prepares annual income and expense budget proposals for finalization by the Administrative Board;
e) Submits activity schedules and budget proposals (finalized by the Administrative Board) to the Rector for his or her approval,
f) Ensures that research projects are designed, implemented, and audited;

Ümit ÖZAYDIN
Yeminli Tercüman

Dragoman
Dil Teknolojileri ve Danışmanlık Ltd Şti
Rumeli Cad ... 64 K 5 D 11
Şişli-IST Tel (02... 240 ... Pbx Fax 240 65 97
... 047 4170

g) Makes recommendations for the position of Deputy Director, and
h) Carries out other obligatory activities, according to relevant legislation

2 The Director is accountable to the Rector for the responsible use and operational capacity of the Center, for efficiently implementing studies, and for supervising and auditing activities.

ADMINISTRATIVE BOARD

ARTICLE 10

1. The Administrative Board consists of five people including the Director The Director is a permanent member of the board. The additional four members are recommended by the Director and selected by the Rector The candidates comprise eight faculty members studying fulltime at the university in subjects pertaining to the Center.

2. Members whose terms have expired may be reappointed. When a board member resigns before his or her term expires or is assigned a duty that requires working outside the university for more than six months, a new member is appointed in the same manner to serve out the remainder of the term, in lieu of the former member.

3. The Administrative Board regularly convenes each month with two-thirds (majority) of the members present and or convenes under extraordinary circumstances, if so determined by the Director. The board convenes with a majority of members, and decisions are taken by the majority of participants. For tie votes, the majority acts in favour of the Director s vote

RESPONSIBILITIES OF THE ADMINISTRATIVE BOARD

ARTICLE 11: Responsibilities of the Administrative Board are as follows:

1. Assists the Director in planning and implementing the activities of the Center;

2. Elects the Advisory Board members;

3. Concludes the annual work schedule proposals and research and training projects drawn up by the Director;

4. Audits the work of the Director;

5 Concludes the annual income and expense budgets drawn up by the Director,

6 Establishes special commissions and conducts activities when deemed necessary;

7. Carries out other obligatory activities, according to relevant legislation.

ADVISORY BOARD

ARTICLE 12

1. The Advisory Board contributes to the work of the Center through recommendations The board consists of five members at a minimum, not to exceed twenty-five, selected and appointed by the Rector from faculty members working in subjects related to Anatolian civilisations and cultural heritages in the university and from representatives of individuals, agencies or institutes interested in participating in the Center's activities.

2 The term of office of Advisory Board members is three years. New members are elected and appointed, in the same manner, to replace members whose terms have expired or to serve out the remainder of terms for members who resign before the end of their terms The appointment of a member is terminated if absent without legitimate cause from three consecutive Advisory Board meetings.

3. The Advisory Board is convened at least once a year by the Director, who presides over the meetings A majority attendance of the members is not applicable to this meeting. The decisions of the board are taken with the majority of those members present

Ümit ÖZAYDIN
Yeminli Tercüman

RESPONSIBILITIES OF THE ADVISORY BOARD

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ARTICLE 13: The responsibilities of the Advisory Board include making project recommendations for the activities of the Center; assisting in the development of projects; ensuring that the Center is supported by people who specialize in subjects pertaining to Anatolian civilisations and cultural heritages, and conducting studies in pertinent areas to assist the Administrative Board and to support the Center in developing its resources.

CHAPTER THREE
Miscellaneous Provisions

PERSONNEL REQUIREMENTS

ARTICLE 14· Academic, technical and managerial personnel required at the Center are appointed by the Rector, according to the Turkish Higher Education Law No 2547, Article 3.

EXTRANEOUS PROVISIONS

ARTICLE 15: For provisions extraneous to or not included in this Regulation, the provisions of relevant legislation are applied.

VALIDATION

ARTICLE 16. This Regulation is valid and effective on the date of publication

ENFORCEMENT

ARTICLE 17. The provisions of this Regulation are enforced by the Koç University Rector.

Ümit ÖZAYDIN
Yeminli Tercuman

Certified translation provided by Dragoman Ltd.

Dragoman
Dil Teknolojileri ve Danışmanlık Ltd Şt
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... VD ... 047 4170

A Workshop on Architectural Preservation at Ani, Turkey

Organized by
The Research Center for Anatolian Civilizations
Koç University

March 2010

Koç University's Research Center for Anatolian Civilizations (RCAC) and Program in Anatolian Civilizations and Cultural Heritage Management (ACHM), in consultation with the non-governmental organizations Anadolu Kültür, The World Monuments Fund (WMF), and ICOMOS-Turkey, and the Turkish Ministry of Culture and Tourism, propose to organize a workshop in March of 2010 on the topic of historic preservation at the medieval city of Ani in northeastern Turkey. This workshop is intended primarily for Turkish professionals or those working on sites in Turkey, but will also include participants from Armenia confronting similar issues.

Workshop
Title: Towards Guidelines for Historic Preservation in Ani.
Place: Research Center for Anatolian Civilizations, Koç University, İstanbul.
Time: One weekend in March 2010

The medieval city of Ani is of prime importance for the history of the Caucasus and Anatolia. Its standing monuments: churches and mosques, fortifications, and other buildings, stand as testimonials to its place in medieval history, when it served as the capital of both Christian and Muslim dynasties, and was a thriving center of trade and culture. Russian archaeologist and philologist Nikolai Marr excavated the site in the early 20^{th} century, when Ani was part of the Russian Empire. In recent decades, Ani has been the site of small scale Turkish excavations and misguided restoration of the city walls. For political reasons, restoration at Ani has been a sensitive topic. Many of the standing medieval buildings at Ani were built by and for Armenians, but the site itself lies just within the boundaries of the Republic of Turkey, and for decades was part of a military border zone. Despite its isolation, relative neglect, and extreme climate, Ani is the focus of new efforts. At present, there are new restoration projects, and a broad-based consensus that this site, when properly preserved and presented, can serve as a base for tourism in this underdeveloped region, and also serve as a basis for cross-cultural understanding and cooperation.

This workshop focuses on scholarly examinations of standing buildings at Ani, and the problems and challenges faced in reconciling the need to study, preserve, and protect buildings with projects aimed at their consolidation and restoration. Most historic buildings have themselves a complicated building history. How does one integrate a complex building history of historic repairs, additions, and other changes with the desire of certain restoration architects or official organizations for historic monuments in "pristine" condition?

Here, we propose to examine buildings that are planned to be restored, or have recently been restored. This workshop will bring together scholars of art and architectural history with preservation architects of different backgrounds to discuss buildings at the site of Ani (Kars) belonging to the Christian and Islamic cultures that flourished there in the medieval period. The World Monuments Fund, Anadolu Kültür, and the UNDP are all planning projects in the region, all in coordination and consultation with the Turkish Ministry of Culture & Tourism, which, in turn, is funding its own projects.

List of Speakers and Discussants (in alphabetical order)

Dr. Zeynep Ahunbay, Professor, Istanbul Technical University.

Dr. Nur Akın, Professor, Istanbul Technical University, President ICOMOS Turkey.

Serhad Akın, Director, Planning Office, Turkish Ministry of Culture and Tourism, Ankara.

Uğurhan Akyüz, Member, Advisory Board for Ani.

Dr. Ömür Bakırer, Professor, Middle East Technical University, Ankara; Member, Advisory Board for Ani.

Dr. Predrag Gavrilovic, civil engineer, Institute of Earthquake Engineering and Engineering Seismology, University St. Cyril and Methodius, Skopje, Republic of Macedonia.

Dr. Neriman Şahin Güçhan, Associate Professor, Middle East Technical University, Ankara; member, Advisory Board for Ani.

Gagik Gyurjyan, President, ICOMOS Armenia.

Cengiz Kabaoğlu, Restoration Architect and Principal, Ka-Ba Eski Eserler ve Mimarlik, Ankara.

Dr. Armen Kazaryan, Research Institute of Theory of Architecture and Urban Planning, Moscow.

Steven Kelly, architect, co-president of ISCARSAH (International Scientific Committee on the Analysis and Restoration of Structures of Architectural Heritage), Chicago, USA.

Tavit Kertmeldjiyan, medieval historian, Yerevan University, Armenia.

Ömer Kıral, member, Advisory Board for Ani

Dr. Esin Kuleli, Site Coordinator for Ani, Turkish Ministry of Culture & Tourism, Ankara.

Dr. Christina Maranci, Arthur H. Dadian and Ara Oztemel Associate Professor of Armenian Art and Architecture, Department of Art and Art History Department, Tufts University, U.S.A.

Yavuz Özkaya, Restoration Architect and Principal, Arşimet Mimarlik, Ankara.

Dr. Gül Pulhan, Assistant Professor, Archaeology and History of Art, Koç University, Istanbul.

Guner Sağır, Monuments Office, Turkish Ministry of Culture and Tourism, Ankara.

Mark Weber, Project Coordinator, World Monuments Fund, New York.

Dr. Mkrtich Zakaryan, archaeologist, Yerevan University, Armenia.

Format

The workshop will take two days. The language of the workshop will be English. The workshop will be not be open to the public, although a certain number of restoration architects and other professionals in Turkey may be invited to attend.

During the first day, there will be individual presentations. During the morning of the first day, there will be presentations on the history of Ani, history of excavations at Ani in the early 20th century, and standing architectural monuments of Ani. In the afternoon of the first day, there will be individual presentations on ongoing restoration projects at Ani.

The second day, in the morning, there will be presentations on similar restoration efforts that have taken place recently or are taking place in both Turkey and Armenia.

In the afternoon of the second day, the Turkish advisory board for Ani and the presidents of ICOMOS Turkey and ICOMOS Armenia will lead a discussion evaluating current restoration efforts at Ani and related sites, leading to proposals for guidelines for historica preservation at Ani.

It is hoped that this workshop will lead to future collaboration between participants both at Ani as well as elsewhere in the region.

	ESTIMATED BUDGET			
ANI MISSION	Unit	# of units	Unit rate (in US$)	Costs (in $)
1. Travel				
1.1 Domestic flights				
1.1 1 IST-KARS-IST	per flight	12	237	2,844.00
1.2 Local Transportation				
1.2.1 Incity transportation	per day	2	300	600.00
SUBTOTAL TRAVEL				**3,444.00**
2. Accomodation & Food Expenses				
2.1 Accomodation				
2.1.1 Twelvef participants	per night	24	50	1,200.00
SUBTOTAL ACCOMODATION				**1,200.00**
2.2 Food expenses				
2.2.1. Lunch + Dinner	per person	48	30	1,440.00
SUBTOTAL FOOD				**1,440.00**
SUBTOTAL ACCOMODATION AND CATERING				**2,640.00**
5. Unforseen expenses		1	300	300.00
SUBTOTAL UNFORSEEN EXPENSES				**300.00**
TOTAL				**6,384.00**

1.2 Domestic Flights				
1 2 1 ANKARA-IST-ANKARA	per flight	7	200	1,400 00
1.3 Local Transportation				
1.3.1 Airport-Hotel- Airport (9x2)	per travel	18	30	540 00
1 3 2 Incity transportation (Istanbul)	per day	1	200	200 00
SUBTOTAL TRAVEL				**9,390.00**
2. Accomodation & Food Expenses				
2.1 Accomodation				
2 1 1 International participants (3 people x 4 nights + 5 people x 3 nights)	per night	27	65	1,755 00
2 1 2 Participants from Ankara (7 people x 2 nights)	per night	21	65	1,365 00
SUBTOTAL ACCOMODATION				**3,120.00**
2.2 Food expenses				
2 2 1 Lunch on Friday	per person	5	25	125 00
2 2 2 Dinner on Friday	per person	12	65	780 00
2.2 3 Lunch on Saturday	per person	25	25	625 00
2 2 4 Dinner on Saturday	per person	25	65	1,625 00
2 2 5 Lunch onSunday	per person	25	25	625 00
2 2 6 Dinner on Sunday	per person	20	65	1,300 00
SUBTOTAL FOOD				**5,080.00**
SUBTOTAL ACCOMODATION AND CATERING				**8,200.00**
3. Meeting expenses				
3 1 Meeting Venue + tea&coffee	per day	2	1000	2,000 00
3 1 2 Organizational and secretenal work				1,500 00
SUBTOTAL MEETING EXPENSES				**3,500.00**
4. Visa Expenses				
4 1 Visa Expenses For the Participants (4 people)	per entry	4	50	200 00
SUBTOTAL VISA& PER DIEM				**200.00**
5. Unforseen expenses		1	600	600 00
SUBTOTAL UNFORSEEN EXPENSES				**600.00**
TOTAL				**21,890.00**
[illegible]				

Affidavit of
DOCOMOMO International
That Does Not Have Section 501(C)(3) Determination Letter from
The U.S. Internal Revenue Service

Under the laws of the United States, The J.M. Kaplan Fund can make a grant to an organization if it meets the following criteria:

- It is organized and operated exclusively for charitable, scientific, religious, literary, or educational purposes;
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation;
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J.M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by Stichting Docomomo
(Identify statute, charter, etc.)

in 1990 (Year) in the Netherlands (Name of country)

2. The organization is operated exclusively for one or more of the following purposes:

[ ] charitable
[ ] religious
[X] scientific
[ ] literary
[X] education
[ ] fostering national or international amateur sports competition
[ ] prevention of cruelty to children or animals

3. Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

1. Bring the significance of the modern movement to the attention of the public, the authorities, the professions and the educational community concerned with the built environment

2. Identify and promote the recording of the works of the modern movement, which will include a register, drawings, photographs, archives and other documents.

3. Foster the development of appropriate techniques and methods of conservation and disseminate knowledge of these throughout the professions.

4 Oppose destruction and disfigurement of significant works

5. Identify and attract funding for documentation and conservation

6 Explore and develop knowledge of the modern movement for the benefit of human rights and a sustainable future for all.

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ No X________

If yes, please explain the nature and extent of such activities.

5. Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ________ No X________

If yes, please explain the nature and extent of such activities

6. Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No X________

If yes, please explain the nature and extent of such activities.

7. Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ No X________

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No X________

If yes, please list the names of such shareholders or members and the nature of their interest.

9. Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body.

Officers: Maristella Casciato (chair), Émilie d'Orgeix (secretary general), Anne-Laure Guillet (director)

Executive Committee: Maristella Casciato, Émilie d'Orgeix, Ola Wedebrunn, Louise Noelle

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ No X________

If yes, please list the name[s] of the organization[s] and the nature of such control or connection

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes X_______ No

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12. If your organization is ***not*** an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following:

    [A] gifts, grants and contributions received;

    [B] membership fees received,

    [C] gross receipts from admissions, merchandise sold, or services performed;

    [D] gross income from interest, dividends, rents, and royalties;

    [E] net income from business activities unrelated to the organization's exempt purposes; and

    [F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function.

13. If an ***educational institutional:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul 75-231, 1975-1 C.B. 158, and as implemented in Rev. Proc. 75-50, 1975-2 C.B. 587?

  Yes ________ No X

- Is the primary function of the organization the presentation of formal instruction?

  Yes ________ No X

- Does it normally maintain a faculty and curriculum?

  Yes ________ NoX

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ________ No X

14. If a ***hospital***:

- Is the principal function of the organization the provision of hospital or medical care?

  Yes ________ No ________

15. If a ***church*** or ***church-related organization:***

- Does the organization conduct religious worship?

  Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

____

____

____

Fiscal year of organization ends: December 31st, 2009
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: November 22, 2009

Docomomo International
Name of organization (exact legal title)

By: Émilie d'Orgeix

Title: Secretary

(Seal)

Attest: ________________

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

16 November 2009

Émilie d'Orgeix
Secretary General
DOCOMOMO International
Cité de l'architecture et du patrimoine
Palais de Chaillot
1, place du Trocadéro
F-75016 Paris - FRANCE

Dear Mme d'Orgeix:

On behalf of the Board of Trustees of the J.M. Kaplan Fund, we are pleased to inform you that the Fund has approved a grant of US$35,000 payable to DOCOMOMO International. This grant is to be used as follows: (a) $10,000 to support the publication of DOCOMOMO Cuba Chapter's National Register and (b) $25,000 as general operating support for DOCOMOMO Cuba Chapter.

Under United States tax regulations, we are required to have any non-U.S. charity receiving a Fund grant complete the attached affidavit and return it to us with the requested supporting materials. If you have any queries about the form please contact Angela Carabine at the Fund's offices.

The Kaplan Fund will make the funds available upon receipt of the signed affidavit and requested materials. Please let us know if you would like payment by check or by wire transfer.

Along with this grant announcement go the very best wishes of the Fund and all the Trustees.

Sincerely,

Peter W Davidson

Peter W. Davidson
Chair

Enclosure
Ref: #2009-243

3. SUMMARY OF THE PROPOSAL
Request from Docomomo International to J.M. Kaplan Fund

The present application, submitted by Docomomo International to the members of the Board of the J.M. Kaplan Fund, aims to cover the writing and designing expenses of Docomomo Cuba's Register Publication and the attendance of Docomomo International's secretariat to the International Seminar organized by Docomomo Curacao in Willemstad on April 26–29, 2009.

1- Since its endorsement of Docomomo Cuba as a Docomomo chapter, one of the main goals of the members has been to publish the Cuban national register of modern architecture, a book which will record the modern heritage of Havana but also of the main provincial cities such as Camaguëy, Santiago de Cuba, Matanzas, Varadero, and Trinidad.

The first part ($5,000) is a writing grant which will allow the author of the book, Eduardo Luis Rodriguez, vice-president of Docomomo Cuba, to research, double-check the information received, complete Docomomo Cuba's fiches according to Docomomo International requirements, select the right iconography, and write the analytical texts for each building as well as the introduction of the book. The second part ($5,000) will allow Docomomo Cuba's members to organize and fund the graphic design of the book.

2- The second fund ($5,000) asked to the Kaplan will allow the members of Docomomo International's secretary to attend the regional conference on modern architecture organized by Docomomo Curaçao in April 2009. It would be a unique opportunity for Docomomo International to be able to meet with all our representative in Willemstad, visit the modern heritage of the island and set up new plans of actions with our Caribbean chapters. All countries, plus Venezuela, will be represented.

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1. COVER LETTER

2009 Grant Application
Docomomo International / J.M. Kaplan Fund

Paris, February 20, 2009

To the Members of the Board of the J.M. Kaplan Fund:

Since 2002, thanks to the financial support of the J.M. Kaplan Fund, Docomomo Cuba has been able to achieve major progress in documenting and conserving the architecture of the modern movement in Cuba. Their actions include among others: (1) the organization of successful seminars and student workshops in Havana in 2005 and 2008 (*Modern Architecture in 2005* and *The Architectural legacy of the 1960s* in 2008), (2) the wide circulation of Docomomo Cuba's Newsletters (issues 1–8), (3) the attendance of Docomomo Cuba's members to Docomomo international conferences abroad (Paris 2002, New York 2004, Ankara 2006, Rotterdam 2008) and (4) publications in our international magazine by Eduardo Luis Rodriguez, vice-chair of Docomomo Cuba, among which "The Modern Movement in the Caribbean Islands" (*Docomomo Journal* 33, September 2005) which was awarded in 2008 a CICA Award for journalism, "Other Modernisms" on Docomomo Cuba's register (*Docomomo Journal* 36, March 2007), and a forthcoming obituary on Nicolas Quintana in the *Docomomo Journal* 41 (September 2009).

The present grant application submitted to the members of the Board of the J.M. Kaplan Fund consists in (1) a grant for the writing and design of Docomomo Cuba's National Register Book which will be officially launched in Mexico in 2010 during our eleventh international conference; (2) a travel grant to allow Docomomo International to attend the international seminar organized by Docomomo Curacao in Willemstad in April 2009 to which all our Caribbean countries (Cuba, Curaçao, Dominican Republic, Puerto Rico, Trinidad and Tobago) will participate.

Docomomo International
Cité de l'Architecture et du Patrimoine
Palais de Chaillot
1, place du Trocadéro
F-75016 Paris

t + 33 1 58 51 52 65
f + 33 1 58 51 59 36
e docomomo@citechaillot.fr
w docomomo.com

1- The first fund asked to the Kaplan Fund ($ 10,000) aims at supporting the publication of Docomomo Cuba's National register. It is divided into a writing grant which will allow the author of the register to spend six month writing and editing information about the book and in a coordination and publication grant which will allow Docomomo Cuba's members to layout and prepare their publication.

2- The second fund asked to J.M. Kaplan Fund ($ 5,000) will cover the travel and accommodation expenses of the three members of Docomomo International's secretariat to attend the International Conference which will be held in Willemstad on April 26–29, 2009. This would be a unique opportunity for us to meet with all our Caribbean colleagues and plan new collaborations.

We do believe in the importance of these actions and programs and fully accept all responsibilities for financial and program reporting as stipulated by the J.M. Kaplan Fund (detailed in the grant application).

Thanking you in advance for your consideration, we remain at your disposal for any further information you may require.

With my best regards,

Emilie d'Orgeix, Secretary General

cc: Arq. José Antonio Choy; chair, Docomomo Cuba; Arq. Eduardo Luis Rodriguez, Vice-Chair, Docomomo Cuba

Docomomo International
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do_co_mo_mo_

2- PROPOSAL

Grant Request to the J.M. Kaplan Fund from Docomomo International on behalf of Docomomo Cuba*

* Docomomo Cuba is the main Cuban organization which identifies, documents and provides the protection for buildings and sites of the modern movement in the island. It is composed of architects, architectural historians and heritage experts who act for the recognition and the safeguard of the architecture of the modern movement on national and international scales. To know more about the missions of Docomomo and its 57 chapters worldwide, please visit *www.docomomo.com*

1- MAIN OBJECTIVES

The present grant application concerns: (1) the writing and the design of Docomomo Cuba's national register publication and (2) the attendance of Docomomo International's secretariat to the International Seminar organized by Docomomo Curacao in Willemstad on April 26–29, 2009.

1.1 Writing and Design of Docomomo Cuba's Register Publication

Since its endorsement of Docomomo Cuba as a Docomomo chapter, one of the main goals of the members has been to publish the Cuban national register of modern architecture, a book which will record the modern heritage of Havana but also of the main provincial cities such as Camagueÿ, Santiago de Cuba, Matanzas, Varadero, and Trinidad.

Description of the Project

The book project, authored by Eduardo Luis Rodriguez, vice-president of Docomomo Cuba, will be composed of a first section of articles about the modern heritage of the island and its methods of conservation and protection. It will be followed by the national register listing from ten to fifty (in the case of Havana) buildings in each of the important Cuban cities. Each building will be recorded according to Docomomo's Register fiches and accompanied by an analytical text emphasizing its historical, social and structural features. Archives and contemporary photographs, plans and drawings will document each building. A thorough bibliography will be included in the publication. In total, there will be more than 300 buildings, most of them unpublished and undocumented before, which will be presented in the book.

The grant asked to the Kaplan regarding the Register is twofold:
(a) The first part ($5,000) is a writing grant which will allow the author of the book, Eduardo Luis Rodriguez, vice-president of Docomomo Cuba, to research, double-check the information received,

complete Docomomo Cuba's fiches according to Docomomo International requirements, select the right iconography, and write the analytical texts for each building as well as the introduction of the book.

(b) The second part ($5,000) will allow Docomomo Cuba's members to organize and fund the graphic design of the book.

Schedule of Work

February–June 2009: tour to provinces (2008 budget of the Kaplan fund: $ 2,800 already granted). Selection of buildings, photographs and on-site work. (missions ELR)

July 2009: revision of iconography with local coordinators, process of recording and setting of File-maker database for the National Register). (ELR)

August 2009–January 2010: writing period (ELR)

January–April 2010: graphic design (Docomomo Cuba)

May 2010: printing and official book launching in Cuba (Docomomo Cuba)

August 2010: official presentation at the Eleventh International Docomomo Conference in Mexico, DC. (Docomomo Cuba and Docomomo International)

Résumé of the Author

Eduardo Luis Rodriguez is architect, historian of architecture, and journalist.

Born in Havana on February 24, 1959
Cuban citizen
married, 2 children
address: J # 555, bajos, entre 25 y 27, Vedado, La Habana 10400, Cuba
phone: + 53 5 274 64 40
email: eluis@cubarte cult cu

Bilingual Spanish and English
Good knowledge of Italian and French

Eduardo Luis Rodríguez is the author of several books including *Architecture and Revolution in Cuba, 1959–1969. A critical view* (Actar, Barcelona, 2007); *The Havana Guide, Modern Architecture, 1925–1965* (Princeton Architectural Press, New York, 2000), and *La Habana. Arquitectura del Siglo XX* (Blume, Barcelona, 1998). He is also co-author of *La Habana Colonial. Guía de Arquitectura* (Junta de Andalucía, Sevilla, 1993), and *La Habana. Map and guide to 337 significant architectural monuments* (Trialog, Darmstadt, 1992). His writings have been published widely including articles in all major Cuban specialized journals as well as in *L'Architecture d'Aujourd'hui* (Paris), *The Journal of Decorative and Propaganda Arts* (Miami Beach), *Architectural Digest* (Los Angeles) and *Stadt Bauwelt*

(Berlin). His essays have also appeared in the *Dictionnaire de l'Architecture du XXe Siècle* (Hazan, Paris, 1996), and in several books of photography, including *Robert Polidori's Havana* (Steidl, Göttingen, 2001), Andrew Moore's *Inside Havana* (Chronicle Books, San Francisco, 2002), and the anthology of Cuban and American writers and artists, *Cuba on the Verge. An Island in Transition* (Bullfinch Press, New York, 2003). He has been the editor in chief of the magazine *Arquitectura Cuba since 1997.*

Eduardo Luis Rodríguez has received many prizes and honors including a *Silver Medal as Distinguished Guest of Old Havana* (1987); the *Award to the Editor* at the Venice Architecture Biennial (2000); the *Award* to the Best Book on Theory and History of Architecture at the Quito Pan-American Biennial (2000) and was co-winner of the Pierre-Vago CICA Award for journalism in 2008.

Involvement in Docomomo's activities: member of Docomomo International since 2002; founding member and vice-president of Docomomo Cuba since 2002

National: In charge of Docomomo Cuba's national register's project on modern sites and buildings; co-organizer of the official visit of Docomomo International to Havana in 2004; lectures given as vice president of Docomomo Cuba in national events.

International: Attendance to Docomomo International Conferences: Paris 2002; New York 2004; Ankara 2006 (full paper accepted, attendance cancelled in August due to personal reasons); Rotterdam 2008 (member of the scientific committee and chair of the poster sessions).

Publications in the *Docomomo Journal*: guest-editor of *Docomomo Journal* 33 "Modern Architecture in the Caribbean Islands" for which he was awarded the CICA award in journalism in 2008; author of the register's section of Docomomo Cuba published in the *Docomomo Journal* 37 on "Other Modernisms"; book reviews and obituaries published in the *Docomomo Journal* 29 and the *Docomomo Journal* 40.

1.2 Attendance to Docomomo Caribbean Seminar organized in Curacao on April 26–29, 2009

The second fund asked to the Kaplan will allow the members of Docomomo International's secretary to attend the regional conference on modern architecture organized by Docomomo Curaçao in April 2009. It would be a unique opportunity for Docomomo International to be able to meet with all our representative in Willemstad, visit the modern heritage of the island and set up new plans of actions with our Caribbean chapters. All countries, plus Venezuela, will be represented.

Program: Conference on Modern Architecture, Docomomo Curaçao
Willemstad, School of Architecture, University of the Netherlands Antilles

APRIL 26th
Welcome speech and presentation of the conference.
Dinner.

APRIL 27th

10.00	Introduction by Sofia Saavedra Bruno (UNA, chair Docomomo Curaçao)
11.00	SPEAKER 1: Lecture about Docomomo by Maristella Casciato, chair of Docomomo International
14:00	SPEAKER 2: Lecture on modern architecture by Wessel de Jonge, founder of Docomomo International
15.30	SPEAKER 3: Michael Newton & Ronald Gill (Docomomo Curaçao)
17.00	*coffee break*
18.30	SPEAKER 4: Hannia Gomez (president of la Fundación de la Memoria Urbana, Caracas)
22.00	RECEPTION

APRIL 28th

10.00	SPEAKER 1: Miguel Rodriguez Rodriguez Casellas (Chair, Docomomo Puerto Rico and dean ArqPoli university)
12.00	SPEAKER 2: Gustavo Luis Moré (chair, Docomomo Dominican Republic).
13.00	*lunch*
15.00	SPEAKER 3: Eduardo Luis Rodriguez (vice-president, Docomomo Cuba)
16.00	SPEAKER 4: Louise Noelle (chair, Docomomo Mexico)
17.00	SPEAKER 5: Émilie d'Orgeix (secretary general, Docomomo International)

APRIL 29th

14.00	Lecture by Wessel de Jonge at the school of architecture.

2- IMPORTANCE AND RELEVANCE WITHIN THE INTERNATIONAL CONTEXT AND FOR THE FUND PURPOSES

1- The writing of the National Cuban register, initiated in 2004 is a major action for Docomomo Cuba and Docomomo International. It will give more visibility to Docomomo Cuba and will raise awareness on the heritage of the capital as well as of the provinces which is still at risk. In addition, the official presentation during the Eleventh Docomomo International Conference in Mexico will make this work internationally circulated.

2- The participation of Docomomo International delegation to the international Caribbean Conference in Curacao will offer us the opportunity to meet with our regional chairs including Cuba, deliver talks, discuss with them strategies on heritage preservation, works and watchdogs actions.

3- STRATEGY AND PARTNERSHIP WITH OTHER ORGANIZATIONS

Due to the historical frame of the USA-Cuba relationship, Docomomo International will act as a coordinator between the Kaplan Fund, Docomomo Cuba and their national sponsors (*National Union of Writers and Artists of Cuba, National Council for Cutural Heritage* and *National Union of Architects and Engineers of Cuba*).

4- EVALUATION OF THE SUCCESS OF THE OPERATION

The granting of the 2009 budget will allow Docomomo Cuba to advance the publication of its register book and to Docomomo International to develop new partnerships and coordination works with its Caribbean chapters.

5- PROPOSED BUDGET

Total amount of the grant: $15,000

Fund 1

Title	Detail	Budget $
1- Docomomo Cuba Register Book	Publication of Docomomo Cuba Nationla Register's book	10,000
	Writing grant	5,000
	Coordination with provinces and lay-out of the register's book	5,000

Fund 2

Title	Details	Budget $
2- Attendance Docomomo Curacao Seminar	Flights 4500 usd ($ 1,500 x 3); hotel two nights 500	5,000

Affidavit of
Cotidiano Mujer
That Does Not Have Section 501(C)(3) Determination Letter from
The U.S. Internal Revenue Service

Under the laws of the United States, The J.M Kaplan Fund can make a grant to an organization if it meets the following criteria·

- It is organized and operated exclusively for charitable, scientific, religious, literary, or educational purposes;
- No part of its income inures to the benefit of any private individual,
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation,
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office, and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by **Statues**
(Identify statute, charter, etc.)

in **1989** (Year) in **URUGUAY** (Name of country)

2 The organization is operated exclusively for one or more of the following purposes

[ ] charitable
[ ] religious
[ ] scientific
[ ] literary
[X] **education/cultural**
[ ] fostering national or international amateur sports competition
[ ] prevention of cruelty to children or animals

3 Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

Our main activity through all these years – since the beginning up to know – is to spread pro human rights principles and to educate people in the respect of them. The term human rights include to fight against all kinds of violations of the persona, as racism, sexism, homophobia, domestic violence against women and children, defense of the environment and opposition to all kind of fundamentalisms (religious, political, economic, cientific).

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ **No X**

If yes, please explain the nature and extent of such activities

5 Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ________ **No X**

If yes, please explain the nature and extent of such activities

6 Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ **No X**

If yes, please explain the nature and extent of such activities

7. Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ **No X**

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

- The information is contained in Article 24 of the By Laws

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ **No X**

If yes, please list the names of such shareholders or members and the nature of their interest

9. Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body.

Lilián Celiberti__________

Elena Fonseca__________

Lucy Garrido__________

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ **No X**

If yes, please list the name[s] of the organization[s] and the nature of such control or connection.

11 In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes ________ **No X**

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

*** This information is contained in the Attachment to the By Laws which are in two separate files: "Office to the Ministry of Education and Culture and Resolution of the Ministry of Education and Culture".**

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12 If your organization is ***not*** an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following

[A] gifts, **grants** and contributions received,

See attached the Financial Schedule

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed;

[D] gross income from interest, dividends, rents, and royalties,

[E] net income from business activities unrelated to the organization's exempt purposes; and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function

13 If an ***educational institutional:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul 71-447, 1971-2 C.B 230, and Rev. Rul 75-231, 1975-1 C B 158, and as implemented in Rev. Proc. 75-50, 1975-2 C B 587?

  Yes ________ No ________

- Is the primary function of the organization the presentation of formal instruction?

  Yes ________ No ________

- Does it normally maintain a faculty and curriculum?

  Yes ________ No________

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ________ No ________

14. If a ***hospital***

- Is the principal function of the organization the provision of hospital or medical care?

  Yes ________ No ________

15. If a ***church*** or ***church-related organization:***

- Does the organization conduct religious worship?

  Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

  ____

  ____

  ____

Fiscal year of organization ends: December of each year________________________
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: **February 7, 2010** **Communication Centre Virginia Woolf**________________
Name of organization (exact legal title)

By. **Lilian Celiberti**

____

Title: **Coordinator**________________________

(Seal)

COTIDIANO
San José 1433 - Montevideo URUGUAY
Tel/fax. 901 87 82 / 902 03 93
e-mail: cotidian@cotidianomujer.org.uy

Attest. _____

CENTER OF COMMUNICATION VIRGINIA WOOLF:

BYLAWS:

-Deed N ° 1: Extraordinary General Assembly. In Montevideo at thirty (30) days of April of One Thousand Nine Hundred Eighty Eight, the undersigned persons, under Lilián Celiberti's presidency, Identity Card n ° 1.179.652/1, acting in Secretariat Angela Inés Russomando, Identity Card n° 1.005.980/5 decide to found a Civil Association that will be named Center of Communication Virginia Woolf and whose bylaws are approved by unanimity, and will be the following ones:

Chapter I: Constitution: Article 1 °: (Name and address). A civil association is created under the name of Center of Communication Virginia Woolf. It will be ruled by the present bylaws as well as by applicable laws and regulations, and its head office will be settled in the Department of Montevideo.

Article 2 °: (Social purposes). This institution will have the following purposes: to investigate and to spread the situation of discrimination of women in the society; to create the mechanisms of communication and organization that make possible the igualitarian participation of women in society.

Chapter II: Social Patrimony: Article 3 °: The patrimony of the Civil Association will be constituted by: a) ordinary contributions of the members established by the Managerial Comisión; b) the contributions of public or private origin and the donations and legacies in favour of the Center; c) any extraordinary contribution of the members that are in agreement with the nature of the institution following the decision of the General Assembly.

Chapter IIIrd: Members: Article 4 °. (Kind of associates) The associates can be: founders, actives, honorarium or subscribers. a) those present in the foundation act of the institution will be founding members and those who join it in the thirty days following the above mentioned act will also be considered as founding members. b) active associates will be those who have a year of antiquity in the social register and have regularly fulfill the obligations that these statutes impose and are established by the general regulations of the institution. c) honorary associates will be those persons who because of their merits or of the relevant services given to the institution, are designated such by the General Assembly. d) Subscribing members will be those older to 18 years old and those admitted as associated members but have not yet fulfill the condition indicated in clause b) of this same article.

Article 5 °: (Admisión of associates). To become a partner there will be needed a written request submitted to the Managerial Commission and a favorable resolution of the same one with the only exception of the honorary associates and founders present at the act of foundation.

Article 6 °: (Conditions of the members). To be admitted as associate it is needed: to be a phisical person who in the opinion of the Managerial Commission deserves to form a part of the Civil Association for his talents.

Article 7 °: (Associates rights) The rights of the members will be the following ones: 1 °) Regarding the founding and active associates a) to be electors and eligible; b) to integrate the General Assembly with right to voice and vote; c) to request the summons of the General Assembly (Article 11 subsection 3 °); d) to make use of the diverse social services; e) to submit to the Managerial Commission initiatives aimed to the improvement of the institution in any aspect. 2 °) Regarding the honorary associates and subscribers; a) to take part in the assemblies with right to voice and without vote; b) to make use of the diverse social services; c) To promote initiatives before the Managerial Commission tending to the improvement of the institution. 3 °) When a honorary associate has also the quality of active or founding associate his rights will be those established in the paragraph 1 ° of this article. The exercise of the rights established in the present article will be ruled by the dispositions of these bylaws and by the resolutions and regulations that for the different cases and inside its competition are dictated by the Managerial Commission or the General Assembly; as well they have to be subordinated to the laws and other official procedure that will be applicable.

Article 8 °: (Duties of the members) Are obligations of the members: a) to pay punctually the ordinary quotas and the established extraordinary contributions; b) to respect the regulations and social resolutions.

Article 9 °: (Sanctions to the members) The associates can be expelled or suspended in conformity with the following principles: a) the accomplishment of any act or omission that means a relevant damage to the institution or its authorities, or to the moral principles that must preside at the activities of the association, or the repeated contempt to resolutions of their authorities will be a reason of expulsion of the entity. The expulsion can be detected by the Managerial Commission by vote of the two thirds of its members; it will have to be notified by means of a compared telegram or by another authentic way and the associate will have a term of thirty days from this notification on, to appeal through a signed document; to be submitted before the General Assembly, which in these cases should be summoned by the Managerial Comission no later to thirty days following the lodge of the appeal. This appeal will not have a suspension efect. b) a suspension cause up to a maximum of six months will be the commission of acts or any other thing that imports a damage to the institution, to its authorities or to the sustained moral principles or the contempt to resolutions of the social authorities, which, in the opinion of the Managerial Commission do not give merit for the expulsion. The suspension will be applied by decision of a simple majority of the members of the Managerial Commission and can appealed in the same form as established in the previous paragraph. c) a reason of automatic suspension until the corresponding payments are carried out will be the lack of payment of the contributions indicated in the clause a) of the article 3 °) of this statute. Nevertheless, the Managerial Commission will be able to grant extension up to sixty days. Before adopting decision on suspension or expulsion of an associate, the Managerial Comisión will have to give sight to the actions of the interested party for the term of 10 (ten) working and urgent days, in which term the associate will be able to articulate his defense. The resolution to relapsing will be signed.

Chapter IVth: Authorities. 1 ° General Assembly - Article 10 °: (Competence) The General Assembly, acting in conformity with what is established in these bylaws, is the sovereign organ of the institution. It is constituted by all the members who have right to take part of it and will adopt any decision of social interest adjusting itself to the statutory, legal and regulation procedures that will be applicable.

Article 11 °: (Character) The General Assembly will meet in the character of Ordinary or Extraordinary to consider exclusively the articles included in the respective agenda. The Ordinary General Assembly will meet anually in the sixty days following the closing of the financial exercise (fiscal year) (Article 23) and will see the annual memory and the balance that will have to be submitted to the Managerial Commission, or on initiative of the Financial Commission or of the Electoral Commission or at the request of ten per cent of the associates able to integrate it. In every case of request of summons on the part of the Financial or Electoral Commission it will have to make a call in the eight following days and for a date not later to the thirty days starting at the receipt of the request.

Article 12 °: (Summons) The General Assemblies will be summoned by means of a personal and written notice to the members in advance from at least seven days to the date of accomplishment of them and with the publication of a notice in a local newspaper of the city of Montevideo, at least three days before the celebration of the summoned act.

Article 13 °: (Installation and quorum) The General Ordinary Assembly will hold a meeting validily with the number of members able to integrate it having the plain rights and who are present at the moment of the citation. The Extraordinary Assembly, except the cases foreseen in the following article, will hold a meeting in the first summons with the presence of the half more one of the members with right to vote and in the second summon it will be possible to hold the meeting an hour later with those who are there. In the cases the Assembly will adopt the decisions as simple majority of votes of presents, except the established in the Article 14. To take part in the Assemblies it will be necessary that the associates prove their identity in the way that is regulated, sign a special book of assistance led to that effect and that are not suspended in reason of what is arranged in paragraph c) from the article 9 °).The assemblies will be presided by the president of the Managerial Commision, or, in his abscence by the person designated for that purpose by the Assembly itself, which will also nominate a Secretary.

Article 14 °: (Special Majorities) For the dismissal of the Managerial Commission, the reform of this statute and the dissolution of the entity and determination of the destination of the social goods, it will be necessary a resolution of an Extraordinary Assembly adopted by the three fifth of the competent votes. This Assembly will meet validily in the first summons with the quorum indicated in article 13; in the second summons, to be realized at least ten days later, with the twenty per cent of the members enabled to integrate it; and in the third summons, to be celebrated not before the five following days, with which who attend the meeting and previous a notice to the Department of Education and Culture, which will be dealed at least with three days of anticipation to the act.

2°) **(Board of Directors): Article 15 °**: (Integration) The direction and administration of the Association will be at the expense of a Managerial Commission consisted of seven members of age, who will last two years in their charges and will be able to be reelected up to two more periods. The same ones will be kept in the their functions, when their mandate end until the new elected members take position of their charges. The members' election of the Managerial Commission will be be carried out according to the procedure established in the article 22, together with a double number of substitutes. The elected Commission will designate the respective charges, with exception of the President who will be the one who heads the most voted elective list.

Article 16 °: In case of definitive absence of the President and the vice president, once integrated the Board of Directors with the corresponding substitutes will nominate a new President. The first General Assembly held afterwards will confirm or rectify this decision In case of the list becoming exhausted of substitute, the vacancies that take place in the Managerial Commission will be filled by members designated directly by this one, who will remain in their charges up to the first General Assembly to be performed, which will adopt a definitive resolution in the matter.

Article 17 °: (Competition and obligations). The Managerial Commission will have the most wide powers of direction, administration and regulations, being able in consequence to carry out all the legal acts and to adopt all the decisions tending to the fulfillment of the social ende and of the resolutions adopted by the General Assembly. Nevertheless, for the disposition and taxes of the real estates in order to adopt obligations higher than the amount of One Thousend Five Hundred "Readjustable Units", or, thirty times the amount of the average of the ordinary collection of the last months (taking as a top the one that turns out to be minor) it will be needed a specific authorization of the General Assembly approved by, at least, the three fifth ones of their members. The legal representation of the institution will be exercised by the Managerial Commission through the President and Secretary acting together, without prejudice of the grant of special mandates to other members or to foreign persons.

Article 18 °: The Managerial Commission will be able to regulate its own functioning, with adjustment to the general procedure of these bylaws, as to the relating to the functions of the personnel of the institution. It will have to sit at least once a month, will meet with a minimum of four members and will adopt decisions as simple majority, except a different disposition of these bylaws for certain matters. In case of tie in the votings, the President will have double vote, but in no case it will be possible to decide if three members do not vote affirmatively at least. Any two members of the Managerial Commission will be able to call to the meeting, if the President omit to do it in front of a case of need. It is incompatible the quality of beeing a member of the Managerial Commission with that of employee or salesman of the entity for any concept.

3° Financial Commission

Article 19 °: (Integration and mandate). The Financial Commission will be composed by three titular members who will last two years in their posts and will be chosen together with a double number of preferential substitutes simultaneously with the election of the Managerial Commission.

Article 20 °: (Attributions). The faculties of the Financial Commission: a) to request to the Managerial Commission to summon an Extraordinary Assembly (Article 11) or a direct summons in case that the first one will not do it or could not do it.b) to control the social funds and their investments in any time; c) to inspect at any time the countable records or other aspects of the functioning of the institution; d) to check the annual balance, which will have to pass or observe fundamentally of the consideration of the General Assembly, e) to advise the Managerial Commission when this one requires it; f) to fulfill any other inspective or controlling function that it understands suitably or is committed by the General Assembly.

4°) **Electoral Commission: Article 21 °**: (Designation and Attributions). The Electoral Commission will be integrated by three titular members. They will be chosed by the General Ordinary Assembly, in the years that it corresponds to carry out elections together with equal number of preferential substitutes. This Commission will have to deal with everything relative to the electionary act, as well as the accomplishment of the scrutiny and determination of the results and of the triumphant candidates. In case of serious irregularities in the election it has powers to call to an Extraordinary Assembly . Once the new members of the Managerial Commission and Financial Commission have entered possession of their charges the Electoral Comisión will cease its functions.

Chapter V : Elections: Article 22 °: (Opportunities and requirements). For the members of the Managerial Commission and of the Financial Commission the electoral act will be carried out every two years in the following thirty days after the corresponding General Assembly. The vote will be secret and will be emitted through lists that should have to be registered with the minimum anticipation of eight days to the date of the elections before the Electoral Comisión. There will have to be lists separated for the Managerial and Financial Commission, indicating a candidate for the Presidency in each one. A list should have the signature of each of the candidates and of ten more active members to be admitted. The posts will be distributed by the system of proportional representation. To proclaim the triumphant candidates and to give them possession of their posts, they will join in the general commission of the Electoral Commission and the salient Board. The groups of associates who submit electoral lists will be able to designate a delegate for each one, in order to control the electoral act and the scrutiny.

Chapter VIth - General Dispositions- Article 23 °: (Financial Exercise). The financial exercise (fiscal year) will be closed on April 30th of every year.

Article 24 °: (Spatial limitations) This association excludes from its social intentions any other purpose than the foreseen ones expressly in these bylaws. It is specially stated that to receive cooperative services of goods or of consumption, or of welfare medical services, there will have previously to be proceeded adecuated bylaws towards those specific purposes, in agreement with the legal and reglamentary corresponding procedure.

Chapter VII - Transitory Regulations - Article 25: The First Managerial Commission and the first Financial Commission, which will have to operate until April 30th, 1990 will be integrated with the following form:

Managerial Commission:

President: Lilián Celiberti C.I 1.179.652/1- Vice-president: Maria de la Luz Garrido C.I 1.358.975/0
- Secretariat: Angela Inés Russomando C.I 1.005.980/5
- Member: Elena Fonseca C.I 577.578/7
- Member Rosa Abracinskas C.I 1.199.544/6
- Member: Brenda Bogliaccini C.I 3.525.392/5
- Member: Laura Severi C.I 1.751.228/8

Substitute:
1) Elena Bittencourt C.I 1.194.213/2 2) –
2) Maria Zulema Revelles C.I 499.519
3) Sara Youtchak C.I 905.765/4
4) Beatriz Cristina Fynn C.I 1.147.636/9
5) Guadalupe Dos Santos C.I 1.489.092/0
6) Elsa Duhagón C.I 970.000/3
7) Graciela Iñiguez C.I 998.879/6
8) Maria Laura Díaz C.I 1.621.950/0
9) Denise Reaman C.I 1.789.619/3
10) Graciela Costa C.I 1.836.662/8
11) Anna Danieli C.I 1.160.459/6
12) Sandra de Olivera C.I 3.400.733/5
13) Silvia Rosas de Celiberti C.I 1.247.583/3
14) Enriqueta Constantini de Rodas C.I 681.194

Fiscal Commission:
Holders:
- President: Alma Espino C.I 1.282.134/1
- Vice-president: Graciela Garcia C.I 1.281.031/6
- Secretariat: Martha Aguñín Manches C.I 1.348.287/9

Substitutes:
1) Homero Celiberti C.I 370.606/9
2) Lucio Onsteni C.I 1.113.102/6
3) Silvia Rodríguez C.I 7.844.610/9
4) Maria Isabel Miranda Gadea C.I 1.360.804/5
5) Llanquirai de León C.I 736.795/2
6) Graciela Maria Sapriza Torres C.I 1.037.192/4

Article 26 °: (Managers of the Juridical Legal Status). Jorge de la Riva, CI 791.618 and don Bolívar Rodríguez, C.I 647.280/9 remain authorized for acting joint or separatedly or indistinctly, to manage before the Executive Power the approval of these bylaws and the recognition of the Juridical Legal Status of the institution, with attributions, in addition to accept the observations that the public authorities will be able to formulate to the present bylaws and to propose the substitute texts that its merit will be able to correspond. The session gets up.

(Tested " Maria de la Luz Garrido, with identity Card 1.358.975/0 is not valid;
"Ángela Inés Russomando Identity Card 1.005.980/5" valid;
Tested 1.789.619/3 not valid;
"1.621.950/0 valid;
Tested "Hilda Domínguez", Identity Card 2.646.683/6 not valid;
Between the lines "Anna Daniela, identity Card 1.160.459/6 valid)

SCANNED SIGNATURES FOLLOW

...ciones que pudieran formular las autoridades públicas a los presentes estatutos y para proponer los textos sustitutivos que en su caso se pudieran corresponder. No siendo para más se levanta la sesión (Testado "María de la Luz Garrido, con Cédula de Identidad 1.318.975/0" no vale; interlineado "Angela Inés Russomando, con Cédula de Identidad 1.005.980/5" vale. Testado "realizará" no vale; interlineado "realice" vale. Testado "1.789.619/3" no vale; interlineado "1.621.918/0" vale. Testado "Hilda Domínguez, C.I. 2.646.683/6" no vale; interlineado "Anna Danieli, C.I. 1.160.459/6" vale)

(Lilian Celiberti)
(María de la Luz Garrido)
(Angela Inés Russomando)
(Rita Abrasinskas)
(Elena Fonseca)
(Brenda Bogliaccini)
(Guadalupe Dos Santos)
(Anna Danieli)
(Elena Bittencourt)
(Beatriz Cristina Fynn)
(Enriqueta Constantino de Rodas)
(Sandra de Olivera)
(Lucio Orinstein)
(Graciela Vázquez)
(Elisa Dufagon)
(Lilia Rivas de Celiberti)
(Monica Quiel Celiberti)
(María Zulema Revello)
(Graciela Costa)
(María Mercedes Esposito)

(Martha Aguiar)
(Lilian Garcilla)
(Graciela Zapiola)
(Laura Knutchak)
(María Isabel Hidalgo)
(Margarita de León)
(Graciela García)
Silvia Rodríguez V.
(D. Leeman)
(María Laura Díaz)
(Olga Delpino)
(Laura Lerena)
Jorge Yourchak
Luis C. de Marnero
(Lucio Gaiffo)
(Deolo Espondy)
(Noemí Piliarski)
(Francisco González)

10

(Walter Villamayor)
(Esta B. Cerruti)
(Lidia Cuadrado)
(Ivonne Lecomte)
(Stella Garcia)
(Isabel López Della)
(Lucy Rodríguez Grau)
(Fernandez Palacios)
(Carlos Silva)
(Fernando Gómez)
(Raúl Legnani)
(Hugo Carreras)
(Mario Maciel)
(Sandino Núñez)

(Blanca Galin)
(Néstor Silva)
(Silvia Otormin)
(Andrés Tecuani)
(Carlos Reyes)
(Sylvia Garcia)
(Blanca López Arias)
(Alba Aldunio)
(Mayca Centurión)
(ELSA DE MARCUCCI)
(ELSA do PRADO)
(MARIANELA FALCO)

PLANIFICACIÓN DE GASTOS " NUNCA EN DOMINGO 2010"

2010 Operating Budget for Nunca en Domingo

Proyecto: " Nunca en Domingo"

Organización Ejecutora: Centro de Comunicación Virginia Woolf (Cotidiano Mujer)

Organización responsable: Centro de Comunicación Virginia Woolf (Cotidiano Mujer)

Período de informe: Enero 2010 - Diciembre 2010

Fondos a recibir: U$S 30.000

Fecha	[illegible]	Gastos en $	[illegible]	[illegible]
29/01/2010	Salario Elena Fonseca			1400
27/02/2010	Radio 22 universal espacio contratado			6100
27/02/2010	Salario Elena Fonseca			1400
28/03/2010	Salario Elena Fonseca			1400
27/04/2010	Salario Elena Fonseca			1400
26/05/2010	Salario Elena Fonseca			1400
25/06/2010	Salario Elena Fonseca			1400
25/06/2010	1/2 Aguinaldo Elena Fonseca			700
28/06/2010	Materiales y suministros (diarios, cd, cassette, etc)			1266
27/07/2010	Salario Elena Fonseca			1600
28/08/2010	Salario Elena Fonseca			1600
29/09/2010	Salario Elena Fonseca			1600
30/10/2010	Salario Elena Fonseca			1600
27/11/2010	Salario Elena Fonseca			1600
19/12/2010	1/2 Aguinaldo Elena Fonseca			800
23/12/2010	Salario Elena Fonseca			1600
23/12/2010	S. Vacacional Elena Fonseca			1167
28/12/2010	Gastos administrativos			700
28/12/2010	Materiales y suministros (diarios, cd, cassette, etc)			1267
	Total de egresos			**30000**

COTIDIANO MUJER
San José 1436 – C.P 11.100 – Montevideo – Uruguay -
Tel/Fax: (598-2) 902 9303 – 901 8782
E-mail: cotidian@cotidianomujer.org.uy
www.cotidianomujer.org.uy

LIST OF THE BOARD OF DIRECTORS
COTIDIANO MUJER

- **Lilián Celiberti**
- **Elena Fonseca**
- **Lucy Garrido**

Cotidiano Mujer is the managing group of Communication Centre Virginia Woolf, which is a Civil Association and holds its regular assemblies.

Montevideo, 10^{th} February, 2010

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

29 January 2010

Elena Fonseca
Cotidiano Mujer
San José 1436
C.P. 11.100 Montevideo
URUGUAY

Dear Ms. Fonseca:

On behalf of the Board of Trustees of the J.M. Kaplan Fund, we are pleased to inform you that the Fund has approved a grant of US$30,000 payable to Centro de Comunicacion Virginia Woolf. This grant was recommended by our Trustee, Elizabeth K. Fonseca and is to be used to support the radio program, "Nunca en Domingo".

Under United States tax regulations, we are required to have any non-U S charity receiving a Fund grant complete the attached affidavit and return it to us with the requested supporting materials If you have any queries about the form please contact Angela Carabine at the Fund's offices

The Kaplan Fund will make the funds available upon receipt of the signed affidavit and requested materials. Please let us know if you would like payment by check or by wire transfer

Along with this grant announcement go the very best wishes of the Fund and all the Trustees.

Sincerely,

Peter W Davidson

Peter W. Davidson
Chair

Enclosure
Ref: #2009-298

Affidavit of
CANADIAN PARKS AND WILDERNESS SOCIETY - BC
That Does Not Have Section 501(C)(3) Determination Letter from
The U.S. Internal Revenue Service

Under the laws of the United States, The J.M. Kaplan Fund can make a grant to an organization if it meets the following criteria:

- It is organized an operated exclusively for charitable, scientific, religious, literary, or educational purposes;
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation;
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J.M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

1. The organization was created by BC Societies Act
(identify statute, charter, etc.)
In 1992 (year) in British Columbia, Canada (name of country)

2. The organization is operated exclusively for one or more of the following purposes:

[X] charitable
[ ] religious
[ ] scientific
[ ] literary
[ ] education
[ ] fostering national or international amateur sports competition
[ ] prevention of cruelty to children or animals

3. Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

Who we are

The Canadian Parks and Wilderness Society (CPAWS), founded in 1963, is Canada's grassroots voice for wilderness.

We are solutions-oriented and we get results.

We are highly respected for our science-driven campaigns to establish new protected areas and to ensure that nature comes first in the management of existing parks.

Since the founding of CPAWS we have played a significant role in protecting over 100 million acres of Canada's wild spaces, particularly in the last decade when the amount of protected wilderness in Canada has doubled.

CPAWS is a national non-profit organization. Our structure is unique among conservation groups as we are chapter-driven, yet nationally focused. Our regional strength is unparalleled with twelve chapters throughout Canada, totalling about 32,000 members.

We work cooperatively with a wide range of interest groups at the federal, provincial and local level.

Some of the successful campaigns in which CPAWS has had a significant role are:

- Tatshenshini-Alsek (B.C)
- Nahanni (Northwest Territories)
- Grasslands (Saskatchewan)
- Whaleback (Alberta)
- Akamina-Kishinena (B.C.)
- Quttinirpaaq (Ellesmere) (Nunavut)
- Gwaii Haanas (B.C.)
- Bruce Peninsula (Ontario)
- Muskwa-Kechika (B.C.)
- Ontario's Lands for Life land-use decision
- the recent efforts to protect the ecological integrity of Banff National Park and Canada's entire national park system

Our vision is to keep BC's great parks and ecosystems *truly wild at heart*
for this century and beyond.

CPAWS-BC Historical Highlights

Founded in 1978 the British Columbia Chapter has a successful history of protecting parks and wilderness. We are a separate legal entity incorporated under the BC Society's Act (#S-28573). Our registered charity status is under the federal Income Tax Act (#0200170-52-13). The chapter's province-wide membership is approximately 2000

Since our founding the BC Chapter has evolved through a number of stages Initially the chapter was based at the University of Victoria. The major conservation campaigns then were the Akamina-Kishinena, the Nitinat Triangle, preventing ski resort establishment in provincial parks and the review of park management plans.

The BC Chapter played an essential role in the 1986 Wilderness Advisory Committee process that examined the role wilderness played in the changing society of British Columbia.

By the late 80's the energy shifted from a Victoria base to a strong focus in Vancouver. As well, the university-centered strength had shifted to a strong core of volunteers. The success of the chapter continued particularly with the establishment of Gwaii Haanas National Park Reserve, the monitoring of the park management plan process and the work to keep the provincial parks adjacent to Vancouver as undeveloped as possible.

During the 90's the chapter, together with CPAWS' National Conservation Director George Smith, was involved in a number of major land-use plans. These processes have led to the establishment of a few hundred new provincial parks and a doubling of the area set aside in protected areas to nearly 12% of the province.

Many significant protected areas were established during this time including:

- the Tetrahedron
- Lower Mainland sites
- the Stein Valley
- the Khutzeymateen Grizzly Bear Sanctuary

The ecological integrity of a number of provincial parks was also improved by having their boundaries increased. After years of achieving success as a volunteer, Sabine Jessen was asked to become Executive Director where she provided exceptional leadership from 1995 to 2000. Chapter members and staff were highly involved in the recent Parks Legacy Panel process that recommended changes to BC Park's existing legislation and policy. The Chapter also began pressuring both the federal and provincial governments to protect the marine environment.

The chapter entered the twenty-first century under the strong leadership of Bob Peart as Executive Director. A highly respected public servant, executive director and conservationist Bob strengthened the Chapter considerably. Since Bob's retirement in late 2003, the Chapter has been led by Chloe O'Loughlin, a passionate outdoorswoman with a vision to increase the reach of CPAWS into local communities around the province.

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ No ___x_____

5. Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ________ No ___x_____

6. Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No ___x_____

7 Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ No ___x_____

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No ___x_____

9. Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body:

Please attached list of board members_____- attached________________

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ No ___x_____

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes ___x_____ No ________

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12. If your organization is ***not*** an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following:

[A] gifts, grants and contributions received;

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed;

[D] gross income from interest, dividends, rents, and royalties;

[E] net income from business activities unrelated to the organization's exempt purposes; and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function.

13 If an ***educational institutional:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul. 75-231, 1975-1 C.B. 158, and as implemented in Rev Proc 75-50, 1975-2 C.B. 587?

  Yes ________ No ________

- Is the primary function of the organization the presentation of formal instruction?

  Yes ________ No ________

- Does it normally maintain a faculty and curriculum?

  Yes ________ No ________

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ________ No ________

14. If a ***hospital***:

- Is the principal function of the organization the provision of hospital or medical care?

  Yes ________ No ________

15. If a ***church*** or ***church-related organization:***

- Does the organization conduct religious worship?

  Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

Fiscal year of organization ends: March 31st
(date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: 2009 December 9 Canadian Parks and Wilderness Society – British Columbia Chapter

Name of organization (exact legal title)

By: Chloe O'Loughlin

Title. Executive Director

Attest: Chloe O'Loughlin

Providing community support for the final steps of establishing a new national park in the South Okanagan-Similkameen

Project background:

With the financial assistance of the Kaplan Fund, and by working with Conservation Northwest, we have generated strong community and political support for the proposed South Okanagan-Similkameen National Park and protection of private lands just south of this area in Washington State.

There are two groups who have been opposed to the establishment of this National Park: First Nations and ranchers. A small number of hunters also oppose the park - their numbers are insignificant but their negative influence in the community is causing difficulties.

The First Nations initially said 'no' to the park as trust had not been built with Parks Canada and they were highly influenced by a small group of hunters who oppose the national park because hunting is not allowed. Recently all three First Nations bands have expressed a new, formal interest in being involved in national park discussions and discussions with Parks Canada are starting to occur.

A few key ranchers have opposed the national park as they believe they will lose their grazing rights. One rancher, who owns the area that would be the core of the park, has expressed his desire to sell his ranch, so Parks Canada is pulling together the funds to hopefully purchase this land. Another ranching leader is interesting in discussing how a national park could be established in exchange for support for ranching...we see this as a mutual gains approach to conflict resolution. We are eager to support this approach and are optimistic about its outcome.

A small number of hunters have posted hundreds of "No National Park" signs along all the well-used roads and highways in the area. The impression is that there is overwhelming opposition to the park, and as a result, many community members believe that there is no chance that the park can be established.

Project Description:

With the ranchers and First Nations now potentially becoming supportive of the national park, we need to revitalize the community interest in the park because the final step in the National Park Feasibility Study is an open community consultation that must end in a positive vote from the public. We need to enable pro-park supporters to express their own support for the park and to share that support broadly across the communities in the park area.

We are proposing that the $5,000 that Conn Nugent offered in his email of March 12, 2009, be used to revitalize this community support in preparation for a Parks Canada Community Consultation within a year. Local park supporters feel that a "YES" campaign would be useful to help the community know that there is significant support for the park and to ensure a positive outcome to the final step in the national park establishment process.

Project Activities: To accomplish this we suggest that we produce:

- a new colour brochure with photos be produced outlining key reasons why community members support a national park in the South Okanagan-Similkameen
- removable window stickers to be used in car, business or home windows.
- a utility, eco-friendly grocery tote bag printed with "I SUPPORT THE SOUTH OKANAGAN-SIMILKAMEEN NATIONAL PARK" including the website address. These bags would be distributed to supporters to use and give to others who support the park. Each bag would include the pro-park supporter's new colour brochure, the window sticker, and the Parks Canada Q&A document.

Project Outcomes:

This opportunity would satisfy and reignite the enthusiasm of park supporters, respond to the opposition in a respectful manner while keeping a positive message alive in the community.

This revitalized park support would prepare the community for the Parks Canada consultation, provide support for the First Nations who are pro-park to inform their leader's discussions with Parks Canada, and let the ranchers know that there is strong support for the park and that a mutual gains approach to the ranch-park conflict would be a good process to undertake.

Project Budget:

5000 colour brochures	
Brochure writing	$1,000
Brochure design	$ 500
Printing and delivery	$1,200
500 Shopping Bags	
Design	$200
Shopping bag production/delivery	$1,500
Window stickers	
Design	$150
Production and distribution	$450
Total budget:	$5,000

Thank you for your support for this transborder grasslands project. We are nearing completion and are grateful for your grant of $5,000. Please let me know if this proposal is acceptable to you and please contact me if you have any questions.

Kindest regards,

Chloe O'Loughlin

Executive Director

CPAWS - BC Chapter
Budget 2009 - 2010
Year Ended March 31, 2010

Department	4001 Marine Spaces Conservation 2009/2010 Budget	4002 Southern Terr Conservation 2009/2010 Budget	4005 Seafood Choices 2009/2010 Budget	4006 Northern Terr Conservation 2009/2010 Budget	4008 Climate Change 2009/2010 Budget	5000 Fundraising & Admin PR, Communication 2009/2010 Budget	2009/2010 Total Budget 2009/2010 Budget
INCOME							
2005 WPC Pre-Auth Chequing	-	-	-	-	-	13.600	13,600
2020 DM Issue Revenue	-	-	-	-	-	3.000	3,000
2080 Special Events Rev	-	-	-	-	-	8 000	8,000
2300 DM Renewal Rev	-	-	-	-	-	10.000	10,000
2311 Major Gifts	-	-	-	-	-	25 000	25,000
2317 Telemarket Donations	-	-	-	-	-	-	-
2440 Advertising Rev	-	-	-	-	-	-	-
2105 Chap Int Gift Rev	-	-	-	-	-	1.000	1,000
2205 Chapter Bequest Rev	-	-	-	-	-	-	-
2305 Chapter Member Drive R	-	-	-	-	-	4.000	4,000
2850 Contracts	-	-	-	-	-	-	-
2600 Merchandise Revenue	-	-	-	-	-	-	-
2040 Chapter Grants Revenue	177.000	74.000	-	113,000	40.000	64.000	468,000
2082 Interest Earned	-	-	-	-	-	-	-
2045 Chapter Corporate Revem	-	-	-	-	-	-	-
2380 Foudation/Gov't Donation	215.000	50.000	240.000	57.000	-	-	562,000
2800 Casino Revenue	20.000	20.000	-	20.000	-	-	60,000
2310 Misc Rev	-	-	-	-	-	14 040	14,040
2700 Chapter Admin Rev	-	-	-	-	-	-	-
2750 Reserve Revenue	-	-	-	-	-	-	-
TOTAL INCOME	412.000	144.000	240.000	190.000	40.000	142.640	1,168,640

CPAWS - BC Chapter
Budget 2009 - 2010
Year Ended March 31, 2010

EXPENSES

4010 Salaries	194,400	40,440	134.850	38.400	14.400	37,800		460,290
4019 Health & Dental Benefits	8.340	1,740	3.864	1.656	624	1.620		17,844
4029 RRSP Benefits	3,360	720	-	720	372	636		5,808
4050 Printing General	10.000	10.000	-	10.000	2.000	8,000		40,000
4070 Office Rent	11.184	11,184	-	11 184	-	12.288		45,840
4080 Telephone	4.500	2.400	-	2 400	1 080	10 000		20,380
4081 Internet/Email	1,500	1,500	-	1,500	300	1.200		6,000
4100 Office Supplies	900	600	-	600	-	4,020		6,120
4105 Office Equipment	2.400	600	-	600	-	1.020		4,620
4110 Postage - General	2.088	1.320	1.800	1.200	-	3.600		10.008
4120 Travel & Expense	35.000	6,000	3.000	40.000	-	10,000		94,000
4125 Board Expenses	-	-	1.500	-	-	5 040		6,540
4132 Donor Appreciation Even	-	-	-	-	-	-		-
4199 Office Repairs & Renoval	-	-	-	-	-	-		-
4250 Computer Expense	1,250	1.250	-	1 250	250	1.000		5,000
4040 Promotion Expense	1 200	2.000	-	-	-	3.000		6,200
4095 Membership/Subscription	500	500	-	500	100	400		2,000
4130 Legal & Accounting	-	-	-	-	-	8.000		8,000
4177 Prof Dev/Conf	-	-	-	-	-	-		-
4310 Bank Charges	1.200	1 200	-	1 200	240	960		4,800
4810 Miscellaneous Expense	-	-	-	-	-	-		-
4550 Insurance Expense	1.250	1.250	-	1 250	-	1.250		5.000
4625 Contract Fees & Honorari	60 000	50,000	48 900	65.000	15 000	4.000		242,900
4630 Contribution	-	-	28 598	-	-	-		28,598
4210 Event & Venue Costs	55.000	1.200	4 800	1.000	-	5.000		67,000
4640 National Admin Fee	13 275	5 550	-	8 475	-	4.800		32,100
4645 Chapter Admin Fee	-	-	14 040	-	-	-		14,040
4650 Reserve Expense	-	-	-	-	-	-		-
TOTAL EXPENSES	407,347	139.454	241 352	186.935	34.366	123.634	-	1 133 088
NET INCOME	4,653	4,546	(1,352)	3,065	5,634	19,006	-	35,552

CPAWS - BC Chapter
2009 - 2010 Quarterly Budget
Year Ended March 31, 2010

Quarter	April - June Budget 2009	July - Sept Budget 2009	Oct - Dec Budget 2009	Jan - Mar Budget 2010	Total Budget 2009/2010
INCOME					
2005 WPC Pre-Auth Chequing Rev	0	3 400	3,400	6 800	13,600
2020 DM Issue Revenue	0	750	750	1,500	3 000
2080 Special Events Rev	0	0	0	8 000	8 000
2300 DM Renewal Rev	0	2,500	2 500	5 000	10,000
2311 Major Gifts	0	0	0	25 000	25,000
2317 Telemarket Donations	0	0	0	0	-
2440 Advertising Rev	0	0	0	0	-
2105 Chap Int Gift Rev	0	250	250	500	1,000
2205 Chapter Bequest Rev	0	0	0	0	-
2305 Chapter Member Drive Rev	0	1,000	1,000	2,000	4 000
2850 Contracts	0	0	0	0	-
2600 Merchandise Revenue	0	0	0	0	-
2040 Chapter Grants Revenue	145,000	183,000	120,000	20,000	468,000
2082 Interest Earned	0	0	0	0	-
2045 Chapter Corporate Revenue	0	0	0	0	-
2380 Foudation/Gov't Donation	20,000	360,000	182,000	0	562,000
2800 Casino Revenue	0	20 000	40 000	0	60,000
2310 Misc Rev	3 510	3,510	3,510	3 510	14,040
2700 Chapter Admin Rev	0	0	0	0	-
2750 Reserve Revenue	0	0	0	0	-
TOTAL INCOME	168 510	574 410	353,410	72,310	1 168 640
EXPENSES					
4010 Salaries	103,848	148 746	103 848	103 848	460,290
4019 Health & Dental Benefits	4 461	4,461	4 461	4 461	17 844
4029 RRSP Benefits	1 452	1 452	1 452	1 452	5,808
4050 Printing General	9 999	9 999	9,999	10 003	40 000
4070 Office Rent	11,460	11,460	11,460	11,460	45 840
4080 Telephone	5 094	5 094	5 094	5,098	20 380
4081 Internet/Email	1 500	1 500	1 500	1 500	6,000
4100 Office Supplies	1 530	1 530	1 530	1 530	6 120
4105 Office Equipment	1,155	1,155	1,155	1,155	4 620
4110 Postage - General	2,502	2,502	2 502	2,502	10,008
4120 Travel & Expense	23 508	23,508	23 508	23,476	94,000
4125 Board Expenses	1,635	1,635	1,635	1,635	6,540
4132 Donor Appreciation Events	0	0	0	0	-
4199 Office Repairs & Renovation	0	0	0	0	-
4250 Computer Expense	1,248	1 248	1,248	1,256	5,000
4040 Promotion Expense	1 551	1,551	1 551	1,547	6 200
4095 Membership/Subscription	501	501	502	496	2,000
4130 Legal & Accounting	0	8,000	0	0	8 000
4177 Prof Dev/Conf	0	0	0	0	-
4310 Bank Charges	1,200	1,200	1,200	1,200	4 800
4810 Miscellaneous Expense	0	0	0	0	-
4550 Insurance Expense	0	4 400	600	0	5,000
4625 Contract Fees & Honorarium	60,735	60,735	60 735	60 695	242,900
4630 Contribution	7 149	7 149	7 149	7 151	28 598
4210 Event & Venue Costs	5 008	4 011	54,010	3 971	67,000
4640 National Admin Fee	10,875	13,725	6,750	750	32,100
4645 Chapter Admin Fee	3,510	3,510	3 510	3 510	14 040
4650 Reserve Expense	0	0	0	0	-
TOTAL EXPENSES	259,921	319,072	305,399	248,696	1,133,088
NET INCOME	(91,411)	255,338	48,011	(176,386)	35,552

CPAWS - BC Chapter
2009 - 2010 Budget by Month
Year Ended March 31, 2010

Month	April Budget	May Budget	June Budget	July Budget	August Budget	Sept Budget	Oct Budget	Nov Budget	Dec Budget	Jan Budget	Feb Budget	March Budget	Total Budget
	2009	2009	2009	2009	2009	2009	2009	2009	2009	2010	2010	2010	2009/2010
INCOME													
2005 WPC Pre-Auth Chequ	0	0	0	0	3,400	0	0	3 400	0	0	3,400	3,400	13,600
2020 DM Issue Revenue	0	0	0	0	750	0	0	750	0	0	750	750	3.000
2080 Special Events Rev	0	0	0	0	0	0	0	0	0	0	8 000	0	8 000
2300 DM Renewal Rev	0	0	0	0	2.500	0	0	2 500	0	0	2,500	2,500	10 000
2311 Major Gifts	0	0	0	0	0	0	0	0	0	0	12,500	12,500	25,000
2317 Telemarket Donations	0	0	0	0	0	0	0	0	0	0	0	0	-
2440 Advertising Rev	0	0	0	0	0	0	0	0	0	0	0	0	-
2105 Chap Int Gift Rev	0	0	0	0	250	0	0	250	0	0	250	250	1 000
2205 Chapter Bequest Rev	0	0	0	0	0	0	0	0	0	0	0	0	-
2305 Chapter Member Drive	0	0	0	0	1 000	0	0	1 000	0	0	1 000	1,000	4 000
2850 Contracts	0	0	0	0	0	0	0	0	0	0	0	0	-
2600 Merchandise Revenue	0	0	0	0	0	0	0	0	0	0	0	0	-
2040 Chapter Grants Reven	54.000	91 000	0	153 000	0	30,000	0	120.000	0	0	20,000	0	468.000
2082 Interest Earned	0	0	0	0	0	0	0	0	0	0	0	0	-
2045 Chapter Corporate Rev	0	0	0	0	0	0	0	0	0	0	0	0	-
2380 Foudation/Gov't Donat	20 000	0	0	95 000	0	265,000	0	182.000	0	0	0	0	562.000
2800 Casino Revenue	0	0	0	0	0	20,000	0	40 000	0	0	0	0	60,000
2310 Misc Rev	1 170	1 170	1 170	1 170	1 170	1,170	1 170	1.170	1 170	1 170	1 170	1 170	14 040
2700 Chapter Admin Rev	0	0	0	0	0	0	0	0	0	0	0	0	-
2750 Reserve Revenue	0	0	0	0	0	0	0	0	0	0	0	0	-
TOTAL INCOME	75 170	92 170	1 170	249 170	9.070	316.170	1.170	351 070	1 170	1 170	49.570	21 570	1 168 640

EXPENSES

CPAWS - BC Chapter
2009 - 2010 Budget by Month
Year Ended March 31, 2010

4010 Salaries	34 616	34.616	34,616	34 616	34 616	79,514	34 616	34 616	34 616	34,616	34 616	34.616	460290
4019 Health & Dental Benef	1,487	1 487	1,487	1,487	1,487	1 487	1,487	1,487	1,487	1,487	1 487	1 487	17844
4029 RRSP Benefits	484	484	484	484	484	484	484	484	484	484	484	484	5808
4050 Printing General	3 333	3.333	3.333	3,333	3 333	3.333	3.333	3.333	3 333	3,333	3 333	3,337	40000
4070 Office Rent	3 820	3 820	3,820	3.820	3 820	3,820	3 820	3 820	3,820	3,820	3,820	3 820	45840
4080 Telephone	1,698	1.698	1.698	1,698	1,698	1 698	1,698	1,698	1,698	1 698	1 700	1 700	20380
4081 Internet/Email	500	500	500	500	500	500	500	500	500	500	500	500	6000
4100 Office Supplies	510	510	510	510	510	510	510	510	510	510	510	510	6120
4105 Office Equipment	385	385	385	385	385	385	385	385	385	385	385	385	4620
4110 Postage - General	834	834	834	834	834	834	834	834	834	834	834	834	10008
4120 Travel & Expense	7 836	7 836	7,836	7 836	7 836	7 836	7 836	7 836	7.836	7 836	7 820	7 820	94000
4125 Board Expenses	545	545	545	545	545	545	545	545	545	545	545	545	6540
4132 Donor Appreciation Ev	0	0	0	0	0	0	0	0	0	0	0	0	0
4199 Office Repairs & Reno	0	0	0	0	0	0	0	0	0	0	0	0	0
4250 Computer Expense	416	416	416	416	416	416	416	416	416	416	418	422	5000
4040 Promotion Expense	517	517	517	517	517	517	517	517	517	517	517	513	6200
4095 Membership/Subscript	167	167	167	167	167	167	167	167	168	168	166	162	2000
4130 Legal & Accounting	0	0	0	0	0	8 000	0	0	0	0	0	0	8000
4177 Prof Dev/Conf	0	0	0	0	0	0	0	0	0	0	0	0	0
4310 Bank Charges	400	400	400	400	400	400	400	400	400	400	400	400	4800
4810 Miscellaneous Expense	0	0	0	0	0	0	0	0	0	0	0	0	0
4550 Insurance Expense	0	0	0	0	4 400	0	0	0	600	0	0	0	5000
4625 Contract Fees & Honor	20 245	20.245	20,245	20 245	20 245	20 245	20 245	20 245	20 245	20 245	20 227	20 223	242900
4630 Contribution	2 383	2 383	2,383	2 383	2 383	2 383	2 383	2 383	2 383	2 383	2 383	2 385	28598
4210 Event & Venue Costs	1 336	1 336	2,336	1.337	1 337	1 337	1 337	51 337	1 336	1 337	1 317	1 317	67000
4640 National Admin Fee	4 050	6.825	0	11,475	0	2 250	0	6 750	0	0	750	0	32100
4645 Chapter Admin Fee	1 170	1 170	1 170	1 170	1 170	1 170	1 170	1 170	1 170	1 170	1 170	1 170	14040
4650 Reserve Expense	0	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL EXPENSES	86 732	89.507	83 682	94.158	87 083	137 831	82 683	139 433	83 283	82 684	83 382	82 630	1 133 088
NET INCOME	-11,562	2,663	-82,512	155,012	-78,013	178,339	-81,513	211,637	-82,113	-81,514	-33,812	-61,060	35,552

The J.M. Kaplan Fund, Inc.
For the year ended
December 31, 2009

TRUSTEE/Address	Hours Worked/Wk	Contributions to "EE" Benefit Plans	Expense Account	Compensation
Note: The mailing address for All Trustees is: C/o The J.M Kaplan Fund, Inc. 261 Madison Avenue 19th Fl. New York, NY 10016				
Joan Davidson, Trustee	3-5	None	None	4,000
Elizabeth K. Fonseca, Trustee	3-5	None	None	5,000
Mary E. Kaplan, Trustee	3-5	None	None	5,000
Richard D. Kaplan, Trustee	3-5	None	None	5,000
J. Matthew Davidson, Trustee	3-5	None	None	9,000
Brad Davidson, Trustee	3-5	None	None	9,000
Elizabeth Davidson Pickering, Trustee	3-5	None	None	9,000
Peter Davidson, Trustee	3-5	None	None	9,000
Caio Fonseca, Trustee	3-5	None	None	6,000
Isabel Fonseca, Trustee	3-5	None	None	9,000
Quina Fonseca, Trustee	3-5	None	None	9,000
Conn Nugent, Exec.Director/Secretary	40	55,691	None	$261,193
		$ 55,691	$ -0-	$340,193

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990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 18

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM FALAHEE 261 MADISON AVENUE,19TH FL NEW YORK, NY 10016	CONTROLLER 40.00	116,133.	34,918.	0.
	NEW YORK	10016		
ANGELA CARABINE 261 MADISON AVENUE,19 FL NEW YORK, NY 10016	GRANTS MANAGER 40.00	90,140.	29,755.	0.
LAURA HANSEN 261 MADISON AVENUE NEW YORK, NY 10016	PROGRAM OFFICER 30.00	55,378.	4,307.	0.
ANN BIRCKMAYER 261 MADISON AVENUE,19FL NEW YORK, NY 10016	PROGRAM ASSOCIATE 30.00	58,058.	4,064.	0.
	TOTAL COMPENSATION	319,709.	73,044.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 19

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BRANDYWINE MANAGEMENT CO. 880 THIRD AVENUE NEW YORK, NY	INVESTMENT SERVICES	434,747.
COLCHESTER GLOBAL INVESTORS 450 PARK AVENUE NEW YORK, NY 10017	INVESTMENT MANAGER	52,292.
SUZETTE BROOKS MASTERS 150 WEST 77TH STREET NEW YORK, NY 10075	GRANT CONSULTANT	66,353.
	TOTAL COMPENSATION	553,392.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JACOB M. KAPLAN-DECEASED
HENRY C. KAPLAN-DECEASED

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE STATEMENT ATTACHED

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 22

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT 23	NONE PUBLIC	SEE SCHEDULE ATTACHED	10,102,363.
		TOTAL CONTRIBUTIONS PAID	10,102,363.

The J.M. Kaplan Fund, Inc.

Ein: 13-6090286

List of Grants Paid

December 31, 2009

Payee Name	Request Project Title	Amount
Marine Conservation Biology Institute	Conserving Biodiversity in the Earth's Last Frontier: The High Seas	$25,000.00
American Immigration Council	Rapid Response Project on Immigration Reform by the Immigration Policy Center	$50,000.00
American Civil Liberties Union Foundation	Immigrants' Rights Project	$50,000.00
National Day Laborer Organizing Network	General Operating Support	$25,000.00
Mexican American Legal Defense & Educational Fund	Immigrations' Rights Program	$33,000.00
Public Interest Projects	Four Freedoms Fund ~ General Support/Membership	$100,000.00
National Immigration Law Center	Low-Wage Immigrant Workers' Rights Program	$25,000.00
Migration Policy Institute	Labor Market Initiatives	$50,000.00
Montana Preservation Alliance	Pilot Project for the Preservation of Montana's Industrial Architecture	$25,000.00
World Monuments Fund	Preservation of Sites in Islamic Countries: BULLA REGIA, Tunisia MERYEM	$55,000.00

	ANA CHURCH, Turkey	
The Nature Conservancy	Janos Conservation Project	$125,000.00
Island Institute	Sustaining a Way of Life: The Campaign for Maine Island Communities ~ restricted to the Vinalhaven Island Fellowship Endowment	$17,500.00
The Hudson River Foundation	Support of the Hudson Quadracentennial	$25;000.00
Foundation Financial Officers Group	General Support	$2,000.00
Westminster College	Winston Churchill Memorial & Library, Archival Support	$10,000.00
Environmental Advocates	General Support	$2,500.00
Migration Policy Institute	United We Succeed: Exemplary Practices in Immigrant Integration, a national awards program	$280,000.00
Open Space Institute, Inc.	General Support	$5,000.00
New York Studio School of Drawing, Painting & Sculpture, Inc.	General Support	$6,000.00
Boston College	Boston College Fund	$20,000.00
Boston College	Boston College Fund	$5,000.00
Community Foundation of Anne Arundel County	General Operating Support	$5,000.00
Maryland Hall for the Creative Arts, Inc.	General Operating Support	$5,000.00
Design Trust for Public Space, Inc.	For the book, "The Brooklyn Navy Yard"	$7,000.00
Florida International University	For the journal, "The Journal of Decorative and Propaganda Arts"	$7,500.00

Foundation		
Going Coastal, Inc.	For the book, "Going Coastal NYC Quadricentennial Edition"	$5,000.00
Gutenberg Periscope Publishing Ltd.	For the book, " Colossal: Scale and the Engineering of the Suez Canal, Statue of Liberty, Eiffel Tower, and Panama Canal"	$4,000.00
Gutenberg Periscope Publishing Ltd.	For the book, "Building Through Social Exchange, Harlem to Indore, India"	$4,000.00
Halcyon Foundation	For the book, " Quilted Confection - Classic Quilts at the American Museum in Britain"	$5,000.00
The Hudson River Museum at Westchester	For the book, "Dutch New York: The Roots of Hudson Valley Culture"	$7,500.00
Japan Society Inc.	For the book, "Serizawa: Master of Textile Design"	$7,500.00
New Britain Museum of American Art	For the book, "John Haberle: Master of Illusion"	$5,000.00
The Ocean Foundation	For the book, " Acoustic Storm"	$4,500.00
The Olana Partnership	For the book, "Landscape Gardens on the Hudson"	$7,500.00
Oysterponds Historical Society	For the book, "The Diaries of Augustus Griffin, 1792-1851"	$4,000.00
Rutgers, The State University of New Jersey	For the book, "Knickerbocker: The Myth Behind New York"	$7,500.00
University of Wisconsin Press	For the book, "The Prints of Warrington Colescott: A Catalog Raisonne"	$5,000.00
University Press of Mississippi, Inc.	For the book, "Life on the Press: The Popular Art and Illustrations of George Benjamin Luks"	$5,000.00
New York Public Library Astor Lenox and Tilde Foundation	Storied River: A Hudson Corridor Bibliography (by Betsy Bradley)	$12,000.00
Columbia Land Conservancy,	General Support	$20,000.00

Inc.		
Hudson Opera House	General Support	$15,000.00
The Association for the Protection of the Adirondacks	General Support	$5,000.00
The Catskill Center for Conservation & Development, Inc.	General Support	$2,500.00
The Legal Aid Society	General Support	$10,000.00
Thirteen WNET	General Support	$2,500.00
New York Public Radio	General Support	$2,500.00
The Preservation League of New York State	General Support	$5,000.00
Doctors Without Borders	General Support	$7,000.00
City Harvest, Inc.	General Support	$7,000.00
The Stanley M. Isaacs Neighborhood Center, Inc.	Meals on Wheels Program	$7,000.00
Coalition for the Homeless, Inc.	General Support	$7,900.00
The Graduate School and University Center	General Support for The Graduate Center	$10,000.00
Oxfam-America	General Support	$7,000.00
The New York Foundation for the Arts	Artists Fund	$87,490.00
The New York Foundation for the Arts	Artists Fund	$110,000.00

Essential Information, Inc.	General Support	$43,000.00
The San Francisco Art and Film Program	General Support	$15,000.00
Annapolis Maritime Museum	General Support	$2,000.00
The Bay Theatre Company	General Support	$2,000.00
Gilman School	The Gilman Fund	$2,000.00
Food Link Inc.	General Support	$2,000.00
Light House	Light House Shelter	$2,000.00
London Town Foundation, Inc.	General Support	$2,000.00
Open Space Institute, Inc.	Citizen Action Initiative 1:1 match by Matt Davidson	$5,000.00
The Nature Conservancy	To support the acquisition of the Finch Pryn Lands	$5,000.00
Colorado College	Annual Fund	$5,000.00
WBEZ-Chicago Public Radio	$5,000 Campaign for a Sound Future $2,500 General Operating Support	$7,500.00
Natural Resources Defense Council, Inc.	General Support	$5,000.00
Natural Resources Defense Council, Inc.	General Support for the Chicago Office 1:1 match by Matt Davidson	$5,000.00
The Ragdale Foundation	One-week Residency for the Illinois Institute of Technology	$3,000.00
Alldredge Family Foundation	General Support	$2,500.00
RSVP of Kenosha County	General Support	$2,500.00
Kenosha Literacy Council	General Support	$2,500.00
Women and Children's Horizons	General Support	$2,500.00

The Lake Forest Preservation Foundation	General Support	$1,500.00
Lake Forest Lake Bluff Historical Society	General Support	$1,500.00
Elawa Farm Foundation	General Support	$1,500.00
Hillsdale Economic & Community Development Corporation	To support the application process for designation of the hamlet of Hillsdale as an historic district	$2,500.00
Casa de Maryland	General Support	$3,000.00
Sharon Historical Society	General Operating Support	$150.00
Sharon Fire Department Inc.	Sharon Fire Department Ambulance Fund	$150.00
Sharon Land Trust Inc.	General Support	$150.00
Sharon Green Preservation Association Inc.	General Support	$75.00
Hotchkiss Library of Sharon	General Support	$150.00
Saint Bernard's Church	General Support	$300.00
Holy Rosary Church	General Support	$1,770.00
St. Augustine R.C. Church	The Campaign for the Preservation of St. Augustine R.C. Church	$600.00
Sebago Canoe Club	General Support	$1,050.00
Added Value	General Support	$600.00
Food Bank for New York City Food for Survival	General Support	$1,050.00
Neighborhood Economic	General Support	$600.00

Development Advocacy Project		
Saint Michael's Church	General Support	$750.00
Friends of P.S. 166	Annual Fund	$3,900.00
Friends of P.S. 166	Annual Fund	$1,800.00
Friends of P.S. 166	Annual Fund	$300.00
Ensemble Studio Theatre, Inc.	General Operating Support	$85,000.00
PEN American Center, Inc.	PEN/Saul Bellow Award for Achievement in American Fiction	$1,500.00
The New York Immigration Coalition, Inc.	Immigrants & Parks Collaborative	$120,000.00
City Parks Foundation, Inc.	Immigrants & Parks Collaborative	$30,000.00
Queens Community House, Inc.	Immigrants & Parks Collaborative	$70,000.00
Queens Museum of Art	Immigrants & Parks Collaborative	$70,000.00
Asian Americans for Equality	Immigrants & Parks Collaborative	$70,000.00
Hester Street Collaborative	Immigrants & Parks Collaborative	$60,000.00
Centro Hispano "Cuzcatlan"	Hands & Heart Garden/Urban Farm	$60,000.00
Greater Jamaica Development Corporation	Immigrants & Parks Collaborative	$35,000.00
Transportation Alternatives	Growing Public Support for Bicycle Transportation in NYC	$100,000.00
Regional Plan Association	General Operating Support	$100,000.00
Coudert Institute, Villa Dei Fiori	General Support	$15,000.00
The New York Foundation for the Arts	Artists Fund	$63,000.00

National Sailing Hall of Fame & Sailing Center	General Support	$10,000.00
urbanStages	General Support	$15,000.00
Project Ijtihad	General Support	$5,000.00
Center for Community Change	Immigration List Building Project	$125,000.00
Progressive States Network	State Immigration Project	$50,000.00
America's Voice Education Fund	National Blog Desk and Online Advocacy Project	$150,000.00
North Country School	Capital Campaign	$25,000.00
North Country School	Annual Fund	$10,000.00
The Ragdale Foundation	General Support	$15,000.00
Colorado College	Annual Fund	$5,000.00
Historic Annapolis Foundation	General Support	$10,000.00
Maysles Institute	General Support	$10,000.00
Human Rights Watch, Inc.	General Support	$25,000.00
The New Press	General Support	$5,000.00
New York Philharmonic	General Support	$5,000.00
The Foundation Center	2009 Membership	$7,500.00
Philanthropy New York	2009 Membership	$12,600.00
Environmental Grantmakers Association	2009/2010 Membership	$5,000.00
Association of Small Foundations	2009 Membership	$2,000.00
Grants Managers Network	2009 Membership	$2,000.00

SoHo Partnership, Inc.	General Support	$25,000.00
Hopital Albert Schweitzer Haiti	General Support	$5,000.00
Aston Magna Foundation for Music	General Support	$2,000.00
Beth Israel Medical Center	The Martin M. Feuer M.D. Education Fund	$10,000.00
Cystic Fibrosis Foundation Headquarters	General Support	$150.00
Support Center for Nonprofit Management	General Support	$750.00
Endometriosis Foundation of America	General Support	$5,000.00
Young Life Gramercy Park	General Support	$10,000.00
The British Memorial Garden Trust Inc.	General Support	$5,000.00
Columbia-Greene Hospital Foundation	General Support	$5,000.00
Gentlemen of the Garden	General Support	$10,000.00
Susan Smith Blackburn Prize	General Support	$1,000.00
Wings World Quest	General Support	$5,000.00
The Municipal Art Society of New York	General Support	$5,000.00
Museum of Arts and Design	General Support	$10,000.00
The Skyscraper Museum	General Support	$5,000.00

Puppies Behind BARS	General Support	$3,000.00
Society of the Four Arts	General Support	$10,000.00
Brooklyn Friends School	Brooklyn Friends Fund	$3,000.00
Poets House	General Support	$100,000.00
Cape Cod Commercial Hook Fishermens Association Inc.	General Operating Support	$20,000.00
The San Francisco Art and Film Program	General Support	$10,000.00
Alliance for Justice	General Support	$2,500.00
Film Forum	General Support	$10,000.00
Near East Foundation	General Support	$5,000.00
Center for Reproductive Rights	General Support	$10,000.00
Columbia-Greene Hospital Foundation	General Support	$5,000.00
Mount Holyoke College	Alumnae Annual Fund	$10,000.00
LTV	For the film, "Souvenirs: the many Worlds of Micky Wolfson"	$3,000.00
The Key School	2008/2009 Annual Fund	$5,000.00
Food Link Inc.	General Support	$2,000.00
Autism Speaks	General Support	$1,500.00
YAI/National Institute for People with Disabilities	General Support	$300.00
Friends of P.S. 166	General Support	$2,220.00

Rice University	Annual Fund	$150.00
Manhattan Soccer Club Inc.	General Support	$375.00
Gettysburg College	Parent Fund	$750.00
Center for New Community	Building Democracy Initiative	$150,000.00
Westchester Community College Foundation	Community College Consortium for Immigration Education (CCCIE)	$100,000.00
American Immigration Council	Rapid Response Project on Immigration Reform by the Immigration Policy Center	$100,000.00
Migration Policy Institute	Improving Policy Responses to the Issue of Credentialing	$15,000.00
Upwardly Global	Careers for New Americans Pilot Project	$35,000.00
New York Public Interest Research Group	Straphangers Campaign's Winning Faster and More Reliable Bus Service	$75,000.00
Trust for Public Land	Parks for People - New York City Waterfront Program	$100,000.00
City Parks Foundation, Inc.	Catalyst: Reclaiming the Waterfront	$80,000.00
Bronx River Alliance	Bronx River Greenway	$70,000.00
Regional Plan Association	Governors Island Alliance: To further planning, funding and programming of public spaces on Governors Island	$50,000.00
Metropolitan Waterfront Alliance	Realizing Our Waterfront's Potential: Implementing the Waterfront Action Agenda	$50,000.00
Brooklyn Bridge Park Conservancy	General Operating Support	$50,000.00
Brooklyn Greenway Initiative	The Brooklyn Waterfront Greenway	$50,000.00
The Urban Assembly	Urban Assembly New York Harbor School: Eco-Dock on Governors' Island	$50,000.00
The Point Community	South Bronx Greenway and Hunts Point Riverside Campus for Arts and the	$40,000.00

Development Corporation	Environment	
Sustainable South Bronx	South Bronx Greenway	$40,000.00
Added Value	The Farm at Governors Island	$30,000.00
New Yorkers for Parks	For a study to help improve the efficiency and efficacy of the Department of Parks and Recreation	$50,000.00
Prospect Park Alliance, Inc.	General Operating Support	$60,000.00
City Parks Alliance	To sponsor participants for CPA's national symposium, "Addressing Vacant and Commercial and residential Real Estate in the Current Economic Crisis-Turning Collateral for Toxic Loans into Green Assets"	$20,000.00
Friends of Hudson River Park	To establish a Business Improvement District (BID) surrounding the Park as a source of additional funding for the care and preservation of Hudson River Park.	$15,000.00
Friends of the High Line	To create the High Line Improvement District, providing resources required to maintain and operate the park.	$15,000.00
Essential Information, Inc.	General Support	$60,000.00
Marine Conservation Biology Institute	Deep Sea Conservation Coalition: High Seas Bottom Trawling Campaign	$75,000.00
Ocean Genome Legacy	The Coral Reef Genomic Biodiversity Archive/General Support	$75,000.00
Natural Resources Defense Council, Inc.	Improving International Oceans and Arctic Oceans Governance	$37,500.00
Environmental Defense	Protecting Coastal and Ocean Resources in Cuba	$37,500.00
Marine Conservation Biology Institute	Science in High Seas' Decision-Making, 2009-2010	$10,000.00
The Walter and Duncan Gordon Foundation	Gordon-Kaplan Northern Fellowship	$100,000.00

Pacific Environment	Creating a Circumpolar Civil Society to Protect the Arctic Environment and Promote Sustainable Social Development	$125,000.00
Clean Air-Cool Planet	Avoiding Arctic Tipping Points	$30,000.00
IUCN - USA	High Seas Conservation Initiative	$62,500.00
PEN American Center, Inc.	General Support	$5,000.00
Neighborhood Coalition for Shelter	General Support	$2,500.00
Scenic Hudson, Inc.	General Support	$7,000.00
The Association for the Protection of the Adirondacks	General Support	$5,000.00
The Battery Conservancy	General Support	$5,000.00
The Brooklyn Academy of Music, Inc.	General Support	$5,000.00
Brooklyn Museum of Art	In support of the 2009 Brooklyn Ball, honoring James Polshek, FAIA	$5,000.00
The Catskill Center for Conservation & Development, Inc.	General Support	$2,500.00
The Center for Book Arts	General Support	$2,000.00
Columbia County Historical Society, Inc.	General Support	$5,000.00
Columbia Land Conservancy, Inc.	General Support	$10,000.00
Cunningham Dance Foundation, Inc.	General Support	$1,000.00

Environmental Advocates	General Support	$2,500.00
Four Nations Ensemble	General Support	$3,000.00
Friends of Clermont	General Support	$2,500.00
Friends of the Upper East Side Historic Districts	General Support	$2,500.00
The Greene County Historical Society	For Cedar Grove, the Thomas Cole National Historic Site	$2,500.00
Historic Districts Council, Inc.	General Support	$2,500.00
Historic House Trust of New York City, Inc.	General Support	$2,500.00
Historic Hudson, Inc.	General Support	$2,500.00
Hudson Opera House	General Support	$10,000.00
Hudson River Heritage, Inc.	General Support	$2,000.00
Hudson Valley Chamber Music Circle	General Support	$2,500.00
Landmark West!	General Support	$2,500.00
Land Trust Alliance, Inc.	General Support	$2,500.00
Lenox Hill Hospital	General Support	$5,000.00
Merchant's House Museum	General Support	$2,500.00
Mohonk Preserve, Inc.	General Support	$2,500.00
Musica Sacra	General Support	$2,500.00
The Nature Conservancy	General Support	$2,500.00

The New 42nd Street, Inc.	General Support	$2,500.00
The New York Botanical Garden	General Support	$2,500.00
New York Preservation Archive Project	General Support	$1,000.00
New York Society Library Trustees	General Support	$2,500.00
North Country School	General Support	$2,500.00
Open Space Institute, Inc.	General Support for the Catskill Mountainkeeper	$2,500.00
Planned Parenthood of the Mid-Hudson Valley	General Support	$2,500.00
The Preservation League of New York State	General Support	$10,000.00
St. Luke's Chamber Ensemble, Inc.	General Support	$7,000.00
Park Avenue Armory	General Support	$2,500.00
Shaker Museum and Library	General Support	$2,500.00
WAMC Northeast Public Radio	General Support	$1,000.00
WAMC Northeast Public Radio	General Support	$5,000.00
Time & Space Limited (TSL)	General Support	$2,500.00
Wilderstein Preservation	General Support	$2,500.00
Winnakee Land Trust Inc.	General Support	$2,500.00
New York Public Radio	General Support	$2,500.00
Harlem Stage/Aaron Davis Hall	General Support	$1,000.00

City Parks Foundation, Inc.	Fort Tryon Park Trust	$10,000.00
The Putney School	Annual Fund	$5,000.00
Westminster College	Winston Churchill Memorial and Library: Conservation and Education	$15,000.00
University of Texas Foundation Inc.	For the exhibit & catalogue, Francisco Matto: The Modern and the Mythic at The Blanton Museum of Art	$10,000.00
Conservation Law Foundation	General Operating Support	$30,000.00
Malpai Borderlands Group	General Operating Support	$40,000.00
Wildlands Network	General Operating Support	$25,000.00
Barrington Stage Company	General Support	$15,000.00
New England Conservatory	$25,000 for the Abreu Fellows Program $10,000 General Operating Support	$35,000.00
New York Stem Cell Foundation	General Support	$15,000.00
The Culture Project	General Support	$10,000.00
The English Speaking Union	General Support	$10,000.00
Hope for Depression Research Foundation	General Support	$10,000.00
Poetry Theatre	General Support	$10,000.00
Literacy Partners Inc.	General Support	$5,000.00
Newseum Inc.	Reel Journalism Program	$10,000.00
The New York Foundation for the Arts	Artists Fund	$63,000.00
YADDO	For Artists' Residency Program: to defray the expenses incurred by a female photographer, or other visual artist, on a needs basis.	$20,000.00

Cure Alzheimer's Fund	General Support	$20,000.00
Saint John's College	SJC Annual Fund	$25,000.00
Center of Help	General Support	$3,000.00
The Bryn Mawr School for Girls of Baltimore City	Annual Fund	$10,000.00
Ballet Theatre of Maryland	General Support	$5,000.00
North Country School	General Support	$5,000.00
Community Foundation of Anne Arundel County	General Support	$2,000.00
Maryland Hall for the Creative Arts, Inc.	General Support	$5,000.00
Annapolis Maritime Museum	General Support	$2,000.00
The Bay Theatre Company	General Support	$1,000.00
Gilman School	The Gilman Fund	$2,000.00
Northern Jaguar Project	General Operating Support	$10,000.00
New Mexico Wilderness Alliance	General Operating Support	$10,000.00
Conservation Northwest	General Operating Support	$5,000.00
World Wildlife Fund	General Operating Support - Northern Great Plains Program	$35,000.00
Saskatchewan Heritage Foundation	Heritage Conservation Grant Program: Preservation of Saskatchewan's rural churches and heritage sites	$35,000.00
The New York Foundation for the Arts	Artists Fund	$100,000.00
Thomas Sill Foundation Inc.	The Manitoba Prairie Churches/Prairie Icons Project	$35,000.00

North Country School	Annual Fund (Challenge)	$10,000.00
Hudson Opera House	General Support	$5,000.00
The Greene County Historical Society	For Cedar Grove, the Thomas Cole National Historic Site	$5,000.00
American Scottish Foundation Inc.	Scots Guards Colonels Fund	$5,000.00
FJC	The Streaming Museum	$25,000.00
Hudson Area Association Library	General Support	$2,500.00
Essential Information, Inc.	General Support	$40,000.00
Ensemble Studio Theatre, Inc.	General Support	$25,000.00
Critical Review Foundation	General Support	$45,000.00
Association for Union Democracy	The Union Democracy Archive	$4,000.00
The Bard Graduate Center for Studies in the Decorative Arts	For the book, "Dutch New York Between East and West: The World of Margrieta van Varick"	$5,000.00
Bard College	For the book, "Richard Wagner and His World"	$5,000.00
Blue Ocean Institute	For the book, "The View From Lazy Point"	$7,000.00
The Center for the Living City	For the book, "What We See: Adancing the Investigations of Jane Jacobs"	$7,500.00
Corcoran Gallery of Art	For the book, "Helios: Eadweard Muybridge in a Time of Change"	$10,000.00
D & R Greenway Land Trust	For the book, "Native Now! AGuide to Saving the Planet, One Yard at a Time"	$2,500.00
Getting the Word Out, Inc.	For the book, "Wild Times"	$5,000.00
Gutenberg Periscope Publishing Ltd.	For the book, "A Museum of One's Own: Private Collecting, Public Gift"	$5,000.00

The Heckscher Museum of Art	For the book, "Long Island Moderns"	$5,000.00
Josef Albers Foundation, Inc	For the book, "Interaction of Color: New Complete Edition"	$5,000.00
Manitoga	For the book, "Russel Wright: Good Design is for Everyone/In His Own Words"	$5,000.00
Fort Worth Art Association	For the book, "Susan Rothberg Moving in Place"	$5,000.00
Natural Resources Defense Council, Inc.	For the magazine, "On Earth"	$15,000.00
New York State Archives Partnership Trust	For the magazine, "New York Archives"	$2,500.00
Philadelphia Museum of Art	For the catalogue, "Arshile Gorky: A Retrospective"	$10,000.00
The Statue of Liberty- Ellis Island Foundation, Inc.	For the book, "Lenape: The First Inhabitants"	$5,000.00
SUNY New Paltz Foundation Inc.	For the book, "Panorama of the Hudson River"	$3,500.00
Syracuse University	For the book, "Winslow Homer's Empire State: Houghton Farm and Beyond"	$3,500.00
Temple University	For the book, "A Perfect Square: A History of Rittenhouse Square"	$3,500.00
University of Massachusetts Foundation	For the book, "Jonathan Fisher of Blue Hill, Maine: Commerce, Culture, and Community on the Eastern Frontier"	$3,000.00
University of Michigan	For the book, "The Lens of Impressionism: Photography and Painting Along the Normandy Coast, 1850--1874"	$5,000.00
University of Oklahoma Foundation Inc.	For the book, "The Munsee Indians: A History"	$5,000.00
University of Pennsylvania Press	For the book, "Still Changing Places"	$5,000.00
Van Alen Institute	For the book, "Envisioning Gateway: Designing the 21st Century National Park"	$6,000.00

Wesleyan University	For the book, "An Artists Inspired: Abraham Walkowitz on Isadora Duncan"	$4,000.00
The Henry Francis du Pont Winterthur Museum Inc.	For the book, "Line, Shade, and Shadow: The Fabrication and Preservation of Architectural Drawings"	$4,000.00
Yale University	For the book, "Representing Justice"	$7,500.00
The Pierpont Morgan Library	For the book, "Romantic Gardens: Landscape Design, 1700-1900"	$3,500.00
The Nature Conservancy	General Operating Support	$50,000.00
Land Institute	General Operating Support	$25,000.00
ANAI Inc.	Stream and Watershed Biomonitoring in the Greater Talamanca Region	$7,500.00
The Canelo Project	(1) Internship programs to increase awareness and education of sustainable building, food and living spaces; and (2) Development and distribution of publication to increase the knowledge and encourage use of natural & local materials and techniques.	$7,500.00
Constitutional Education Foundation, Inc.	The Constitution Works Program	$2,500.00
Friends of P.S. 166	General Operating Support	$3,525.00
The Leukemia & Lymphoma Society	General Support	$75.00
Trips for Kids - Metro NY Inc.	General Support	$300.00
American Civil Liberties Union Foundation	Immigrants' Rights Project	$35,000.00
Pacific Environment	To build the capacity of the Russian Association of Indigenous Peoples of the North (RAIPON) to conserve the Arctic.	$50,000.00
The Pew Charitable Trusts	Oceans North: Protecting Life in the Arctic Campaign	$50,000.00
American Littoral Society	Regional Marine Conservation Project's Arctic Funders Group Secretariat in 2009	$25,000.00

	and 2010.	
Simon Fraser University	To facilitate the Arctic Governance Project's Tromso Workshop in January 2010	$25,000.00
Fundacion Amistad	$25,000 for the preservation and on-site follow-up for the Calle Cardenas Project; $50,000 General Operating Support	$25,000.00
Grantmakers Concerned with Immigrants and Refugees	2009 Membership	$2,000.00
City Parks Alliance	2009 Membership	$2,500.00
Regional Plan Association	General Operating Support	$50,000.00
Ensemble Studio Theatre, Inc.	General Operating Support	$26,000.00
National Audubon Society	The Florida Invasive Species Task Force	$30,000.00
Regional Plan Association	General Support	$14,000.00
World Monuments Fund	General Support	$10,000.00
Stanford University	Archaeological Conservation Institute	$7,000.00
Metropolitan Waterfront Alliance	General Support	$6,000.00
Partners in Island Education	General Support	$5,000.00
Citizens Budget Commission	General Support	$5,000.00
The ARC	General Support	$3,000.00
The Point Community Development Corporation	General Support	$45,000.00
Ocean Classroom Foundation Inc.	World Ocean Observatory	$5,000.00
ccSCOOP	General Support	$2,500.00

Glynwood	General Support	$2,500.00
Hudsonia Limited	General Support	$2,500.00
Parks & Trails New York	General Support	$2,500.00
Riverkeeper	General Support	$2,500.00
The Noguchi Museum	General Support	$1,000.00
The Library of America	General Support	$1,000.00
The New York Foundation for the Arts	Artists Fund	$50,000.00
Westminster College	Winston Churchill Memorial & Library	$5,000.00
Public Interest Projects	To support the FFF's collaborative efforts to strengthen communication efforts around comprehensive reform in ethnic communities.	$20,000.00
Manhattan Institute for Policy Research	Social Entrepreneurship Initiative	$100,000.00
Human Rights Watch, Inc.	General Support	$25,000.00
The George Mason University Foundation	Project on New Inquiry into Social Research	$100,000.00
Freedom Institute, Inc.	Geneal Support	$5,000.00
Donors Trust	The Project for New Philanthropy Studies	$176,293.00
Saint Ann's School	General Support	$20,000.00
The Oliverian School	Annual Fund	$5,000.00
Concordia College	Concordia Language Villages Leadership Fund	$5,000.00
Atlas Economic Research Foundation	Fund for the Study of Spontaneous Orders	$180,000.00

The New York Times Neediest Cases Fund	General Support	$25,000.00
Doctors Without Borders	General Support	$10,000.00
Amend Org	General Support	$5,000.00
Charity: Water	General Support	$5,000.00
Coalition for the Homeless, Inc.	General Support	$5,000.00
Growing Power	General Support	$5,000.00
Millennium Promise Alliance Inc.	General Support	$5,000.00
New York City Relief	Relief Bus Food Project	$5,000.00
Sanctuary for Families	General Support	$5,000.00
Young Life Gramercy Park	General Support	$5,000.00
New York Studio School of Drawing, Painting & Sculpture, Inc.	General Support	$4,000.00
Thirteen WNET	General Support	$3,000.00
Uruguayan-American Foundation Inc.	Rural School Electrification Project	$5,000.00
East Fifth Street Block Association	General Support	$1,000.00
Beth Israel Medical Center	General Operating Support	$25,000.00
Boston College	For Film Studies Program of the Fine Arts Department	$10,000.00
THE BURDEN CENTER FOR	General Support	$750.00

THE AGING, INC.		
Earth Day Network	General Support	$2,500.00
The Dalton School	The Campaign for Dalton	$20,000.00
Open Space Institute, Inc.	Conservation Development Research	$7,500.00
GrowNYC	General Support	$5,000.00
Storm King Art Center	General Support	$5,000.00
League of Conservation Voters Education Fund	General Support	$2,500.00
Africa Renewal Ministries	Mwangaza Children's Choir	$2,000.00
Alliance for the Arts, Inc.	General Support	$1,000.00
Media Matters for America	2010 Immigration Initiative	$70,000.00
Marine Conservation Biology Institute	Finding High Seas Jewels: Identifying Ecologically Significant Areas on the High Seas	$75,000.00
Natural Resources Defense Council, Inc.	Integrating Strengthened International Marine Governance into U.S. Arctic Policy	$75,000.00
New York University	Excavations at Aphrodisias: 1) Anastylosis of Propylon ($300,000 1:1 match); 2) Conservation of the Hadrianic Baths ($100,00 1:1 match); 3) Stabilization of Colonnades of Theater & Agora ($100,000); 4) Operating Support ($50,000)	$175,000.00
World Monuments Fund	Stabilization of the Red Church in Cappadoccia	$100,000.00
World Monuments Fund	1) Restoration of the Ani Cathedral ($450,000); 2) Restoration of Ani Chruch of the Redeemer ($100,000)	$200,000.00
PennPraxis	Gordion Pebble Mosaic Conservation Program	$50,000.00
Harvard University	Conservation of the Lydian Altar and Synagogue Mosaics at Sardis, Turkey	$35,000.00

Montana Preservation Alliance	Montana's Endangered Industrial Architecture Re-Grant Program	$40,000.00
National Trust for Historic Preservation in the U.S.	For conference, Industrial Heritage Retooled: A National Preservation Forum on the Challenges and Opportunities Associated with the Appreciation, Protection and Reuse of North American Industrial Structures	$70,000.00
IUCN - USA	For workshop to develop a strategy and action plan for protecting the Sargasso Sea - The Atlantic Cradle of Life scheduled for February 2010	$25,000.00
The H. John Heinz III Center for Science, Economics and Environment	For selected participants to attend the Arctic Governance Project's 2010 Summit in Tromso, Norway	$30,000.00
The New York Foundation for the Arts	Artists Fund	$63,000.00
Natural Resources Defense Council, Inc.	General Support	$5,000.00
Natural Resources Defense Council, Inc.	Partnership for the Earth Campaign Challenge (Chicago)	$2,500.00
WBEZ-Chicago Public Radio	Campaign for a Sound Future	$5,000.00
Open Space Institute, Inc.	Citizens Action Fund	$5,000.00
The Ragdale Foundation	Ragdale House Project	$5,000.00
Kenosha Christmas Charities Inc.	General Support	$2,500.00
Grosse Pointe United Methodist Church	General Support in honor of Evelyn Montgomery's 85th Birthday	$1,000.00
Providence Center Inc.	Capital Campaign: renovations of the Jean Bradbury Building	$5,000.00
Beth Israel Medical Center	General Support (to be allocatted by Dr. Marvin McMillen)	$10,000.00
The Interfaith Center of New	General Support	$10,000.00

York		
The George Washington Institute for Religious Freedom	General Support	$5,000.00
Pro Musicis	Byron Janis Documentary Project	$5,000.00
Wings World Quest	General Support	$5,000.00
Support Center for Nonprofit Management	General Support	$750.00

The J.M. Kaplan Fund, Inc.

Ein: 13-6090286

December 31, 2009

List of Grants Paid (continued)

Payee Name	Request Project Title	Amount
The Zoological Society of London	The First Global State of the Oceans Report: Creation of the International Programme on the State of Oceans and Seas	$150,000.00
Preservation North Dakota	Prairie Churches Project and International Historic Preservation Conference in 2008	$75,000.00
The Rotary Club of Brynmawr Water Projects	Filta Straw Project	$6,090.00
Aga Khan Trust For Culture	Bi-National Pilot Preservation Project in Pakistan and India	$50,000.00
Universidad Nacional Autonoma de Mexico	Understanding Coupled Human-Ecological Systems to Achieve Conservation Goals in Janos Biosphere Reserve	$100,000.00
DOCOMOMO International	(1) the attendance of a delegation of 6 members of Docomomo Cuba to the 10th International Conference in September 2008 in Rotterdam; (2) general operating support for Docomomo Cuba	$25,000.00
Cotidiano Mujer	"Nunca en Domingo" (Never on Sunday) Radio Program	$25,000.00
The Equal Rights Trust	"Promoting the Principles on Equality" Project	$20,000.00
Hudson River Foundation	Hudson Valley EcoDocks Project	$10,000.00
Citymeals On-Wheels	General Support	$7,000.00
Schneider Fund for Young Musicians	New York String Orchestra Seminar	$10,000.00
The Mount	General Operating Support	$50,000.00
El Centro de Hospitalidad	Immigrants & Parks Collaborative	$50,000.00

ImmigrationWorks Foundation	Educating for Comprehensive Reform Project	$100,000.00
The Mount	General Support in memory of Alice M. Kaplan	$250,000.00
The Mount	General Support in memory of Alice M. Kaplan	$250,000.00
The Mount	General Support in memory of Alice M. Kaplan	$250,000.00
The Paul Klebnikov Fund	General Support	$5,000.00
DOCOMOMO International	$10,000 to support the publication of Docomomo Cuba's National Register; $25,000 General Operating Support for Docomomo Cuba	$35,000.00
Legal Outreach Inc.	General Support	$7,500.00

Total Grants Paid **$10,102,363**

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 23

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT 24	NONE PUBLIC		
		TOTAL CONTRIBUTIONS APPROVED	

The J.M. Kaplan Fund, Inc.
Grants Payable
31-Dec-09

Albany Institute of History & Arts	$5,000
The Boston Athenaeum	$3,500
Center for Craft, Creativity % Design Inc.	$7,000
Century Association Archives Foundation	$1,000
Columbia County Historical Society Inc.	$3,500
Cornell University	$4,000
Greene County Historical Society Inc.	$2,500
Island Press – Center for Resource Economics	$5,000
Landmark West Inc	$7,000
The New Press	$5,000
New York Foundation for the Arts Inc.	$2,500
The New York Historical Society	$3,000
Performing Arts Journal Inc.	$3,000
Price Tower Arts Center Inc.	$3,500
Princeton University Press	$5,000
Ragdale Foundation	$2,500
Solo Foundation	$3,500
The South Street Seaport Museum	$4,500
Syracuse University Press	$3,500
University of California Berkeley	$2,500
University of Virginia	$5,000
Vassar College	$2,500
Working Harbor Committee	$1,500
Yale University	$7,500
Hudson River Foundation	$15,000
Columbia Land Conservancy Inc.	$10,000
Civitas Citizens Inc	$7,500
St Luke's Chamber Ensemble, Inc.	$5,000
City Harvest Inc	$1,500
Citymeals-On-Wheels	$1,500
Coalition for the Homeless Inc.	$1,500
Doctors Without Borders USA Inc.	$1,500
Food Bank for New York City Food for Survival	$1,500
Oxfam-America Inc.	$1,500
American National Red Cross	$1,462
Alliance for Justice	$1,000
James Marston Fitch Charitable Foundation Inc.	$1,000
The Legal Aid Society	$1,000
Wilderstein Preservation	$1,000
New York Foundation for the Arts.	$155,293
Essential Information Inc	$75,000
The Augustus Saint-Gaudens Memorial	$10,000
San Francisco Art & Film Program	$10,000
African Rainforest Conservancy	$5,000
New York Foundation for the Arts	$54,933
Mary Obolensky Underwood Leukaemia Foundation Inc	$1,000
Cotidiano Mujer	$30,000
sub total	$486,688

Sumando	$	12,500.00
NYC Public Private Initiatives	$	70,000 00
Inver National School	$	5,000.00
University of Miami	$	45,000.00
Berkshire Taconic Community Foundation		$10,000
Holy Rosary Church		$1,710
World Wildlife Fund Canada		$30,000
Ecology Action Centre		$20,000
Northwest Atlantic Marine Alliance Inc		$10,000
IUCN US		$100,000
Universidad Nacional Autonoma de Mexico		$50,000
The Nature Conservancy of New Mexico		$3,600
Preservation North Dakota		$35,000
Consultative Group on Biological Diversity		$5,000
Creating Hope International		$2,000
Planned Parenthood of Maryland Inc		$2,000
1000 Friends of Maryland Inc		$1,000
Annapolis Symphony Orchestra Association Inc		$1,000
Bay Land Trust Inc.		$1,000
St Michael's Church		$750
Barnard College		$300
Friends of P S 166 Inc.		$300
Rice University		$150
City Harvest Inc		$1,350
Fifth Avenue Committee Inc.		$1,350
Latin American Workers Project Inc		$1,350
Make the Road New York		$1,350
Center for Urban Pedagogy Inc		$900
Downtown Art Co		$600
Marine Conservation Biology Institute	$	75,000
Ocean Genome Legacy Inc	$	75,000
Int'l Union for Conservation of Nature	$	62,500
Natural Resources Defense Council	$	37,500
Marine Conservation Biology Institute	$	10,000
Pacific Envionment & Resources Center	$	125,000
The Walter & Duncan Gordon Foundation	$	100,000
Clean Air Cool Planet Inc	$	30,000
Environmental Defense Fund	$	37,500
Pacific Envionment & Resources Center	$	50,000
Pew Charitable Trust	$	50,000
Fundacion Amistad	$	50,000
New York University	$	175,000
World Monuments Fund	$	150,000
Penn Praxis Inc	$	50,000
Harvard University	$	35,000
Koc University	$	30,000
Canadian Parks & Wildernes Society	$	5,000
TAY	$	20,000
TAY	$	30,000
Montana Preservation Alliance	$	40,000
New York University	$	200,000
World Monuments Fund	$	200,000
Penn Praxis Inc.	$	50,000
Harvard University	$	30,000
Migration Policy Institute	$	280,000
sub-total	$	2,410,710.00
Grand Total	$	2,897,398.00

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 24

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	900001	-26,407.	18	-515,627.	
PRI INCOME AND OTHER INCOME				41,322.	
TOTALS		-26,407.		-474,305.	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization THE J.M. KAPLAN FUND, INC. C/O CONDON O'MEARA MCGINTY & DONNELLY	**Employer identification number** 13-6090286
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P.O box, see instructions ONE BATTERY PARK PLAZA	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10004-1405	

Check type of return to be filed (File a separate application for each return).

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE J.M. KAPLAN FUND
  Telephone No. ▶ 212 661-7777 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box . . . ▶ [ ] . If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2010 .

5 For calendar year 2009 , or other tax year beginning ______, and ending ______

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTFULLY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 230,000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 245,000
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ -0-

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

ACCOUNTANTS AUTHORIZED TO SIGN RETURNS

AUG 09 2010

Signature ▶ Title ▶ Date ▶

Form **8868** (Rev 4-2009)

CONDON O'MEARA MCGINTY & DONNELLY L
ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-1405

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization THE J.M. KAPLAN FUND, INC. C/O CONDON O'MEARA MCGINTY & DONNELLY	**Employer identification number** 13-6090286
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions. ONE BATTERY PARK PLAZA 7TH FLOOR	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10004-1405	

Check type of return to be filed (file a separate application for each return)·

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ THE J.M. KAPLAN FUND

Telephone No. ▶ 212 661-7777 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . ▶ [ ] . If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , ______, and ending ______ , ______

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 230,000
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	**3b**	$ 245,000
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ -0-

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)