
**1023 APPLICATION FOR RECOGNITION OF EXEMPTION
UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE**

APPLICATION PACKET

**CONTINUATION FUND, INC.
EIN: 27-0633051**

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TAB - 1

Form 1023 Checklist

(Revised June 2006)

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

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- ☒ Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.

- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.

- ☒ Employer Identification Number (EIN)

- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.

- ☒ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

Schedule A	Yes _____	No <input checked="" type="checkbox"/>	Schedule E	Yes _____	No <input checked="" type="checkbox"/>
Schedule B	Yes _____	No <input checked="" type="checkbox"/>	Schedule F	Yes _____	No <input checked="" type="checkbox"/>
Schedule C	Yes _____	No <input checked="" type="checkbox"/>	Schedule G	Yes _____	No <input checked="" type="checkbox"/>
Schedule D	Yes <input checked="" type="checkbox"/>	No _____	Schedule H	Yes _____	No <input checked="" type="checkbox"/>

☒ An exact copy of your complete articles of organization (creating document), Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.

- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Page 4, Article III, Paragraph (a)
- Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Page 7, Article VI

☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.

- Signature at Part XI of Form 1023.

☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

TAB - 2

**Power of Attorney
and Declaration of Representative**

► Type or print. ► See the separate instructions.

OMB No. 1545-0150

For IRS Use Only

Received by:

Name _____

Telephone _____

Function _____

Date ____/____/____

Part I Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

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

Taxpayer name(s) and address

Continuation Fund, Inc.

716 Xenia Ave.

Yellow Springs, OH 45387

Social security number(s)

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Employer identification
number

27 : 0633051

Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

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

Name and address

Martha J. Sweterlitsch

41 S. High Street, Suite 2600

Columbus, OH 43215

CAF No. _____

Telephone No. 614-223-9367

Fax No. 614-223-9330

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

Donald M. Keller

41 S. High Street, Suite 2600

Columbus, OH 43215

CAF No. _____

Telephone No. 614-223-9384

Fax No. 614-223-9330

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. _____

Telephone No. _____

Fax No. _____

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Tax Exemption	1023	2009-2010

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

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 2 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Circular 230. See the line 5 instructions for restrictions on tax matters partners.

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ►

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

a If you also want the second representative listed to receive a copy of notices and communications, check this box ☐

b If you do not want any notices or communications sent to your representative(s), check this box ☐

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

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

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

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

Trustee and President

Lee Morgan
Signature

7/30/09
Date

Title (if applicable)

Lee Morgan

☐☐☐☐☐

Print Name

PIN Number

Print name of taxpayer from line 1 if other than individual

Signature

Date

Title (if applicable)

Print Name

☐☐☐☐☐

PIN Number

Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in Qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program, see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a** Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b** Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c** Enrolled Agent—enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d** Officer—a bona fide officer of the taxpayer's organization.
 - e** Full-Time Employee—a full-time employee of the taxpayer.
 - f** Family Member—a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g** Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d) of Treasury Department Circular No. 230).
 - h** Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Treasury Department Circular No. 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See **Unenrolled Return Preparer** on page 2 of the instructions.

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

Designation—Insert above letter (a–h)	Jurisdiction (state) or identification	Signature	Date
A	Ohio	<i>M. J. Swadlow</i>	8/3/09
A	Ohio	<i>Carl N. R...</i>	8/3/09

TAB - 3

Continuation Fund, Inc.
716 Xenia Avenue
Yellow Springs, Ohio 45387

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

August 5, 2009

RE: Continuation Fund, Inc. (EIN -26-0633051) Request for Expedite Process of 1023 Application

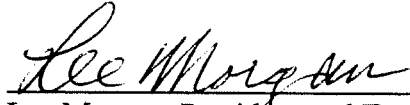
To Whom It May Concern:

The purpose of this letter is to formally request an expedited review by the IRS of the 1023 application submitted by Continuation Fund, Inc. ("***Continuation Fund***") today, August 5, 2009. As discussed below, failure to expeditiously obtain tax-exempt status will severely impede Continuation Fund's contributed organization's (Antioch College Continuation Corporation ("***ACCC***")) ability to re-open and operate Antioch College.

As described in Continuation Fund's 1023 application, Continuation Fund's general purpose is to receive and hold certain endowment assets transferred to it by Antioch University in connection with the Asset Purchase Agreement, dated June 30, 2009, between Antioch University and ACCC (the "***Asset Purchase Agreement***") for the use and benefit of its contributed organization, ACCC. ACCC is to re-open Antioch College located in Yellow Springs, Ohio (the "***College***") and operate the College on a going-forward basis. ACCC's and its donors' goal is to have the College operational by the start of the 2010 Fall semester. In order to meet this deadline, ACCC must, among other things, (1) purchase the assets of the College from Antioch University, (2) begin the process of seeking accreditation from the Higher Learning Commission of the North Central Association ("***HLC***"), and (3) seek authorization to grant degrees from the Ohio Board of Regents ("***BOR***"). ACCC cannot complete any of these tasks before Continuation Fund obtains tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. For instance, the Asset Purchase Agreement specifically requires Continuation Fund to obtain tax-exemption status prior to closing the transaction. The Asset Purchase Agreement further requires ACCC and Antioch University to close the transaction by August 31, 2009. Thus, if Continuation Fund does not obtain tax-exempt status prior to August 31, 2009, ACCC will be in default of its agreement with Antioch University and will not be able to accept the funds and begin using them for college purposes, a situation that, at best, will delay the reopening of the college and at worst, jeopardize the entire agreement. We appreciate that the Service is not generally in a position to expedite requests. However, this transaction has had a long and arduous history and we are trying to do everything possible to meet deadlines and keep the transaction on schedule in hopes of reopening this historic institution of higher learning.

Given the foregoing, Continuation Fund respectfully requests that the IRS expedite its review of Continuation Fund's 1023 application. If you have any questions regarding this letter or would like to discuss this matter any further, please contact me at 320-267-0670 or our counsel, Martha Sweterlitsch at 614-223-9367.

Very Truly Yours,

A handwritten signature in cursive script, reading "Lee Morgan", is written over a horizontal line.

Lee Morgan, President and Trustee
Continuation Fund

cc: Martha Sweterlitsch, J.D.
Benesch, Friedlander, Coplan & Aronoff, LLP
41 S. High St., Ste 2600
Columbus, Ohio 43215

TAB - 4

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

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

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

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

Part I Identification of Applicant

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

Continuation Fund, Inc.

2 c/o Name (if applicable)

3 **Mailing address** (Number and street) (see instructions)

716 Xenia Avenue

Room/Suite

4 Employer Identification Number (EIN)

27-0633051

City or town, state or country, and ZIP + 4

Yellow Springs, OH 45387

5 Month the annual accounting period ends (01-02)

June

6 Primary contact (officer, director, trustee, or authorized representative)

a Name: **Lee Morgan, Trustee and President**

b Phone: **320-267-0670**

c Fax: (optional)

7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm, include a completed Form 2848, *Power of Attorney and Declaration of Representative*, with your application if you would like us to communicate with your representative.

☒ **Yes** ☐ **No**

8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.

☐ **Yes** ☒ **No**

9a Organization's website: **N/A**

b Organization's email: (optional) **N/A**

10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.

☐ **Yes** ☒ **No**

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

07/17/2009

12 Were you formed under the laws of a **foreign country**?

If "Yes," state the country.

☐ **Yes** ☒ **No**

Part II Organizational Structure

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

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency, include copies of any amendments to your articles and be sure they also show state filing certification. ☒ Yes ☐ No
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ Yes ☒ No
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ Yes ☒ No
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement, include signed and dated copies of any amendments. ☐ Yes ☒ No
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ Yes ☐ No
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ Yes ☐ No

Part III Required Provisions in Your Organizing Document

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

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets the requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Articles of Incorporation (tab 6 of this Application), Page 4, Article III, paragraph (a) ☒
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, article, and Paragraph). Do not complete line 2c if you checked box 2a. Articles of Incorporation (tab 6 of this Application) Page 7, Article VI
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state ☐

Part IV Narrative Description of Your Activities

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

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

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Lee Morgan	Trustee / President	9888 91 st Street NW Annadale, MN 55302	\$0.00
Frances Degen Horowitz	Trustee / Secretary	710 West End Ave. #2C New York, NY 10025	\$0.00
Edward Richard	Trustee / Treasurer	876 Armanda Terr. San Diego, CA 92106	\$0.00

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

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Not Applicable.			

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Not Applicable.			

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

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

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

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

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

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

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

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ Yes ☐ No
- b** Do you or will you approve compensation arrangements in advance of paying compensation? ☒ Yes ☐ No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ Yes ☐ No

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

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

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

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

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

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

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☐ Yes ☒ No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☒ Yes ☐ No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☒ Yes ☐ No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☐ Yes ☒ No

Part VII Your History

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

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. ☐ Yes ☒ No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☐ Yes ☒ No

Part VIII Your Specific Activities

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

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ Yes ☒ No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☐ Yes ☒ No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ Yes ☒ No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ Yes ☒ No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ Yes ☒ No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

- 4a** Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) ☐ Yes ☒ No
- | | |
|---|--|
| <input type="checkbox"/> mail solicitations | <input type="checkbox"/> phone solicitations |
| <input type="checkbox"/> email solicitations | <input type="checkbox"/> accept donations on your website |
| <input type="checkbox"/> personal solicitations | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations |
| <input type="checkbox"/> foundation grant solicitations | <input type="checkbox"/> Other |
- Attach a description of each fundraising program.
- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ Yes ☒ No
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ Yes ☒ No
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ Yes ☒ No
-
- 5** Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ Yes ☒ No
-
- 6a** Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ Yes ☒ No
- b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.
-
- 7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ Yes ☒ No
- b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☒ Yes ☐ No
- c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.
-
- 8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ Yes ☒ No
-
- 9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ Yes ☒ No
- b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ Yes ☐ No
- c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ Yes ☐ No
- d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ Yes ☐ No
-
- 10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☐ Yes ☒ No

Part VIII Your Specific Activities (Continued)

11 Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ Yes ☒ No

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

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

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

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

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

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

c Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ Yes ☒ No

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

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

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

(i) Do you require an application form? If "Yes," attach a copy of the form. ☐ Yes ☒ No

(ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ Yes ☒ No

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

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

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

c Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ Yes ☐ No

d Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ Yes ☐ No

e Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No

f Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ Yes ☐ No

Part VIII Your Specific Activities (Continued)

- | | | | |
|-----------|--|---|--|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			
		(a) From 8/31/2009 To 12/31/2009	(b) From 1/1/2010 To 12/31/2010	(c) From 1/1/2011 To 12/31/2011	(d) From To	(e) Provide Total for (a) through (d)
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	\$19,739,477.57	\$0.00	\$0.00	0.00	\$19,739,477.57
	2 Membership fees received	\$0.00	\$0.00	\$0.00		\$ 0.00
	3 Gross investment income	\$263,193.03	\$799,706.77	\$814,501.35		\$1,877,401.15
	4 Net unrelated business income	\$0.00	\$0.00	\$0.00		\$ 0.00
	5 Taxes levied for your benefit	\$0.00	\$0.00	\$0.00		\$ 0.00
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	\$0.00	\$0.00	\$0.00		\$ 0.00
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00
	8 Total of lines 1 through 7	\$20,002,670.60	\$799,706.77	\$814,501.35	\$ 0.00	\$21,616,878.72
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00
	10 Total of lines 8 and 9	\$20,002,670.60	\$799,706.77	\$814,501.35	\$ 0.00	\$21,616,878.72
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	\$0.00	\$0.00	\$0.00		\$ 0.00
	12 Unusual grants	\$0.00	\$0.00	\$0.00		\$ 0.00
	13 Total Revenue Add lines 10 through 12	\$20,002,670.60	\$799,706.77	\$814,501.35	\$ 0.00	\$21,616,878.72
Expenses	14 Fundraising expenses	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00
	16 Disbursements to or for the benefit of members (attach an itemized list)	\$0.00	\$399,853.39	\$610,876.01	\$0.00	\$1,010,729.40
	17 Compensation of officers, directors, and trustees	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00
	18 Other salaries and wages	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00
	19 Interest expense	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00
	20 Occupancy (rent, utilities, etc.)	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00
	21 Depreciation and depletion	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00
	22 Professional fees	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00
	23 Any expense not otherwise classified, such as program service (attach itemized list)	\$10,001.34	\$29,989.00	\$30,543.80	\$0.00	\$70,534.14
	24 Total Expenses Add lines 14 through 23	\$10,001.34	\$429,842.39	\$641,419.81	\$ 0.00	\$1,081,263.54

Part IX Financial Data (Continued)**B. Balance Sheet (for your most recently completed tax year)**

Year End:

		(Whole dollars)
1	Cash.....	1 \$0.00
2	Accounts receivable, net.....	2 \$0.00
3	Inventories	3 \$0.00
4	Bonds and notes receivable (attach an itemized list)	4 \$0.00
5	Corporate stocks (attach an itemized list)	5 \$0.00
6	Loans receivable (attach an itemized list)	6 \$0.00
7	Other investments (attach an itemized list)	7 \$18,799,246
8	Depreciable and depletable assets (attach an itemized list)	8 \$0.00
9	Land	9 \$0.00
10	Other assets (attach an itemized list)	10
11	Total Assets (add lines 1 through 10)	11 \$ 18,799,246
Liabilities		
12	Accounts payable.....	12 \$0.00
13	Contributions, gifts, grants, etc. payable.....	13 \$0.00
14	Mortgages and notes payable (attach an itemized list)	14 \$0.00
15	Other liabilities (attach an itemized list)	15
16	Total Liabilities (add lines 12 through 15)	16 \$ 0.00
Fund Balances or Net Assets		
17	Total fund balances or net assets.....	17 \$18,799,246
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18 \$18,799,246
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part X Public Charity Status

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

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. ☐ Yes ☒ No
If you are unsure, see the instructions.
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provisions or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, include Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ Yes ☐ No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☐ No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets for the facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
- The organization is not a private foundation because it is:
- a 509(a)(1) and 170(b)(1)(A)(i)e—church or a convention or association of churches. Complete and attach Schedule A. ☐
- b 509(a)(1) and 170(b)(1)(A)(ii)e— school. Complete and attach Schedule B. ☐
- c 509(a)(1) and 170(b)(1)(A)(iii)e— hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐
- d 509(a)(3)an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☒

Part X Public Charity Status (Continued)

- e 509(a)(4) — an organization organized and operated exclusively for testing for public safety. ☐
- f 509(a)(1) and 170(b)(1)(A)(iv) — an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g 509(a)(1) and 170(b)(1)(A)(vi) — an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☐
- h 509(a)(2) — an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐
- 6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.
- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling. ☐

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

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)

(Type or print name of signer)

(Date)

(Type or print title or authority of signer)

For Director, Exempt Organizations

By

Date

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses _____ ☐
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1 % of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$,000. If the answer is "None," check this box. ☐
- 7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ Yes ☒ No

Part XI User Fee Information

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

1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ Yes ☒ No

If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change see above).


If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change see above).

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

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

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

Please
Sign
Here


(Signature of Officer, Director, Trustee, or other
authorized official)

Lee Morgan
(Type or print name of signer)

7/30/09
(Date)

Trustee / President
(Type or print title or authority of signer)

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

Form 1023 (Rev. 6-2006)

Schedule D. Section 509(a)(3) Supporting Organizations**Section I Identifying Information About the Supported Organization(s)**

- 1 State the names, addresses, and EINs of the supported organizations. If additional space is needed, attach a separate sheet.

Name	Address	EIN
Antioch College Continuation Corporation	716 Xenia Avenue Yellow Springs, OH 45387	26 - 1672457
Antioch University (contingent)	150 E. South College Street Yellow Springs, OH 45387	31 - 0536640

- 2 Are all supported organizations listed in line 1 public charities under section 509(a)(1) or (2)? If "Yes," go to Section II. If "No," go to line 3. ☒ Yes ☐ No

- 3 Do the supported organizations have tax-exempt status under section 501(c)(4), 501(c)(5), or 501(c)(6)? ☐ Yes ☐ No

If "Yes," for each 501(c)(4), (5), or (6) organization supported, provide the following financial information:

- Part IX-A. Statement of Revenues and Expenses, lines 1-13 and
- Part X, lines 6b(ii)(a), 6b(ii)(b), and 7.

If "No," attach a statement describing how each organization you support is a public charity under section 509(a)(1) or (2).

Section II Relationship with Supported Organization(s)—Three Tests

To be classified as a supporting organization, an organization must meet one of three relationship tests:

Test 1: "Operated, supervised, or controlled by" one or more publicly supported organizations, or

Test 2: "Supervised or controlled in connection with" one or more publicly supported organizations, or

Test 3: "Operated in connection with" one or more publicly supported organizations.

- 1 Information to establish the "operated, supervised, or controlled by" relationship (Test 1)
Is a majority of your governing board or officers elected or appointed by the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," continue to line 2. ☒ Yes ☐ No

- 2 Information to establish the "supervised or controlled in connection with" relationship (Test 2)
Does a majority of your governing board consist of individuals who also serve on the governing board of the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," go to line 3. ☐ Yes ☐ No

- 3 Information to establish the "operated in connection with" responsiveness test (Test 3)
Are you a trust from which the named supported organization(s) can enforce and compel an accounting under state law? If "Yes," explain whether you advised the supported organization(s) in writing of these rights and provide a copy of the written communication documenting this; go to Section II, line 5. If "No," go to line 4a. ☐ Yes ☐ No

- 4 Information to establish the alternative "operated in connection with" responsiveness test (Test 3)
- a Do the officers, directors, trustees, or members of the supported organization(s) elect or appoint one or more of your officers, directors, or trustees? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4b. ☐ Yes ☐ No
- b Do one or more members of the governing body of the supported organization(s) also serve as your officers, directors, or trustees or hold other important offices with respect to you? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4c. ☐ Yes ☐ No
- c Do your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of the supported organization(s)? If "Yes," explain and provide documentation. ☐ Yes ☐ No
- d Do the supported organization(s) have a significant voice in your investment policies, in the making and timing of grants, and in otherwise directing the use of your income or assets? If "Yes," explain and provide documentation. ☐ Yes ☐ No
- e Describe and provide copies of written communications documenting how you made the supported organization(s) aware of your supporting activities.

Schedule D. Section 509(a)(3) Supporting Organizations (Continued)**Section II Relationship with Supported Organization(s)—Three Tests (Continued)****5** Information to establish the "operated in connection with" integral part test (Test 3)

Do you conduct activities that would otherwise be carried out by the supported organization(s)? If "Yes," explain and go to Section III. If "No," continue to line 6a.

☐ Yes☐ No**6** Information to establish the alternative "operated in connection with" integral part test (Test 3)

a Do you distribute at least 85% of your annual **net income** to the supported organization(s)? If "Yes," go to line 6b. (See instructions.)

☐ Yes☐ No

If "No," state the percentage of your income that you distribute to each supported organization. Also explain how you ensure that the supported organization(s) are attentive to your operations.

b How much do you contribute annually to each supported organization? Attach a schedule.

c What is the total annual revenue of each supported organization? If you need additional space, attach a list.

d Do you or the supported organization(s) earmark your funds for support of a particular program or activity? If "Yes," explain.

☐ Yes☐ No

7a Does your organizing document specify the supported organization(s) by name? If "Yes," state the article and paragraph number and go to Section III. If "No," answer line 7b.

☐ Yes☐ No

b Attach a statement describing whether there has been an historic and continuing relationship between you and the supported organization(s).

Section III Organizational Test

1a If you met relationship Test 1 or Test 2 in Section II, your organizing document must specify the supported organization(s) by name, or by naming a similar purpose or charitable class of beneficiaries. If your organizing document complies with this requirement, answer "Yes." If your organizing document does not comply with this requirement, answer "No," and see the instructions.

☒ Yes☐ No

b If you met relationship Test 3 in Section II, your organizing document must generally specify the supported organization(s) by name. If your organizing document complies with this requirement, answer "Yes," and go to Section IV. If your organizing document does not comply with this requirement, answer "No," and see the instructions.

☐ Yes☐ No**Section IV Disqualified Person Test**

You do not qualify as a supporting organization if you are **controlled** directly or indirectly by one or more **disqualified persons** (as defined in section 4946) other than **foundation managers** or one or more organizations that you support. Foundation managers who are also disqualified persons for another reason are disqualified persons with respect to you.

1a Do any persons who are disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons.

☐ Yes☒ No

b Do any persons who have a family or business relationship with any disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which individuals with a family or business relationship with disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons, the individuals with a family or business relationship with disqualified persons, and the foundation managers appointed, and (3) explain how control is vested over your operations (including assets and activities) in individuals other than disqualified persons.

☐ Yes☒ No

c Do any persons who are disqualified persons, (except individuals who are disqualified persons only because they are foundation managers), have any influence regarding your operations, including your assets or activities? If "Yes," (1) provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons.

☐ Yes☒ No

TAB - 5



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/20/2009	200920100206	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

BENESCH FRIEDLANDER COPLAN & ARONOFF LLP
ATTN: N VILLAREAL
41 S. HIGH ST STE 2600
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1870883

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CONTINUATION FUND, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

200920100206

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 17th day of July, A.D.
2009.

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

☐ Yes PO Box 1390
Columbus, OH 43216
*** Requires an additional fee of \$100 ***

☒ No PO Box 670
Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) <input type="checkbox"/> Articles of Incorporation Profit (113-ARF) ORC 1701	(2) <input checked="" type="checkbox"/> Articles of Incorporation Non-Profit (114-ARN) ORC 1702	(3) <input type="checkbox"/> Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
--	---	---

Complete the general information in this section for the box checked above.

FIRST: Name of Corporation Continuation Fund, Inc.

SECOND: Location Yellow Springs Greene
(City) (County)

Effective Date (Optional) _____ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.
(mm/dd/yyyy)

☐ Check here if additional provisions are attached

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed

See attached.

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

(Refer to instructions if needed)

(No. of Shares)	(Type)	(Par Value)

Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

REQUIRED
Must be authenticated
(signed) by an authorized
representative
(See Instructions)

Rog. L. Schantz
Authorized Representative

July 17, 2009
Date

Roger L. Schantz, Vice President of ACFB Incorporated
(Print Name)

Authorized Representative

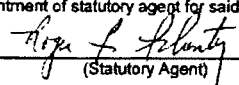
Date

(Print Name)

Authorized Representative

Date

(Print Name)

<small>Complete the information in this section if box (1) (2) or (3) is checked.</small>	
ORIGINAL APPOINTMENT OF STATUTORY AGENT	
The undersigned, being at least a majority of the incorporators of <u>Continuation Fund, Inc.</u> hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is	
<u>ACFB Incorporated</u> <small>(Name)</small>	
<u>41 South High Street, Suite 2600</u> <small>(Street)</small> <small>NOTE: P.O. Box Addresses are NOT acceptable.</small>	
<u>Columbus</u> <small>(City)</small>	<u>Ohio</u> <small>(Zip Code)</small> <u>43215</u>
Must be authenticated by an authorized representative	<div style="border: 1px solid black; width: 250px; height: 20px;"></div> Authorized Representative
	<div style="border: 1px solid black; width: 100px; height: 20px;"></div> Date
	<div style="border: 1px solid black; width: 250px; height: 20px;"></div> Authorized Representative
	<div style="border: 1px solid black; width: 100px; height: 20px;"></div> Date
	<div style="border: 1px solid black; width: 250px; height: 20px;"></div> Authorized Representative
	<div style="border: 1px solid black; width: 100px; height: 20px;"></div> Date
ACCEPTANCE OF APPOINTMENT	
The Undersigned,	<u>ACFB Incorporated</u> , named herein as the
Statutory agent for,	<u>Continuation Fund, Inc.</u>
hereby acknowledges and accepts the appointment of statutory agent for said entity.	
Signature:	<u></u> <small>(Statutory Agent)</small>

**ARTICLES OF INCORPORATION
OF
CONTINUATION FUND, INC.**

III. Purposes:

a. This corporation (the "Corporation") is organized not for profit under the laws of the State of Ohio and in accordance with Section 501(c)(3) of the Internal Revenue Code as a supporting organization under Section 509(a)(3) exclusively to carry out the purposes of and benefit Antioch College Continuation Corporation d/b/a Antioch College ("*Antioch College*"), an Ohio nonprofit corporation, which is a public charity under Section 501(c)(3) of the Internal Revenue Code and will operate a liberal arts institution of higher education. Toward that purpose, the Corporation may do the following:

- i. Promote and support the delivery of quality educational services including, but not limited to, student aide;
- ii. Make gifts, donations, and other transfers to Antioch College and to organizations controlled by Antioch College as described in Section 501(c)(3) of the Internal Revenue Code, consistent with and in furtherance of these purposes;
- iii. Employ such persons as the Corporation's board of trustees (the "Board") deems necessary to carry out the purposes described herein and pay reasonable compensation for their services.

b. Notwithstanding any of the foregoing, the supported organization of the Corporation shall become Antioch University and the Corporation shall be permitted to do all of the foregoing in support of Antioch University and to make gifts, donations, and other transfers to Antioch University and to organizations controlled by Antioch University, which is also an Ohio nonprofit corporation qualified as a public charity under Section 501(c)(3) of the Internal Revenue Code, upon the occurrence of one or more of the following events:

- i. The failure by Antioch College to obtain accreditation within seven years from the Closing Date, as defined by the Asset Purchase Agreement dated June 30, 2009, between Antioch University and Antioch College Continuation Corporation (the "*Asset Purchase Agreement*"), or failure thereafter to maintain accreditation with The Higher Learning Commission of the North Central Association of Colleges and Schools or some equivalent accrediting authority;
- ii. The suspension or cessation of operations of Antioch College as evidenced by an actual suspension of academic programs at Antioch College for a period of one year or more or a cessation of operations coupled with an express intent to remain closed for one year or more;

- iii. The entry of an order or decree by a court of law of the liquidation of all or any substantial part of the assets of Antioch College or the filing by Antioch College of any petition requesting the same;
- iv. The dissolution of Antioch College; or
- v. Loss by Antioch College of 501(c)(3) status under the Internal Revenue Code.

c. All appropriations for expenditures of the Corporation shall be in compliance with Section 1715.53 of the Ohio Revised Code with the additional requirement that there shall be no appropriation for expenditure in any year of an amount greater than seven percent (7%) of the fair market value of the assets held by the Corporation (identified in the Asset Purchase Agreement as the "College Endowment Fund") (the "Funds") calculated on the basis of market values determined quarterly and averaged over a period of not less than the three years immediately preceding the year in which the appropriation for expenditure is made. Furthermore, at no time shall appropriations for expenditure be approved if the value of the Funds in the aggregate is below, or by virtue of the expenditure would fall below, 90% of the "historic dollar value" of the endowment as such term is defined in the Uniform Management of Institutional Funds Act.

d. Notwithstanding the provisions of Section 1715.55(C) and (D) of the Ohio Revised Code, no endowment fund of the Corporation shall be modified in such a manner as to release it from restriction without donor consent. Neither Antioch College nor the Corporation shall seek court or Attorney General approval for any such release from restriction. Notwithstanding the above, the Corporation may seek court approval to alter the charitable purpose of, but not release from restriction, an individual endowment fund under the doctrines of *cypres* and deviation pursuant to Section 1715.55(C) of the Ohio Revised Code, or with notice to the Ohio Attorney General pursuant to Section 1715.55(D) of the Ohio Revised Code when it has been determined that the fund's original purpose is unlawful, impracticable, impossible to achieve or wasteful. Antioch University shall be named as a necessary party in any action brought pursuant to Section 1715.55(C) of the Ohio Revised Code. A copy of any notice served by Antioch College upon the Ohio Attorney General pursuant to Section 1715.55(D) shall be contemporaneously served upon Antioch University.

e. Members of the Corporation's Board and the Corporation's officers shall be elected by and responsive to the Corporation's supported organization, whether such supported organization is Antioch College or Antioch University.

f. Any and all of Antioch University's rights under these Articles of Incorporation shall immediately terminate upon the occurrence of any of the following events:

- i. The suspension or cessation of operations by Antioch University as evidenced by an actual suspension of operations of Antioch University for a period of one year or more or a cessation of operations coupled with an express intent to remain closed for one year or more;

- ii. The entry of an order or decree by a court of law of the liquidation of all or any substantial part of Antioch University's assets or the filing by Antioch University of any petition requesting the same;
- iii. The dissolution of Antioch University; or
- iv. Loss by Antioch University of 501(c)(3) status under the Internal Revenue Code.

g. This Article III may not be amended without the consent of the governing boards of both Antioch College and Antioch University or (i) upon the consent of the governing board of Antioch University alone should it become the Corporation's supported organization pursuant to Article III(b) or (ii) upon the consent of the governing board of Antioch College alone should one or more of the events listed in Article III (f) occur.

IV. Use of Assets: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law.

V. Powers: The Corporation is empowered:

A. To execute contracts and to buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in these Articles.

B. To receive grants and donations, dues and fees for services, and to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

C. To engage in any lawful act or activity for which corporations may be formed under Chapter 1702 of the Ohio Revised Code, and to do all things reasonably necessary to accomplish the purposes of the Corporation as are not in conflict with the Ohio Nonprofit Corporation Law.

VI. Dissolution: The Corporation may not voluntarily dissolve without the consent of the governing boards of both Antioch College and Antioch University or (i) upon the consent of the governing board of Antioch University alone should it become the Corporation's supported organization pursuant to Article III(b) or (ii) upon the consent of the governing board of Antioch College alone should one or more of the events listed in Article III (f) occur. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to its supported organization, whether the Corporation's supported organization at that time is Antioch College or Antioch University, as the case may be or, in the event that the Corporation's supported organization no longer exists or no longer qualifies as an organization exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code, to organizations created and operated for one or more exempt purposes, all of the foregoing within the meaning of Article III hereof and within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to an agency of federal or state government exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

TAB - 6

**CODE OF REGULATIONS
OF
CONTINUATION FUND, INC.**

ARTICLE 1. MEMBERSHIP, PURPOSE, AND COMPLIANCE WITH THE LAW

Section 1.1 *Sole Member.* The sole member of Continuation Fund, Inc. (the “Corporation”) shall be Antioch College Continuation Corporation (“ACCC”), which is an Ohio nonprofit corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Notwithstanding the foregoing, the sole member of the Corporation shall become Antioch University, an Ohio nonprofit Corporation (“Antioch University”), upon the occurrence of one or more of the events listed in Article III(b) of the Corporation’s Articles of Incorporation.

Section 1.2 *Membership Rights.* The sole member shall have all the rights and privileges granted to a voting member under Chapter 1702 of the Ohio Revised Code and other applicable Ohio law.

Section 1.3 *Purpose.* The purpose of the Corporation is to manage a fund or funds to support ACCC, or Antioch University, as the case may be, and any subsequent qualifying affiliates which are public charitable organizations pursuant to section 509(a) of the Code. The Corporation shall operate exclusively for the benefit of, or to perform the functions of, or to carry out the purposes of, the above described charitable organizations.

Section 1.4 *Compliance With The Law.*

- (a) The Corporation shall operate in accordance with all applicable local, state, and federal statutes and regulations pertaining to activities related to its purpose.
- (b) The Corporation shall operate as a nonprofit corporation with charitable intent, conforming to the guidelines set forth in Section 501(c)(3) of the Code.
- (c) No person shall be excluded from participation in, be denied the benefits of, or be subject to discrimination in its program for services or employment because of age, sex, race, creed, color, national origin, or disability.

ARTICLE 2. MEETINGS OF THE MEMBERSHIP

Section 2.1 *Meetings.* An annual meeting of the sole member for the election of Trustees, the consideration of reports, and such other business as may be brought before the meeting shall be held annually at such time and place as determined by the sole member. Any special meetings of the sole member may be called by the President, a majority of the Board, or the sole member.

Section 2.2 *Notice of Meetings.* Written notice of any meeting of the member shall be given not more than 60 days nor less than 10 days before the day upon which the meeting is to be

held, by serving the notice personally to the sole member or by mailing the same to the address of the sole member as last shown upon the records of the Corporation or by electronic mail transmission. Except as otherwise required by applicable Ohio law, no publication of any notice of any meeting of the sole member or statement of the purposes of such meeting shall be required.

Section 2.3 *Waiver of Notice.* The sole member may, either before or after any meeting, waive any notice required to be given by law or under this Code of Regulations. Any waiver of notice must be in writing and filed with or entered upon the records of the Corporation.

Section 2.4 *Place of Meetings.* The annual and all other meetings of the sole member shall be held at such places as may from time to time be designated by the Board. If another place has not been designated by the Board, all meetings shall be held at the principal office of the Corporation.

Section 2.5 *Action Without Meeting.* Any action which may be authorized or taken at a meeting of the sole member may be taken without a meeting if evidenced by a writing signed by the sole member. Any such writing shall be filed with or entered upon the records of the Corporation.

Section 2.6 *Voting.* The sole member shall exercise its right to vote at any meeting or to consent to any action without a meeting through any of its officers, unless before such vote is taken or consent is given the governing board of the sole member provides a certified copy of a resolution stating that such authority is vested in some other person. At any meeting of the sole member, the sole member may be represented at such meeting and execute such consents or waivers, and exercise any of its other rights by proxy or proxies appointed by a writing signed by its executive board.

ARTICLE 3. BOARD OF TRUSTEES

Section 3.1 *General Powers.* Except for the powers reserved to the sole member pursuant to Section 3.2, the powers of the Corporation shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board, except as otherwise provided by applicable Ohio law, the Articles of Incorporation, or this Code of Regulations.

Section 3.2 *Reserved Powers.* Notwithstanding anything to the contrary in this Code of Regulations, the following major decisions shall require the approval of the sole member or any committee designated by the sole member in addition to the affirmative action of the Board.

- (a) Adoption of the Corporation's annual budget.
- (b) Expenditures for (i) non-budgeted items in excess of certain dollar limits set from time to time by the sole member and (ii) items which are included in the Corporation's annual budgets but which exceed the budgeted amount by an amount in excess of certain dollar limits set from time to time by the sole member.

- (c) Incurrence, assumption or guarantee of any indebtedness if following the incurrence, assumption, or guarantee of such indebtedness the aggregate amount of all outstanding indebtedness incurred, assumed or guaranteed by the Corporation which has not been previously approved by the sole member exceeds certain dollar limits set from time to time by the sole member.
- (d) Execution of any contract that calls for the Corporation to expend a sum in excess of certain dollar limits set from time to time by the sole member or to provide services with a value in excess of certain dollar limits set from time to time by the sole member.
- (e) Appointment of the Corporation's President.
- (f) Appointment of the Corporation's auditors and/or accountants if such auditor and/or accountant would be different than the auditor and/or accountant appointed by the sole member for its own affairs.
- (g) Adoption of the Corporation's long-range plans and management objectives, including the execution of any agreement with consortiums, alliances, etc.
- (h) Subject to any provision contained in the Articles of Incorporation, sale, lease, or other disposition of any real or personal property of the Corporation with a value in excess of certain dollar limits to be set from time to time by the sole member.
- (i) Sale, release, dissolution, transfer, exchange, or other disposition of any organization (or of all or substantially all of the assets of such organization) controlled by the Corporation if after such sale, release, dissolution, transfer, exchange, or other disposition, such organization (or all or substantially all of the assets of such organization) would no longer be controlled by the Corporation.
- (j) Adoption and amendment of the Corporation's Bylaws.

Section 3.3 Number and Qualification. The Board shall consist of not less than three nor more than 12 trustees (each such person, a "Trustee"). Subject to the limitation on the authorized number of Trustees, the specific number of Trustees may be fixed or changed by resolution adopted by the sole member at any meeting.

Section 3.4 Election. The Trustees shall be elected at the annual meeting of the sole member.

Section 3.5 Term. The term of office of a Trustee shall be two years. There shall be no limit on the number of terms that a Trustee may serve.

Section 3.6 Resignations. Any Trustee may resign at any time by giving written notice to the President. A resignation shall take effect at the time specified therein, and, unless

otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 3.7 Removal.

- (a) A Trustee may be removed, with cause, at any time by the affirmative vote of two-thirds of all of the Trustees then in office whenever the Board determines, in its judgment, that the best interests of the Corporation would be served thereby. For purpose of this Section 3.7, cause shall include, without limitation, the failure to attend three consecutive meetings or five meetings of the Board during any 12 month period.
- (b) Any Trustee may be removed, with or without cause, at any time by the sole member.
- (c) Upon the occurrence of one or more of the events listed in Article III(b) of the Corporation's Articles of Incorporation, any Trustee may be removed and replaced by Antioch University.

Section 3.8 Vacancies. The remaining Trustees, though less than a majority of the authorized number of Trustees, may, by a vote of the majority of their number, fill any vacancy in the Board. Any Trustee elected by the Board to fill a vacancy shall serve either until a Trustee is elected by the sole member or for the remaining term of the vacant office. The sole member shall have the right to fill any vacancy in the Board, whether the same has been temporarily filled by the remaining Trustees or not, at any meeting of the sole member, whether or not called for such reason. Any Trustee so elected by the sole member to fill a vacancy shall serve the remaining unexpired term or, if later, until a successor is elected.

ARTICLE 4. MEETINGS OF THE BOARD

Section 4.1 Quarterly Meetings. A quarterly meeting of the Board, for the transaction of such business as may be brought before the meeting, shall be held on dates determined by the Board.

Section 4.2 Place of Meeting and Electronic Meetings. Unless another place is designated by the Board, the place of all meetings shall be the principal office of the Corporation. However, any meeting may be held by telephone or through other Authorized Communications Equipment (as defined below).

Section 4.3 Notice of Meeting. Written notice of the time and place of each meeting of the Board shall be given to each Trustee either by personal delivery, or by mail, telegram, telecopy, or electronic mail transmission at least two days before each meeting. The notice of a meeting does not have to state the purposes of the meeting.

Section 4.4 Waiver of Notice. Any Trustee may, either before or after any meeting, waive any notice required to be given by applicable Ohio law or under this Code of Regulations.

Any waiver of notice must be in writing and filed with or entered upon the records of the Corporation. However, the attendance of a Trustee at any meeting without protesting the lack of proper notice prior or at the commencement of the meeting shall constitute waiver of notice by such Trustee.

Section 4.5 Quorum. Except as otherwise provided in this Code of Regulations, a majority of the authorized number of Trustees shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting. If the meeting is held by telephone or through other Authorized Communications Equipment, then a Trustee's participation in such meeting shall constitute attendance in person at such meeting.

Section 4.6 Adjourned Meeting. In the absence of a quorum at any meeting of the Board, a majority of the Trustees present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. At any adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4.7 Manner of Acting. Except as otherwise provided in this Code of Regulations or by the Corporation's Articles of Incorporation, the act of the majority of the Trustees present at any meeting of the Board at which a quorum is present shall be the act of the Board. Trustees may not vote by proxy.

Section 4.8 Action Without Meeting. Any action which may be authorized or taken at a meeting of the Board may be taken without a meeting if authorized by a writing signed by each of the Trustees. Any such writing shall be filed with or entered upon the records of the Corporation.

Section 4.9 Authorized Communications Equipment. Authorized Communications Equipment may be used for the purposes of giving notice of meetings or any other notice, attending and participating in meetings, providing a copy of any document or written materials, and voting. "Authorized Communications Equipment" means equipment that provides a transmission, including by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the person involved and allows all persons participating in a meeting to contemporaneously communicate with each other.

ARTICLE 5. COMMITTEES

Section 5.1 Establishing Committees. The Board may, by resolution, designate one or more committees, each of which shall consist of not less than three Trustees. Each committee designated by the Board shall have and exercise the authority of the Board to the extent provided in such resolution. The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board, or any individual Trustee, of any responsibility imposed by law. Each committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board.

Section 5.2 Manner of Acting. Unless otherwise provided in this Code of Regulations or unless otherwise ordered by the Board, any such committee shall act by a majority of all of its members at a meeting at such place or through electronic communication as permitted under applicable Ohio law or by a writing or writings signed by all of its members. All committees of the Board shall prepare and file minutes of all meetings with the Secretary to be filed with or entered upon the records of the Corporation.

Section 5.3 Authority. A committee is authorized to take any action or transact any business specifically delegated by the Board. If a committee is delegated complete authority to take a specific action or to transact a specific business matter by the Board, any such action or business transaction of the committee pursuant to the delegation of authority shall be as effective for all purposes as an act or business transaction by the Board.

Section 5.4 Chair; Term. Unless otherwise specified by the Board, the chair of each committee shall be appointed by the Board. Unless otherwise specified by the Board, appointment to a committee shall be for a period of one year.

ARTICLE 6. OFFICERS

Section 6.1 Officers. The officers of the Corporation shall be a President, Secretary, and Treasurer, and such other officers or assistant officers as the Board may from time to time deem necessary (collectively, the "Officers"). The offices of Secretary and Treasurer may be combined.

Section 6.2 Election of Officers. All Officers shall be elected at the annual meeting of the Board. Elections shall be by secret ballot or nominees shall be absent from the room during the voting process.

Section 6.3 Term. All Officers shall be elected to a term of one year. There shall be no limit on the number of terms that an Officer may serve.

Section 6.4 Resignation. Any Officer may resign at any time by giving written notice to the President or Secretary. A resignation shall take effect at the time specified therein, and, unless otherwise specified therein, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 6.5 Removal. Any Officer may be removed by the Board, with or without cause, at any time by the affirmative vote of the majority of the Trustees then in office. Any removal of an Officer shall be without prejudice to the contract rights, if any, of such person.

Section 6.6 Vacancy. If any office becomes vacant, the Board shall elect a person to fill the office for the unexpired term.

Section 6.7 President. The President shall serve as chair of all Board meetings. In general, the President shall coordinate the work of the Board and its committees while maintaining a close working relationship with the sole member.

Section 6.8 Secretary. The Secretary shall take or cause to be taken minutes of all meetings of the Board. The Secretary shall be the custodian of all records and reports of the Board. The Secretary shall undertake the duties and responsibilities set forth in this Code of Regulations. The Secretary shall have such other authorities and duties as may be delegated from time to time by the Board or the President.

Section 6.9 Treasurer. The Treasurer shall have supervision of all funds of the Corporation. The Treasurer shall undertake the duties and responsibilities set forth in this Code of Regulations. The Treasurer shall have such other authorities and duties as may be delegated from time to time by the Board or the President.

Section 6.10 Authorized Officers. Upon approval by the Board, each of the Officers, jointly or any one of them individually, shall have the authority to sign, execute, and deliver in the name of the Corporation any deed, mortgage, bond, instrument, agreement, or other document evidencing any transaction authorized by the Board, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the behalf of the Corporation.

ARTICLE 7. CONFLICT OF INTEREST

Section 7.1 Purpose. The purpose of this Article 7 (the “Conflict of Interest Policy”) is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Trustee of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 7.2 Definitions

- (a) Interested Person. Any trustee, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 7.3(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 7.3 Procedures

(a) Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the trustees and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

- i. An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the governing board shall make its decision as to whether to enter into the transaction or arrangement.

ARTICLE 8. INDEMNIFICATION

Section 8.1 Right to Indemnification and Payment of Expenses. The Corporation shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Chapter 1702 of the Ohio Revised Code as such chapter may be altered or amended from time to time and to the full extent permitted thereby.

Section 8.2 Purchase of Insurance. The Corporation may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a Trustee, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another domestic or foreign, nonprofit corporation or corporation for profit, or a partnership, joint venture, trust or other enterprise, against any liability asserted against her and incurred by her in any such capacity, or arising out of her status as such, whether or not the Foundation would have the power to indemnify her against such liability under this Article 8. Insurance may be so purchased from or maintained with a person in which the Corporation has a financial interest, provided that the material facts of the interest are known or disclosed to the Board of Trustees, and the Board of Trustees in good faith authorizes the purchase by the affirmative vote of a majority of disinterested Trustees.

Section 8.3 Rights not Exclusive. The indemnification provided in this Article 8 shall not be deemed exclusive of other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Corporation, this Code of Regulations, any agreement, any insurance purchased by the Corporation, a vote of the Board of Trustees of the Corporation or otherwise, and shall continue as to a person who has ceased to be a Corporation, officer, employee, agent or volunteer of the Corporation and shall inure to the benefit of heirs, executors and administrators of such person; provided, however, there shall be no duplicative payments by the Corporation on behalf of any person.

Section 8.4 Volunteer Defined. For purposes of this Article 8, the term “volunteer” shall have the same meaning as provided in Section 1702.01(M) of the Ohio Revised Code, or any successor provision thereto.

Section 8.5 Discretionary Indemnification. Each request or case of or on behalf of any person other than a Trustee, Officer, or volunteer, who is or may be entitled to indemnification shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case.

Section 8.6 Indemnification Only in Accordance with Law. Notwithstanding anything to the contrary in this Article 8, no person shall be indemnified to the extent, if any, it is ultimately determined by a court of competent jurisdiction that indemnification is contrary to applicable Ohio law.

Section 8.7 Contractual Rights; Applicability. The right to be indemnified or to the advancement or reimbursement of expenses (i) is a contract right based upon good and valuable consideration, pursuant to which the person entitled thereto may sue as if these provisions were set forth in a separate written contract between such person and the Corporation; (ii) is and is intended to be retroactive and shall be available as to events occurring prior to the adoption of these provisions; and (iii) shall continue after any rescission or restrictive modification of such provisions as to events occurring prior thereto.

Section 8.8 Insurance. The Corporation may purchase and maintain such insurance on behalf of any person who is or at any time has been a Trustee, Officer, volunteer, employee or other agent of or in a similar capacity with the Corporation, or who is or at any time has been, at the direction or request of the Corporation, a Trustee, Officer, volunteer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

ARTICLE 9. MISCELLANEOUS

Section 9.1 Dissolution. Subject to any limitations imposed by the Internal Revenue Code of 1986 or the Corporation’s Articles of Incorporation, upon the dissolution of the Corporation, any assets remaining shall be conveyed to the sole member.

Section 9.2 Fiscal Year. The fiscal year of the Corporation shall coincide with the calendar year.

Section 9.3 Annual Financial Report. The annual financial report shall be examined and audited by a certified public accountant.

Section 9.4 Amendment. This Code of Regulations may be altered, amended, or repealed and a new Code of Regulations may be adopted by the sole member, provided,

however, that any amendment to Sections 1.1, 1.3, 1.4, 3.2(h), and 3.7 shall require the consent of Antioch University.

The above Code of Regulations of Continuation Fund, Inc. was adopted by the Board of Trustees on August 5, 2009.

By: Lee Morgan
Name: Lee Morgan
Title: Trustee / President

TAB - 7

Continuation Fund, Inc.
EIN: 27-0633051
Narrative Responses

Part I Line 7—Authorized Representatives:

The Authorized Representatives of Continuation Fund, Inc. (the “Corporation”) are Martha J. Sweterlitsch and Donald M. Keller. Both Authorized Representatives are attorneys at Benesch Friedlander Coplan & Aronoff LLP, located at 41 South High Street, Suite 2600, Columbus, Ohio 43215.

Part IV: Narrative Description of Activities:

Antioch College Continuation Corporation d/b/a Antioch College (“ACCC”) and Antioch University have entered into an asset purchase agreement pursuant to which ACCC will purchase substantially all of Antioch University’s assets that constitute Antioch College in Yellow Springs, Ohio (the “Transaction”). As part of the Transaction, Antioch University will transfer endowment assets held by Antioch University for the benefit of Antioch College to the Corporation (such assets, the “Endowment Assets”). The Corporation will operate exclusively for the support of ACCC or, upon the occurrence of one or more events set forth in Article III(b) of the Corporation’s Articles of Incorporation, the Corporation will operate exclusively for the benefit of Antioch University. The sole purpose of the Corporation is to hold the Endowment Assets for the benefit of its supported organization and will make gifts, donations, and other transfers from the Endowment Assets to its supported organization as the Corporation’s board of trustees deem appropriate and in furtherance of the purposes of its supported organization. The Corporation will not engage in any fundraising activities. Attached to this application is the tax-exemption letters for ACCC (EIN # 26-1672457) and Antioch University (EIN# 31-0536640).

Part V Line 3(a) – List of Trustees/Officers, Qualifications, Average Hours Worked, and Duties:

Lee Morgan – Trustee and President

Mr. Morgan recently retired as president and CEO of the Antioch Company, a business founded by his father in 1926. He earned his undergraduate degree at Antioch College in business administration. After two years of volunteer work in rural South India, Lee joined the Antioch Company in 1968. Lee helped convert the company to an employee-owned business in 1979. Since then Lee has provided leadership and service to more than a dozen non-profit organizations and corporate boards, including Culture Works, Friends Care Center, Dayton Amateur Soccer League, WYSO, Yellow Springs Instruments Company, the Direct Selling Association, and the Direct Selling Education Foundation, as well serving as an Antioch University trustee for 13 years. The Morgan family has been an integral part of Antioch University's history. Both Lee and his father, Ernest Morgan, attended Antioch. In addition, Lee's grandfather, Arthur Morgan, Antioch President from 1920-36, introduced the concept of cooperative education, a major innovation in higher education. Lee is also president of the Yellow Springs-based Morgan Family Foundation.

Mr. Morgan will dedicate an average of 5 to 10 hours per month to the Corporation. His duties as trustee and President of the Corporation are as set forth in the Corporation's Code of Regulations, included in this application under Tab 6.

Frances Degen Horowitz – Trustee and Secretary

Dr. Horowitz holds a B.A. from Antioch College, a Master's degree in elementary education from Goucher College (1954) and a Ph.D. in developmental psychology from the University of Iowa (1959). From 1991 to 2005, she served as president of the City University of New York Graduate Center, where she currently serves as president emerita, university professor, and Interim Jack F. Skirball Director of the Center for Jewish Studies. She also serves on the Boards of the Hebrew Free Loan Society of New York, the New York Jewish Community Relations Council, the American Committee for the Weizmann Institute of Science, Congregation Ansche Chesed, the Black Rock Forest Consortium, the Board of Management of The Century Association, as chair of the Finance Committee of the Society for Research in Child Development, and as the editor of Memoir Essays for the Society for Research in Child Development. Among her honors, she is a fellow of the American Psychological Association; a fellow in the American Association for the Advancement of Science (AAAS), past-president of the Society for Research in Child Development and in 2004 was elected a fellow of the American Academy of Arts and Sciences. From 1985 to 1991, she served as a member of the Antioch University Board of Trustees and from 1983-1985 was president of the Alumni Association.

Dr. Horowitz will dedicate an average of 5 to 10 hours per month to the Corporation. Her duties as trustee and Secretary of the Corporation are as set forth in the Corporation's Code of Regulations, included in this application under Tab 6.

Edward Richard – Trustee and Treasurer

Mr. Richard is president and trustee of the Edward H. Richard Foundation. He is a retired member of the La Jolla Playhouse Board of Trustees, as well as former treasurer and a member of the Nominating, Executive, and Long Range Planning Committees. He is immediate past chairperson of the Board, and president, presently Audit Committee chair and Executive Committee member of Mainly Mozart. He is also a member of the board of the San Diego Symphony Orchestra, and serves on the audit and finance committees. His career has included being a past member of the Finance Committee of the San Diego Museum of Art and a committee member of the San Diego Foundation. He has served several terms as treasurer and trustee of Antioch University, where he chaired the Finance Committee, and was a member of the Executive Committee. He was also on numerous other boards of non-profit organizations around the country. He formerly owned and operated several successful manufacturing companies. At the same time, he had a second career as a top municipal executive of a major American city. He is now president and CEO of Round Realty, Inc., a privately owned real estate investment firm. As a hobby, he produces and coproduces plays, and recently was involved in two productions in London's West End. He is also represented on Broadway as one of the many members of the producers group of the hit musical "Jersey Boys". Ed, along with

Terry Herndon '57 and Hal Roeth '61, founded WYSO, where Ed served as its first station manager.

Mr. Richard will dedicate an average of 5 to 10 hours per month to the Corporation. His duties as trustee and Treasurer of the Corporation are as set forth in the Corporation's Code of Regulations, included in this application under Tab 6.

Part V Line 5(a) – Conflict of Interest Policy:

The Corporation's Conflict of Interest Policy is located in Article 7 of the Code of Regulations included in this application under Tab 6, which was adopted by the Corporation's board of trustees on _____, 2009.

Part VI Line 1(b) – Provision of Funds to Organizations:

As set forth in the narrative description of the Corporation's activities, the Corporation will provide funds to ACCC or, upon the occurrence of one or more of the events set forth in Article III(b) of the Corporation's Articles of Incorporation, to Antioch University.

The Corporation will provide funds to its supported organization at such times and in such amounts as the Corporation's board of trustees deems appropriate and in furtherance of the purposes of the supported organization.

Part VI Line 2 – Limitation of Provision of Funds to Specific Individuals

Some of the donors of the funds maintained by the Corporation provided restrictions on the types of individuals that may receive such funds. For example, some donors have instructed that the funds be used to provide scholarships to individuals who demonstrate financial need. The Corporation will instruct its supported organization regarding any restrictions imposed by donors and will require the supported organization to demonstrate that its use of the funds complies with the applicable restrictions.

Part VIII Line 7(b) – Management of Activities

The Corporation will employ an investment manager to manage the funds that the Corporation holds for the benefit of its supported organization. The Corporation has not yet selected an investment manager, but the investment manager will not have a business or family relationship with any of the Corporation's trustees or officers.

Part VIII Line 13 – Distributions to Organizations:

(b) As set forth in the narrative description of the Corporation's activities, the Corporation will provide funds to ACCC or, upon the occurrence of one or more of the events set forth in Article III(b) of the Corporation's Articles of Incorporation, to Antioch University. Both ACCC and Antioch University are public charities under Section 501(c)(3) of the Internal Revenue Code. These funds will be used to further the

educational mission of the Corporation's supported organization. The Corporation was formed as a supporting organization of a public charity under Section 501(c)(3) of the Internal Revenue Code. Therefore, the Corporation's distributions to its supported organization will directly further the Corporation's exempt purpose of supporting the charitable purposes of its supported organization.

(d) The Corporation's supported organization is ACCC. Upon the occurrence of one or more of the events set forth in Article III(b) of the Corporation's Articles of Incorporation, the Corporation's supported organization will become Antioch University. The Corporation is related to its supported organization in that the Corporation's board of trustees is elected by and responsible to the board of trustees of the Corporation's supported organization. Currently, each member of the Corporation's board of trustees is also a member of ACCC's board of trustees.

(e) The Corporation will maintain proper accounting records with respect to all distributions that the Corporation makes to its supported organization.

(f) The Corporation will only make distributions to the Corporation's supported organization.

(g) The Corporation was formed to support the charitable purposes of ACCC or, upon the occurrence of one or more of the events listed in Article III(b) of the Corporation's Articles of Incorporation, Antioch University. Both ACCC and Antioch University are public charities under Section 501(c)(3) of the Internal Revenue Code. Therefore, provided that funds disbursed by the Corporation to the supported organization are used toward the charitable purposes of the supported organization, such use will further the Corporation's exempt purpose.

Upon request from the supported organization, the Corporation will make disbursements to the supported organization. The requests for disbursements will set forth the purposes for which such disbursements will be used. The Corporation will require the supported organization to submit quarterly reports detailing the use of the disbursed funds in order to ensure that such funds were used for the supported organization's exempt purpose.

Part VIII Line 15 – Close Connection:

The Corporation has a close connection with ACCC, which is the Corporation's supported organization. The Corporation's board of trustees is elected by the board of trustees of the supported organization. Currently, each member of the Corporation's board of trustees is a member of ACCC's board of trustees. Upon the occurrence of one or more of the events listed in Article III(b) of the Corporation's Articles of Incorporation, the Corporation's supported organization will become Antioch University, and the Corporation's board of trustees will be elected by the board of trustees of Antioch University.

TAB - 8

Continuation Fund, Inc.
EIN: 27-0633051
Narrative Responses

Part IX – A Statement of Revenue and Expenses – Line 16:

The amounts listed on Line 16 represent the estimated distributions to the supported organization to fund certain scholarships and expenses with respect to Antioch College in accordance with the respective donors' instructions/restrictions. It is estimated that 2.0% of the Endowment Assets will be used for such purposes in 2010 and 3.0% in 2011. The Corporation intends for the distribution percentage of the Endowment Assets to increase as more students enroll into Antioch College.

Part IX – A Statement of Revenue and Expenses – Line 23:

The amounts listed on Line 23 represent the estimated investment management fees associated with the custody, management, and investment of the Endowment Assets.

Part IX – B Balance Sheet – Line 7:

The Endowment Assets will be invested in various mutual and money market funds and other low-to-moderate risk level investment vehicles in accordance with the Corporation's investment policy. The Corporation has not yet completed its investment policy or taken ownership of the Endowment Assets.

TAB - 9

Continuation Fund, Inc.
EIN: 27-0633051
Schedule D Narrative Responses

Section II Line 2:

As set forth in Article III(e) of the corporation's Articles of Incorporation, the corporation's board of trustees is elected by the board of trustees of the supported organization. The corporation's supported organization is Antioch College Continuation Corporation. *See* Article III(a) of the corporation's Articles of Incorporation. Upon the occurrence of one of the specified events set forth in Article III(b) of the Articles of Incorporation, the supported organization will become Antioch University. If the supported organization becomes Antioch University, the corporation's board of trustees will be elected by the board of trustees of Antioch University.

TAB - 10

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **MAY 21 2009**

ANTIOCH COLLEGE CONTINUATION
CORPORATION
C/O MARTHA J SWETERLITSCH
41 S HIGH ST SUITE 2600
COLUMBUS, OH 43215

Employer Identification Number:
26-1672457
DLN:
17053084002039
Contact Person:
RACHEL M LEIFHEIT ID# 31617
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
December 7, 2007
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

ANTIOCH COLLEGE CONTINUATION

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert Choi". The signature is fluid and cursive, with the first name "Robert" and last name "Choi" clearly distinguishable.

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Publication 4221-PC

Letter 947 (DO/CG)

TAB - 11

Internal Revenue Service

Department of the Treasury

P. O. Box 2508
Cincinnati, OH 45201

Date: August 9, 2002

Person to Contact:
Kimberly Ann Mahan
Customer Service Specialist
Toll Free Telephone Number:
8:00 a.m. to 6:30 p.m. EST
877-829-5500

Antioch University
150 E S College St.
Yellow Springs, OH 45387

Fax Number:
513-263-3756
Federal Identification Number:
31-0536640
Accounting Period Ends:
June 30

Dear Sir or Madam:

This is in response to your request for a letter affirming your organization's exempt status.

In December 1931 we issued a determination letter that recognized your organization as exempt from federal income tax under section 101(6) of the Internal Revenue Code of 1939 (now section 501(c)(3) of the Internal Revenue Code of 1986). That determination letter is still in effect.

Based on information submitted subsequently, we classified your organization as a publicly supported organization, and not a private foundation, because it is described in sections 509(a)(1) and 170(b)(1)(A)(ii) of the Code. This classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's purposes, character, method of operations, or sources of support have changed, please let us know so we can consider the effect of the change on the organization's exempt status and foundation status.

Revenue Procedure 75-50, published in Cumulative Bulletin 1975-2 on page 587, sets forth guidelines and record keeping requirements for determining whether private schools have racially nondiscriminatory policies as to students. Your organization must comply with this revenue procedure to maintain its tax-exempt status.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.

As of January 1, 1984, your organization is liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more the organization pays to each of its employees during a calendar year. There is no liability for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Antioch University
31-0536640

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, these organizations are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

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

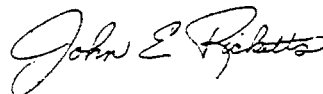
Your organization is not required to file federal income tax returns unless it is subject to the tax on unrelated business income under section 511 of the Code. If your organization is subject to this tax, it must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your organization's present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

The law requires you to make your organization's annual return available for public inspection without charge for three years after the due date of the return. If your organization had a copy of its application for recognition of exemption on July 15, 1987, it is also required to make available for public inspection a copy of the exemption application, any supporting documents and the exemption letter to any individual who requests such documents in person or in writing. You can charge only a reasonable fee for reproduction and actual postage costs for the copied materials. The law does not require you to provide copies of public inspection documents that are widely available, such as by posting them on the Internet (World Wide Web). You may be liable for a penalty of \$20 a day for each day you do not make these documents available for public inspection (up to a maximum of \$10,000 in the case of an annual return).

Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the organization's permanent records.

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

Sincerely,

A handwritten signature in black ink, reading "John E. Ricketts". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

John E. Ricketts, Director, TE/GE
Customer Account Services

TAB 1