" FOR PUBLIC INSPECTION "

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 07/01, 2010, and ending 06/30, 20 11

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization: SESAME WORKSHOP
	Doing Business As
	Number and street (or P.O. box if mail is not delivered to street address): ONE LINCOLN PLAZA — Room/suite
	City or town, state or country, and ZIP + 4: NEW YORK, NY 10023
	F Name and address of principal officer: GARY KNELL, ONE LINCOLN PLAZA NEW YORK, NY 10023

D Employer identification number: 13-2655731

E Telephone number: (212) 595-3456

G Gross receipts $ 141,602,737.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No — If "No," attach a list. (see instructions)

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.SESAMEWORKSHOP.ORG

H(c) Group exemption number ▶

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶ — L Year of formation: 1970 — M State of legal domicile: NY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities:
OUR MISSION IS TO USE THE EDUCATIONAL POWER OF MEDIA TO HELP CHILDREN EVERYWHERE REACH THEIR HIGHEST POTENTIAL.

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	24.
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	23.
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	1,407.
6	Total number of volunteers (estimate if necessary)	6	0.
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	691,952.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	227,182.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	41,661,489.	41,036,914.
	9	Program service revenue (Part VIII, line 2g)	29,890,367.	28,241,859.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	979,794.	4,100,482.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	58,074,763.	59,663,045.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	130,606,413.	133,042,300.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	309,526.	560,022.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	54,232,617.	64,453,033.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	119,705.	6,000.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 5,064,541.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	75,335,708.	74,070,686.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	129,997,556.	139,089,741.
	19	Revenue less expenses. Subtract line 18 from line 12	608,857.	-6,047,441.

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	399,071,702.	411,635,078.
	21	Total liabilities (Part X, line 26)	47,940,565.	55,776,821.
	22	Net assets or fund balances. Subtract line 21 from line 20	351,131,137.	355,858,257.

Part II Signature Block

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

Sign Here ▶ Signature of officer — Date

TAXPAYER'S COPY

▶ Type or print name and title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ▶ ☐	PTIN
	ORIGINAL SIGNED BY SCOTT THOMPSETT - PTIN: P00741490				P00741490
	Firm's name ▶ GRANT THORNTON LLP			Firm's EIN ▶ 36-6055558	
	Firm's address ▶ 666 THIRD AVENUE NEW YORK, NY 10017-4057			Phone no. 212-599-0100	

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

JSA
0E1010 1.000

4898CE 700J

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . . . [X]

1 Briefly describe the organization's mission:

SESAME WORKSHOP'S MISSION IS TO USE THE EDUCATIONAL POWER OF MEDIA TO HELP CHILDREN EVERYWHERE REACH THEIR HIGHEST POTENTIAL.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . . [ ] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . . [ ] Yes [X] No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses $ 72,494,267. including grants of $ 560,022.) (Revenue $ 29,103,613.)

ATTACHMENT 1

4b (Code:) (Expenses $ 12,429,991. including grants of $ 0.) (Revenue $ 1,512,325.)

ATTACHMENT 2

4c (Code:) (Expenses $ 32,628,526. including grants of $ 0.) (Revenue $ 10,742,385.)

ATTACHMENT 3

4d Other program services. (Describe in Schedule O.) ATTACHMENT 4

(Expenses $ 1,384,755. including grants of $ 0.) (Revenue $ 0.)

4e Total program service expenses ▶ 118,937,539.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Parts I and IV*	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15	X	
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25 a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35	X	
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☐ Yes ☒ No			
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O.	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	393		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1,407		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file.* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	X	
b	If "Yes," enter the name of the foreign country: ▶ UNITED KINGDOM See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	24		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	23		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Does the organization have members or stockholders?	6			X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a			X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			X

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X	
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	X	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ ATTACHMENT 5

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
[X] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ DARYL MINTZ, EVP & CFO; ONE LINCOLN PLAZA NEW YORK, NY 10023
(212)595-3456

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

Check if Schedule O contains a response to any question in this Part VII . . . . [X]

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) VINCENT A. MAI CHAIRMAN OF THE BOARD	1.00	X						0.	0.	0.
(2) JOAN GANZ COONEY CHAIRMAN OF EXECUTIVE COM.	1.00	X						0.	0.	0.
(3) LLOYD N. MORRISETT CHAIRMAN EMERITUS OF THE BOARD	1.00	X						0.	0.	0.
(4) JEFFREY N. WATANABE FORMER CHAIRMAN OF THE BOARD	.50	X						0.	0.	0.
(5) FABIOLA R. ARREDONDO TRUSTEE	.50	X						0.	0.	0.
(6) JOANNA BARSH TRUSTEE	1.00	X						0.	0.	0.
(7) LISA CAPUTO TRUSTEE	.50	X						0.	0.	0.
(8) MILTON CHEN TRUSTEE	.50	X						0.	0.	0.
(9) DANIELLA LIPPER COULES TRUSTEE	.50	X						0.	0.	0.
(10) MARTIN GOMEZ TRUSTEE	.50	X						0.	0.	0.
(11) JANE HARTLEY TRUSTEE	1.00	X						0.	0.	0.
(12) CRAIG M. HATKOFF TRUSTEE	.50	X						0.	0.	0.
(13) PETER HERO TRUSTEE	.50	X						0.	0.	0.
(14) RACHEL HINES TRUSTEE	1.00	X						0.	0.	0.
(15) SANFORD M. LITVACK TRUSTEE	1.00	X						0.	0.	0.
(16) ADAM FRANKEL TRUSTEE	.50	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(17) KYLE PRUETT TRUSTEE	.50	X						0.	0.	0.
(18) KEITH REINHARD TRUSTEE	1.00	X						0.	0.	0.
(19) LINDA G. ROBERTS TRUSTEE	.50	X						0.	0.	0.
(20) SUSAN SOLOMON TRUSTEE	.50	X						0.	0.	0.
(21) MERYL TISCH TRUSTEE	.50	X						0.	0.	0.
(22) ELLEN WARTELLA TRUSTEE	1.00	X						0.	0.	0.
(23) DEBORAH C. WRIGHT TRUSTEE	.50	X						0.	0.	0.
(24) GARY KNELL PRESIDENT & CEO	50.00	X		X				929,629.	0.	58,827.
(25) H. MELVIN MING CHIEF OPERATING OFFICER	50.00			X				533,966.	0.	50,606.
(26) TERRENCE FITZPATRICK EXECUTIVE VP, DISTRIBUTION	50.00			X				400,537.	0.	39,204.
(27) SHERRIE ROLLINS-WESTIN EVP, CHIEF MARKETING OFFICER	50.00			X				398,179.	0.	65,713.
(28) SUSAN KOLAR EVP, CHIEF ADMINISTRATIVE OFF.	50.00			X				339,198.	0.	62,227.
1b Sub-total ▶								2,601,509.	0.	276,577.
c Total from continuation sheets to Part VII, Section A ATTACHMENT 6 ▶								5,004,142.	0.	596,881.
d Total (add lines 1b and 1c) ▶								7,605,651.	0.	873,458.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 142

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 7		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 94

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 2,129,469.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 6,971,992.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 31,935,453.				
	g Noncash contributions included in lines 1a-1f: $					
	h **Total.** Add lines 1a-1f ▶		41,036,914.			
Program Service Revenue		Business Code				
	2a CONTENT DISTRIBUTION	900099	27,558,473.	27,497,343.	61,130.	
	b MEDIA PRODUCTION	900099	683,386.	683,386.		
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f ▶		28,241,859.			
	3 Investment income (including dividends, interest, and other similar amounts) ▶		3,611,098.		630,822.	2,980,276.
	4 Income from investment of tax-exempt bond proceeds ▶		0.			
	5 Royalties ▶		46,930,656.			46,930,656.

	(i) Real	(ii) Personal
6a Gross Rents		
b Less: rental expenses		
c Rental income or (loss)		

Other Revenue		(A)	(B)	(C)	(D)
	6d Net rental income or (loss) ▶	0.			

	(i) Securities	(ii) Other
7a Gross amount from sales of assets other than inventory	5,186,307.	
b Less: cost or other basis and sales expenses	4,696,923.	
c Gain or (loss)	489,384.	

			(A)	(B)	(C)	(D)
7d	Net gain or (loss) ▶		489,384.			489,384.
8a	Gross income from fundraising events (not including $ 2,129,469. of contributions reported on line 1c). See Part IV, line 18 . . . a	132,300.				
b	Less: direct expenses . . . b	516,375.				
c	Net income or (loss) from fundraising events ▶		-384,075.			-384,075.
9a	Gross income from gaming activities. See Part IV, line 19 . . . a					
b	Less: direct expenses . . . b					
c	Net income or (loss) from gaming activities ▶		0.			
10a	Gross sales of inventory, less returns and allowances . . . a	16,463,603.				
b	Less: cost of goods sold . . . b	3,347,139.				
c	Net income or (loss) from sales of inventory ▶		13,116,464.	13,116,464.		
	Miscellaneous Revenue	Business Code				
11a						
b						
c						
d	All other revenue					
e	**Total.** Add lines 11a-11d ▶		0.			
12	**Total revenue.** See instructions ▶		133,042,300.	41,297,193.	691,952.	50,016,241.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	250,000.	250,000.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	310,022.	310,022.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	5,944,376.	4,940,271.	306,561.	697,544.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	48,142,971.	38,907,389.	7,445,663.	1,789,919.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	4,100,138.	2,967,764.	948,802.	183,572.
9 Other employee benefits	3,343,394.	2,390,032.	734,345.	219,017.
10 Payroll taxes	2,922,154.	2,536,359.	237,700.	148,095.
11 Fees for services (non-employees):				
a Management	19,367.			19,367.
b Legal	1,803,923.	1,559,807.	241,585.	2,531.
c Accounting	642,221.	144,386.	448,335.	49,500.
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17	6,000.			6,000.
f Investment management fees	161,581.		161,581.	
g Other	26,597,520.	26,390,659.	8,400.	198,461.
12 Advertising and promotion	2,166,172.	1,991,497.	49,792.	124,883.
13 Office expenses	4,506,883.	3,929,586.	433,669.	143,628.
14 Information technology	9,228,890.	7,327,856.	1,329,809.	571,225.
15 Royalties	881,077.	881,056.		21.
16 Occupancy	8,188,763.	6,950,230.	843,985.	394,548.
17 Travel	3,069,080.	2,512,633.	349,323.	207,124.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	507,354.	476,036.	28,675.	2,643.
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	12,683,372.	11,308,451.	1,101,604.	273,317.
23 Insurance	758,658.	401,256.	324,256.	33,146.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a BAD DEBT EXPENSE	577,504.	577,504.		
b TAXES	141,702.	48,126.	93,576.	
c MISCELLANEOUS	312,449.	312,449.		
d DISTRIBUTION EXPENSES	1,824,170.	1,824,170.		
e				
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	139,089,741.	118,937,539.	15,087,661.	5,064,541.
26 **Joint Costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

					(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing				1	
	2	Savings and temporary cash investments			48,664,435.	2	28,088,794.
	3	Pledges and grants receivable, net			15,729,083.	3	17,623,090.
	4	Accounts receivable, net			25,565,900.	4	29,666,360.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			1,491,224.	8	1,329,881.
	9	Prepaid expenses and deferred charges			12,238,432.	9	10,190,290.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	17,975,100.			
	b	Less: accumulated depreciation	10b	6,172,480.	5,871,627.	10c	11,802,620.
	11	Investments - publicly traded securities			46,148,888.	11	79,586,047.
	12	Investments - other securities. See Part IV, line 11			36,043,908.	12	30,024,016.
	13	Investments - program-related. See Part IV, line 11				13	
	14	Intangible assets			71,917,900.	14	65,023,340.
	15	Other assets. See Part IV, line 11			135,400,305.	15	138,300,640.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)			399,071,702.	16	411,635,078.
Liabilities	17	Accounts payable and accrued expenses			26,104,856.	17	32,490,596.
	18	Grants payable				18	
	19	Deferred revenue			21,835,709.	19	23,286,225.
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities. Complete Part X of Schedule D				25	
	26	**Total liabilities.** Add lines 17 through 25			47,940,565.	26	55,776,821.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ X and complete lines 27 through 29, and lines 33 and 34.**					
	27	Unrestricted net assets			335,195,515.	27	337,839,271.
	28	Temporarily restricted net assets			15,935,622.	28	18,018,986.
	29	Permanently restricted net assets				29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building, or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			351,131,137.	33	355,858,257.
	34	Total liabilities and net assets/fund balances			399,071,702.	34	411,635,078.

Part XI **Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI . . . . . . [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	133,042,300.
2	Total expenses (must equal Part IX, column (A), line 25)	2	139,089,741.
3	Revenue less expenses. Subtract line 2 from line 1	3	-6,047,441.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	351,131,137.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	10,774,561.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	355,858,257.

Part XII **Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII . . . . . . [ ]

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: [ ] Separate basis [X] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b	X	

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 [ ] A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ______

5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 [X] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 [ ] An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 [ ] An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 [ ] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [ ] Type I b [ ] Type II c [ ] Type III - Functionally integrated d [ ] Type III - Other

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . . . [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	No	(v) Did you notify the organization in col. (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	No	(vii) Amount of support
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)** (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	33,972,937.	37,486,159.	43,363,801.	41,661,489.	41,036,914.	197,521,300.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	33,972,937.	37,486,159.	43,363,801.	41,661,489.	41,036,914.	197,521,300.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						7,284,772.
6 **Public support.** Subtract line 5 from line 4.						190,236,528.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	33,972,937.	37,486,159.	43,363,801.	41,661,489.	41,036,914.	197,521,300.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	53,329,121.	52,706,024.	51,773,398.	45,328,460.	49,910,932.	253,047,935.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	596,620.	1,449,994.	-726,195.	411,674.	691,952.	2,424,045.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						452,993,280.

12 Gross receipts from related activities, etc. (see instructions) . . . **12** 217,617,429.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) . . . **14** 42.00 %

15 Public support percentage from 2009 Schedule A, Part II, line 14 . . . **15** 40.31 %

16a **33 1/3% support test - 2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support test - 2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10%-facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10%-facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organzation meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

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

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ **Complete if the organization is described below.**

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No. 1545-0047

2010

Open to Public Inspection

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35a (Proxy Tax), then

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

Name of organization	Employer identification number
SESAME WORKSHOP	13-2655731

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

1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV.

2 Political expenditures . . . . . ▶ $ ______

3 Volunteer hours . . . . . ______

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

1 Enter the amount of any excise tax incurred by the organization under section 4955 . . . . . ▶ $ 0.

2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . ▶ $ ______

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? . . . . . ☐ Yes ☐ No

4a Was a correction made? . . . . . ☐ Yes ☐ No

b If "Yes," describe in Part IV.

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . . . . . ▶ $ ______

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities . . . . . ▶ $ ______

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b . . . . . ▶ $ ______

4 Did the filing organization file **Form 1120-POL** for this year? . . . . . ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

A Check ▶ ☐ if the filing organization belongs to an affiliated group.

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply.

	Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	0.	
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	0.	
c	Total lobbying expenditures (add lines 1a and 1b)	0.	
d	Other exempt purpose expenditures	118,937,539.	
e	Total exempt purpose expenditures (add lines 1c and 1d)	118,937,539.	
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e.
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000.
Over $17,000,000	$1,000,000.

		(a)	(b)
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.	
h	Subtract line 1g from line 1a. If zero or less, enter -0-		
i	Subtract line 1f from line 1c. If zero or less, enter -0-		

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2 a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	137,237.	41,415.	41,182.	0.	219,834.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures	0.	0.	0.	0.	0.

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

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total. Add lines 1c through 1i			
2 a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."**

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

SCHEDULE C, PART II-A

SESAME WORKSHOP DID NOT UNDERTAKE ANY LOBBYING ACTIVITIES IN THE YEAR ENDING JUNE 30, 2011. THE ORGANIZATION COMPLETES A SCHEDULE C BECAUSE IT HAS PREVIOUSLY MADE THE FORM 5768 ELECTION.

Part IV **Supplemental Information** *(continued)*

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2010
Open to Public Inspection

Name of the organization: SESAME WORKSHOP
Employer identification number: 13-2655731

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II **Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ________

4 Number of states where property subject to conservation easement is located ▶ ________

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ________

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ________

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ________

(ii) Assets included in Form 990, Part X ▶ $ ________

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ________

b Assets included in Form 990, Part X ▶ $

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

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

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

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ▶ ________ %

b Permanent endowment ▶ ________ %

c Term endowment ▶ ________ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		3,600,922.	1,408,740.	2,192,182.
e Other		14,374,178.	4,763,740.	9,610,438.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				11,802,620.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) HEDGE FUND	5,616,998.	FMV
(B) FUND OF FUNDS	14,674,214.	FMV
(C) PRIVATE EQUITY	9,732,804.	FMV
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 12.)* ▶	30,024,016.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

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

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) OTHER ASSETS	2,640,067.
(2) ADVANCES DUE FROM SUBSIDIARIES	120,603,880.
(3) INVESTMENT IN SUBSIDIARIES	15,056,693.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	138,300,640.

Part X Other Liabilities. See Form 990, Part X, line 25.

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

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

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

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	

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

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV **Suppleme...al Information** *(continued)*

FIN 48 FOOTNOTE - ASC 740: INCOME TAXES.

PART X, LINE 2.

EFFECTIVE JULY 1, 2009, THE COMPANY ADOPTED THE PROVISIONS OF FASB INTERPRETATION NO. 48 ("FIN 48") "ACCOUNTING FOR UNCERTAINTIES IN INCOME TAXES - AN INTERPRETATION OF FASB STATEMENT NO. 109," NOW INCORPORATED IN ACCOUNTING STANDARDS CODIFICATION ("ASC") 740. ASC 740-10 CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, INCLUDING ISSUES RELATING TO FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT. THIS SECTION PROVIDES THAT THE TAX EFFECTS FROM AN UNCERTAIN TAX POSITION CAN BE RECOGNIZED IN THE FINANCIAL STATEMENTS ONLY IF THE POSITION IS "MORE-LIKELY-THAN-NOT" TO BE SUSTAINED IF THE POSITION WERE TO BE CHALLENGED BY A TAXING AUTHORITY. THE ASSESSMENT OF THE TAX POSITION IS BASED SOLELY ON THE TECHNICAL MERITS OF THE POSITION, WITHOUT REGARD TO THE LIKELIHOOD THAT THE TAX POSITION MAY BE CHALLENGED.

THE COMPANY IS EXEMPT FROM FEDERAL AND NEW YORK INCOME TAXATION BY VIRTUE OF BEING AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND SIMILAR PROVISIONS OF THE NEW YORK STATE TAX CODE. NEVERTHELESS, THE COMPANY MAY BE SUBJECT TO TAX ON INCOME UNRELATED TO ITS EXEMPT PURPOSE, UNLESS THAT INCOME IS OTHERWISE EXCLUDED BY THE CODE. THE TAX YEARS ENDING JUNE 30 2008, 2009 AND 2010 ARE STILL OPEN TO AUDIT FOR BOTH FEDERAL AND STATE PURPOSES. THE ADOPTION OF ASC 740-10 DID NOT HAVE A MATERIAL IMPACT ON THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS, AS MANAGEMENT DETERMINED THAT THERE ARE NO UNCERTAIN TAX POSITIONS WITHIN ITS CONSOLIDATED FINANCIAL STATEMENTS.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . [X] Yes [ ] No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

	(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1)	CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	DIST.OF EDUCATN. MEDIA	35,802.
(2)	NORTH AMERICA			PROGRAM SERVICES	DIST.OF EDUCATN. MEDIA	1,141,276.
(3)	SUB-SAHARAN AFRICA			PROGRAM SERVICES	DIST.OF EDUCATN. MEDIA	1,331,378.
(4)	MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	DIST.OF EDUCATN. MEDIA	3,628,409.
(5)	EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	DIST.OF EDUCATN. MEDIA	2,059,006.
(6)	EUROPE			PROGRAM SERVICES	DIST.OF EDUCATN. MEDIA	2,189,004.
(7)	RUSSIA/INDEPENDENT STATES			PROGRAM SERVICES	DIST.OF EDUCATN. MEDIA	2,683.
(8)	SOUTH AMERICA			PROGRAM SERVICES	DIST.OF EDUCATN. MEDIA	418,090.
(9)	SOUTH ASIA			PROGRAM SERVICES	DIST.OF EDUCATN. MEDIA	3,903,183.
(10)	SOUTH ASIA			PROGRAM SERVICES	OUTREACH ACTIVITIES	1,713,000.
(11)	CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		6,483,000.
(12)						
(13)						
(14)						
(15)						
(16)						
(17)						
3a	Sub-total					22,904,831.
b	Total from continuation sheets to Part I					
c	**Totals** (add lines 3a and 3b)					22,904,831.

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 . . . . ▶ ☐

Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SOUTH ASIA	TO PRODUCE T	310,022.	WIRE TRANSFR			CASH VALUE
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ▶

3 Enter total number of other organizations or entities . . . . ▶ 1.

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV **Foreign Forms**

1	Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	[X] Yes	[ ] No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*	[ ] Yes	[X] No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see Instructions for Form 5471)*	[X] Yes	[ ] No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*	[ ] Yes	[X] No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*	[X] Yes	[ ] No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)*	[ ] Yes	[X] No

Part V **Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

PART 1

LINE 2

THE ORGANIZATION RECEIVES MONTHLY COST REPORTS AND AT THE CONCLUSION OF A PROJECT, AN AUDITED FINANCIAL REPORT IS REQUIRED PRIOR TO FINAL PAYMENT.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047
2010
Open To Public Inspection

Name of the organization: SESAME WORKSHOP
Employer identification number: 13-2655731

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

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

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶						

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

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

		(a) Event #1 ANNUAL GALA (event type)	(b) Event #2 (event type)	(c) Other Events 0. (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	2,261,769.			2,261,769.
	2 Less: Charitable contributions	2,129,469.			2,129,469.
	3 Gross income (line 1 minus line 2)	132,300.			132,300.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	55,000.			55,000.
	7 Food and beverages	131,819.			131,819.
	8 Entertainment	123,773.			123,773.
	9 Other direct expenses	205,783.			205,783.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(516,375.)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-384,075.

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: ____________

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

b If "No," explain: ____________

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

b If "Yes," explain: ____________

JSA
0E1282 1.000
4898CE 700J

11 Does the organization operate gaming activities with nonmembers? . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

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

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

Name ▶ ______________________________

Address ▶ ______________________________

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ______________ and the amount of gaming revenue retained by the third party ▶ $ ______________.

c If "Yes," enter name and address of the third party:

Name ▶ ______________________________

Address ▶ ______________________________

16 Gaming manager information:

Name ▶ ______________________________

Gaming manager compensation ▶ $ ______________

Description of services provided ▶ ______________________________

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047
2010
Open to Public Inspection

Name of the organization: SESAME WORKSHOP
Employer identification number: 13-2655731

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) THE JOAN GANZ COONEY CENTER FOR EDUCATIONAL ONE LINCOLN PLAZA NEW YORK, NY 10023	20-8783702	501(C)(3)	250,000.				TO SUPPORT THE ORGAN
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 1.

3 Enter total number of other organizations . . . . . ▶

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

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

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

PART 1, LINE 2

THE ORGANIZATION IS A RELATED ORGANIZATION AND ITS FINANCIAL ACTIVITIES

ARE CONTROLLED BY THE EMPLOYEES OF SESAME WORKSHOP.

SCHEDULE J (Form 990) Department of the Treasury Internal Revenue Service	**Compensation Information** For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23. ▶ Attach to Form 990. ▶ See separate instructions.	OMB No. 1545-0047 **2010** **Open to Public Inspection**

Name of the organization	Employer identification number
SESAME WORKSHOP	13-2655731

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. ☒ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment from the organization or a related organization?	4a	X	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a	X	
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 GARY KNELL	(i)	560,579.	270,000.	99,050.	30,625.	28,202.	988,456.	84,500.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 H. MELVIN MING	(i)	409,002.	117,419.	7,545.	30,625.	19,981.	584,572.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 TERRENCE FITZPATRICK	(i)	325,945.	73,218.	1,374.	30,625.	8,579.	439,741.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 SHERRIE ROLLINS-WESTIN	(i)	321,993.	74,804.	1,382.	30,625.	35,088.	463,892.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 DANIEL VICTOR	(i)	0.	0.	299,314.	0.	25,812.	325,126.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 SUSAN KOLAR	(i)	273,979.	63,881.	1,338.	30,625.	31,602.	401,425.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 LEWIS BERNSTEIN	(i)	274,517.	66,462.	3,719.	30,625.	31,064.	406,387.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 MIRANDA BARRY	(i)	308,289.	44,550.	2,800.	28,907.	12,629.	397,175.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 MYUNG KANG-HUNEKE	(i)	286,974.	66,170.	618.	30,625.	4,618.	389,005.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 DARYL MINTZ	(i)	226,807.	63,325.	540.	28,918.	22,661.	342,251.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 CAROL-LYNN PARENTE	(i)	248,497.	50,500.	875.	30,618.	7,346.	337,836.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 MAURA REGAN	(i)	268,032.	54,550.	1,702.	29,702.	25,747.	379,733.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13 SCOTT CHAMBERS	(i)	220,177.	46,450.	545.	25,529.	23,603.	316,304.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
14 JOSEPH MAZZARINO	(i)	541,165.	15,000.	0.	0.	0.	556,165.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
15 ANITA STEWART	(i)	187,254.	233,690.	1,688.	27,746.	4,991.	455,369.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
16 CAROLL SPINNEY	(i)	278,896.	0.	3,703.	14,138.	17,335.	314,072.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

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

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JERALD HARVEY	(i)	0.	0.	105,200.	0.	12,337.	117,537.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 PETER VAN RODEN	(i)	227,939.	35,649.	1,213.	29,125.	23,841.	317,767.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 CARALYNN SANDORF	(i)	268,777.	44,550.	888.	18,147.	22,114.	354,476.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 PATRICIA CALLAHAN	(i)	206,975.	50,955.	794.	26,875.	9,616.	295,215.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 SUZANNE DUNCAN	(i)	214,094.	49,180.	1,119.	24,584.	7,628.	296,605.	
	(ii)	0.	0.	0.	0.	0.	0.	0.
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

NONQUALIFIED RETIREMENT PLAN

LINE 4B

THE 2010 COMPENSATION PACKAGE OF GARY KNELL, PRESIDENT AND CEO, INCLUDES $ 96,330 INCLUDING INTEREST OF $11,830, WHICH REPRESENTS A PAYOUT OF A 2007 AWARD DEFERRED UNDER THE IRC PLAN 457(F). THE $84,500 REPORTED IN COLUMN F REPRESENTS THE ORIGINAL AWARD REFLECTED IN THE 2007 IRS FORM 990.

COMPENSATION CONTINGENT ON REVENUES

PART I LINE 5A

EFFECTIVE NOVEMBER 2010, THE COMMISSION COMPENSATION PLAN WAS TERMINATED AND THE VICE-PRESIDENT OF CORPORATE SPONSORSHIP PARTICIPATES IN THE ORGANIZATION'S TARGETED INCENTIVE PROGRAM.

NON- FIXED PAYMENTS

PART I, LINE 7

SESAME WORKSHOP MAINTAINS A TARGETED INCENTIVE PROGRAM FOR WHICH ALL FULL TIME STAFF EMPLOYEES ARE ELIGIBLE, OTHER THAN THOSE ON COMMISSION PLANS. THE TARGET AMOUNT OF EACH EMPLOYEE'S INCENTIVE COMPENSATION IS BASED ON A

Part III Supplemental Information

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

COMBINATION OF JOB LEVEL, INDIVIDUAL PERFORMANCE, DEPARTMENTAL PERFORMANCE AND COMPANY PERFORMANCE. THE BOARD OF TRUSTEES DETERMINES WHETHER INCENTIVE COMPENSATION PAYMENTS WILL BE MADE FOR EACH GIVEN YEAR AND THE TOTAL AMOUNT AVAILABLE FOR INCENTIVE COMPENSATION.

SEVERANCE PAYMENT

PART I, LINE 4A

DANIEL VICTOR, FORMER OFFICER, RECEIVED A SEVERANCE PAYMENT OF $ 299,378 DURING THE CURRENT TAX YEAR. JERALD HARVEY, FORMER HIGHEST COMPENSATED EMPLOYEE, RECEIVED A SEVERANCE PAYMENT OF $ 105,200 DURING THE CURRENT TAX YEAR.

SCHEDULE L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open To Public Inspection

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

	(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
Total . . . . . . ▶ $											

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
(1)	DANIEL VICTOR	FORMER OFFICER	81,000.	CONSULTING		X
(2)	NELLIE GREGORIAN	RELATED TO AN OFFICER	247,500.	RESEARCH STUDY		X
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

PROCESS FOR REVIEWING FORM 990

PART VI, SECTION B, LINE 11A

THE FORM 990 IS PREPARED AND REVIEWED BY SESAME WORKSHOP'S INTERNAL FINANCE DEPARTMENT. A SECONDARY REVIEW IS DONE BY THE CEO, THE GENERAL COUNSEL, OUTSIDE TAX COUNSEL AND INDEPENDENT ACCOUNTANTS. SUBSEQUENTLY, THE 990 IS CIRCULATED TO THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES FOR REVIEW AND COMMENT.

COMPLIANCE WITH THE CONFLICT OF INTEREST

PART VI SECTION B, LINE 12C

ALL BOARD MEMBERS, OFFICERS, AND MANAGERS ARE REQUIRED TO REVIEW THE CONFLICT OF INTEREST POLICY ANNUALLY, AND DISCLOSE ANY REAL OR POTENTIAL CONFLICT OF INTEREST IN RESPONSE TO A CONFLICT OF INTEREST QUESTIONNAIRE. THE COMPLETED QUESTIONNAIRES ARE REVIEWED BY THE AUDIT COMMITTEE OF THE BOARD AND THE GENERAL COUNSEL/SECRETARY TO THE BOARD. IN THE EVENT OF A REAL OR POTENTIAL CONFLICT, THE AUDIT COMMITTEE OF THE BOARD AND THE GENERAL COUNSEL/SECRETARY SHALL ENFORCE THE CONFLICT OF INTEREST POLICY'S REQUIREMENT OF RECUSAL FROM PARTICIPATING IN ANY DELIBERATIONS AND DECISIONS RELEVANT TO THE DISCLOSURES.

PROCESS FOR REVIEW OF COMPENSATION

PART VI SECTION B; LINES 15A AND 15B

EACH YEAR, THE PERSONNEL & COMPENSATION COMMITTEE OF THE BOARD - COMPRISED OF INDEPENDENT TRUSTEES - REVIEWS THE ORGANIZATION'S

Name of the organization: SESAME WORKSHOP | Employer identification number: 13-2655731

COMPENSATION PHILOSOPHY AND WORKS WITH AN INDEPENDENT, THIRD PARTY COMPENSATION CONSULTING FIRM TO COLLECT COMPARABLE MARKET DATA TO SET APPROPRIATE SALARY RANGES FOR EACH OF THE POSITIONS HELD BY THE OFFICERS AND KEY EMPLOYEES. IN SO DOING, THE COMMITTEE TAKES INTO CONSIDERATION THE COMPETITIVE LABOR MARKETPLACE FOR SUCH POSITIONS AND THE COMPARABILITY DATA IN THE NOT-FOR-PROFIT AND THE FOR-PROFIT SECTORS. WITH RESPECT TO THE CEO AND THE COO POSITIONS, THE COMMITTEE TAKES INTO CONSIDERATION ONLY THE COMPARABILITY DATA IN THE NOT-FOR-PROFIT SECTOR. IN ADDITION, THE COMMITTEE TAKES INTO CONSIDERATION THE INTERNAL VALUE OF THE POSITIONS, INCLUDING SCOPE OF RESPONSIBILITY AND EXPERTISE REQUIRED. AT THE COMMITTEE MEETING, THE ANNUAL JOB PERFORMANCE REVIEWS FOR EACH OFFICER AND KEY EMPLOYEE ARE DISCUSSED AND ANY CHANGES IN THE BASE COMPENSATION AND/OR ANY INCENTIVE AWARDS AS DETERMINED THROUGH SESAME WORKSHOP'S TARGETED INCENTIVE PROGRAM ARE REVIEWED AND APPROVED. THE CEO'S ACTUAL JOB PERFORMANCE IS MEASURED THROUGH A DETAILED SURVEY COMPLETED BY THE MEMBERS OF THE BOARD. THE DELIBERATIONS AND DECISIONS OF THE PERSONNEL & COMPENSATION COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED. AT THE FOLLOWING BOARD MEETING, THE PERSONNEL & COMPENSATION COMMITTEE REPORTS ON ITS ACTIONS AND FURTHER INFORMATION MAY BE PROVIDED TO THE FULL BOARD OF TRUSTEES.

HOW SESAME WORKSHOP'S DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC.

PART VI, SECTION C, LINE 19

SESAME WORKSHOP'S FORM 990 IS AVAILABLE ON ITS WEBSITE (HTTP://SUPPORTUS.SESAMEWORKSHOP.ORG) AS IS ITS ANNUAL REPORT, WHICH INCORPORATES AN EXTRACT FROM SESAME WORKSHOP'S AUDITED FINANCIAL

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

STATEMENTS. A FULL COPY OF THE AUDITED FINANCIAL STATEMENTS IS AVAILABLE UPON REQUEST FROM THE OFFICE OF THE CHIEF FINANCIAL OFFICER. IN ADDITION, THE FORM 990 IS AVAILABLE AT GUIDESTAR.COM. SESAME WORKSHOP'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON WRITTEN REQUEST.

PROGRAM SERVICES EXPENSES

PART IX LINE 11G, COLUMN B

OTHER EXPENSES ARE MAINLY PAYMENTS TO THIRD PARTIES FOR PRODUCTION SERVICES FOR SESAME WORKSHOP TELEVISION PROGRAMS.

PART XI RECONCILIATION OF NET ASSETS

LINE 5

UNREALIZED GAINS: $10,464,539.

GRANT TO LAPIS : 310,022. AMOUNT PREPAID AND NOT YET EXPENSED.

PART III STATEMENT OF PROGRAM SERVICES ACCOMPLISHMENTS

LINE 4D: OTHER PROGRAM SERVICES

SESAME STREET IN SCHOOLS:

SESAME WORKSHOP BEGAN RESEARCH AND DEVELOPMENT ON WAYS TO ADAPT SESAME STREET CONTENT FOR USE IN FORMAL PRESCHOOL SETTINGS.

ATTACHMENT 1

FORM 990, PART III - PROGRAM SERVICE, LINE 4A

MASS DISTRIBUTION OF EDUCATIONAL CONTENT. SESAME WORKSHOP CREATES EDUCATIONAL CONTENT FOR CHILDREN AGES 2-10 AND DISTRIBUTES THAT CONTENT IN THE US AND AROUND THE WORLD THROUGH ALL AVAILABLE MEDIA

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

ATTACHMENT 1 (CONT'D)

PLATFORMS INCLUDING TELEVISION, RADIO, PRINT, ONLINE, DIGITAL PLATFORMS, HOME ENTERTAINMENT AND LICENSED PRODUCTS. SESAME WORKSHOP IS MOST WELL KNOWN FOR THE PRE-SCHOOL PROGRAM SESAME STREET WHICH BROADCAST ITS 41ST SEASON ON THE PUBLIC BROADCASTING SERVICE (PBS) IN THE 2010 TAX YEAR. SESAME WORKSHOP DOMESTICALLY PRODUCED 26 NEW ONE HOUR EPISODES IN 2010. THE PUBLIC BROADCASTING SERVICE IS AVAILABLE IN 98% OF HOUSEHOLDS WITH TELEVISIONS IN THE UNITED STATES. IN ADDITION TO THE PBS BROADCAST, SESAME STREET VIDEOS, INTERACTIVE GAMES AND OTHER EDUCATIONAL CONTENT ARE AVAILABLE ON WWW.SESAMESTREET.ORG AND WWW.PBSKIDS.ORG. IN JUNE 2011, OVER 2.5 MILLION PEOPLE VISITED SESAME STREET CONTENT ONLINE AND ALMOST 15.5 MILLION WATCHED SESAME STREET ON PBS. SESAME WORKSHOP ENHANCES THE EDUCATIONAL EXPERIENCE OF SESAME STREET THROUGH THE DISTRIBUTION OF ITS CONTENT IN PRINT, CABLE TELEVISION, DVDS, LIVE SHOWS, THEME PARKS AND DIGITAL PLATFORMS AS WELL AS THROUGH THE LICENSING OF ITS CHARACTERS AND BRAND. THE US VERSION OF SESAME STREET, DUBBED INTO LOCAL LANGUAGES, IS SEEN IN CERTAIN COUNTRIES THROUGH DISTRIBUTION AGREEMENTS WITH LOCAL PUBLIC AND COMMERCIAL BROADCASTERS.

IN 2009, SESAME WORKSHOP LAUNCHED THE REINVENTION OF THE ELECTRIC COMPANY. THE SERIES FOCUSES ON BUILDING LITERACY SKILLS IN CHILDREN AGES 6-9. IN FISCAL 2011, THE ELECTRIC COMPANY ADDED 12 NEW 1/2 -HOUR EPISODES WHICH INCLUDES 12 NARRATIVES AND 74 CURRICULAR SHORTS, WHICH ARE BROADCAST ON PBS AS WELL AS AVAILABLE

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

ATTACHMENT 1 (CONT'D)

ON WWW.PBSKIDSGO.ORG. IN ADDITION, SESAME WORKSHOP PRODUCED AND DELIVERED A NEW ANIMATED STORY/GAMING BRAND EXTENSION CALLED "THE ADVENTURES OF THE ELECTRIC COMPANY ON PRANKSTER PLANET". THE AVERAGE TIME SPENT ON THE PRANKSTER PLANET SITE WAS 28-MINUTES AND THE TEC WEBSITE BECAME THE #2 SITE OF ALL PBS KIDS GO SITES THROUGHOUT JUNE.

ATTACHMENT 2

FORM 990, PART III - PROGRAM SERVICE, LINE 4B

TARGETED THEMED EDUCATIONAL INITIATIVES. SESAME WORKSHOP CREATES AND DISTRIBUTES MULTI-MEDIA EDUCATIONAL INITIATIVES AND MATERIALS THAT ARE TARGETED TO SPECIFIC AUDIENCES OR THAT ADDRESS SPECIFIC EDUCATIONAL NEEDS. THREE SIGNIFICANT NEW INITIATIVES WERE LAUNCHED IN THE 2009 TAX YEAR. THE FIRST ONE WAS TALK, LISTEN, CONNECT: WHEN FAMILIES GRIEVE, THE THIRD PHASE OF THE WORKSHOP'S MILITARY OUTREACH PROGRAM LAUNCHED IN APRIL 2010. THIS INITIATIVE WAS DESIGNED TO HELP FAMILIES COPE WITH THE DEATH OF A LOVED ONE, AND BECAUSE OF THE NEED, WAS DESIGNED TO HELP MILITARY FAMILIES AS WELL AS THE GENERAL PUBLIC

THE RESOURCES CONSISTED OF A BILINGUAL MULTIPLE MEDIA OUTREACH KIT, ONE FOR MILITARY FAMILIES AND ANOTHER VERSION FOR THE GENERAL PUBLIC. THE KIT INCLUDED A DVD FOR CHILDREN AND ADULTS STARRING THE SESAME STREET MUPPETS, PRINT MATERIALS FOR CHILDREN, PARENTS, CAREGIVERS, AND PROGRAM FACILITATORS. ADDITIONAL RESOURCES

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

ATTACHMENT 2 (CONT'D)

INCLUDED ONLINE CONTENT AND COMMUNITY EVENTS. ALL RESOURCES WERE BILINGUAL, IN ENGLISH AND SPANISH.

SESAME WORKSHOP PRODUCED AND DISTRIBUTED 389,420 KITS AT NO COST TO INDIVIDUAL FAMILIES, SCHOOLS, CHILD CARE PROGRAMS, FAMILY SUPPORT PROGRAMS, HOSPITALS AND REHABILITATION CENTERS AND OTHER ORGANIZATIONS SERVING THE NEEDS OF BOTH MILITARY FAMILIES AND THE GENERAL PUBLIC.

FOR THE COMMUNITY EVENTS, SESAME WORKSHOP PARTNERED WITH PBS STATIONS AND COMMUNITY ORGANIZATIONS TO EXECUTE LOCAL SCREENINGS OF THE SPECIAL, PROVIDING OUTREACH KITS, ADDITIONAL RESOURCES ONLINE, AND OVER 30 COMMUNITY EVENTS ALONG WITH DISTRIBUTING 200,000 KITS AND CONNECTING FAMILIES FACING TOUGH TIMES.

THE SECOND INITIATIVE WAS FOOD FOR THOUGHT: EATING WELL ON A BUDGET, WHICH WAS LAUNCHED IN DECEMBER OF 2010, LEVERAGING THE POWER OF THE BELOVED SESAME STREET CHARACTERS TO PROVIDE FAMILIES WITH INFORMATION SO THEY ARE BETTER EQUIPPED TO COPE WITH THE IMPACT OF FOOD INSECURITY (AN ESTIMATED 9.6 MILLION CHILDREN UNDER THE AGE OF SIX ARE EXPERIENCING HUNGER). THIS PROGRAM WAS MADE POSSIBLE BY THE GENEROUS SUPPORT OF UNITED HEALTHCARE AND THE MERCK COMPANY FOUNDATION. THE INITIATIVE PROVIDES PRACTICAL STRATEGIES TO HELP FAMILIES MAKE HEALTHIER FOOD CHOICES AND

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

ATTACHMENT 2 (CONT'D)

CREATES MORE POSITIVE EXPERIENCES IN CONSIDERING ADEQUATE NUTRITION DESPITE A LIMITED BUDGET. THE BILINGUAL MULTIMEDIA OUTREACH KIT INCLUDES AN ORIGINAL DVD, CHILDREN'S BOOK, PARENT/CAREGIVER GUIDE, RECIPE CARDS, ONLINE PROVIDERS GUIDE, TWO ORIGINAL ONLINE INTERACTIVE GAMES, IMPACT STUDY, AND TWO PUBLIC SERVICE MESSAGES. TO DATE, OVER 1 MILLION KITS HAVE BEEN MANUFACTURED AND DISTRIBUTED TO KEY ORGANIZATIONS SUCH AS THE NATIONAL WIC ASSOCIATION (WIC), FEEDING AMERICA, HEAD START ASSOCIATION, SCHOOL, HEALTH CLINICS AND MORE.

THE THIRD INITIATIVE, HAPPY HEALTHY, HEALTHY READY FOR SCHOOL: MATH IS EVERYWHERE, WAS GENEROUSLY FUNDED BY PNC GROW UP GREAT, LAUNCHED IN SEPTEMBER 2010 AND PROVIDES EVERY DAY EXPOSURE TO MATH CONCEPTS THAT INVOLVE COMPLEX THINKING AND REASONING SKILLS AS YOUNG CHILDREN EXPLORE INTERACTIONS WITH OBJECTS, PEOPLE, AND PLACES. MATH IS EVERYWHERE PROVIDES PARENTS, CAREGIVERS, AND EDUCATORS WITH DEVELOPMENTALLY AND EDUCATIONALLY APPROPRIATE INFORMATION AND RESOURCES TO SUPPORT AND EXTEND YOUNG CHILDREN'S EXPLORATION AND UNDERSTANDING OF EARLY MATHEMATICS. MATH IS EVERYWHERE PROVIDES TIPS AND STRATEGIES TO PROMOTE EVERYDAY EXPERIENCES WITH MATHEMATICS AT HOME, IN SCHOOL, AND AT PLACES WHERE FAMILIES ARE ON THE GO. THE BILINGUAL MULTIMEDIA OUTREACH

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

ATTACHMENT 2 (CONT'D)

KIT INCLUDES AN ORIGINAL DVD, CHILDREN'S ACTIVITY BOOK, PARENT/CAREGIVER GUIDE, EDUCATORS GUIDE, ON-THE-GO CARDS, IMPACT STUDY AND PUBLIC SERVICE MESSAGES. TOTAL AMOUNT OF OUTREACH KITS DISTRIBUTED TO DATE ARE 1.3 MILLION.

ATTACHMENT 3

FORM 990, PART III - PROGRAM SERVICE, LINE 4C

INTERNATIONAL ADAPTATIONS OF SESAME STREET. SESAME WORKSHOP PARTNERS WITH LOCAL EXPERTS, INCLUDING EDUCATORS, DONORS, MEDIA ORGANIZATIONS, GOVERNMENTS AND NGOS, TO DEVELOP AND PRODUCE ADAPTATIONS OF SESAME STREET THAT ARE TAILORED TO MEET THE EDUCATIONAL NEEDS OF A PARTICULAR COUNTRY OR REGION. FOR EXAMPLE, PROJECTS IN KOSOVO, NORTHERN IRELAND AND THE MIDDLE EAST FOCUS ON CONFLICT RESOLUTION, WHILE GIRLS' EDUCATION IS ADDRESSED IN EGYPT AND HEALTH AND HYGIENE IN BANGLADESH AND COLOMBIA. SESAME WORKSHOP ALSO PROVIDES TECHNICAL TRAINING TO LOCAL ORGANIZATIONS TO BUILD CAPACITY IN EDUCATIONAL PROGRAMMING AND USES MEDIA TO DELIVER EDUCATIONAL CONTENT. OVER ITS 41 YEAR HISTORY, SESAME WORKSHOP HAS PRODUCED LOCAL ADAPTATIONS IN MORE THAN 30 COUNTRIES AROUND THE WORLD. INTERNATIONAL PROJECTS MAY CONSIST OF MULTIPLE DISTRIBUTION PLATFORMS, DEPENDING ON THE NEEDS OF THE SPECIFIC TERRITORY, INCLUDING TELEVISION, RADIO, PRINT, DIGITAL, COMMUNITY VIEWING AND OUTREACH ACTIVITIES. IN THE 2010 TAX YEAR, SESAME WORKSHOP DELIVERED NEW CONTENT IN A NUMBER OF COUNTRIES INCLUDING

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

ATTACHMENT 3 (CONT'D)

BANGLADESH, COLOMBIA, GERMANY, INDIA, INDONESIA, THE NETHERLANDS, NIGERIA, SOUTH AFRICA, TANZANIA. IN ADDITION, EXISTING MATERIALS CONTINUED TO BE BROADCAST AND DISTRIBUTED IN THE ARAB GULF, BRAZIL, EGYPT, ISRAEL, JORDAN, MEXICO, NORTHERN IRELAND AND THE WEST BANK AND GAZA STRIP.

ATTACHMENT 4

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

DESCRIPTION	GRANTS	EXPENSES	REVENUE
SESAME STREET IN SCHOOLS	0.	1,384,755.	0.
TOTALS	0.	1,384,755.	0.

ATTACHMENT 5

FORM 990, PART VI, LINE 17 - STATES

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

ATTACHMENT 6

PART VII - CONTINUATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES AND HIGHEST COMPENSATED EMPLOYEES

(1)=IND.TRUSTEE/DIR. (2)=INS.TRUSTEE (3)=OFFICER (4)=KEY EMP. (5)=HIGHEST COMP. (6)=FORMER

(A) NAME AND TITLE	(B) HOURS	(C) POSITION (1)(2)(3)(4)(5)(6)	COMPENSATION FROM (D) ORG.	(E) REL. ORG.	(F) OTHER
29 LEWIS BERNSTEIN EVP, EDUCATION, RESRCH & OUTRC	50.00	X	344,698.	0.	61,689.
30 MIRANDA BARRY EVP, CONTENT	50.00	X	355,639.	0.	41,536.
31 MYUNG KANG-HUNEKE EVP, GENERAL COUNSEL	50.00	X	353,762.	0.	35,243.
32 DARYL MINTZ					

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

ATTACHMENT 6 (CONT'D)

EVP, CFO	50.00	X				290,672.	0.	51,579.
33 CARALYNN SANDORF								
EVP, CHIEF DEVELOPMENT OFFICER	50.00	X				314,215.	0.	40,261.
34 CAROL-LYNN PARENTE								
EXECUTIVE PRODUCER	50.00		X			299,872.	0.	37,964.
35 MAURA REGAN								
SVP, GENERAL MANAGER	50.00		X			324,284.	0.	55,449.
36 SCOTT CHAMBERS								
VP, WORLDWIDE MEDIA DISTRIBUTN	50.00		X			267,172.	0.	49,132.
37 ANITA STEWART								
VP, CORPORATE SPONSORSHIP	50.00		X			422,632.	0.	32,737.
38 JOSEPH MAZZARINO								
WRITER SESAME STREET	50.00			X		556,165.	0.	0.
39 CAROLL SPINNEY								
TALENT	40.00			X		282,599.	0.	31,473.
40 PETER VAN RODEN								
VP, THEMED ENTERTAINMENT	50.00			X		264,801.	0.	52,966.
41 PATRICIA CALLAHAN								
VP HUMAN RESOURCES	50.00			X		258,724.	0.	36,491.
42 SUZANNE DUNCAN								
VP CORPORATE MARKETING	50.00			X		264,393.	0.	32,212.
43 DANIEL VICTOR								
EVP, INTERNATIONAL PROJECTS					X	299,314.	0.	25,812.
44 JERALD HARVEY								
SR. ADVISOR FOR ORG. DEVELOPMN					X	105,200.	0.	12,337.

ATTACHMENT 7

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
SONY DADC 1800 N FRUITRIDGE AVENUE TERRE HAUTE, IN 47804	DVD DUPLICATION	4,279,516.
PICTORIAL OFFSET CORPORATION PO BOX 23875 NEWARK, NJ 07189-0875	PRINTING MATERIALS	2,259,565.
BAERHANDS THEATER AND TELEVISION INC. PO BOX 102 RHINECLIFF, NY 12574	TV PRODUCTION SVCES	1,824,806.
MIDITECH PRIVATE LIMITED 225 UDYOG VIHAR PHASE IV HARYANA INDIA	TV PRODUCTION SVCES	1,688,075.

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

ATTACHMENT 7 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
ENTERTAINMENT PARTNERS 2835 N. NAOMI STREET BURBANK, CA 91504-2024	TV PRODUCTION SVCES	4,639,980.
TOTAL COMPENSATION		14,691,942.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2010
Open to Public Inspection

Name of the organization: SESAME WORKSHOP

Employer identification number: 13-2655731

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
(1) SESAME STREET INC. 13-2677928 ONE LINCOLN PLAZA NEW YORK, NY 10023	TITLE HOLDING	DE	501(C)(2)		SESAME WORKS	X	
(2) THE ELECTRIC COMPANY 13-2722079 ONE LINCOLN PLAZA NEW YORK, NY 10023	TITLE HOLDING	DE	501(C)(2)		SESAME WORKS	X	
(3) SW FINANCING 03-0426998 ONE LINCOLN PLAZA NEW YORK, NY 10023	SUPPORTING	DE	501(C)(3)	11A	SESAME WORKS	X	
(4) THE JOAN GANZ COONEY CENTER 20-8783702 ONE LINCOLN PLAZA NEW YORK, NY 10023	EDU. RESEARCH	DE	501(C)(3)	7	SESAME WORKS	X	
(5) GALLI GALLI SIM SIM EDUCATIONAL INITIATI C/O S. BANERJEE/E-1A KAILASH C NEW DELHI, IN	EDU. MEDIA	IN			N/A		
(6)							
(7)							

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) CTW COMMUNICATIONS, INC 13-2422089 ONE LINCOLN PLAZA NEW YORK, NY 10023	HOLDING	DE	SESAME WORKSHOP	C CORP.	23,781.	41,958.	100.0000
(2) SESAME WORKSHOP INITIATIVES (INDIA) PLC 4A PAL MOHAN BHAWAN 110005 NEW DELHI, DELHI IN	EDUCATIONAL MEDIA	IN	SESAME WORKSHOP		431,182.	119,559.	99.0000
(3)							
(4)							
(5)							
(6)							
(7)							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

			Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b	X	
c	Gift, grant, or capital contribution from other organization(s)	1c		X
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m	X	
n	Sharing of paid employees	1n	X	
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a–r)	(c) Amount involved	(d) Method of determining amount involved
(1)	SESAME STREET INC	N	133,100.	COST
(2)	THE JOAN GANZ COONEY CENTER	B	250,000.	COST
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										
(15)										
(16)										

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).