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Form **990-PF**

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

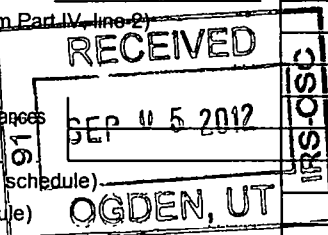
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning , and ending

Name of foundation Schumann Media Center, Inc.		A Employer identification number 22-6044214
Number and street (or P O box number if mail is not delivered to street address) 250 West 57th Street	Room/suite 715	B Telephone number (see instructions) 646-770-8185
City or town, state, and ZIP code New York NY 10107		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 29,714,640	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	295	295		
4 Dividends and interest from securities	338,441	338,441		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	459,790			
b Gross sales price for all assets on line 6a	5,231,871			
7 Capital gain net income (from Part IV, line 2)		459,790		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less. Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	798,526	798,526	0	
13 Compensation of officers, directors, trustees, etc.	300,000	42,500		257,500
14 Other employee salaries and wages	112,000			112,000
15 Pension plans, employee benefits	96,427	13,958		82,468
16a Legal fees (attach schedule) See Stmt 1	30,489	7,622		22,867
b Accounting fees (attach schedule) Stmt 2	43,576	10,894		32,682
c Other professional fees (attach schedule) Stmt 3	43,178			43,178
17 Interest				
18 Taxes (attach schedule) (see instructions) Stmt 4	13,951			
19 Depreciation (attach schedule) and depletion				
20 Occupancy	144,785			144,785
21 Travel, conferences, and meetings	13,898	3,475		10,424
22 Printing and publications				
23 Other expenses (att sch) Stmt 5	58,228	22,526		35,702
24 Total operating and administrative expenses. Add lines 13 through 23	856,532	100,975	0	741,606
25 Contributions, gifts, grants paid	3,140,836			2,281,690
26 Total expenses and disbursements. Add lines 24 and 25	3,997,368	100,975	0	3,023,296
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-3,198,842			
b Net investment income (if negative, enter -0-)		697,551		
c Adjusted net income (if negative, enter -0-)			0	

Operating and Administrative Expenses



For Paperwork Reduction Act Notice, see instructions.

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	85,958	346,230	346,230
	2	Savings and temporary cash investments	66,953	67,132	67,132
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	2,279	3,238	3,238
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 6	33,453,233	29,298,040	29,298,040
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	33,608,423	29,714,640	29,714,640	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	225,000	1,084,146	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶) See Statement 7	68,735	36,763	
23	Total liabilities (add lines 17 through 22)	293,735	1,120,909		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted	33,314,688	28,593,731	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	33,314,688	28,593,731		
31	Total liabilities and net assets/fund balances (see instructions)	33,608,423	29,714,640		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	33,314,688
2	Enter amount from Part I, line 27a	2	-3,198,842
3	Other increases not included in line 2 (itemize) ▶ See Statement 8	3	31,973
4	Add lines 1, 2, and 3	4	30,147,819
5	Decreases not included in line 2 (itemize) ▶ See Statement 9	5	1,554,088
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	28,593,731

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,814,805		1,495,351	319,454
b 2,917,686		2,777,350	140,336
c 499,380		499,380	
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			319,454
b			140,336
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	459,790
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	319,454

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	3,125,904	31,813,356	0.098258
2009	3,510,011	30,308,817	0.115808
2008	6,461,967	37,468,067	0.172466
2007	5,448,071	50,415,926	0.108062
2006	12,131,505	56,520,582	0.214639

2 Total of line 1, column (d)	2	0.709233
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.141847
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	31,714,987
5 Multiply line 4 by line 3	5	4,498,676
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,976
7 Add lines 5 and 6	7	4,505,652
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,023,296

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	13,951
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	13,951
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,951
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	17,189
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	17,189
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	4
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,234
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 3,234 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NJ, NY		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ The Center 250 West 57th Street Located at ▶ New York	Telephone no. ▶ 282-201-9025		
			NY	ZIP+4 ▶ 10107
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	▶	15	▶ <input type="checkbox"/>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

If "Yes" to 6b, file Form 8870.

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Karen Kimball 250 West 57th Street, Suite 715 New York NY 10107	Project Dir 40.00	112,000	20,511	0

Total number of other employees paid over \$50,000 **0**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	Expenses
N/A	
2	
3	
4	

Part IX B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	Amount
N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	31,923,903
b	Average of monthly cash balances	1b	274,053
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	32,197,956
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	32,197,956
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	482,969
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,714,987
6	Minimum investment return. Enter 5% of line 5	6	1,585,749

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,585,749
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,951
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,951
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,571,798
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,571,798
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,571,798

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	3,023,296
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,023,296
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,023,296

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,571,798
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	9,396,464			
b From 2007	3,025,097			
c From 2008	4,609,248			
d From 2009	2,009,809			
e From 2010	1,613,550			
f Total of lines 3a through e	20,654,168			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 3,023,296				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				1,571,798
e Remaining amount distributed out of corpus	1,451,498			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,105,666			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	9,396,464			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	12,709,202			
10 Analysis of line 9:				
a Excess from 2007	3,025,097			
b Excess from 2008	4,609,248			
c Excess from 2009	2,009,809			
d Excess from 2010	1,613,550			
e Excess from 2011	1,451,498			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:
N/A

b The form in which applications should be submitted and information and materials they should include:
N/A

c Any submission deadlines:
N/A

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

Part XVI **Supplementary Information (continued)**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year See Statement 11</p>				<p>2,281,690</p>
<p>Total ▶ 3a</p>				<p>2,281,690</p>
<p>b Approved for future payment DEMOS: A Network for Ideas and 220 Fifth Ave, 2nd Fl New York NY 10001 Independent Production Fund 200 Central Park South New York NY 10019</p>	<p>None None</p>	<p>Public Public</p>	<p>Media Media</p>	<p>150,000 859,146</p>
<p>Total ▶ 3b</p>				<p>1,009,146</p>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	295	
4 Dividends and interest from securities			14	338,441	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	459,790	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)			0	798,526	0
13 Total. Add line 12, columns (b), (d), and (e)				13	798,526

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
▼	
N/A	

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- | | Yes | No |
|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | | X |
| (2) Other assets | | X |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

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

Sign Here  Date **8/30/12** Title **President**

Paid Preparer Use Only	Print/Type preparer's name William J. Arnold	Preparer's signature <i>William J. Arnold</i> William J. Arnold	Date 08/16/12	Check <input type="checkbox"/> if self-employed
	Firm's name ▶ Lambrides, Arnold, Moulthrop LLP	PTIN		
	Firm's address ▶ 26 Park St Ste 301 Montclair, NJ 07042-3443	Firm's EIN ▶	Phone no 973-744-8660	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Booth, Bate, Grieco & Briody	\$ 700	\$ 175	\$	\$ 525
McCarter & English	29,789	7,447		22,342
Total	\$ 30,489	\$ 7,622	\$ 0	\$ 22,867

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Lambrides, Arnold, Moulthrop LLP	\$ 43,576	\$ 10,894	\$	\$ 32,682
Total	\$ 43,576	\$ 10,894	\$ 0	\$ 32,682

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Abar Pension Services, Inc.	\$ 3,247	\$	\$	\$ 3,247
Anthony B. Kendall	800			800
Carla Engle	500			500
Ceridian Small Business	1,896			1,896
Melissa Merz	500			500
Michael Lux	800			800
Okapi Productions LLC	12,535			12,535
Rebecca Wharton	10,500			10,500
Robert Cruickshank	800			800
Robert Mackey	800			800
Sam Smith	800			800
Sara Robinson	10,000			10,000
Total	\$ 43,178	\$ 0	\$ 0	\$ 43,178

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Tax on Investment Income	\$ 13,951	\$	\$	\$
Total	\$ 13,951	\$ 0	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
Office Supplies & Equipment	21,513			21,513
Telephone	7,074			7,074
Investment Expenses	22,526	22,526		
Insurance	7,115			7,115
Total	\$ 58,228	\$ 22,526	\$ 0	\$ 35,702

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Money Market	\$ 163,005	\$ 497,025	Market	\$ 497,025
American Funds	10,601,234	9,234,508	Market	9,234,508
American Growth Fund	22,688,994	19,566,507	Market	19,566,507
Total	<u>\$ 33,453,233</u>	<u>\$ 29,298,040</u>		<u>\$ 29,298,040</u>

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Deferred Federal Excise Tax	\$ 68,735	\$ 36,763
Total	\$ 68,735	\$ 36,763

Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
Deferred Federal Excise Tax	\$ 31,973
Total	\$ 31,973

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
Unrealized gain in fair value of investments	\$ 1,554,088
Total	\$ 1,554,088

Federal Statements

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Robert F. Schumann 250 West 57th Street, Suite 715 New York NY 10107	Chair Emerit	10.00	0	0	0
Bill D. Moyers 250 West 57th Street, Suite 715 New York NY 10107	Pres/Trust	40.00	50,000	6,843	0
W. Ford Schumann 250 West 57th Street, Suite 715 New York NY 10107	Chair Emerit	10.00	0	0	0
David S. Bate 250 West 57th Street, Suite 715 New York NY 10107	Trustee Emer	10.00	25,000	0	0
Michael J. Johnston 250 West 57th Street, Suite 715 New York NY 10107	Vice Preside	10.00	25,000	0	0
Joan Konner 250 West 57th Street, Suite 715 New York NY 10107	Chair/Trust	10.00	0	0	0
Lynn C. Welhorsky 250 West 57th Street, Suite 715 New York NY 10107	VP-Admin	40.00	150,000	46,869	0
Beth Yingling 250 West 57th Street, Suite 715 New York NY 10107	Secretary/Tr	6.00	25,000	0	0
Robert M. Herbert 250 West 57th Street, Suite 715 New York NY 10107	Trustee	10.00	25,000	0	0

Schumann Media Center, Inc.

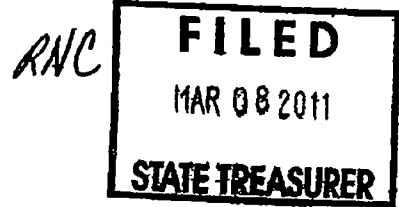
EIN: 22-6044214

Statement 11 - Form 990-PF, Part XV, Line 3a
Grants and Contributions Paid During the Year

Year ended: 12/31/2011

<u>Organization Name and Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Grants Paid 2011</u>
1 Sky Education Fund 6930 Carroll Avenue, Takoma Park MD 20912	None	Public	Environment	100,000
350 ORG 155 Water Street, Brooklyn NY 11201	None	Public	Environment	211,300
Common Cause Education Fd 1133 19th Street NW, Washington DC 20036	None	Public	Media	100,000
Council of Foundations 2121 Crystal Drive, Arlington VA 22202	None	Public	Other	5,040
DEMOS: A Network for Ideas 220 Fifth Ave, 2nd Fl, New York, NY 10001	None	Public	Media	150,000
Fairness & Accuracy in Reporting 104 W 27th Street, New York, NY 10001	None	Public	Media	150,000
Independent Media Institute 77 Federal Street, San Francisco CA 94107	None	Public	Media	340,350
Institute for Local Self-Reliance 2001 S Street NW, Washington DC 20009	None	Public	Media	150,000
Institute for Public Affairs 2040 N Milwaukee Ave, Chicago IL 60647	None	Public	Media	160,000
PEN American Center 588 Broadway, New York NY 10012	None	Public	Media	25,000
Public Communicators, Inc. 2900 Welton Street # 300, Denver CO 80205	None	Public	Media	70,000
Truthout PO Box 276414, Sacramento CA 95827	None	Public	Media	250,000
Voter Action 2366 Eastlake Ave East, Seattle WA 98102	None	Public	Effective Governance	500,000
Walden School 4230 N. University Avenue, Provo UT 84604	None	Public	Media	20,000
Nation Institute 116 East 16th Street, New York, NY 10003	None	Public	Media	25,000
Columbia University 2950 Broadway, New York NY 10027	None	Public	Media	25,000
Total				<u>2,281,690</u>

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF**



THE SCHUMANN CENTER FOR MEDIA AND DEMOCRACY, INC.

0900020553

THIS IS TO CERTIFY that The Schumann Center For Media and Democracy, Inc., a New Jersey nonprofit corporation (the "Corporation"), does hereby adopt this Amended and Restated Certificate of Incorporation pursuant to N.J.S.A. 15A:9-5 and the other provisions of Title 15A of the New Jersey Revised Statutes, as it may be amended from time to time, known as the "New Jersey Nonprofit Corporation Act" (the "Act"), thus amending and restating its Certificate of Incorporation dated December 14, 1961 and filed with the New Jersey Secretary of State on December 28, 1961, as amended by the Certificate of Amendment of Certificate of Incorporation dated December 16, 1970 and filed with the New Jersey Secretary of State on January 5, 1971, and as amended by a Certificate of Amendment dated January 17, 2003 and filed with the New Jersey Department of the Treasury on January 23, 2003.

FIRST: The name of this Corporation is "Schumann Media Center, Inc."

SECOND (A) The Corporation is organized and shall be operated exclusively for charitable, educational, religious, literary and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including without limitation for the purposes more particularly set forth below in this Article SECOND.

(B) More specifically, the Corporation's purposes are to produce, fund and support media activities, including its own, that advance the public understanding of the critical issues of democracy.

THIRD: As a means of accomplishing the foregoing purposes, the Corporation

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4301559

shall have the following powers:

1. To solicit and receive contributions, donations, bequests and devises of real or personal property;
2. To make contributions, grants, loans, guarantees and other payments of money and extensions of credit to any organization, public or private, or individual;
3. To make and perform contracts and incur liabilities;
4. To delegate functions, conduct its activities through other organizations and individuals and to become a member of any committee or other organization;
5. To accept, acquire, receive, take, and hold by bequest, devise, grant, purchase, gift, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated;
6. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law or this Amended and Restated Certificate of Incorporation ("Certificate of Incorporation");
7. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the Corporation, and to secure the payment of any obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired;
8. To invest and reinvest its funds in such common or preferred stocks, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Code section 501(c)(3); and
9. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a

corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this Certificate of Incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt from federal income tax under Code section 501(c)(3) and by an organization contributions to which are deductible under Code sections 170, 2055(a)(2) and 2522(a)(2).

FOURTH: The following provisions shall govern the organization, operation and dissolution of the Corporation:

1. The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining exemption from federal income taxation as a corporation described in Code section 501(c)(3), or (b) cause it to lose such exempt status;
2. The Corporation shall not be operated for the purpose of carrying on a trade or business for profit;
3. No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation;
4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;
5. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code section 501(c)(3), or by an organization contributions to which are deductible under Code sections 170, 2055(a)(2), and 2522(a)(2), nor shall the Corporation carry on, otherwise than as an insubstantial part of its

activities, activities that are not in furtherance of the purposes specified in Article SECOND of this Certificate of Incorporation;

6. During any period in which the Corporation may be classified as a private foundation within the meaning of Code section 509, the Corporation shall distribute its income at such times and in such manner as to avoid taxation under Code section 4942, and the Corporation shall not engage in any act of self-dealing (as defined in Code section 4941(d)), shall not retain any excess business holdings (as defined in Code section 4943(c)), shall not make any investments in such manner as to subject the Corporation to tax under Code section 4944, and shall not make any taxable expenditures (as defined in Code section 4945(d)); and

7. In the event of a liquidation, dissolution, termination or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the Board of Trustees shall, after provision for all liabilities, distribute any remaining assets or property of the Corporation for one or more exempt purposes within the meaning of Code section 501(c)(3) to such organization or organizations then located in the United States and qualified under Code section 501(c)(3), or to a state or local government for a public purpose, as the Board of Trustees shall deem appropriate. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes

FIFTH: The Corporation shall not have any members.

SIXTH: The method of electing the trustees of the Corporation, the terms of their incumbency, their voting rights and their qualifications, if any, shall be as set forth in the bylaws of the Corporation. The Corporation's bylaws shall provide the number (not less than 3) of the trustees of the Corporation, which number may be changed from time to time by resolution of the Board of Trustees without requiring an amendment of such bylaw provision, or as otherwise provided in the Corporation's bylaws.

SEVENTH: The place in which the operations of the Corporation are principally to be conducted is the State of New Jersey, but the operations of the Corporation shall not be limited to such territory.

EIGHTH: Seven (7) persons currently serve as the trustees of the Corporation, and their names and addresses set forth on Exhibit A, attached hereto.

NINTH: A trustee or officer of the Corporation shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except that a trustee or officer shall not be relieved of liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

TENTH: The address of the registered office of the Corporation, as well as the name of the registered agent at such address upon whom service of process against the Corporation may be served, are as follows:

Beth Yingling, Esq.
c/o McCarter & English, L.L.P.
4 Gateway Center
100 Mulberry Street
Newark, NJ 07102-4096

ELEVENTH: The duration of the Corporation shall be perpetual.

TWELFTH: This Amended and Restated Certificate of Incorporation shall become effective upon filing with the New Jersey Department of the Treasury.

IN WITNESS WHEREOF, the undersigned, an authorized officer of the Corporation, has hereunto signed this Amended and Restated Certificate of Incorporation on the 8 day of March, 2011

THE SCHUMANN CENTER FOR MEDIA AND
DEMOCRACY, INC.

By:

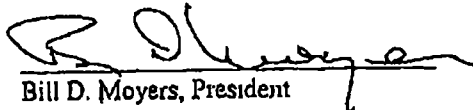

Bill D. Moyers, President

EXHIBIT A

<u>Name</u>	<u>Address</u>
Robert M. Herbert	15 West 72nd Street, Apt. 2-K New York, NY 10023
Michael J. Johnston	25 Colt Lane Gladstone, NJ 07934
Joan Konner	200 Central Park South, Apt. 33B New York, NY 10019
Bill D. Moyers	74 Ballentine Road P. O. Box 309 Bernardsville, NJ 07924
Margaret Schumann	14 Manley Street London, NW1 8LT United Kingdom
R. Ford Schumann, Jr.	506 Old McGinnes Lane Chestertown, MD 21620
Beth Yingling	34 Mountain Heights Avenue Lincoln Park, NJ 07035

CERTIFICATE OF ADOPTION
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE SCHUMANN CENTER FOR MEDIA AND DEMOCRACY, INC.

The undersigned corporation, having adopted the annexed Amended and Restated Certificate of Incorporation pursuant to N.J.S.A. 15A-9-5, hereby certifies that:

1. The name of the corporation is "The Schumann Center for Media and Democracy, Inc." (the "Corporation").
2. The Corporation has members, who are the same persons serving as the Corporation's trustees
3. The attached Amended and Restated Certificate of Incorporation was adopted by the unanimous written consent of the Corporation's trustees and members without a meeting, effective February 23, 2011.

IN WITNESS WHEREOF, the undersigned, authorized officer of the Corporation, hereby executes this Certificate on the 8 day of March, 2011.

The Schumann Center for Media and Democracy, Inc.

By 
Bill D. Moyers, President