

# Return of Organization Exempt From Income Tax

# 2012

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

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

**A For the 2012 calendar year, or tax year beginning** 07/01, 2012, and ending 06/30, 2013

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization SESAME WORKSHOP			<b>D</b> Employer identification number 13-2655731	
	Doing Business As			<b>E</b> Telephone number (212) 595-3456	
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite		
	City or town, state or country, and ZIP + 4 NEW YORK, NY 10023			<b>G</b> Gross receipts \$ 134,573,929.	
<b>F</b> Name and address of principal officer: H. MELVIN MING ONE LINCOLN PLAZA NEW YORK, NY 10023			<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
			<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				<b>H(c)</b> Group exemption number ▶	
<b>J</b> Website: ▶ WWW.SESAMEWORKSHOP.ORG					
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: 1970		<b>M</b> State of legal domicile: NY

## Part I Summary

<b>Activities &amp; Governance</b>	<b>1</b> 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.		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	24.
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	23.
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a)	<b>5</b>	1,261.
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	
	<b>7a</b> Total gross unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	83,909.
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	43,995.	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	<b>9</b> Program service revenue (Part VIII, line 2g)	26,619,160.	27,304,101.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	30,527,168.	30,911,587.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,121,343.	16,088,047.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	52,716,977.	56,153,234.
		112,984,648.	130,456,969.
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	4,269,027.	94,978.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	59,933,584.	60,981,199.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	186,000.	0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 4,415,880.		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	74,031,513.	59,123,777.
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	138,420,124.	120,199,954.
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	-25,435,476.	10,257,015.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	<b>21</b> Total liabilities (Part X, line 26)	396,390,471.	411,122,900.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20.	65,673,286.	59,980,455.
		330,717,185.	351,142,445.

## 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.

<b>Sign Here</b>	▶ Signature of officer	Date			
	▶ Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00741490
	Firm's name ▶ GRANT THORNTON LLP	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)					<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

For Paperwork Reduction Act Notice, see the separate instructions.

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III  Yes  No

**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  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  No  
If "Yes," describe these changes on Schedule O.

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: ) (Expenses \$ 65,635,933. including grants of \$ 94,978. ) (Revenue \$ 23,240,826. )

ATTACHMENT 1

**4b** (Code: ) (Expenses \$ 11,081,219. including grants of \$ ) (Revenue \$ 3,556,130. )

ATTACHMENT 2

**4c** (Code: ) (Expenses \$ 19,357,486. including grants of \$ ) (Revenue \$ 4,114,631. )

ATTACHMENT 3

**4d** Other program services (Describe in Schedule O.)  
(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e Total program service expenses** ▶ 96,074,638.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Contains 20 main questions and sub-questions (a-f) regarding organizational requirements and financial reporting.

**Part IV Checklist of Required Schedules (continued)**

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i> . . . . .		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? <i>If "Yes," complete Schedule I, Parts I and III.</i> . . . . .		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? <i>If "Yes," complete Schedule J.</i> . . . . .	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i> . . . . .		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
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? . . . . .		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
25 a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .		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? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .		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? <i>If "Yes," complete Schedule L, Part II.</i> . . . . .		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i> . . . . .		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? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		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? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .	X	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i> . . . . .		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i> . . . . .		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? <i>If "Yes," complete Schedule R, Part I.</i> . . . . .		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i> . . . . .	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .		X
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .		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? <i>If "Yes," complete Schedule R, Part VI.</i> . . . . .		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	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.

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, annual gross receipts, and various organizational requirements.

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

Table with columns for question number, description, and Yes/No checkboxes. Questions 1a-9 cover governing body composition and documentation.

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

Table with columns for question number, description, and Yes/No checkboxes. Questions 10a-16b cover organizational policies on chapters, conflict of interest, whistleblower, and compensation.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 4
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
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

**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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(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	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 15) SANFORD M. LITVACK TRUSTEE	1.00	X						0	0	0
( 16) ADAM FRANKEL TRUSTEE	.50	X						0	0	0
( 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) H. MELVIN MING PRESIDENT & CEO	50.00	X		X				636,572.	0	55,150.
( 25) TERRENCE FITZPATRICK EXECUTIVE VP, DISTRIBUTION	50.00			X				407,669.	0	49,584.
<b>1b Sub-total</b>								0	0	0
<b>c Total from continuation sheets to Part VII, Section A</b>								5,886,067.	0	719,244.
<b>d Total (add lines 1b and 1c)</b>								5,886,067.	0	719,244.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 152

	Yes	No
3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	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? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	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? <i>If "Yes," complete Schedule J for such person</i> . . . . .		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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 5		

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 ► 124

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 26) SHERRIE ROLLINS-WESTIN EVP, CHIEF MARKETING OFFICER	50.00			X				380,885.	0	73,796.
( 27) LEWIS BERNSTEIN EVP, EDUCATION, RESRCH & OUTRC	50.00			X				332,808.	0	68,001.
( 28) MYUNG KANG-HUNEKE EVP, GENERAL COUNSEL	50.00			X				367,549.	0	35,380.
( 29) DARYL MINTZ EVP, CFO	50.00			X				355,720.	0	59,310.
( 30) CAROL-LYNN PARENTE EXECUTIVE PRODUCER	50.00				X			324,463.	0	40,756.
( 31) MAURA REGAN SVP, GENERAL MANAGER	50.00				X			315,898.	0	65,868.
( 32) SCOTT CHAMBERS SVP, WORLDWIDE MEDIA DISTRIBUT	50.00				X			295,326.	0	54,954.
( 33) ANITA STEWART SVP, CORPORATE SPONSORSHIP	50.00				X			347,398.	0	36,636.
( 34) JOSEPH MAZZARINO WRITER/PERFORMER SESAME STREET	50.00					X		764,504.	0	39.
( 35) CAROLL SPINNEY TALENT	50.00					X		271,213.	0	35,635.
( 36) PETER VAN RODEN VP, THEMED ENTERTAINMENT	50.00					X		290,027.	0	60,913.
<b>1b Sub-total</b> . . . . .										
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .										
<b>d Total (add lines 1b and 1c)</b> . . . . .										

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 152

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	X	
<b>4</b> 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? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .		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. Report compensation for the calendar year ending with or within the organization's tax year.

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

**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 ►



Part VIII Statement of Revenue

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

Table with columns (A) Total revenue, (B) Related or exempt function revenue, (C) Unrelated business revenue, (D) Revenue excluded from tax. Rows include Contributions, Gifts, Grants and Other Similar Amounts; Program Service Revenue; and Other Revenue.

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX  X

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(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 United States. See Part IV, line 21 . . . . .	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 . . . . .	94,978.	94,978.		
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	4,291,191.	3,502,570.	253,290.	535,331.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	139,323.	139,323.		
7 Other salaries and wages . . . . .	46,209,814.	33,619,957.	10,935,093.	1,654,764.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	4,198,273.	2,970,946.	1,058,515.	168,812.
9 Other employee benefits . . . . .	3,270,210.	2,291,877.	757,558.	220,775.
10 Payroll taxes . . . . .	2,872,388.	2,241,429.	474,027.	156,932.
11 Fees for services (non-employees):				
a Management . . . . .	0			
b Legal . . . . .	1,470,455.	832,817.	611,951.	25,687.
c Accounting . . . . .	613,715.	163,813.	447,511.	2,391.
d Lobbying . . . . .	0			
e Professional fundraising services. See Part IV, line 17 . . . . .	0			
f Investment management fees . . . . .	805,802.		805,802.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) . . . . .	21,734,516.	20,665,914.	1,025,776.	42,826.
12 Advertising and promotion . . . . .	1,219,534.	657,859.	42,450.	519,225.
13 Office expenses . . . . .	3,692,999.	3,383,770.	203,077.	106,152.
14 Information technology . . . . .	6,172,957.	5,193,715.	667,596.	311,646.
15 Royalties . . . . .	415,037.	415,037.		
16 Occupancy . . . . .	6,940,289.	5,794,408.	829,841.	316,040.
17 Travel . . . . .	2,513,492.	2,052,976.	330,666.	129,850.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	357,460.	327,833.	29,382.	245.
20 Interest . . . . .	0			
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	10,678,514.	9,411,202.	1,068,700.	198,612.
23 Insurance . . . . .	398,655.	335,635.	36,428.	26,592.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>BAD DEBT EXPENSE</u> . . . . .	318,730.	318,730.		
b <u>TAXES</u> . . . . .	61,464.		61,464.	
c <u>MISCELLANEOUS</u> . . . . .	128,460.	58,151.	70,309.	
d <u>DISTRIBUTION EXPENSES</u> . . . . .	1,601,698.	1,601,698.		
e All other expenses . . . . .				
25 <b>Total functional expenses.</b> Add lines 1 through 24e	120,199,954.	96,074,638.	19,709,436.	4,415,880.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0			

**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	0	<b>1</b>	0
	<b>2</b> Savings and temporary cash investments	8,418,552.	<b>2</b>	8,159,891.
	<b>3</b> Pledges and grants receivable, net	6,316,341.	<b>3</b>	13,073,922.
	<b>4</b> Accounts receivable, net	28,431,490.	<b>4</b>	27,211,762.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	<b>5</b>	0
	<b>6</b> Loans and other 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). Complete Part II of Schedule L	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net	0	<b>7</b>	14,042,109.
	<b>8</b> Inventories for sale or use	1,611,290.	<b>8</b>	1,198,520.
	<b>9</b> Prepaid expenses and deferred charges	9,982,037.	<b>9</b>	7,188,334.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 32,750,762.		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 7,275,348.	27,751,865.	<b>10c</b> 25,475,414.
	<b>11</b> Investments - publicly traded securities	80,539,494.	<b>11</b>	76,777,625.
	<b>12</b> Investments - other securities. See Part IV, line 11	39,148,885.	<b>12</b>	49,900,000.
	<b>13</b> Investments - program-related. See Part IV, line 11	0	<b>13</b>	0
	<b>14</b> Intangible assets	58,178,780.	<b>14</b>	51,334,220.
	<b>15</b> Other assets. See Part IV, line 11	136,011,737.	<b>15</b>	136,761,103.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	396,390,471.	<b>16</b>	411,122,900.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	31,395,986.	<b>17</b>	30,484,972.
	<b>18</b> Grants payable	0	<b>18</b>	0
	<b>19</b> Deferred revenue	17,341,699.	<b>19</b>	11,780,594.
	<b>20</b> Tax-exempt bond liabilities	0	<b>20</b>	0
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D	0	<b>21</b>	0
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	0	<b>24</b>	0
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	16,935,601.	<b>25</b>	17,714,889.
	<b>26 Total liabilities.</b> Add lines 17 through 25	65,673,286.	<b>26</b>	59,980,455.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets	320,038,826.	<b>27</b>	334,720,903.
	<b>28</b> Temporarily restricted net assets	10,678,359.	<b>28</b>	16,421,542.
	<b>29</b> Permanently restricted net assets	0	<b>29</b>	0
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>	
	<b>33</b> Total net assets or fund balances	330,717,185.	<b>33</b>	351,142,445.
<b>34</b> Total liabilities and net assets/fund balances	396,390,471.	<b>34</b>	411,122,900.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	<b>1</b>	130,456,969.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25) . . . . .	<b>2</b>	120,199,954.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1 . . . . .	<b>3</b>	10,257,015.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	<b>4</b>	330,717,185.
<b>5</b>	Net unrealized gains (losses) on investments . . . . .	<b>5</b>	10,168,245.
<b>6</b>	Donated services and use of facilities . . . . .	<b>6</b>	0
<b>7</b>	Investment expenses . . . . .	<b>7</b>	0
<b>8</b>	Prior period adjustments . . . . .	<b>8</b>	0
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	<b>9</b>	0
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) . . . . .	<b>10</b>	351,142,445.

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . . If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>b</b>	Were the organization's financial statements audited by an independent accountant? . . . . . If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
<b>c</b>	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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
<b>3a</b>	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? . . . . .	X	
<b>b</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	X	

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Public Charity Status and Public Support**

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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.

<b>Name of the organization</b> SESAME WORKSHOP	<b>Employer identification number</b> 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  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-Non-functionally integrated
- 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)	

(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?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

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

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities; 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

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) 39.41%; 15 Public support percentage from 2011 Schedule A, Part II, line 14 41.40%; 16a 33 1/3% support test - 2012. 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 [X]; 16b 33 1/3% support test - 2011. 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 - 2012. 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; 17b 10%-facts-and-circumstances test - 2011. 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 organization 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> 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 . . . . .						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6 Total.</b> Add lines 1 through 5 . . . . .						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
<b>b</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 . . . . .						
<b>c</b> Add lines 7a and 7b. . . . .						
<b>8 Public support</b> (Subtract line 7c from line 6.) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6. . . . .						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
<b>c</b> Add lines 10a and 10b . . . . .						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .						
<b>13 Total support.</b> (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**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). . . . .	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 . . . . .	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2012</b> (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	%
<b>18</b> Investment income percentage from <b>2011</b> Schedule A, Part III, line 17 . . . . .	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** 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 - 2011.** 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; and Part III, line 12. Also complete this part for any additional information. (See instructions).

---

**Schedule of Contributors**

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

**2012**

Name of the organization  
 SESAME WORKSHOP

Employer identification number  
 13-2655731

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **SESAME WORKSHOP**

Employer identification number  
13-2655731

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 1,252,186.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 752,854.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 1,879,422.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 6,225,030.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 914,286.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 650,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **SESAME WORKSHOP**

Employer identification number  
13-2655731

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 2,261,538.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	----- ----- -----	\$ 1,132,617.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	----- ----- -----	\$ 3,958,402.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	----- ----- -----	\$ 2,030,307.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	----- ----- -----	\$ 933,334.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	----- ----- -----	\$ 747,721.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **SESAME WORKSHOP**

Employer identification number

13-2655731

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----

Name of organization **SESAME WORKSHOP**

Employer identification number

13-2655731

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

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

**2012**

Department of the Treasury  
Internal Revenue Service

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

▶ **Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

**Open to Public Inspection**

**If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, 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 35c (Proxy Tax), then**

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

Name of organization <b>SESAME WORKSHOP</b>	Employer identification number <b>13-2655731</b>
--	---

**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 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. . . . . ▶ \$ \_\_\_\_\_
- 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 the 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)	-----			

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

Schedule C (Form 990 or 990-EZ) 2012

**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 (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check  if the filing organization checked box A and "limited control" provisions apply.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
<b>1 a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying) . . . . .		
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .		
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) . . . . .		
<b>d</b>	Other exempt purpose expenditures . . . . .	119,394,152.	
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) . . . . .	119,394,152.	
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.	
<b>If the amount on line 1e, column (a) or (b) is:</b>		<b>The lobbying nontaxable amount is:</b>	
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.	
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) . . . . .	250,000.	
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- . . . . .	0	0
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- . . . . .	0	0
<b>j</b>	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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
<b>2 a</b> Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
<b>c</b> Total lobbying expenditures	41,182.				41,182.
<b>d</b> Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
<b>f</b> Grassroots lobbying expenditures					

**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)).**

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
<b>1</b> 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:			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities?			
<b>j</b> Total. Add lines 1c through 1i			
<b>2 a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> 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
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?		
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year?		

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

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year	<b>2a</b>	
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	
<b>4</b> 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?	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	

**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; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. 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, 2013. THE ORGANIZATION COMPLETES A SCHEDULE C BECAUSE IT

HAS PREVIOUSLY MADE THE FORM 5768 ELECTION.

---

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

---

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990. See separate instructions.

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.

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year. Rows 5-6: Questions about donor informed and grant funds use.

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

Table with 3 columns: Line number, Description, Held at the End of the Tax Year. Rows 1-9: Purpose(s) of conservation easements, Total number of conservation easements, Total acreage restricted, Number of conservation easements on a certified historic structure, Number of conservation easements included in (c) acquired after 8/17/06, Number of conservation easements modified, Number of states where property subject to conservation easement is located, Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?, In Part XIII, 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.

Table with 3 columns: Line number, Description, Amount. Rows 1a-1b: Questions about reporting works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service. Row 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: Revenues included in Form 990, Part VIII, line 1; Assets included in Form 990, Part X.

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

Schedule D (Form 990) 2012

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 XIII.

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?

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?

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)).

**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	36,128,000.	FMV
(B) PRIVATE EQUITY FUND	13,772,000.	FMV
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	<b>49,900,000.</b>	

**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)		
<b>Total.</b> (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) ADVANCES DUE FROM SUBSIDIARIES	120,993,773.
(2) INVESTMENT IN SUBSIDIARIES	15,767,330.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) . . . . . ▶	<b>136,761,103.</b>

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) DEFERRED RENT PAYABLE	17,714,889.	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	<b>17,714,889.</b>	

2. FIN 48 (ASC 740) Footnote. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII.  X



**Part XIII** Supplemental Information (continued)

FIN 48 FOOTNOTE - ASC 740: INCOME TAXES.

PART X, LINE 2.

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 2010, 2011, 2012 AND 2013 ARE STILL OPEN TO AUDIT FOR BOTH FEDERAL AND STATE PURPOSES. MANAGEMENT DETERMINED THAT THERE ARE NO UNCERTAIN TAX POSITIONS WITHIN ITS CONSOLIDATED FINANCIAL STATEMENTS.

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

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 its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance 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	23,482.
(2) NORTH AMERICA			PROGRAM SERVICES	DIST. OF EDUCTN. MEDIA	771,004.
(3) SUB-SAHARAN AFRICA			PROGRAM SERVICES	DIST. OF EDUCTN. MEDIA	2,140,219.
(4) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	DIST. OF EDUCTN. MEDIA	1,893,976.
(5) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	DIST. OF EDUCTN. MEDIA	2,238,759.
(6) EUROPE			PROGRAM SERVICES	DIST. OF EDUCTN. MEDIA	661,883.
(7) SOUTH AMERICA			PROGRAM SERVICES	DIST. OF EDUCTN. MEDIA	1,106,955.
(8) SOUTH ASIA			PROGRAM SERVICES	DIST. OF EDUCTN. MEDIA	2,844,259.
(9) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		43,617,000.
(10) SOUTH ASIA			GRANTMAKING		94,978.
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
<b>3a</b> Sub-total					55,392,515.
<b>b</b> Total from continuation sheets to Part I					
<b>c Totals</b> (add lines 3a and 3b)					55,392,515.

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

Schedule F (Form 990) 2012

**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. 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	94,978.	WIRE			
(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. . . . . **1.**

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).*  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  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).*  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, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621).*  Yes  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).*  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  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; amounts of investments vs. expenditures per region); 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).

## SCHEDULE F

## PART I, LINE 1

IN FISCAL YEAR 2013, SESAME WORKSHOP MADE ONE GRANT OUTSIDE THE UNITED STATES. THE WORKSHOP MONITORS THE USE OF THE GRANT FUNDS BY REQUESTING MONTHLY COST REPORTS FROM THE GRANTEE. AT THE CONCLUSION OF THE PROJECT, PRIOR TO FINAL PAYMENT, THE GRANTEE IS REQUIRED TO PROVIDE AN AUDITED FINANCIAL REPORT DETAILING THE PROJECT'S STATUS.

## PART IV, LINE 4

SESAME WORKSHOP INVESTS IN DOMESTIC AND FOREIGN LIMITED PARTNERSHIPS THAT MAY OWN AN INTEREST IN A FOREIGN CORPORATION, PASSIVE FOREIGN INVESTMENT COMPANY, OR FOREIGN PARTNERSHIP. NEVERTHELESS, THE WORKSHOP'S INVESTMENT ACTIVITIES MAY NOT REACH THE THRESHOLDS REQUIRED FOR FILING THE FORMS 926, 5471, 8621 OR 8865. TO THE EXTENT SUCH A FORM WAS COMPLETED, IT HAS BEEN FILED WITH THE ORGANIZATION'S FORM 990-T.

**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

**2012**

**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?		(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
			Yes	No			
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
<b>Total</b> .....							

- 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.

ALL STATES

**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	(b) Event #2	(c) Other events	(d) Total events
		GALA (event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	<b>1</b> Gross receipts . . . . .	2,030,500.		0	2,030,500.
	<b>2</b> Less: Contributions . . . . .	1,907,500.		0	1,907,500.
	<b>3</b> Gross income (line 1 minus line 2). . . . .	123,000.		0	123,000.
Direct Expenses	<b>4</b> Cash prizes . . . . .			0	
	<b>5</b> Noncash prizes . . . . .			0	
	<b>6</b> Rent/facility costs . . . . .	55,000.		0	55,000.
	<b>7</b> Food and beverages . . . . .	132,667.		0	132,667.
	<b>8</b> Entertainment . . . . .	164,590.		0	164,590.
	<b>9</b> Other direct expenses . . . . .	241,635.		0	241,635.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . .				( 593,892.)
<b>11</b> Net income summary. Combine line 3, column (d), and line 10 . . . . .				-470,892.	

**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))
		Yes _____ % No _____ %	Yes _____ % No _____ %	Yes _____ % No _____ %	
Revenue	<b>1</b> Gross revenue . . . . .				
Direct Expenses	<b>2</b> Cash prizes . . . . .				
	<b>3</b> Noncash prizes . . . . .				
	<b>4</b> Rent/facility costs . . . . .				
	<b>5</b> Other direct expenses . . . . .				
	<b>6</b> Volunteer labor . . . . .				
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) . . . . .				( )
	<b>8</b> 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: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

- 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	<b>13a</b>	%
b An outside facility	<b>13b</b>	%

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

- 15 a 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 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

**2012**

**Open to Public Inspection**

Name of the organization

SESAME WORKSHOP

Employer identification number

13-2655731

**Part I Questions Regarding Compensation**

**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
- Travel for companions
- Tax indemnification and gross-up payments
- Discretionary spending account

- Housing allowance or residence for personal use
- Payments for business use of personal residence
- Health or social club dues or initiation fees
- 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

**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?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- Compensation committee
- Independent compensation consultant
- Form 990 of other organizations

- Written employment contract
- Compensation survey or study
- 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?
  - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
  - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- 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?
  - b** Any related organization?
- 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?
  - b** Any related organization?
- 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

**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

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
<b>1b</b>	X	
<b>2</b>	X	
<b>4a</b>	X	
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>	X	
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2012

**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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-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 as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 H. MELVIN MING PRESIDENT & CEO	(i)	494,648.	130,600.	11,324.	31,000.	24,150.	691,722.	0
	(ii)	0	0	0	0	0	0	0
2 TERRENCE FITZPATRICK EXECUTIVE VP, DISTRIBUTION	(i)	338,425.	59,670.	9,574.	31,250.	18,334.	457,253.	0
	(ii)	0	0	0	0	0	0	0
3 SHERRIE ROLLINS-WESTIN EVP, CHIEF MARKETING OFFICER	(i)	320,629.	58,458.	1,798.	31,250.	42,546.	454,681.	0
	(ii)	0	0	0	0	0	0	0
4 LEWIS BERNSTEIN EVP, EDUCATION, RESRCH & OUTRC	(i)	274,700.	49,817.	8,291.	31,250.	36,751.	400,809.	0
	(ii)	0	0	0	0	0	0	0
5 MIRANDA BARRY VP, SESAME LEARNING	(i)	118,305.	0	86,217.	12,769.	8,285.	225,576.	0
	(ii)	0	0	0	0	0	0	0
6 MYUNG KANG-HUNEKE EVP, GENERAL COUNSEL	(i)	312,712.	53,865.	972.	31,250.	4,130.	402,929.	0
	(ii)	0	0	0	0	0	0	0
7 DARYL MINTZ EVP, CFO	(i)	295,489.	59,670.	561.	30,731.	28,579.	415,030.	0
	(ii)	0	0	0	0	0	0	0
8 CAROL-LYNN PARENTE EXECUTIVE PRODUCER	(i)	274,125.	49,500.	838.	31,250.	9,506.	365,219.	0
	(ii)	0	0	0	0	0	0	0
9 MAURA REGAN SVP, GENERAL MANAGER	(i)	264,965.	49,500.	1,433.	31,250.	34,618.	381,766.	0
	(ii)	0	0	0	0	0	0	0
10 SCOTT CHAMBERS SVP, WORLDWIDE MEDIA DISTRIBUT	(i)	245,014.	49,050.	1,262.	25,529.	29,425.	350,280.	0
	(ii)	0	0	0	0	0	0	0
11 JOSEPH MAZZARINO WRITER/PERFORMER SESAME STREET	(i)	749,504.	15,000.	0	0	39.	764,543.	0
	(ii)	0	0	0	0	0	0	0
12 ANITA STEWART SVP, CORPORATE SPONSORSHIP	(i)	287,566.	57,420.	2,412.	31,250.	5,386.	384,034.	0
	(ii)	0	0	0	0	0	0	0
13 CAROLL SPINNEY TALENT	(i)	270,175.	0	1,038.	14,444.	21,191.	306,848.	0
	(ii)	0	0	0	0	0	0	0
14 PETER VAN RODEN VP, THEMED ENTERTAINMENT	(i)	244,775.	42,750.	2,502.	31,250.	29,663.	350,940.	0
	(ii)	0	0	0	0	0	0	0
15 DAVID CHAN VP & DEPUTY GENERAL COUNSEL	(i)	196,352.	41,164.	1,433.	26,087.	35,742.	300,778.	0
	(ii)	0	0	0	0	0	0	0
16 THOMAS ASCHEIM CHIEF STRATEGY OFFICER & EVP	(i)	320,385.	31,556.	623.	0	339.	352,903.	0
	(ii)	0	0	0	0	0	0	0

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

FORM 990, PART I, LINE 1A

SESAME WORKSHOP'S TRAVEL POLICY DOES NOT PERMIT ITS EMPLOYEES (INCLUDING OFFICERS, TRUSTEES AND KEY-EMPLOYEES) TO FLY FIRST CLASS. A SINGLE EXCEPTION WAS MADE IN FISCAL 2013 FOR ONE TRUSTEE DUE TO PRICE AND AVAILABILITY OF OTHER ACCOMMODATIONS.

IN FISCAL 2013, THE CEO'S SPOUSE ACCOMPANIED HIM TO TWO SEPARATE BUSINESS RELATED EVENTS.

FORM 990, PART I, LINE 4A

VICE PRESIDENT OF SESAME LEARNING, MIRANDA BARRY, RECEIVED A SEVERANCE PAYMENT OF \$84,615 IN CALENDAR YEAR 2012. THIS COMPENSATION HAS BEEN REFLECTED IN SCHEDULE J, PART II, COLUMN (B) (III).

NON-FIXED PAYMENTS

PART 1, LINE 7

SESAME WORKSHOP MAINTAINS A TARGETED INCENTIVE PROGRAM FOR WHICH ALL FULL TIME STAFF EMPLOYEES ARE ELIGIBLE. THE TARGET AMOUNT OF EACH EMPLOYEE'S

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

INCENTIVE COMPENSATION IS BASED ON A 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. INCENTIVE COMPENSATION AWARDS TO OFFICERS AND KEY EMPLOYEES ARE APPROVED BY THE PERSONNEL AND COMPENSATION COMMITTEE BASED ON COMPARABLE MARKET DATA, AS DESCRIBED IN SCHEDULE O.

**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

**2012**

**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) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

- 2 Enter the amount of tax incurred by 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-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

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

**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 of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

Schedule L (Form 990 or 990-EZ) 2012

**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) NELLIE GREGORIAN	RELATED TO AN OFFICER	229,500.	RESEARCH STUDY		X
(2)					
(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).

PART IV, LINE 1

A FAMILY MEMBER OF AN OFFICER IS THE PRINCIPAL OF A COMPANY THAT WAS COMPENSATED IN TAX YEAR 2012 FOR CONDUCTING RESEARCH STUDIES.

**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

**2012**

**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  
POSITION, 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.

Name of the organization

SESAME WORKSHOP

Employer identification number

13-2655731

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 SESAME WORKSHOP'S AUDITED

FINANCIAL STATEMENTS. 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

AMOUNTS REPORTED IN FORM 990, PART IX, LINE 11(G) REPRESENT PAYMENTS TO

THIRD PARTIES FOR PRODUCTION SERVICES FOR SESAME WORKSHOP'S TELEVISION

PROGRAMS AND OTHER MEDIA INITIATIVES. MANY OF THESE VENDORS ARE

DISCLOSED IN PART VII OF THE FORM 990 AS TOP FIVE HIGHEST PAID

INDEPENDENT CONTRACTORS.

THE BREAKDOWN OF FEES FOR SERVICES IS AS FOLLOWS:

INDEPENDENT CONTRACTORS	\$2,161,182
STUDIO EXPENSES	\$3,189,726
POST PRODUCTION SERVICES	\$4,908,460
PRODUCTION SERVICES	\$9,217,115
COMMISSIONED STUDIES	\$644,653
RATING ANALYSIS	\$435,087
MISCELLANEOUS EXPENSES	\$109,691

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

TOTAL LINE 11 (G) EXPENSES                    \$20,665,914

ATTACHMENT 1

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

MASS DISTRIBUTION OF EDUCATIONAL CONTENT.

SESAME WORKSHOP CREATES EDUCATIONAL CONTENT FOR CHILDREN AGES 2-9 AND DISTRIBUTES THAT CONTENT IN THE US AND AROUND THE WORLD ACROSS VARIOUS MEDIA PLATFORMS INCLUDING TELEVISION, RADIO, PRINT, ONLINE, DIGITAL AND HOME ENTERTAINMENT. SESAME WORKSHOP IS MOST WELL KNOWN FOR THE PRE-SCHOOL PROGRAM SESAME STREET WHICH BROADCAST ITS 44TH SEASON ON THE PUBLIC BROADCASTING SERVICE (PBS) IN THE 2012 TAX YEAR. SESAME WORKSHOP PRODUCED 26 NEW ONE HOUR EPISODES OF SESAME STREET FOR BROADCAST ON PBS WHICH 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 FREE OF CHARGE FOR USERS ON WWW.SESAMESTREET.ORG, WWW.PBSKIDS.ORG AND WWW.YOUTUBE.COM. 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. THE US VERSION OF SESAME STREET, DUBBED INTO LOCAL LANGUAGES, IS SEEN IN CERTAIN COUNTRIES THROUGH DISTRIBUTION AGREEMENTS WITH LOCAL PUBLIC AND COMMERCIAL BROADCASTERS.

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

ATTACHMENT 1 (CONT'D)

IN ADDITION TO SESAME STREET, THE WORKSHOP CONTINUES TO CREATE CONTENT FOR THE ELECTRIC COMPANY, A SERIES FOCUSED ON DEVELOPING LITERACY SKILLS FOR 6-9 YEAR OLDS. IN THE 2012 TAX YEAR, THE ELECTRIC COMPANY BROADCAST DAILY ON PBS INCLUDING NEW EPISODES. IN ADDITION, NEW ONLINE CONTENT WAS CREATED FOR PBSKIDS.ORG.

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4B

COMMUNITY ENGAGEMENT.

SESAME WORKSHOP CREATES AND DISTRIBUTES MULTI-MEDIA EDUCATIONAL INITIATIVES AND MATERIALS THAT ARE TARGETED TO SPECIFIC AUDIENCES OR THAT ADDRESS SPECIFIC EDUCATIONAL NEEDS. TWO SIGNIFICANT NEW INITIATIVES WERE LAUNCHED IN THE 2012 TAX YEAR.

THE FIRST INITIATIVE WAS LITTLE CHILDREN, BIG CHALLENGES: DIVORCE, A MULTIMEDIA COMMUNITY ENGAGEMENT INITIATIVE THAT LAUNCHED IN DECEMBER 2012 DESIGNED TO HELP FAMILIES WITH YOUNG CHILDREN (AGES 2-8) GOING THROUGH A DIVORCE OR SEPARATION. THE MATERIALS CONSIST OF A RESOURCE KIT WITH A SESAME STREET DVD, A GUIDE FOR PARENTS AND CAREGIVERS, AND A CHILDREN'S STORYBOOK. 450,000 PHYSICAL KITS WERE PRODUCED AND DISTRIBUTED TO MILITARY, NATIONAL, STATE, AND COMMUNITY LEVEL ORGANIZATIONS SUCH AS MILITARY ONESOURCE, MILITARY CHILD EDUCATION COALITION, ASSOCIATION OF FAMILY AND CONCILIATION COURTS, CHILD CARE AWARE, BOYS AND GIRLS CLUB OF AMERICA,

Name of the organization

SESAME WORKSHOP

Employer identification number

13-2655731

ATTACHMENT 2 (CONT'D)

LIBRARIES AND PBS STATIONS. ALL THESE MATERIALS WERE ALSO AVAILABLE FREE OF CHARGE ONLINE AT SESAMESTREET.ORG/DIVORCE AND THROUGH APPS FOR APPLE, ANDROID AND AMAZON MOBILE DEVICES.

THE SECOND INITIATIVE WAS LITTLE CHILDREN, BIG CHALLENGES: INCARCERATION, A MULTIMEDIA COMMUNITY ENGAGEMENT INITIATIVE THAT LAUNCHED IN JUNE 2012 DESIGNED FOR YOUNG CHILDREN AGES 3-8 OF INCARCERATED PARENTS, THEIR FAMILIES AND CAREGIVERS, AND THE RANGE OF OTHER PROFESSIONALS WHO WORK WITH THESE CHILDREN. THE RESOURCES CONSISTED OF A MULTIMEDIA BILINGUAL (ENGLISH/SPANISH) RESOURCE KIT WITH A SESAME STREET DVD, A GUIDE FOR PARENTS AND CAREGIVERS, AND A CHILDREN'S STORYBOOK. 500,000 PHYSICAL KITS WERE PRODUCED AND DISSEMINATED THROUGH A NEW DISTRIBUTION MODEL. SESAME WORKSHOP FOCUSED ON 10 KEY STATES IN WHICH THE NEED WAS GREAT AND WHERE EXISTING RELATIONSHIPS EXISTED. DISTRIBUTION OCCURRED FIRST THROUGH THE DEPARTMENT OF CORRECTIONS FOR EACH OF THESE STATES (LOCAL JAILS AND STATE PRISONS), FAITH-BASED PROGRAMS, GOVERNMENT AGENCIES LIKE HUD, SOCIAL SERVICES, MEDICAL AND MENTAL HEALTH PROFESSIONALS AND THROUGH ORGANIZATIONS THAT WORK DIRECTLY WITH CHILDREN OF INCARCERATED PARENTS. ALL MATERIALS WERE ALSO AVAILABLE FREE OF CHARGE ONLINE AT SESAMESTREET.ORG/INCARCERATION AND THROUGH APPS FOR APPLE, ANDROID

Name of the organization

SESAME WORKSHOP

Employer identification number

13-2655731

ATTACHMENT 2 (CONT'D)

AND AMAZON MOBILE DEVICES.

ATTACHMENT 3FORM 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, PRODUCE AND EVALUATE ADAPTATIONS OF SESAME STREET THAT ARE TAILORED TO MEET THE EDUCATIONAL NEEDS OF A PARTICULAR COUNTRY OR REGION. FOR EXAMPLE, PROJECTS IN NORTHERN IRELAND AND THE MIDDLE EAST FOCUS ON MUTUAL RESPECT AND UNDERSTANDING, WHILE GIRLS' EDUCATION IS ADDRESSED IN AFGHANISTAN AND INDIA AND HEALTH AND HYGIENE IN BANGLADESH AND COLOMBIA.

SESAME WORKSHOP ALSO PROVIDES TECHNICAL TRAINING TO LOCAL ORGANIZATIONS TO BUILD CAPACITY IN EDUCATIONAL PROGRAMMING AND USING MEDIA TO DELIVER EDUCATIONAL CONTENT. OVER ITS 43 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.

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

ATTACHMENT 3 (CONT'D)

IN THE 2012 TAX YEAR, SESAME WORKSHOP CREATED AND /OR DISTRIBUTED  
NEW OR EXISTING CONTENT IN AFGHANISTAN, BANGLADESH,  
NETHERLANDS, GERMANY, MEXICO, SOUTH AFRICA, NIGERIA, INDIA, CHINA,  
COLUMBIA AND ISRAEL.

ATTACHMENT 4FORM 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 5990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
SONY DADC 1800 N FRUITRIDGE AVENUE TERRE HAUTE, IN 47804	DVD DUPLICATION	2,107,194.
CLASH PUPPETS INC, FSO KEVIN CLASH 2 NORTH BATH AVENUE #D5 LONG BRANCH, NJ 07740	PUPPETEER	1,491,739.
THE JIM HENSON COMPANY 1416 NORTH LA BREA AVENUE HOLLYWOOD, CA 90028	TV PRODUCTION SVCES	1,315,669.
ENTERTAINMENT PARTNERS 2835 N. NAOMI STREET BURBANK, CA 91504-2024	TV PRODUCTION SVCES	1,637,830.
BAERHANDS THEATER AND TELEVISION, INC PO BOX 102	TV PRODUCTION SVCES	1,472,617.

Name of the organization <b>SESAME WORKSHOP</b>	Employer identification number <b>13-2655731</b>
<b>ATTACHMENT 5 (CONT'D)</b>	

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
RHINECLIFF, NY 12574		

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **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.**

Name of the organization

SESAME WORKSHOP

Employer identification number

13-2655731

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

(a) Name, address, and EIN (if applicable) 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" to 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) -----							

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

Schedule R (Form 990) 2012

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to 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?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(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" to 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	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) CTW COMMUNICATIONS, INC ONE LINCOLN PLAZA NEW YORK, NY 10023 13-2422089	HOLDING	DE	SESAME WORKSHOP	C CORP.	7,205.	62,406.	100.0000	x	
(2) SESAME WORKSHOP INITIATIVES (INDIA) PLC 4A PAL MOHAN BHAWAN 110005 NEW DELHI, DELHI IN	EDUCATIONAL M	IN	SESAME WORKSHOP		556,730.	367,505.	99.0000	x	
(3) SS BRAND MANAGEMENT SHANGHAI ROOM 504-12, NO 1376 WEST NANJING R 2000 SHANGHAI, CH	BRAND MANAGEMENT	CH	SESAME WORKSHOP		0	36,527.	100.0000	x	
(4) -----									
(5) -----									
(6) -----									
(7) -----									

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

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

**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?

	Yes	No
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
<b>b</b> Gift, grant, or capital contribution to related organization(s)	X	
<b>c</b> Gift, grant, or capital contribution from related organization(s)		X
<b>d</b> Loans or loan guarantees to or for related organization(s)		X
<b>e</b> Loans or loan guarantees by related organization(s)		X
<b>f</b> Dividends from related organization(s)		
<b>g</b> Sale of assets to related organization(s)		X
<b>h</b> Purchase of assets from related organization(s)		X
<b>i</b> Exchange of assets with related organization(s)		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s)		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s)		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s)	X	
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s)		X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
<b>o</b> Sharing of paid employees with related organization(s)	X	
<b>p</b> Reimbursement paid to related organization(s) for expenses		X
<b>q</b> Reimbursement paid by related organization(s) for expenses	X	
<b>r</b> Other transfer of cash or property to related organization(s)		X
<b>s</b> Other transfer of cash or property from related organization(s)		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-s)	(c) Amount involved	(d) Method of determining amount involved
(1) SESAME STREET INC	O, Q	133,100.	COST
(2) SS BRAND MANAGEMENT SHANGHAI	B	100,000.	COST
(3) JOAN GANZ GOONEY CENTER FOR EDUCATIONAL MEDIA	L, O	92,981.	COST
(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) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				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).

---