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May 30, 2019

VIA EXPRESS MAIL

Internal Revenue Service
Attention: EO Determination Letters
Stop 31
201 West Rivercenter Boulevard
Covington, KY 41011

**Re: Exemption Application – Form 1023:
The Salt Lake Tribune, Inc. – EIN: 84-1878709**

Dear Sir or Madam:

On behalf of The Salt Lake Tribune, Inc. I enclose an application for recognition of exempt status under section 501(c)(3) of the Code. I have enclosed IRS Form 1023 and its supporting exhibits. I have also enclosed Form 2848, authorizing me to represent the organization, a check for \$600 to cover the user fee, and the Form 1023 checklist.

I am happy to answer any questions that arise as you consider this request. Please feel free to contact me directly at (202) 862-7866. Thank you for your prompt assistance with this matter.

Sincerely,

A handwritten signature in blue ink that reads "Meghan Biss".

Meghan R. Biss

Enclosures: As stated

FORM 1023 CHECKLIST

Form 1023 Checklist

(Revised December 2017)

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

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

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

- ☒ Assemble the application and materials in this order.
 - Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- ☒ Employer Identification Number (EIN)
- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
 - You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- ☒ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

Schedule A Yes ☐ No ☒

Schedule E Yes ☐ No ☒

Schedule B Yes ☐ No ☒

Schedule F Yes ☐ No ☒

Schedule C Yes ☐ No ☒

Schedule G Yes ☒ No ☐

Schedule D Yes ☐ No ☒

Schedule H Yes ☐ No ☒

- ☒ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
 - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) P. 1, Art. III, Para. A
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Page 5, Article X
- ☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.
 - Signature at Part XI of Form 1023.
- ☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

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

Internal Revenue Service
Attention: EO Determination Letters
Stop 31
P.O. Box 12192
Covington, KY 41012-0192

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

Internal Revenue Service
Attention: EO Determination Letters
Stop 31
201 West Rivercenter Boulevard
Covington, KY 41011

FORM 2848

Power of Attorney and Declaration of Representative

► Go to www.irs.gov/Form2848 for instructions and the latest information.

OMB No. 1545-0150

For IRS Use Only

Received by:

Name _____

Telephone _____

Function _____

Date ____ / ____ / ____

Part I Power of Attorney

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address
The Salt Lake Tribune, Inc.
90 S. 400 West, #700
Salt Lake City, UT 84101

Taxpayer identification number(s)

84-1878709

Daytime telephone number

(801) 257-8742

Plan number (if applicable)

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

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

Name and address

Douglas N. Varley, Caplin & Drysdale Chtd.
1 Thomas Circle, NW, Suite 1100
Washington, DC 20005

Check if to be sent copies of notices and communications ☒

CAF No. 308-65950R

PTIN P01483442

Telephone No. (202) 862-7818

Fax No. (202) 429-3301

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

Name and address

Meghan R. Biss, Caplin & Drysdale Chtd.
1 Thomas Circle, NW, Suite 1100
Washington, DC 20005

Check if to be sent copies of notices and communications ☒

CAF No. _____

PTIN P02157602

Telephone No. (202) 862-7866

Fax No. (202) 429-3301

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

Name and address

Amanda E. Reed, Caplin & Drysdale, Chtd.
1 Thomas Circle, NW, Suite 1100
Washington, DC 20005

(Note: IRS sends notices and communications to only two representatives.)

CAF No. 0312-29386R

PTIN _____

Telephone No. (202) 862-7851

Fax No. (202) 429-3301

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

Name and address

CAF No. _____

PTIN _____

Telephone No. _____

Fax No. _____

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

(Note: IRS sends notices and communications to only two representatives.)

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

- 3 Acts authorized (you are required to complete this line 3).** With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 5000A Shared Responsibility Payment, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)

Tax Form Number
(1040, 941, 720, etc.) (if applicable)

Year(s) or Period(s) (if applicable)
(see instructions)

Application for Tax Exempt Status

Form 1023, Affirmation letter

2019 - 2022

- 4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific Use Not Recorded on CAF ☒

- 5a Additional acts authorized.** In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information): ☐ Access my IRS records via an Intermediate Service Provider;

☐ Authorize disclosure to third parties; ☐ Substitute or add representative(s); ☐ Sign a return;

☒ Other acts authorized: Discussion with IRS regarding account on EOBFM, updating information to the IRS, obtaining tax-exempt status affirmation letter from the IRS.

- b Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.

List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b):

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

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

- 7 Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, partnership representative, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the legal authority to execute this form on behalf of the taxpayer.

► IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.

Paul Huntsman
Signature

5/29/19
Date

President

Title (if applicable)

Mr. Paul C. Huntsman

Print Name

The Salt Lake Tribune, Inc.

Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—a holder of an active license to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent by the Internal Revenue Service per the requirements of Circular 230.
 - d Officer—a bona fide officer of the taxpayer organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided, the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). **See Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.**
 - k Qualifying Student—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation— Insert above letter (a-r).	Licensing jurisdiction (State) or other licensing authority (if applicable).	Bar, license, certification, registration, or enrollment number (if applicable).	Signature	Date
a	DC	453672	<i>Dy...</i>	5/30/19
a	DC	1602518	<i>Michelle...</i>	5/30/19
a	PA	320991	<i>Paul...</i>	5/30/2019

FORM 1023

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form1023 for instructions and the latest information.

OMB No. 1545-0056

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

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

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

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
The Salt Lake Tribune, Inc.			
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
90 S. 400 West	700	84-1878709	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 – 12)	
Salt Lake City, UT 84101		12	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: (202) 862-7866	
a Name:		c Fax: (optional)	
Meghan R. Biss, Caplin & Drysdale, Chtd., authorized representative			
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		☒ Yes ☐ No	
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		☐ Yes ☒ No	
9a Organization's website:			
b Organization's email: (optional)			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		☐ Yes ☒ No	
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		05 / 17 / 2019	
12 Were you formed under the laws of a foreign country ? If "Yes," state the country.		☐ Yes ☒ No	

Part II Organizational Structure

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

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

Part III Required Provisions in Your Organizing Document

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

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. ☒
- Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article III, Paragraph A
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 5, Article X
- c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

Part IV Narrative Description of Your Activities

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

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

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Paul C. Huntsman	President and Director	90 S. 400 West, #700 Salt Lake City, UT 84101	0
Ronald G. Moffitt	Secretary and Director	90 S. 400 West, #700 Salt Lake City, UT 84101	0
James E. Shelledy	Treasurer and Director	90 S. 400 West, #700 Salt Lake City, UT 84101	0

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

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Matt Canham	Senior Managing Editor	90 S. 400 West Salt Lake City, UT 84101	106,818.25
Tim Fitzpatrick	Executive Vice President	90 S. 400 West Salt Lake City, UT 84101	109,259.50
Sheila McCann	Managing Editor	90 S. 400 West Salt Lake City, UT 84101	98,407.33
Jennifer Napier-Pearce	Editor	90 S. 400 West Salt Lake City, UT 84101	133,500
David Noyce	Managing Editor	90 S. 400 West Salt Lake City, UT 84101	98,407.33

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Antonio Ramirez	Web Developer	90 S. 400 West Salt Lake City, UT 84101	72,640.75

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII Your History

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

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

Part VIII Your Specific Activities

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

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

Part VIII Your Specific Activities (Continued)

- 4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. See instructions. ☒ **Yes** ☐ **No**

- | | |
|---|---|
| ☒ mail solicitations | ☐ phone solicitations |
| ☒ email solicitations | ☒ accept donations on your website |
| ☒ personal solicitations | ☒ receive donations from another organization's website |
| ☐ vehicle, boat, plane, or similar donations | ☐ government grant solicitations |
| ☒ foundation grant solicitations | ☐ Other |

Attach a description of each fundraising program. See Attachment B

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ **Yes** ☒ **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ **Yes** ☒ **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you. See Attachment B
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ **Yes** ☒ **No**

- 5** Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ **Yes** ☒ **No**

- 6a** Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ **Yes** ☒ **No**

- b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

- 7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

- b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

- c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

- 8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☒ **Yes** ☐ **No** See Attachment B

- 9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ **Yes** ☒ **No**

- b** Do you provide childcare so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

- c** Of the children for whom you provide childcare, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

- d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

- 10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☒ **Yes** ☐ **No** See Attachment B

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ Yes ☒ No
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ Yes ☒ No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☐ Yes ☒ No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ Yes ☐ No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following.
- (i)** Do you require an application form? If "Yes," attach a copy of the form. ☐ Yes ☐ No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ Yes ☐ No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ Yes ☒ No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ Yes ☐ No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ Yes ☐ No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ Yes ☐ No

Part VIII Your Specific Activities (Continued)

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

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

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years.

1. If in existence less than 5 years, complete the statement for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of:
 - a. Three years of financial information if you have not completed one tax year, or
 - b. Four years of financial information if you have completed one tax year. See instructions.
2. If in existence 5 or more years, complete the schedule for the most recent 5 tax years. You will need to provide a separate statement that includes information about the most recent 5 tax years because the data table in Part IX has not been updated to provide for a 5th year. See instructions.

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From 05/17/19 To 12/31/19	(b) From 01/01/20 To 12/31/20	(c) From 01/01/21 To 12/31/21	(d) From To	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	4,500,000	7,000,000	7,000,000		
	2 Membership fees received	0	0	0		
	3 Gross investment income	0	0	0		
	4 Net unrelated business income	750,000	650,000	550,000		
	5 Taxes levied for your benefit	0	0	0		
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0		
	7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)	309,900	309,900	309,900		
	8 Total of lines 1 through 7	5,559,900	7,959,900	7,859,900		
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	1,015,241	1,114,400	1,214,400		
	10 Total of lines 8 and 9	6,575,141	9,074,300	9,074,300		
Expenses	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0		
	12 Unusual grants	0	0	0		
	13 Total Revenue Add lines 10 through 12	6,575,141	9,074,300	9,074,300		
	14 Fundraising expenses	50,000	55,000	60,000		
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	0	0		
	16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0		
	17 Compensation of officers, directors, and trustees	0	0	0		
	18 Other salaries and wages	4,325,000	4,466,250	4,685,813		
	19 Interest expense	0	0	0		
	20 Occupancy (rent, utilities, etc.)	615,596	615,596	615,596		
	21 Depreciation and depletion	36,000	36,000	36,000		
	22 Professional fees	172,640	172,640	172,640		
	23 Any expense not otherwise classified, such as program services (attach itemized list)	2,263,701	2,312,702	2,293,252		
	24 Total Expenses Add lines 14 through 23	7,462,937	7,658,188	7,863,301		

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

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

Part X Public Charity Status

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

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

Part X Public Charity Status (Continued)

- e** 509(a)(4) – an organization organized and operated exclusively for testing for public safety. ☐
- f** 509(a)(1), and 170(b)(1)(A)(iv) – an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g** 509(a)(1), and 170(b)(1)(A)(ix) – an agricultural research organization directly engaged in the continuous active conduct of agricultural research in conjunction with a college or university. ☐
- h** 509(a)(1), and 170(b)(1)(A)(vi) – an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☒
- i** 509(a)(2) – an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- j** A publicly supported organization, but unsure if it is described in 5h or 5i. You would like the IRS to decide the correct status. ☐

6 If you checked box h, i, or j in question 5 above, and you have been in existence more than 5 years, you must confirm your public support status. Answer line 6a if you checked box h in line 5 above. Answer line 6b if you checked box i in line 5 above. If you checked box j in line 5 above, answer both lines 6a and 6b.

- a** (i) Enter 2% of line 8, column (e) on Part IX-A Statement of Revenues and Expenses _____
- (ii) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," state this.
- b** (i) For each year amounts are included on lines 1, 2, and 9 of Part IX-A Statement of Revenues and Expenses, attach a list showing the name and amount received from each **disqualified person**. If the answer is "None," state this.
- (ii) For each year amounts were included on line 9 of Part IX-A Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of Line 10, Part IX-A Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," state this.

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ Yes ☒ No

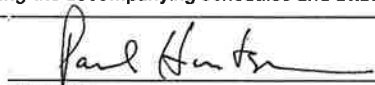
Part XI User Fee Information and Signature

You must include the correct user fee payment with this application. If you do not submit the correct user fee, we will not process the application and we will return it to you. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "Exempt Organizations User Fee" in the search box, or call Customer Account Services at 1-877-829-5500 for current information.

Enter the amount of the user fee paid: \$600

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

**Please
Sign
Here**


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

Paul C. Huntsman

(Type or print name of signer)

President of the Board of Directors

(Type or print title or authority of signer)

5/29/19
(Date)

Schedule G. Successors to Other Organizations

1a Are you a **successor** to a **for-profit organization**? If "Yes," explain the relationship with the **predecessor** organization that resulted in your creation and complete line 1b. See Attachment A ☒ **Yes** ☐ **No**

b Explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status. See Attachment A

2a Are you a successor to an organization other than a for-profit organization? Answer "Yes" if you have taken or will take over the activities of another organization; or you have taken or will take over 25% or more of the fair market value of the net assets of another organization. If "Yes," explain the relationship with the other organization that resulted in your creation. ☐ **Yes** ☒ **No**

b Provide the tax status of the predecessor organization.

c Did you or did an organization to which you are a successor previously apply for tax exemption under section 501(c)(3) or any other section of the Code? If "Yes," explain how the application was resolved. ☐ **Yes** ☐ **No**

d Was your prior tax exemption or the tax exemption of an organization to which you are a successor revoked or suspended? If "Yes," explain. Include a description of the corrections you made to re-establish tax exemption. ☐ **Yes** ☐ **No**

e Explain why you took over the activities or assets of another organization.

3 Provide the name, last address, and EIN of the predecessor organization and describe its activities.

Name: PCH Tribune, LLC

EIN: 47-2524567

Address: 90 S. 400 West, Salt Lake City, UT 84101

4 List the owners, partners, principal stockholders, officers, and governing board members of the predecessor organization. Attach a separate sheet if additional space is needed.

Name	Address	Share/Interest (if a for-profit)
Paul Huntsman	PCH Tribune LLC, 500 Huntsman Way, Salt Lake City, UT 84108	100%

5 Do or will any of the persons listed in line 4, maintain a working relationship with you? If "Yes," describe the relationship in detail and include copies of any agreements with any of these persons or with any for-profit organizations in which these persons own more than a 35% interest. See Attachment B ☒ **Yes** ☐ **No**

6a Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof. ☒ **Yes** ☐ **No**
See Attachment B

b Were any restrictions placed on the use or sale of the assets? If "Yes," explain the restrictions. ☐ **Yes** ☐ **No**

c Provide a copy of the agreement(s) of sale or transfer.

7 Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed. ☐ **Yes** ☒ **No**

8 Will you lease or rent any property or equipment previously owned or used by the predecessor for-profit organization, or from persons listed in line 4, or from for-profit organizations in which these persons own more than a 35% interest? If "Yes," submit a copy of the lease or rental agreement(s). Indicate how the lease or rental value of the property or equipment was determined. ☒ **Yes** ☐ **No**
See Attachment B

9 Will you lease or rent property or equipment to persons listed in line 4, or to for-profit organizations in which these persons own more than a 35% interest? If "Yes," attach a list of the property or equipment, provide a copy of the lease or rental agreement(s), and indicate how the lease or rental value of the property or equipment was determined. ☐ **Yes** ☒ **No**

ATTACHMENT A

PART IV. NARRATIVE DESCRIPTION OF ACTIVITIES

The following statement provides pertinent information on the establishment of The Salt Lake Tribune, Inc. (the "Charity") and its purposes and activities, including additional information required in response to items on Form 1023. It also discusses the legal authorities that support this application for exempt status under section 501(c)(3) of the Internal Revenue Code¹ and the classification of the Charity as an organization that is not a private foundation under section 509(a) because it is publicly supported under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Code.

1. Background and Purpose

The Charity is a nonprofit nonstock corporation duly organized under Delaware law. Its Certificate of Incorporation was filed on May 17, 2019. To date, the Charity's only activities have consisted of organizational activities; it has not yet conducted the planned activities that are described below. The Charity is organized and will be operated exclusively for charitable and educational purposes under section 501(c)(3) of the Code. More specifically, the Charity is organized and operated to educate, advance, and inform public discourse through local, independent journalism in Utah.

Leaders in the Salt Lake City area, in particular Paul Huntsman, have created the Charity to address a crisis in the availability of quality journalism that could deprive the state of Utah of access to important information that citizens need to function and thrive. News organizations are fundamentally civic in nature—they investigate and report on information that is important to the community—yet, local newspapers across the country are being closed or severely downsized. "Throughout the history of this nation, newspapers have provided the bulk of the civically important functions that democracy requires."² However, since 2004, almost 1,800 local newspapers have closed, including more than 60 daily newspapers and 1,700 weekly newspapers.³

In a 2011 report, the Federal Communications Commission ("FCC") found that local newspapers have been forced to dramatically reduce or eliminate coverage of important community issues such as coverage of state and local government, public corruption, crime and the criminal justice system, health, education, religion, business, and the environment.⁴ The

¹ All statutory references are to the Internal Revenue Code of 1986, as amended (the "Code"); references to the regulations are to the applicable Treasury Department Regulations promulgated under the Code.

² Steven Waldman, *The Information Needs of Communities: The changing media landscape in a broadband age*, Federal Communications Commission, p. 56, July 2011, available at https://transition.fcc.gov/osp/inc-report/The_Information_Needs_of_Communities.pdf.

³ Penelope Muse Abernathy, *The Expanding News Desert*, Univ. of North Carolina School of Media and Journalism, Oct. 15, 2018, available at <https://www.usnewsdeserts.com/reports/expanding-news-desert/download-a-pdf-of-the-report/>.

⁴ Steven Waldman, *The Information Needs of Communities: The changing media landscape in a broadband age*, Federal Communications Commission, July 2011, p. 43 – 54, available at https://transition.fcc.gov/osp/inc-report/The_Information_Needs_of_Communities.pdf.

FCC stated that “independent reporting that provides information, investigation, analysis, and community knowledge, particularly in the coverage of local affairs” is “under threat.”⁵ The FCC report concluded that this reduction in local news and reporting “appear[s] to have caused genuine harm to American citizens and local communities.”⁶

2. Proposed Activities

As its primary activity, the Charity intends to produce, print, and distribute (both in print and digitally) *The Salt Lake Tribune* (“*The Tribune*”), a local, independent newspaper in Utah. After approval of its tax-exempt status, the Charity will receive the masthead and journalistic operations of *The Tribune* as a donation from *The Tribune*’s current owner, PCH Tribune, LLC (“PCH Tribune”). Like many local papers across the United States, *The Tribune* is operating at a loss, has reduced staff, and scaled back important local reporting.⁷ Building on *The Tribune*’s longstanding legacy of watchdog journalism, the Charity will receive the assets of *The Tribune*, report information that is educational to the citizens of Utah, and operate in a manner consistent with tax-exempt status under section 501(c)(3).

Since 1871, *The Tribune* has served as Utah’s independent voice for news and information. It is focused on local, accurate, fair, and independent watchdog journalism. As such, it plays a critical role in Utah by covering stories that the other local news organizations cannot or will not. For example, in 2017, *The Tribune* was awarded the Pulitzer Prize for Local Reporting for its investigation and publication of “a string of vivid reports revealing the perverse, punitive, and cruel treatment given to sexual assault victims at Brigham Young University, one of Utah’s most powerful institutions.”⁸ The Charity will ensure the sustainability of this vital public resource and provide important educational information to the citizens of Utah.

3. Legal Authorities

The Charity was created and will be operated exclusively for educational and charitable purposes and should therefore be recognized as exempt from federal income tax under section 501(c)(3) of the Code. In order to qualify for exemption, an organization must meet both the organizational and operational tests as set forth in the Regulations.⁹ As explained below, the Charity satisfies these requirements.

⁵ *Id.* at 11.

⁶ *Id.* at 57.

⁷ See, e.g., Tony Semerad, *Reacting to Plunging Revenues, Salt Lake Tribune Lays off a Third of its Newsroom, Cuts Back Print Offerings*, THE SALT LAKE TRIB., May 14, 2018, available at <https://www.sltrib.com/news/2018/05/14/reacting-to-plunging-revenues-salt-lake-tribune-lays-off-a-third-of-its-newsroom-cuts-back-print-offerings/>.

⁸ <https://www.pulitzer.org/winners/salt-lake-tribune-staff>.

⁹ Treas. Reg. § 1.501(c)(3)-1.

a. Organizational Test

The Regulations provide that an organization is organized exclusively for one or more exempt purposes only if its articles of organization limit the purposes of such organization to one or more exempt purposes; and do not expressly empower the organization to engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more exempt purposes.¹⁰

Consistent with these requirements, Article III of the Charity's Certificate of Incorporation provides that the Charity is formed exclusively for educational and charitable purposes. The Charity is not expressly empowered to engage, otherwise than as an insubstantial part of its activities, in activities which are not in furtherance of one or more exempt purposes, and its assets are dedicated to an exempt purposes. Article III also provides that, notwithstanding any other provisions of the Charity's Certificate of Incorporation, the Charity shall not carry on any activity other than an activity permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code.

The Regulations also require that an organization's assets be dedicated to an exempt purpose to satisfy the organizational test.¹¹ Accordingly, Article X of the Charity's Certificate of Incorporation provides that in the event of the liquidation, dissolution, or winding up of the affairs of the Charity, "all remaining property and assets of the Corporation must be distributed in accordance with section 1.501(c)(3)-1(b)(4) of the Treasury Regulations, or the corresponding section of any future Federal tax regulations."

Based on the foregoing provisions of its Certificate of Incorporation, the Charity satisfies the organizational test.

b. Operational Test

In addition to satisfying the organizational test, the Charity also satisfies the operational test set forth in the Regulations because its activities further educational and charitable purposes within the meaning of section 501(c)(3) of the Code.

i. *The Charity's activities are educational and charitable*

The Regulations define "educational" to include "the instruction of the public on subjects useful to the individual and beneficial to the community."¹² The Regulations also provide that the term "charitable" includes the advancement of education and the defense of civil rights

¹⁰ Treas. Reg. § 1.501(c)(3)-1(b)(1)(i).

¹¹ Treas. Reg. § 1.501(c)(3)-1(b)(4).

¹² Treas. Reg. § 1.501(c)(3)-1(d)(3)(i).

secured by law.¹³ News organizations such as the Charity, have qualified as tax-exempt under section 501(c)(3) when they further these purposes.¹⁴

In order for a publication to further educational purposes, both its content and the method to produce the content, must be educational.¹⁵ Additionally, the distribution and manner of distribution must further exempt purposes and be accomplished in a manner consistent with the requirements under section 501(c)(3).¹⁶ As described below, the Charity's planned activities satisfy these requirements.

The Charity's planned content and its method of preparing that content is educational. *The Tribune* "instruct[s] ... the public on subjects useful to the individual and beneficial to the community"¹⁷ through its in-depth investigative reports, articles, and editorial content. These articles contribute to the public's "sum total knowledge on . . . substantive issues"¹⁸ thereby creating "a more interested and informed" public.¹⁹ *The Tribune* covers a diverse range of topics relevant to the citizens of Utah including state and local government, public corruption, crime, faith, the environment, education and culture, and other local issues. *The Tribune* also holds public entities accountable and informs citizens of the state's use of public dollars. For example, *The Tribune* has engaged in important public reporting on the treatment of sexual assault survivors at one of Utah's most powerful institutions,²⁰ the prevalence of racism in Utah High School sports,²¹ overcrowding at national parks located in Utah and the corresponding impact on

¹³ Treas. Reg. § 1.501(c)(3)-1(d)(2).

¹⁴ See, e.g., *People Translation Service/Newsfront Int'l v. Comm'r*, 72 T.C. 42 (1979), acq. 1981-36 I.R.B. 5; Rev. Rul. 68-306, 1968-1 C.B. 257; Rev. Rul. 74-615, 1974-2 C.B. 165; Rev. Rul. 67-4, 1967-1 C.B. 121. See also, approved organizations such as Texas Tribune, Inc., EIN 26-4527097, MinnPost, EIN 26-0573427, Voice of San Diego, EIN 20-1585919, National Public Radio, Inc., EIN 52-0907625, and the Corporation for Public Broadcasting, EIN 13-2607374.

¹⁵ See Rev. Rul. 67-4, 1967-1 C.B. 121.

¹⁶ *Id.*

¹⁷ Treas. Reg. § 1.501(c)(3)-1(D)(3)(b).

¹⁸ See Gen. Couns. Mem. 38845 (May 4, 1982).

¹⁹ Gen. Couns. Mem. 38587 (Dec. 8, 1980) (ruling that a magazine which provided editorial content concerning public affairs, science, education and the arts qualifies as an educational publication because it "enables the public to have sound reasons for their choice").

²⁰ See, e.g., Erin Alberty, *BYU Students say Victims of Sexual Assault are Targeted by Honor Code*, THE SALT LAKE TRIB., April 12, 2016, available at <https://www.sltrib.com/news/2017/07/27/byu-students-say-victims-of-sexual-assault-are-targeted-by-honor-code/>; Erin Alberty, *Prove It: School Discipline puts BYU Rape Victims on Defense*, THE SALT LAKE TRIB., June 8, 2016, available at <https://www.sltrib.com/news/crime/2016/06/08/byu-students-who-reported-sex-assaults-say-they-faced-presumption-of-guilt/>.

²¹ Alex Vejar, *Racism keeps Rearing its Ugly Head at Utah High School Basketball Games. The UHSAA Knows it has a Problem, but a Solution Proves to be no Easy Task*, THE SALT LAKE TRIB., May 4, 2019, available at <https://www.sltrib.com/sports/2019/05/04/racism-keeps-rearing-its/>.

local infrastructure,²² a lack of Utah state funding for mental health resources,²³ and corruption and inappropriate behavior by officials in local governing bodies in Utah.²⁴

Under the Charity, *The Tribune* will not merely reproduce other journalists' national, international, and Associated Press wire stories. Rather, *The Tribune's* reporting staff will also investigate and follow local issues and demonstrate an understanding of the community. They must possess unique training, knowledge, and skills to accomplish the Charity's educational and charitable purposes. In producing content, *The Tribune's* reporters conduct a thorough investigation and provide sufficient factual information to aid readers in the learning process. Additionally, *The Tribune* prepares and selects content based on objective editorial criteria to ensure a focus on items of public importance. For example, under *The Tribune's* editorial policies, articles are selected on the basis of items such as the:

- substantive focus on important issues affecting the residents of Utah;
- placement of these issues into their historic context;
- depth of research and factual support;
- originality of thought;
- the degree to which both sides of controversial issues are covered; and
- literary quality.

The Tribune's editorial standards are consistent with the requirements discussed in Revenue Procedure 86-43—its articles are focused on issues of public importance, the reporting informs the public of all sides of issues and presents a sufficient factual foundation, and readers can form an independent opinion based on the knowledge obtained from the articles.²⁵ *The Tribune's* Editor will oversee the implementation and execution of these editorial policies. The Charity's Board of Directors will not seek to modify the journalistic independence of the Editor, which is crucial for protecting independent watchdog journalism and distinct from how

²² See, e.g., Brian Maffly, *Moab is Drowning in Tourists, and Utah is Making Grand County Spend Millions a Year to Invite More*, THE SALT LAKE TRIB., April 22, 2019, available at <https://www.sltrib.com/news/environment/2019/04/22/moab-is-drowning-tourists/>; Charlotte Simmonds, *Crisis in our National Parks: How Tourists are Loving Nature to Death*, THE SALT LAKE TRIB., Dec. 8, 2018, available at <https://www.sltrib.com/news/environment/2018/12/08/crisis-our-national-parks/>.

²³ Courtney Tanner, *"You Can't have a Crisis Center where No One Answers the Phone": Utah's Suicide Hotline Sees an Increase in Calls but Not Funding*, THE SALT LAKE TRIB., April 17, 2019, available at <https://www.sltrib.com/news/2019/04/17/utahs-suicide-hotline-has/>.

²⁴ See, e.g., Taylor Stevens, *Grantsville Mayor Admits Zip Tying Hands of One Official . . .*, THE SALT LAKE TRIB., March 29, 2019, available at <https://www.sltrib.com/news/politics/2019/03/29/grantsville-mayor-brent/>; Taylor, Stevens, *An Investigative Report Finds the Grantsville Mayor, Accused of Aggressive Behavior, Violated City Policies*, THE SALT LAKE TRIB., April 22, 2019, available at <https://www.sltrib.com/news/politics/2019/04/22/an-investigative-report/>.

²⁵ Rev. Proc. 86-43, 1986-2 C.B. 729; *The Tribune's* focus on producing and selecting content that is educational is also consistent with other IRS guidance. See, e.g., Gen. Couns. Mem. 38845 (May 4, 1982).

commercial entities operate.²⁶ The Editor will report to the Charity's Board and will be responsible for ensuring that *The Tribune's* day-to-day operations advance the Charity's educational and charitable purposes. Under the Charity, *The Tribune* will continue to provide impartial reporting in newsgathering and through its editorial and opinion pages, and will continue to inform readers of the critical issues facing Utah.

The Charity's planned activity of publishing and distributing *The Tribune* provides a public benefit and is necessary to further the Charity's charitable purposes.²⁷ In order for the public to fulfill their duties as citizens and to function in the modern world, they must first have access to the information. As noted by the FCC, the elimination and reductions in local newspapers has resulted in less information being available to the public.²⁸ In particular, the FCC has found that local newspapers are publishing fewer articles, covering fewer topics of local importance, and that the public is losing access to vital information.²⁹ The Charity intends to prioritize reporting on stories of local importance and will publish *The Tribune* in both electronic and print format to increase opportunities to educate the public on these vital issues. Although many households in Utah have an internet connection, not all households do. Accordingly, print distribution is currently necessary to ensure that *The Tribune's* educational content is accessible to a broad population. As it moves forward, the Charity will continue to make distribution decisions based upon the educational needs of its community.

The Charity also intends to distribute *The Tribune* without regard to the realization of a net profit. The IRS has previously determined that this is "important evidence" which demonstrates that the "publishing process is being used as a vehicle for accomplishing [exempt] purposes."³⁰ Similar to the organizations in *People Translation Service/Newsfront Int'l v. Comm'r* and Rev. Rul. 67-4, *The Tribune* operates at a loss and its subscription revenue only recovers a portion of the costs of its publication.³¹ Additionally, the Charity will forgo important subscription revenue by distributing *The Tribune* free-of-charge at libraries throughout Utah, and by providing discounted subscription rates to students and active military members. Further, the economic reality of journalism in Utah means that the Charity will have to rely upon donated public support from a variety of sources, including individual donors, private foundations, and other public charities, to accomplish its educational and charitable purposes. Without this support, the paper is not financially viable. Thus, *The Tribune* will be distributed in furtherance

²⁶ See, e.g., Julie Reynolds, *Hedge Fund Attempts to Censor its Newspapers' Own Criticism as Outrage, Rebellion Grows*, THE NEWSGUILD, April 30, 2019, available at <http://www.newsguild.org/mediaguild3/hedge-fund-attempts-to-censor-its-newspapers-own-criticism-as-outrage-rebellion-grow/>.

²⁷ See Rev. Rul. 60-351, 1960-2 C.B. 169; Rev. Rul. 67-4, 1967-1 C.B. 121.

²⁸ Steven Waldman, *The Information Needs of Communities: The changing media landscape in a broadband age*, Federal Communications Commission, July 2011, p. 43 – 54, available at https://transition.fcc.gov/osp/inc-report/The_Information_Needs_of_Communities.pdf.

²⁹ *Id.*

³⁰ Gen. Couns. Mem. 38845 (May 4, 1982).

³¹ 72 T.C. 42 (1979), acq. 1981-36 I.R.B. 5; Rev. Rul. 67-4, 1967-1 C.B. 121; see also *Elisian Guild v. United States*, 412 F.2d 121 (1st Cir. 1969).

of the Charity's charitable and educational purposes and "without regard to the realization of a net profit."³²

The Tribune also provides other important educational opportunities. *The Tribune* employs around four to five paid interns each year for intensive training that includes exposure to every aspect of newspaper operations. The IRS has previously determined that the conduct of internships by an organization that publishes educational information furthers educational purposes.³³ Interns are mentored by experienced staff, who supervise their work closely and provide regular feedback. These internships have allowed students to produce in-depth reports on selected topics.³⁴

Additionally, the Charity plans to formalize a program focusing on monthly town hall sessions for the general public on subjects that *The Tribune* is reporting on, including hate crimes and summaries of actions taken during the legislative session. These town hall sessions will be free, open to the general public, and will engage topic experts and the community. In conducting these sessions, *The Tribune* will further public dialogue, promote additional understanding of critical issues facing the state, and complement the educational information that is contained in *The Tribune*.

The Charity's activities also further charitable purposes because it promotes human and civil rights secured by law.³⁵ Although the IRS has often considered this purpose in the context of entities engaged primarily in litigation, other guidance issued by the IRS provides that organizations can accomplish this purpose by engaging in non-litigation activities.³⁶ The IRS has stated that the scope of rights that fall under the defense of human and civil rights secured by law should be construed broadly.³⁷ In practice, the rights that have been approved in this context are considered "fundamental" rights. As stated by the IRS, "[f]reedom of the press is one of the fundamental freedoms guaranteed by the [United States] Constitution."³⁸ The IRS has previously determined that activities that support the publication of news and the operations of newspapers furthers the promotion of human and civil rights because it advances the freedom of the press.³⁹ Similarly, the operation of *The Tribune* by the Charity is necessary to protect the

³² Gen. Couns. Mem. 38845 (May 4, 1982).

³³ *Id.*

³⁴ See, e.g., Sahalie Donaldson, *Yoga helps some Utah inmates find 'the beauty and peace' while behind bars*, THE SALT LAKE TRIB., April 29, 2019, available at <https://www.sltrib.com/news/politics/2019/04/29/even-behind-concrete/>;

³⁵ Treas. Reg. 1.501(c)(3)-1(d)(2).

³⁶ See, e.g., Rev. Rul. 68-438, 1968-C.B. 209 (an organization that met with proprietors and trade associations with histories of social and religious discrimination for the purpose of encouraging compliance with civil rights laws qualifies as a section 501(c)(3) organization); Priv. Ltr. Rul. 201405022 (Jan 31, 2014) (an organization that was denied exempt status engaged in a range of activities that did not involve litigation. The denial was based solely on the fact that the right being furthered was not a fundamental right).

³⁷ Gen. Couns. Mem. 38468 (Aug. 12, 1980); Gen. Couns. Mem. 38578 (Dec. 5, 1980).

³⁸ See Priv. Ltr. Rul. 9014063 (Jan. 10, 1990).

³⁹ Priv. Ltr. Rul. 9014063 (Jan. 10, 1990) (organization creating a fund to make interest-free loans to newspapers damaged by terrorist acts was able to treat the fund as a qualifying distribution. The IRS stated that "providing

importance of local, independent reporting—particularly reporting that holds public institutions accountable to the public—and therefore furthers the defense of human and civil rights.

In accordance with its mission to promote the freedom of the press and hold public institutions accountable, the *The Tribune* regularly seeks access to public documents and records using the Freedom of Information Act (“FOIA”) and Utah’s Government Records Access and Management Act (“GRAMA”). Under FOIA, government agencies are required to release records upon request in order to “ensure an informed citizenry, vital to the functioning of a democratic society, needed to check against corruption and to hold the governors accountable to the governed.”⁴⁰ When FOIA and GRAMA requests are denied by public institutions, the paper engages in litigation to obtain access to these crucial public documents and ensure that the information is provided to the public. Fighting secrecy orders and seeking to obtain information through the FOIA and GRAMA processes is a critical role of the free press and in the public’s interest. These efforts bring important information to light, provide the basis for in-depth reporting that informs the general public, and remind citizens that the government works for them and that all parts of government—especially entities with police powers—must be transparent and accountable to the people.

Finally, the Charity does not intend to conduct activities that would be inconsistent with tax-exempt status under section 501(c)(3) of the Code. For example, *The Tribune* will neither support nor oppose any candidate for public office. Additionally, although a portion of *The Tribune*’s content is devoted to advertising (both digital and print), this does not constitute a substantial non-exempt activity. The IRS has made clear that “solicitation of commercial advertising” will not prevent a publication from “being recognized as a section 501(c)(3) organization.”⁴¹ Indeed, Regulations interpreting section 513(c) of the Code—which post-dates Revenue Procedure 67-4 and provides that advertising is a taxable “unrelated business activity”—make clear that “activities of soliciting, selling, and publishing commercial advertising” will not automatically disqualify an organization from exemption.⁴²

The Charity’s activities do not provide a private benefit

To qualify for tax exemption under section 501(c)(3), an organization must be operated exclusively for exempt purposes.⁴³ An organization will fail to operate exclusively for such purposes if it serves private interests instead of public interests, unless the benefit to private

interest-free loans on a revolving basis to newspapers and other media located in the Western Hemisphere that are censored by force . . . is advancing education and is also defending human and civil rights secured by law.”); Priv. Ltr. Rul. 9223054 (March 12, 1992) (an organization providing grants to supply a news service to newspapers in Eastern Europe could treat the grants as qualifying distributions under 4942(g) because they furthered exempt purposes by advancing education and defending human and civil rights secured by law).

⁴⁰ *NLRB v. Robbins Tire & Rubber Co.*, 437 U.S. 214, 242 (1978).

⁴¹ Gen. Couns. Mem. 38587 (Dec. 8, 1980).

⁴² Treas. Reg. § 1.513-1(b).

⁴³ Treas. Reg. § 1.501(c)(3)-1(d)(1)(i).

interests is merely “incidental.”⁴⁴ The planned donation of the masthead and journalistic operations of *The Tribune* and the Charity’s production, publication, and distribution of *The Tribune* does not provide an impermissible private benefit to PCH Tribune or PCH Tribune’s owner, Paul Huntsman. As discussed in G.C.M. 38845 (January 21, 1982), the reorganization of a publication from a for-profit does not provide an impermissible private benefit when public interests are served. Similar to the organization in G.C.M. 38845, *The Tribune* is a historic paper, is recognized as an important source of information, and is not profitable. As discussed above, *The Tribune* has already reduced staffing and reporting.⁴⁵ Rather than sell *The Tribune*’s assets to one of the many national entities purchasing local newspapers, which would provide a greater financial benefit to the owner, PCH Tribune seeks to preserve the local journalistic operations of *The Tribune* by contributing the masthead and journalistic operations to the Charity. This would ensure that the educational content and local, independent focus, of *The Tribune* is preserved. Under the Charity, *The Tribune*, will be able to focus on important investigative reporting that is vital to an informed citizenry in Utah. Additionally, PCH Tribune is not transferring the liabilities of *The Tribune* to the Charity. Finally, in determining whether to enter into any contracts or agreements, the Charity will follow its conflict of interest policy and the requirements contained in Treas. Reg. § 53.4958-6. Accordingly, the Charity’s receipt of the masthead and journalistic operations does not provide an impermissible private benefit to PCH Tribune.

4. Conclusion

The Charity meets all of the requirements for exemption from federal income tax under section 501(c)(3) of the Code. Based on the foregoing analysis, it has demonstrated that it is organized and will be operated exclusively for exempt purposes. Further, because it will be supported with a broad base of contributions, it will qualify as an organization described under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Code as a public charity rather than as a private foundation.

⁴⁴ Treas. Reg. § 1.501(c)(3)-1(d)(1)(ii); Rev. Rul. 77-367, 1977-2 C.B. 193.

⁴⁵ See, e.g., Tony Semerad, *Reacting to Plunging Revenues, Salt Lake Tribune Lays off a Third of its Newsroom, Cuts Back Print Offerings*, THE SALT LAKE TRIB., May 14, 2018, available at <https://www.sltrib.com/news/2018/05/14/reacting-to-plunging-revenues-salt-lake-tribune-lays-off-a-third-of-its-newsroom-cuts-back-print-offerings/>.

ATTACHMENT B

PART V. Compensation and Other Financial Arrangements with Your Officers, Directors, Trustees, Employees, and Independent Contractors

Line 2a – Relationships between Officers and Directors

- Paul C. Huntsman, President and Director of the Charity, is the owner of PCH Tribune, LLC (“PCH Tribune”), which owns and operates *The Salt Lake Tribune* (“*The Tribune*”). He is the director and the Executive Vice-President of The Huntsman Foundation and a director of The Utah Journalism Foundation. He is also the President of Huntsman Family Investments, LLC.
- Ronald G. Moffitt, Secretary and Director of the Charity, provides legal services to PCH Tribune, The Huntsman Foundation, and Huntsman Family Investments. He is also a director of The Utah Journalism Foundation.
- James E. Shelledy is a consultant for Huntsman Family Investments, LLC. He was formerly an editor of *The Tribune* but has no current business relationships with the paper.

Line 3a – Biographies of Officers, Directors, and Highest Compensated Employee¹

- **Paul C. Huntsman, President and Director** (10 hours/month): Mr. Huntsman serves as the President of Huntsman Family Investments, LLC. He is also the owner of PCH Tribune which owns and operates *The Salt Lake Tribune*. He has over 25 years of board-level, operations and transactional experience in industrial, financial and investment services companies. He served as a Vice President at Huntsman Corporation from 1996 to 2004 and as a Senior Vice President at Huntsman Gay Global Capital, LLC from 2009 to 2013, where he sourced, executed and managed private equity transactions. Mr. Huntsman previously served on the boards of Citadel Plastics, Huntsman Chemical, and the Clark Planetarium, and currently serves on the boards of This Is The Place Park Foundation, American Pacific Corporation, GTA Teleguam and the Huntsman Program in International Studies and Business at the University of Pennsylvania. Mr. Huntsman earned an M.B.A. from The Wharton School, University of Pennsylvania and a B.A. in Political Science from the University of Utah.
- **Ronald G. Moffitt, Secretary and Director** (5 hours/month): Mr. Moffitt is a partner with the law firm of Stoel Rives LLP. Mr. Moffitt has a broad corporate practice, with an emphasis on mergers, acquisitions, divestitures, corporate finance and commercial transactions. Mr. Moffitt also represents individuals and family offices in private transactions, investments and charitable giving. He serves as a director or advisor to several private foundations and charitable organizations. Mr. Moffitt currently serves as the Secretary and General Counsel of Huntsman Cancer Foundation and as the Secretary of The Huntsman Foundation. He also serves as a director of Kirk Humanitarian and as

¹ The duties of each officer are outlined in Section 6 of the Charity’s Bylaws.

corporate counsel to several non-profit organizations. Mr. Moffit was formerly general counsel of Huntsman Chemical Corporation and Huntsman Packaging Corporation.

James E. Shelledy, Treasurer and Director (5 hours/month): Mr. Shelledy retired as Director of Louisiana State University's Office of Student Media and Greer Chair in Media Business and Ethics in the Manship School in 2017. He directed the student-staffed Manship School News Service program and the Civil Rights Era Cold Case Murders Project, the Wrongful Conviction Project and the Manship Statehouse Bureau, which covers the Louisiana Legislature for 13 daily newspapers. Mr. Shelledy was editor of *The Salt Lake Tribune* for 12 years and has more than 30 years daily newspaper and wire service experience. He has been a Pulitzer Prize juror twice and an author or coauthor of three books.

Line 5a – Conflict of Interest Policy

The Charity's Conflict of Interest Policy was unanimously adopted by a written resolution of its Board of Directors dated May 20, 2019.

PART VIII. YOUR SPECIFIC ACTIVITIES

Line 4a – Attach a Description of Each Fundraising Program

The Charity intends to raise funds from a variety of sources including individuals, private foundations, and public charities. The Charity will also solicit donations via its website. The Charity will comply with any required state charitable solicitation and registration requirements in conducting its fundraising activities.

Line 4d – List all States and Jurisdictions in which you will Conduct Fundraising

The Charity intends to primarily conduct fundraising activities in Utah, however it may engage in fundraising in other states as well. The Charity will comply with state charitable solicitation and registration requirements in conducting its fundraising activities.

Line 8 – Joint Ventures

Currently, PCH Tribune conducts a portion of *The Tribune's* newspaper activities under a Joint Operating Agreement (JOA) with Deseret News Publishing Company, which owns the *Deseret News*. It is expected that the Charity will be party to the JOA after PCH Tribune donates the masthead and journalistic operations of *The Tribune* to the Charity.

In 1952, Salt Lake Tribune Publishing Company (the owner of *The Tribune* at that time and a predecessor in interest of PCH Tribune, LLC) and Deseret News Publishing Company (the owner of the *Deseret News*) entered into the original JOA. Under the original JOA, the two newspapers shared printing facilities, including printing presses and distribution services. The original JOA has been amended several times over many years to reflect both changes in ownership of *The Tribune* and changes in shared services.

In 2001, the two newspapers entered into an Amended and Restated JOA, which expanded the shared services to include selling subscriptions and advertising and to providing certain other non-editorial services. The 2001 JOA was entered into in reliance on an exemption to the antitrust laws. Under the Newspaper Preservation Act of 1970, newspapers are allowed to share certain of the activities and costs associated with, among other things, printing, distributing and delivering the newspapers and with soliciting subscription revenues and advertising revenues. However, the antitrust exemption provided by Newspaper Preservation Act requires that editorial decision making, content, and newsroom operations remain independent.

The most recent version of the JOA was executed in 2013 in connection with a transaction where *The Tribune* sold all of its interest in the printing and distribution assets to the *Deseret News*. In connection with the 2013 transaction, the *Deseret News* also purchased from *The Tribune* part of *The Tribune's* ownership interest in Newspaper Agency Company (d/b/a Utah Media Group), the entity that manages the JOA and its activities.

The JOA was again amended in 2016, when PCH Tribune purchased the assets of *The Tribune*. Currently, *The Tribune* receives 40% of the income, gain and loss from JOA operations and the *Deseret News* receives 60% of such items. Under the terms of the JOA, certain functions such as printing, distribution, sales of subscriptions, advertising sales, and other non-editorial services are managed through the Newspaper Agency Company. The JOA expires at the end of 2020. Subject to any decision to amend or terminate the JOA, *The Tribune* will continue to be a party to the JOA.

Line 10 – Intellectual Property

The Charity will receive ownership of the newspaper's masthead and all intellectual property published by *The Tribune's* print and online channels, including, without limitations, news articles, illustrations, political cartoons, photographs and other content produced or prepared by the newspaper's staff or freelance contributors.

Line 15 – Close Connections with Other Organizations

The Charity has a close connection with The Utah Journalism Foundation. Two of the Charity's directors are also directors of The Utah Journalism Foundation.

As described in Exhibit A, *The Tribune* derives a portion of its revenue from digital and print advertising. The Charity may contract with Number 6, LLC, an entity owned by PCH Tribune, to provide digital advertising services. At this time, the Charity has not decided whether to enter into an agreement with Number 6, LLC. If the Charity does move forward, it will follow its conflict of interest policy and the requirements contained in Treas. Reg. § 53.4958-6.

PART IX. FINANCIAL DATA

Line 7 – Other Revenues

Revenue	DATE/2019 – 12/31/2019	1/1/2020 – 12/31/2020	1/1/2021 – 12/31/2021
-Fundraisers	\$9,900	\$9,900	\$9,900
-Sublease rental income	\$300,000	\$300,000	\$300,000
Total Other Revenue	\$309,900	\$309,900	\$309,900

Line 9 – Gross Receipts

Gross Receipts	DATE/2019 – 12/31/2019	1/1/2020 – 12/31/2020	1/1/2021 – 12/31/2021
- Fee for service activities	\$200,000	\$200,000	\$200,000
- Digital subscriptions	\$800,000	\$900,000	\$1,000,000
- Royalties	\$14,841	\$14,000	\$14,000
- Merchandise	\$400	\$400	\$400
Total Gross Receipts	\$1,015,241	\$1,114,400	\$1,214,400

Line 23 – Other Expenses

Other Expenses	DATE/2019 – 12/31/2019	1/1/2020 – 12/31/2020	1/1/2021 – 12/31/2021
- Equipment Repair	\$5,000	\$5,250	\$6,000
- Building Repairs	\$6,500	\$6,500	\$7,000
- Supplies	\$40,000	\$41,000	\$42,000
- Books and Subscriptions	\$7,500	\$7,500	\$7,500
- Syndicate and Features	\$547,657	\$547,657	\$547,657
- Other outside services - Ad sales	\$300,000	\$300,000	\$300,000
- Other outside services - Merchant Services, etc.	\$390,000	\$390,000	\$390,000
- Correspondents	\$99,000	\$120,000	\$130,000
- Recruitment Expenses	\$8,150	\$9,000	\$9,000
- Dues	\$5,250	\$5,500	\$5,500
- Insurance	\$62,013	\$62,013	\$62,013
- Legal and Audit	\$96,117	\$96,117	\$96,117
- Postage	\$2,040	\$2,250	\$2,300
- Software	\$31,415	\$31,415	\$31,415
- Service charges	\$45,000	\$39,000	\$33,000
- Telephone	\$96,000	\$96,000	\$96,000
- Wireless Telephone	\$49,930	\$55,000	\$55,000
- Utilities	\$25,535	\$27,000	\$29,000

- Travel	\$99,842	\$150,000	\$150,000
- Meals	\$20,000	\$20,000	\$20,000
- Conference / Meetings / Training	\$2,475	\$3,000	\$3,250
- Events	\$8,000	\$8,000	\$8,000
- Automobile Allowance	\$41,217	\$42,000	\$43,000
- Contract services	\$1,485	\$1,500	\$1,500
- Equipment Rental	\$37,726	\$40,000	\$40,000
- Parking expenses	\$3,849	\$4,000	\$4,000
- Promotion	\$7,000	\$8,000	\$9,000
- Unrelated Business Income Tax	\$225,000	\$195,000	\$165,000
Total Other Expenses	\$2,263,701	\$2,312,702	\$2,293,252

SCHEDULE G. SUCCESSORS TO OTHER ORGANIZATIONS

Line 5 – Working Relationships

As discussed above, Paul Huntsman is a director of the Charity and is the current owner of PCH Tribune, which owns and operates *The Tribune*. PCH Tribune intends to donate the masthead and journalistic operations of *The Tribune* newspaper to the Charity. However, none of the liabilities associated with *The Tribune* will be transferred. Additionally, Mr. Huntsman will not receive any compensation as a director of the Charity, including any royalty payments. The Charity does not yet have any agreements with Mr. Huntsman or PCH Tribune. If the Charity does enter into any agreements, the Charity will follow its conflict of interest policy and the requirements contained in Treas. Reg. § 53.4958-6.

Line 8 – Lease or Rent of Property Previously Owned or Used by Predecessor Organization

As discussed above on Part VIII, line 8, it is intended that the Charity will become a party to the JOA. At that time, PCH Tribune will cease to be a party to the agreement and will not receive any payments from the Charity related to the shared printing facilities, including printing presses and distribution services.

CERTIFICATE OF INCORPORATION

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE SALT LAKE TRIBUNE, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2019, AT 2:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

7424591 8100
SR# 20194087044

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202855283
Date: 05-20-19

CERTIFICATE OF INCORPORATION

OF

THE SALT LAKE TRIBUNE, INC.

THE UNDERSIGNED INCORPORATOR, a natural person of the age of twenty-one years or more (the "Incorporator"), in order to form a nonprofit corporation for the purposes stated in this Certificate, in accordance with the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

ARTICLE I. NAME

The name of the corporation is The Salt Lake Tribune, Inc. (the "Corporation").

ARTICLE II. REGISTERED OFFICE AND AGENT

A. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

B. The name of the Corporation's registered agent at that address is The Corporation Trust Company.

ARTICLE III. PURPOSE

A. The Corporation is a nonprofit organization incorporated and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law). More specifically, the Corporation is Utah's independent voice for news and is committed to educating the citizens of Utah. Building on a legacy of courageous watchdog journalism, the Corporation strives to tell

stories that are educational, interesting, important, and inclusive. Dedicated to fairness and accuracy, the Corporation aims to engage and empower its readers.

B. The Corporation has all powers granted to a corporation under the General Corporation Law of the State of Delaware, and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

C. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation must be limited to reasonable amounts. No substantial part of the activities of the Corporation may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under section 501(c)(3) of the Code. The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of section 501(c)(3) of the Code.

D. Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any activity not permitted to be carried on by:

1. a corporation exempt from federal income tax under section 501(c)(3) of the Code; or
2. a corporation contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV. STOCK

The Corporation is not organized for profit and does not have authority to issue capital stock.

ARTICLE V. MEMBERS

- A. The directors of the Corporation are its members.
- B. The rights, powers, and duties of the members of the Corporation are as set out in the Bylaws of the Corporation.

ARTICLE VI. DIRECTORS

- A. The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation.
- B. The qualifications, manner of election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Bylaws of the Corporation.
- C. The directors have the power to adopt, amend, or repeal the Bylaws but only in a manner consistent with the Bylaws of the Corporation.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Meghan R. Biss	One Thomas Circle, NW Suite 1100 Washington, D.C. 20005

The powers of the incorporator cease upon the appointment of initial directors of the Corporation.

ARTICLE VIII. DIRECTOR LIABILITY

A. No director of the Corporation is personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director except that this Article VIII does not eliminate or limit the liability of a director for:

1. any breach of a director's duty of loyalty to the Corporation;
2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or
3. any transaction from which the director involved derived an improper personal benefit.

B. If the General Corporation Law of the State of Delaware is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability set out in this Article VIII, will be limited to the fullest extent permitted by the amended law.

ARTICLE IX. PRIVATE FOUNDATION RULES

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions:

1. the Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;
2. the Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;
3. the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

4. the Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and

5. the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE X. DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

1. None of the property of the Corporation nor any proceeds thereof may be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual.

2. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefore, all remaining property and assets of the Corporation must be distributed in accordance with section 1.501(c)(3)-1(b)(4) of the Treasury Regulations, or corresponding section of any future Federal tax regulations.

{Signature on next page.}

The undersigned Incorporator named above does hereby affirm under penalties of perjury that this Certificate of Incorporation of The Salt Lake Tribune, Inc. are her act and deed and the facts stated in this Certificate are true, and, accordingly, she has executed this Certificate as of May 17, 2019.

/s/ Meghan R. Biss

Meghan R. Biss, Incorporator

BYLAWS

BYLAWS
OF
THE SALT LAKE TRIBUNE, INC.
A Delaware Charitable Nonstock Corporation

Adopted on May 20, 2019

BYLAWS
OF
THE SALT LAKE TRIBUNE, INC.

SECTION 1 OFFICES.

1.1 **Principal Office.**

- (A) The location of the principal office of The Salt Lake Tribune, Inc. (the "Corporation") shall be set by resolution of the Board of Directors.
- (B) The principal office may be moved to any other such place, either within or outside the State of Delaware, as the Board of Directors designate.

1.2 **Additional Offices.** The Corporation may maintain additional offices at such other places as the Board of Directors designates.

1.3 **Registered Office and Agent.**

- (A) **Registered Office.** The Corporation must maintain a registered office within the State of Delaware at 1209 Orange Street, Wilmington, Delaware 19801.
- (B) **Registered Agent.** The registered agent at the registered office is The Corporation Trust Company.
- (C) **Changes.** The registered office and registered agent of the Corporation may be changed by resolution of the Board of Directors.

SECTION 2 MEMBERS.

2.1 **Members.** The directors of the Corporation are its members.

2.2 **Manner of Acting.**

- (A) The members have no voting rights.
- (B) If any action is required by law to be taken by members of the Corporation, such action may be taken by the directors of the Corporation without any further formalities.

SECTION 3 BOARD OF DIRECTORS.

3.1 **Powers.** The Board of Directors of the Corporation shall supervise, manage, and control all of the affairs, business activities, and policies of the Corporation.

3.2 **Number of Directors.**

- (A) The number of directors constituting the Board of Directors must be no fewer than three and no more than nine.
- (B) The exact number of directors will be the number fixed by a resolution adopted by an affirmative vote of a majority of the directors then in office.

3.3 **Initial Board of Directors.**

- (A) Those directors named by the Incorporator constitute the initial Board of Directors (the "Initial Directors").
- (B) The Initial Directors are eligible to serve an indefinite number of additional terms beyond their initial term.

3.4 **Qualification and Election of Directors.** The incumbent directors shall elect their successors at each annual meeting of the Board of Directors.

3.5 **Term.**

- (A) Each director holds office for a term of two years and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation, or removal.
- (B) Directors may be elected to serve an indefinite number of terms.

3.6 **Resignation.** A director may resign at any time by:

- (A) giving written notice of his or her resignation to the President or the Secretary of the Corporation; or
- (B) presenting his or her written resignation in person at a meeting of the Board of Directors.

3.7 **Removal.**

- (A) A director may be removed, with or without cause, at a meeting of the Board of Directors by the affirmative vote of a majority of the directors then in office.
- (B) Such action must be taken at a meeting of the Board of Directors for which written notice of the purpose is given in accordance with Section 4.6 of these Bylaws.

3.8 **Vacancies and Newly Created Directorships.**

- (A) Vacancies on the Board of Directors resulting from the death, resignation, or removal of a director or an increase in the authorized number of directors

must be filled by an affirmative vote of a majority of the directors then in office.

- (B) The director elected to fill any such vacancy or newly created directorship holds office until the next election of directors and until his or her successor has been elected and qualified.

3.9 Compensation.

- (A) Directors serve without salary but may be reimbursed by the Corporation for their reasonable out-of-pocket expenses incurred in connection with their service as directors.
- (B) A Director may receive compensation for services provided to the Corporation in any other capacity, provided that such compensation is:
 - (i) reasonable;
 - (ii) in accordance with the Corporation's Conflict of Interest Policy then in effect; and
 - (iii) consistent with the Corporation's exempt status for federal and state tax purposes.

SECTION 4 MEETINGS OF THE BOARD OF DIRECTORS.

4.1 Annual Meeting.

- (A) The Board of Directors shall hold an annual meeting, which should be the first meeting of the Board of Directors in each fiscal year, for the purpose of electing or appointing directors and officers for the following year (if necessary) and for the transaction of such other business as properly comes before the meeting.
- (B) The time and place of the annual meeting shall be fixed by the President.

4.2 Regular Meetings.

- (A) Regular meetings of the Board of Directors may be held at such times and at such places, either within or outside the State of Delaware, as may from time to time be determined by resolution of the Board.
- (B) The Board of Directors may authorize the President to fix the exact date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be as specified in the notice of meeting.

4.3 **Special Meetings.**

- (A) Special meetings of the Board of Directors may be called at any time by the President and must be called by the President or the Secretary at the request of any two directors.
- (B) Special meetings may be held at such time as specified in the notice of meeting.

4.4 **Location of Meetings.** Meetings of the Board of Directors shall be held at such place as may be selected by the directors, either within or outside the State of Delaware.

4.5 **Remote Participation in Meetings.** Directors may participate in a meeting of the Board of Directors by conference telephone or other communications by means of which all persons participating in the meeting can hear each other. Participation in a meeting in accordance with this Subsection 4.5 constitutes presence in person at the meeting.

4.6 **Notice of Board Meetings.**

- (A) **Media of Notice.** Notice of the time and place of meetings of the Board of Directors must be communicated to each director by telephone, electronic mail, facsimile transmission, or mail or personally delivered to each director, charges prepaid, addressed to him or her at his or her address as shown in the records of the Corporation.
- (B) **Notice Period.**
 - (i) If notice is mailed, it must be deposited in the U.S. mail by first-class or registered mail at least ten days prior to the date of the meeting.
 - (ii) If notice is delivered personally or communicated by telephone, electronic mail, or facsimile, it must be delivered or communicated at least two days prior to the date of the meeting.
- (C) **Purpose of Meeting.** Neither the business to be transacted at nor the purpose of any meeting of the Board must be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

4.7 **Usual Manner of Acting.**

- (A) **Quorum.** A majority of the number of directors then in office constitutes a quorum for the transaction of business at any meeting of the Board of Directors, except that if a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

- (B) Voting. The action of a majority of the directors present at a meeting at which a quorum is present is the action of the Board of Directors, except as otherwise provided by law, the Corporation's Certificate of Incorporation, or these Bylaws.
- (C) Formalities. Any action required by law to be taken by members of the Corporation may be taken by the directors of the Corporation without any further formalities.

4.8 Conduct of Meetings.

- (A) Presiding Officer. The President or his or her designee shall preside over meetings of the Board of Directors.
- (B) Secretary. The Secretary or his or her designee shall act as secretary of the meeting.

4.9 Action Without Meeting.

- (A) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote, if a consent, setting forth the action:
 - (i) in writing, is signed by all of the directors then in office; or
 - (ii) by electronic transmission, is approved by all of the directors then in office.
- (B) Such consents must be filed with the minutes of the proceedings of the Board of Directors in a manner in accordance with the General Corporation Law of the State of Delaware.

SECTION 5 COMMITTEES.

5.1 Committees of the Board of Directors.

- (A) The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees, each consisting of one or more directors.
- (B) Committees, to the extent provided in said resolution and not restricted by law or Section 5.2 of these Bylaws, have and may exercise the authority and act on behalf of the Board of Directors in the management of the Corporation, including but not limited to actions specified in these Bylaws as requiring the approval of the Board of Directors.

5.2 **Limitations on Committee Powers.** No committee may:

- (A) amend the Corporation's Articles of Incorporation;
- (B) adopt an agreement of merger or consolidation;
- (C) amend the Bylaws of the Corporation;
- (D) approve the dissolution of the Corporation;
- (E) approve the sale or exchange of any assets of the Corporation; or
- (F) elect, appoint, or remove any director, any member of a committee, or any officer of the Corporation.

5.3 **Term of Office.** Each member of a committee continues as such until his or her successor is appointed, unless the committee is sooner terminated, or until his or her earlier death, resignation, or removal.

5.4 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments.

5.5 **Committee Chair.** One member of each committee must be appointed chair of the committee.

5.6 **Quorum and Voting.**

- (A) **Quorum.** A majority of the whole committee constitutes a quorum, unless otherwise provided in the resolution of the Board of Directors designating the committee.
- (B) **Voting.** The act of a majority of the members present at a meeting at which a quorum is present is the act of the committee.

5.7 **Alternate Committee Members.**

- (A) The Board of Directors may designate one or more directors as alternate members of any such committee to replace any absent or disqualified member at any meeting of the committee.
- (B) In the absence or disqualification of a member of a committee and his or her alternate, the member or members of the committee present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

5.8 **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws.

SECTION 6 OFFICERS.

6.1 Officers.

- (A) The officers of the Corporation are a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Board of Directors.
- (B) Officers whose authority and duties are not prescribed in these Bylaws have the authority to perform the duties prescribed by resolution of the Board of Directors.
- (C) Any two or more offices may be held by the same person.

6.2 Term of Office.

- (A) The term of office of all officers is two years.
- (B) An officer may resign by giving written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

6.3 Compensation. The officers of the Corporation may receive reasonable compensation for their service as fixed by the Board of Directors.

6.4 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors for any reason, but such removal is without prejudice to the contract rights, if any, of the person so removed.

6.5 Vacancies.

- (A) A vacancy in any office must be filled by the Board of Directors without undue delay at its annual meeting or at a special meeting called for that purpose.
- (B) In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his or her powers and duties to any other officer or officers.

6.6 President.

- (A) The President is the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors.
- (B) The President has charge of the business and affairs of the Corporation, subject to the direction and control of the Board of Directors, and shall see that the resolutions and directives of the Board of Directors are carried into effect

except in those instances in which responsibility is assigned to some other person by the Board of Directors.

- (C) The President is authorized to appoint and terminate all personnel other than officers elected by the Board of Directors, and shall be responsible for keeping the Board of Directors informed of staff performance as it relates to the accomplishment of the Corporation's exempt purposes.
- (D) The President may execute on behalf of the Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors.
- (E) The President may vote all securities that the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.
- (F) The President may delegate day-to-day responsibility for managing the operations of the Corporation to an executive director or to other staff members of the Corporation, subject to the supervision and direction of the President and the Board of the Directors.

6.7 **Secretary.**

- (A) The Secretary shall attend all meetings of the Board of Directors of the Corporation and record all votes and the minutes of all proceedings in the minute book of the Corporation.
- (B) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors of the Corporation for which notice may be required.
- (C) The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary acts.

6.8 **Treasurer.**

- (A) The Treasurer shall:
 - (i) have custody of the funds and securities of the Corporation;
 - (ii) keep full and accurate accounts of receipts and disbursements in financial books of the Corporation; and

- (iii) deposit all monies and other valuable effects in the name and to the credit of the Corporation in such banks or depositories as are designated by the Board of Directors.
 - (B) The Treasurer is charged with the disbursement of funds of the Corporation, including without limitation distributions authorized by the Board of Directors in furtherance of the purposes of the Corporation.
 - (C) The Treasurer shall render to the President and to the Board of Directors, whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.
 - (D) The Treasurer may delegate to appropriate staff members of the Corporation day-to-day responsibility for managing and keeping record of the Corporation's finances, subject to the supervision and direction of the Treasurer and the Board of Directors.
- 6.9 **General Powers as to Negotiable Paper.** The Board of Directors shall prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the officers or agents who are authorized to make, sign, or endorse the same on behalf of the Corporation.
- 6.10 **Powers as to Other Documents.**
- (A) The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of the Corporation. Such authority must be in writing and may be general or confined to specific instances.
 - (B) When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the President.
- 6.11 **Limitations of Officers.** While serving as an officer of the Corporation, no officer may exercise decision-making control or editorial control over any news organization or outlet that receives grants or any other form of funding from the Corporation.

SECTION 7 INDEMNIFICATION AND INSURANCE.

- 7.1 **Indemnification.** The Corporation shall, except as provided in or limited by Sections 7.3 and 7.4 of these Bylaws, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, limited liability

company, joint venture, trust, or other enterprise (in any case, an "Other Enterprise"), and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the Utah Revised Nonprofit Corporation Act, as such law presently exists or may hereafter be amended. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.

- 7.2 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of an Other Enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Section 7.
- 7.3 **Certain Limitations on Indemnification.** In no case may the Corporation indemnify or reimburse any person for any taxes on such individual under section 4958 or section 4941 of the Internal Revenue Code of 1986, as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future U.S. internal revenue laws.
- 7.4 **Indemnification from Other Sources.** The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of an Other Enterprise must be reduced by any amount such person collects as indemnification from such Other Enterprise.

SECTION 8 MISCELLANEOUS PROVISIONS

- 8.1 **Books and Records.** The Corporation must keep:
- (A) correct and complete books and records of account; and
 - (B) minutes of the proceedings of its Board of Directors.
- 8.2 **Fiscal Year.** The fiscal year of the Corporation shall be from January 1 to December 31.
- 8.3 **Seal.** The Corporation's seal must have inscribed thereon the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, State of Delaware."
- 8.4 **Waiver of Notice.**
- (A) **Waiver in Writing.** Whenever any notice is required to be given under the provisions of the General Corporation Law of the State of Delaware, the Corporation's Certificate of Incorporation, or these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether

before or after the time stated therein, is equivalent to the giving of such notice.

- (B) Waiver by Attendance. Attendance of any director at a meeting constitutes waiver of notice of such meeting, except when such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

8.5 Amendments.

(A) Certificate of Incorporation

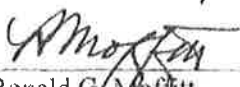
- (i) The Certificate of Incorporation of the Corporation may be amended in whole or in part by a majority vote of the directors then in office in accordance with the procedure set out in section 242(b)(3) of the General Corporation Law of the State of Delaware.
- (ii) If such action is taken at a meeting, then as allowed by Section 4.6(C) of these Bylaws, notice of the meeting at which such action is taken must include notice that one of the purposes of the meeting is to vote on a change in the Certificate of Incorporation or the Corporation, as well as either a general summary of the nature of the change or a copy of the proposed amendment.

(B) Bylaws.

- (i) These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted at any meeting of the Board of Directors by an affirmative vote of a majority of the directors then in office.
- (ii) If such action is taken at a meeting, then as allowed by Section 4.6(C) of these Bylaws, notice of the meeting at which such action is taken must include notice that one of the purposes of the meeting is to vote on a change in the Bylaws of the Corporation, as well as either a general summary of the nature of the change or a copy of the proposed amendment.

{Certification on next page.}

I certify that the foregoing Bylaws of The Salt Lake Tribune, Inc. were duly adopted on May 20, 2019, and that they are currently in effect.



Ronald G. Moffitt
Secretary of the Corporation

May 20, 2019
Date

CONFLICT OF INTEREST POLICY

THE SALT LAKE TRIBUNE, INC.
CONFLICT OF INTEREST POLICY

Article I. Purpose

The purpose of this Conflict of Interest Policy (this "Policy") is to enable The Salt Lake Tribune, Inc. (the "Charity") to address actual, potential, and perceived conflicts of interest in a manner that protects the integrity of the Charity and prevents its assets from being used to provide insiders, *i.e.*, persons in a position of authority over an organization, with an impermissible private benefit. This policy should be interpreted and applied to achieve this purpose. The list of conflicts covered by this policy in Article III is not exhaustive.

Article II. Covered Persons

This Policy is intended to provide a means for persons who have a fiduciary obligation to the Charity to address conflicts of interest. Consequently, this policy is directed not only to members of the Board of Directors, but also to all employees with substantial influence over the Charity, *i.e.*, key employees. Key employees would include, for example, employees who can make purchasing decisions and those who might be described as "management personnel."

Article III. Conflicts Covered by this Policy

For purposes of this Policy, a conflict of interest exists whenever the interests or concerns of any Covered Person may be seen as competing with the best interests of the Charity. Such situations include, but are not limited to, transactions where:

- a Covered Person has a financial interest, either directly or through a business or family relationship, in a decision of the Board of Directors or any action by the Charity;
- a Covered Person seeks to use Charity assets, such as personnel, equipment, or supplies, for personal purposes unrelated to the accomplishment of the Charity's exempt mission;
- a Covered Person has a conflict of loyalties (even if he or she has no personal financial interest in the decision), such as when an officer, director or key employee also serves as an uncompensated director or officer of an entity to which the Charity is contemplating making a grant;
- or a potential vendor, supplier or grantee to the Charity has offered or given gifts to a Covered Person.

In addition, a conflict of interest exists whenever the Charity may enter into a transaction with an Covered Person, which includes any person who is, or was over the past five years, in a position to exercise substantial influence over the affairs of the Charity, significant donors, family members of any of the preceding individuals, and persons or entities related to any of the preceding individuals through employment or 35% control.

Article III. Procedures for Reviewing Conflicting Interests

The Policy does not prohibit transactions when a conflict of interest is present. Instead, it provides a framework for conflict transparency and management. If a Covered Person believes that he or she may have a conflict, or recognizes a situation in which another Covered Person may be a party to a transaction with the Charity, he or she should assume a conflict exists and act accordingly.

1. Disclosure of all conflicts and potential conflicts. All material facts concerning any transaction that might involve a conflict of interest should be disclosed to the Board of Directors by the Covered Person concerned. If there is a question whether a conflict exists, the Board of Directors shall determine whether the transaction contemplated involves a conflict of interest.

2. Procedures necessary to approve a transaction. Once a transaction that presents a conflict of interest is identified, the Covered Persons with conflicted interests shall not attempt to influence decision makers regarding the matter and shall not participate in any discussion of the conflict or transaction except to respond to information requests for factual information needed by the Board to make an informed decision.

The Board shall review the transaction and determine by a majority vote of disinterested directors whether the transaction is in the Charity's best interest, whether it is fair and reasonable, and whether to move forward despite the conflicting interest. When proposed transactions are of a significant size or scope, this Board review shall include consideration of the terms upon which other comparable organizations enter into similar transactions or arrangements.

3. Recordkeeping. With respect to any Board discussion or decision involving matters covered by this Policy, the minutes of the Board meeting at which such discussion or decision take place shall reflect in detail the Board deliberations and the voting process, specifically indicating that the officer, director, key employee or interested person whose situation was considered was not present in the room either during the discussion or for the vote. In addition, any comparability data considered by the Board in approving or disapproving a proposed transaction covered by this Policy shall be attached to the minutes of the Board meeting at which such consideration took place.

4. Annual Distribution of this Policy and Disclosures. A copy of this Policy must be furnished to all incoming Covered Persons of the Charity upon commencement of employment or service with the Charity, and annually thereafter.

Each Covered Person shall sign upon each receipt of the Policy a statement that affirms that he or she has received a copy of this Policy; has read and understands the Policy; and has agreed to comply with this Policy. Each statement shall also disclose: (a) any outside employment or consulting work that could constitute a conflict; and (b) any board membership or affiliation with other organizations that could constitute a conflict. Each Covered Person must also list his or her investments in any corporation, partnership, trust, or fund in which he or she, together with members of his or her family, has directly or indirectly a greater than 35% ownership interest, regardless of whether such investments could constitute a conflict.

ANNUAL DISCLOSURE STATEMENT

I have carefully read the Conflict of Interest Policy for The Salt Lake Tribune, Inc. (the "Charity"), and, in signing this Annual Disclosure Statement, I have considered not only the literal expression of the policy, but its intent. Except as stated below, I do not, to the best of my knowledge, have a conflict of interest that may be seen as competing with the interests or concerns of the Charity, nor does any member of my family, or any organization to which my family or I have an allegiance, have such a competing concern.

If any situation should arise in the future that may create a conflict of interest, I will promptly and fully disclose the circumstances to an officer of the Charity.

Name: _____

Signature: _____

Date: _____

Please list all organizations in which you or a family member hold a position as trustee, director, general manager, principal officer, or key employee, or in which you or a family member have a greater than 35% financial interest. Enter "N/A" if you have no organizations to report. Attach additional pages if necessary.

In addition, for each listed organization, please indicate whether such organization is engaged in a business transaction with the Charity (either directly or through a contractor) or anticipates it will do or seek to do such business in the coming year.

Name of Organization	Nature of Your Connection	Current or anticipated Business with Charity?
_____	_____	Y / N
_____	_____	Y / N
_____	_____	Y / N

I certify that the above information is correct to the best of my knowledge.

Name: _____

Signature: _____

Date: _____

108369

Caplin & Drysdale Chartered

Operating Account
1 Thomas Circle, Nw Suite 1100
Washington, DC 20005
(202) 862-5000

Bank of America.

ACH R/T 054001204

15-120/540

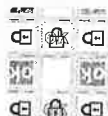
PAY TO THE
ORDER OF United States Treasury

05/30/2019 \$ 600.00

Six Hundred Dollars and 00/100***** DOLLARS

United States Treasury

MEMO



John S. Rugh
AUTHORIZED SIGNATURE

⑈ 108369 ⑈ ⑆ 054001204 ⑆ 001920814809 ⑈

Caplin & Drysdale Chartered

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INVOICE	DATE	DESCRIPTION	Amount
5302019	5/30/2019	Form 1023 Application for The Salt Lake Tribune (Huntsman Family Investments)	600.00

Check# / Date 108369 5/30/2019 United States Treasury 600.00

ORIGIN ID: BZSA (202) 862-8858
 NICKIE BESAW
 CAPLIN DRYSDALE
 ONE THOMAS CIRCLE, NW
 SUITE 1100
 WASHINGTON, DC 20005
 UNITED STATES US

SHIP DATE: 30MAY19
 ACTWGT: 0.30 LB
 CAD: 112942079/INET4100
 BILL SENDER

TO ATTENTION: EO DETERMINATION LETTERS

INTERNAL REVENUE SERVICE

STOP 31

201 WEST RIVERCENTER BOULEVARD

COVINGTON KY 41011

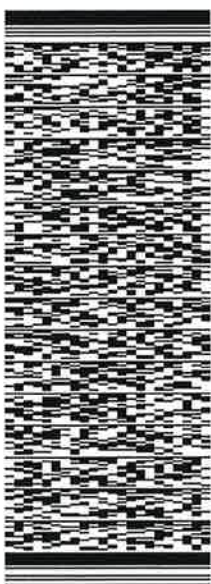
(859) 669-5316

REF: MRB917 12932

PO:

DEPT:

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TRK# 7753 4921 9684
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