

Return of Organization Exempt From Income Tax

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

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

A For the 2005 calendar year, or tax year beginning 2005, and ending

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION		D Employer identification number 95-4474965
		Number and street (or P O box if mail is not delivered to street address) Room/suite		E Telephone number (213) 740-6008
		C/O UNIVERSITY OF SO. CALIF., LEAVEY LIBRARY 650 WEST 35TH STREET, SUITE 114		F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) ▶
		City or town, state or country, and ZIP + 4		
		LOS ANGELES, CA 90089-2571		
• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)				
G Website: ▶ HTTP://WWW.VHF.ORG				
J Organization type (check only one) <input checked="" type="checkbox"/> 501(c)(3) () (insert no) 4947(a)(1) or 527				
K Check here <input type="checkbox"/> if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.				
L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 8,171,864.				
H and I are not applicable to section 527 organizations H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) If "Yes," enter number of affiliates ▶ H(c) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No (If "No," attach a list. See instructions.) H(d) Is this a separate return filed by an organization covered by a group ruling? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No I Group Exemption Number ▶ M Check <input type="checkbox"/> if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)				

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions)

Revenue	1 Contributions, gifts, grants, and similar amounts received STMT 1			
	a Direct public support	1a	6,741,401.	
	b Indirect public support	1b		
	c Government contributions (grants)	1c	717,418.	
	d Total (add lines 1a through 1c) (cash \$ 7,398,436. noncash \$ 60,383.)	1d	7,458,819.	
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2	239,397.	
	3 Membership dues and assessments	3		
	4 Interest on savings and temporary cash investments	4	86,305.	
	5 Dividends and interest from securities	5		
	6a Gross rents	6a		
	b Less: rental expenses	6b		
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c		
7 Other investment income (describe ▶)	7			
Expenses	8a Gross amount from sales of assets other than inventory	(A) Securities	205,004.	8a
	b Less: cost or other basis and sales expenses	(B) Other	205,004.	8b
	c Gain or (loss) (attach schedule)			8c
	d Net gain or (loss) (combine line 8c, columns (A) and (B))			8d
	9 Special events and activities (attach schedule) If any amount is from gaming, check here <input type="checkbox"/>			
	a Gross revenue (not including \$ 1,722,012. of STMT 2 contributions reported on line 1a) STMT 3	9a	182,325.	
	b Less: direct expenses other than fundraising expenses	9b	624,573.	
	c Net income or (loss) from special events (subtract line 9b from line 9a)	9c	-442,248.	
	10a Gross sales of inventory, less returns and allowances	10a		
	b Less: cost of goods sold	10b		
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		
	11 Other revenue (from Part VII, line 103)	11	14.	
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	7,342,287.		
Net Assets	13 Program services (from line 44, column (B))	13	14,556,959.	
	14 Management and general (from line 44, column (C))	14	2,500,697.	
	15 Fundraising (from line 44, column (D))	15	1,112,685.	
	16 Payments to affiliates (attach schedule)	16		
	17 Total expenses (add lines 16 and 44, column (A))	17	18,170,341.	
18 Excess or (deficit) for the year (subtract line 17 from line 12)	18	-10,828,054.		
19 Net assets or fund balances at beginning of year (from line 73, column (A))	19	10,828,054.		
20 Other changes in net assets or fund balances (attach explanation)	20			
21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	NONE		

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2005)

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ 1,483,555, noncash \$ 4,215,118.) If this amount includes foreign grants, check here <input type="checkbox"/>	22 5,698,673.	5,698,673.	STMT 4	
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc.	25 1,483,636.	1,081,274.	233,821.	168,541.
26	Other salaries and wages	26 4,985,668.	3,633,555.	785,741.	566,372.
27	Pension plan contributions	27 NONE			
28	Other employee benefits	28 316,032.	230,324.	49,807.	35,901.
29	Payroll taxes	29 429,568.	313,069.	67,700.	48,799.
30	Professional fundraising fees	30			
31	Accounting fees	31			
32	Legal fees	32			
33	Supplies	33 113,651.	92,156.	16,939.	4,556.
34	Telephone	34			
35	Postage and shipping	35 104,958.	49,322.	4,505.	51,131.
36	Occupancy	36 1,071,423.	843,177.	156,535.	71,711.
37	Equipment rental and maintenance	37 5,694.	5,694.		
38	Printing and publications	38 150,873.	51,878.	6,586.	92,409.
39	Travel	39 211,797.	127,471.	33,665.	50,661.
40	Conferences, conventions, and meetings	40 9,088.	4,260.	4,683.	145.
41	Interest	41			
42	Depreciation, depletion, etc. (attach schedule)	42 560,283.	521,063.	39,220.	
43	Other expenses not covered above (itemize):				
a	PRODUCTION EXPENSES	43a 656,773.	509,405.	71,676.	75,692.
b	ADVERTISING AND PROMOTION	43b 17,439.	1,287.	3,076.	13,076.
c	SPEC. EVENTS FUNDRAISING	43c -624,573.			-624,573.
d	MISCELLANEOUS	43d 218,121.	24,011.	8,890.	185,220.
e	LOSS ON DISPOSAL-PPE	43e 611,837.		611,837.	
f	PROFESSIONAL SERVICES	43f 2,149,400.	1,370,340.	406,016.	373,044.
g		43g			
44	Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	44 18,170,341.	14,556,959.	2,500,697.	1,112,685.

Joint Costs. Check ☒ if you are following SOP 98-2Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☒ Yes ☐ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ 746,258.; (ii) the amount allocated to Program services \$ 50,428.; (iii) the amount allocated to Management and general \$, and (iv) the amount allocated to Fundraising \$ 695,830.

Form 990 (2005)

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? SEE STATEMENT 5 All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)
a <u>SEE STATEMENT 5-A</u> _____ _____ _____ _____ _____ _____ (Grants and allocations \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	14,556,959.
b <u>ON SEPTEMBER 20, 2005, THE SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION AND THE UNIVERSITY OF SOUTHERN CALIFORNIA ENTERED INTO AN AGREEMENT TO TRANSFER THE NET ASSETS AND CONTROL OF THE BOARD OF DIRECTORS IN RETURN FOR THE GUARANTEE OF THE PRESERVATION OF THE ARCHIVE INTO PERPETUITY AND THE ACCOMMODATION TO CONTINUE THE FOUNDATION'S MISSION.</u> (Grants and allocations \$ 5,698,673.) If this amount includes foreign grants, check here <input type="checkbox"/>	
c _____ _____ _____ _____ _____ _____ (Grants and allocations \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	
d _____ _____ _____ _____ _____ _____ (Grants and allocations \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	
e Other program services (attach schedule) (Grants and allocations \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	14,556,959.

Form 990 (2005)

Part IV Balance Sheets (See the instructions.)**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	402,604.	45	NONE
	46 Savings and temporary cash investments	5,174,525.	46	NONE
	47a Accounts receivable	47a		
	b Less: allowance for doubtful accounts	47b	47c	
	48a Pledges receivable	48a NONE		
	b Less: allowance for doubtful accounts	48b NONE	4,639,070.	48c NONE
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
	51a Other notes and loans receivable (attach schedule)	51a		
	b Less: allowance for doubtful accounts	51b	51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53	
	54 Investments - securities (attach schedule)	<input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	8,667.	54 NONE
	55a Investments - land, buildings, and equipment basis	55a		
	b Less: accumulated depreciation (attach schedule)	55b	55c	
56 Investments - other (attach schedule)		56		
57a Land, buildings, and equipment basis	57a			
b Less: accumulated depreciation (attach schedule)	57b	1,233,288.	57c	
58 Other assets (describe ►)		256,810.	58 NONE	
59 ~ Total assets (must equal line 74) Add lines 45 through 58.		11,714,964.	59 NONE	
Liabilities	60 Accounts payable and accrued expenses	836,301.	60	NONE
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule)		64b	
	65 Other liabilities (describe ►)		50,609.	65 NONE
66 Total liabilities. Add lines 60 through 65		886,910.	66 NONE	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted	5,717,388.	67	NONE
	68 Temporarily restricted	5,110,666.	68	NONE
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)		10,828,054.	73 NONE
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73.		11,714,964.	74 NONE

Yes	No
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75b		X

75c		X

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
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75d	X
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[illegible]

Yes	No
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76		X
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77	X	
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78a		X

78b	N/A
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79	X	
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80a	X	

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81b	X
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Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III).	82b 5,476.	
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b N/A	
85	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?	85a N/A	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b N/A	
c	Dues, assessments, and similar amounts from members	85c N/A	
d	Section 162(e) lobbying and political expenditures	85d N/A	
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e N/A	
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f N/A	
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g N/A	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h N/A	
86	501(c)(7) orgs Enter: a Initiation fees and capital contributions included on line 12	86a N/A	
b	Gross receipts, included on line 12, for public use of club facilities	86b N/A	
87	501(c)(12) orgs Enter: a Gross income from members or shareholders	87a N/A	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	87b N/A	
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX.	88	X
89 a	501(c)(3) organizations Enter: Amount of tax imposed on the organization during the year under: section 4911 <u>NONE</u> , section 4912 <u>NONE</u> , section 4955 <u>NONE</u>		
b	501(c)(3) and 501(c)(4) orgs Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction.	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		NONE
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		N/A
90 a	List the states with which a copy of this return is filed <u>CA, IL, NY,</u>		
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions)	90b 95	
91 a	The books are in care of <u>ARI ZEV</u> Telephone no <u>213-740-6008</u> Located at <u>650 W 35TH STREET, SUITE 114, LOS ANGELES, CA</u> ZIP + 4 <u>90089</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <u>See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</u>	91b	X
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country <u></u>	91c	X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the tax year <u>92</u>		N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a EDUCATION - FILM					239,397.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	86,305.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events			01	-442,248.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a					
b MISCELLANEOUS			01	14.	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				-355,929.	239,397.
105 Total (add line 104, columns (B), (D), and (E))					-116,532.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93A	ROYALTIES FROM "LOST CHILDREN OF BERLIN" AND "LAST DAYS" WHICH PROMOTE THE EDUCATIONAL ASPECT OF THE HOLOCAUST AND PRESERVE THE SURVIVORS' MEMORY, THE ORGANIZATION'S PRIMARY EXEMPT PURPOSE.

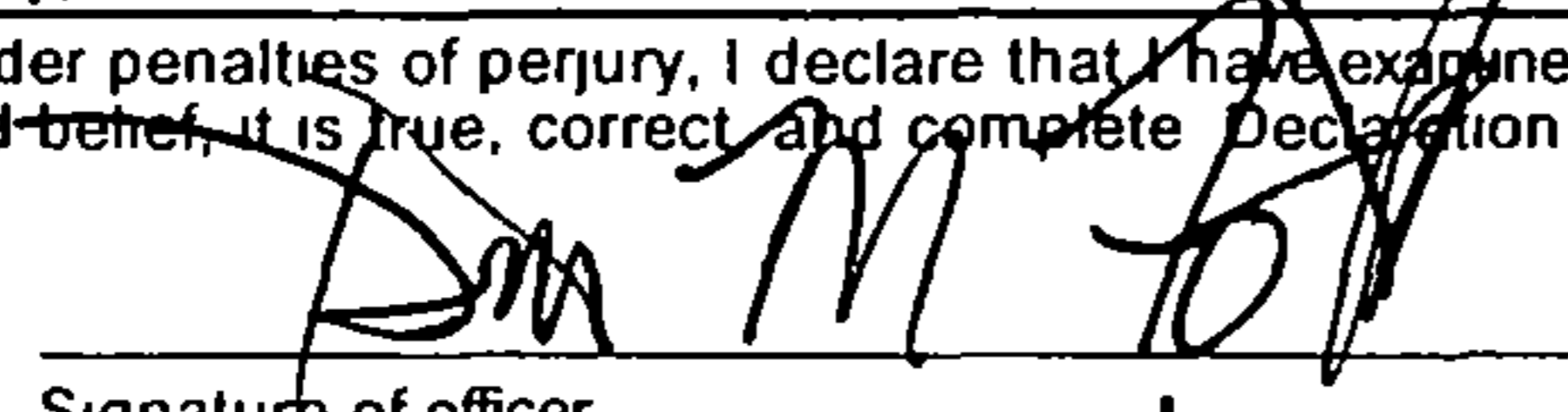
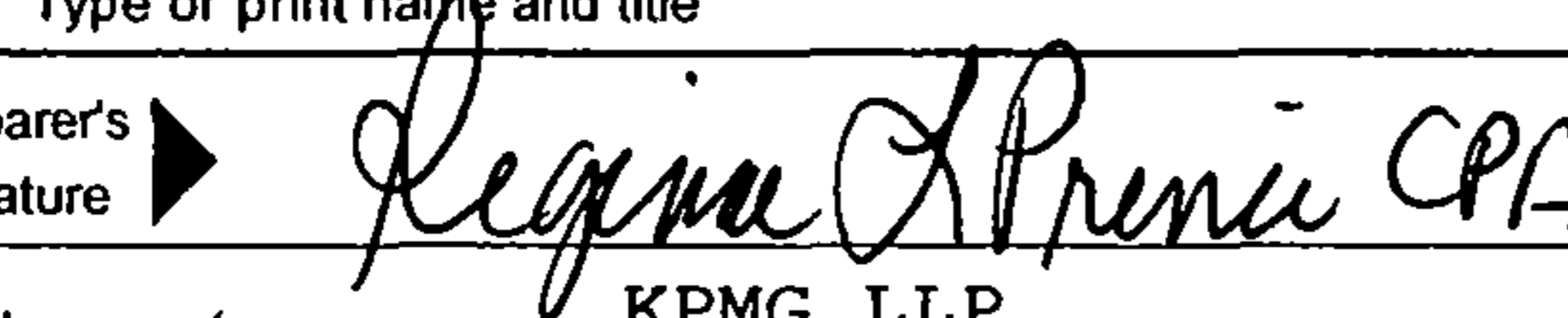
Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
	Signature of officer 		Date 11/14/06		
Paid Preparer's Use Only	Type or print name and title Dennis Foster, CFO				
	Preparer's signature 	Date 11/6/06	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. W)	
	Firm's name (or yours if self-employed), address, and ZIP + 4	KPMG LLP 355 S. GRAND AVE., SUITE 2000 LOS ANGELES, CA 90071		EIN	13-5565207
				Phone no	213-972-4000

Name of the organization SURVIVORS OF THE SHOAH VISUAL
HISTORY FOUNDATION
Employer identification number 95-4474965

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 14				
Total number of other employees paid over \$50,000 . . ▶		36		

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 15		
Total number of others receiving over \$50,000 for professional services ▶		NONE

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services ▶		NONE

Part III Statements About Activities (See page 2 of the instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)		X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities?		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? . FORM 990, PART V	X	
e Transfer of any part of its income or assets?		X
3a Do you make grants for scholarships, fellowships, student loans, etc? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)		X
b Do you have a section 403(b) annuity plan for your employees?	X	
c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?		X
4a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► _____
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization. ► ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.***Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	15,345,820.	11,880,108.	12,845,425.	28,468,380.	68,539,733.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	852,430.	814,590.	255,867.	307,607.	2,230,494.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	16,467.	14,178.	24,017.	80,970.	135,632.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	STMT 16 17,762.	51,085.	38,261.	59,840.	166,948.
23 Total of lines 15 through 22	16,232,479.	12,759,961.	13,163,570.	28,916,797.	71,072,807.
24 Line 23 minus line 17.	15,380,049.	11,945,371.	12,907,703.	28,609,190.	68,842,313.
25 Enter 1% of line 23.	162,325.	127,600.	131,636.	289,168.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ►					26a 1,376,846.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ►					26b 34,585,305.
c Total support for section 509(a)(1) test: Enter line 24, column (e) ►					26c 68,842,313.
d Add. Amounts from column (e) for lines: 18 135,632. 19 22 166,948. 26b 34,585,305. STMT 17. ►					26d 34,887,885.
e Public support (line 26c minus line 26d total) ►					26e 33,954,428.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ►					26f 49.3220 %
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year NOT APPLICABLE (2004) _____ (2003) _____ (2002) _____ (2001) _____					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year (2004) _____ (2003) _____ (2002) _____ (2001) _____					
c Add: Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____ ►					27c
d Add: Line 27a total and line 27b total ►					27d
e Public support (line 27c total minus line 27d total). ►					27e
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ►					27f
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ►					27g %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ►					27h %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15					

Part V Private School Questionnaire (See page 7 of the instructions.)

NOT APPLICABLE

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain (If you need more space, attach a separate statement)	31	

32 Does the organization maintain the following		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)		

33 Does the organization discriminate by race in any way with respect to		
a Students' rights or privileges?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement.)		

34 a Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b Has the organization's right to such aid ever been revoked or suspended?	34b	
If you answered "Yes" to either 34a or b, please explain using an attached statement		
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768) **NOT APPLICABLE**Check ☐ **a** if the organization belongs to an affiliated group. Check ☐ **b** if you checked "a" and "limited control" provisions apply**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred)

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying) . . .	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying) . . .	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is - Not over \$500,000 20% of the amount on line 40 Over \$500,000 but not over \$1,000,000 . . . \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 . . \$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000 . \$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000 \$1,000,000	41	
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the instructions for lines 45 through 50 on page 11 of the instructions)

		Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶		(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45	Lobbying nontaxable amount					
46	Lobbying ceiling amount (150% of line 45(e)) . .					
47	Total lobbying expenditures					
48	Grassroots nontaxable amount					
49	Grassroots ceiling amount (150% of line 48(e)) . . .					
50	Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of.

	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h) . . .		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

17

FORM 990, PART I - EXCLUDED CONTRIBUTIONS

=====

DESCRIPTION

AMOUNT

AMBASSADORS FOR HUMANITY 2005

1,722,012.

TOTAL

1,722,012.

=====

FORM 990, PART I - SPECIAL FUNDRAISING EVENTS AND ACTIVITIES

DESCRIPTION	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
-----	-----	-----	-----
AMBASSADORS FOR HUMANITY 2005	182,325.	624,573.	-442,248.
	-----	-----	-----
TOTALS	182,325.	624,573.	-442,248.
	=====	=====	=====

FORM 990, PART II - GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

AMOUNT

PURPOSE OF GRANT OR CONTRIBUTION

GRANTS PAID

UNIVERSITY OF SOUTHERN CALIFORNIA
LEAVEY LIBRARY
650 WEST 35TH STREET SUITE 114
LOS ANGELES, CA 90089

N/A
509(A)(1)

EDUCATION

5,698,673.

TOTAL CONTRIBUTIONS PAID

5,698,673.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE
=====

SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION WAS ESTABLISHED TO DEVELOP ARCHIVES AND TEACHING MATERIALS BASED ON VIDEOTAPED TESTIMONIES BY SURVIVORS OF AND WITNESSES TO THE HOLOCAUST. THE FOUNDATION'S MISSION IS TO PRESERVE THE SURVIVORS' MEMORY AND ESTABLISH A BASIS FOR TOLERANCE EDUCATION AROUND THE WORLD FOR GENERATIONS TO COME. THE FOUNDATION ALSO STRIVES TO ELIMINATE PREJUDICE AND BIGOTRY (AND THE SUFFERING IT CAUSES) THROUGH THE EDUCATIONAL USE OF THE FOUNDATION'S VISUAL HISTORY TESTIMONIES.

ABOUT THE SHOAH FOUNDATION

Since Steven Spielberg established Survivors of the Shoah Visual History Foundation in 1994, the Foundation has videotaped the interviews of nearly 52,000 Holocaust survivors and witnesses. Today, the Shoah Foundation's mission is to overcome prejudice, intolerance, and bigotry—and the suffering they cause—through the educational use of the Foundation's visual history testimonies.

The scope and depth of the Shoah Foundation's archive are unique and unmatched, with testimonies collected in 56 countries and recorded in 32 languages. Included in the archive are the testimonies of Jewish survivors, homosexual survivors, Jehovah's Witness survivors, liberators and liberation witnesses, political prisoners, Sinti and Roma ("Gypsy") survivors, war crimes trials participants, and survivors of eugenics policies. In addition, the archive includes more than a thousand testimonies of men and women who were rescuers or who provided aid to others during the Holocaust.

The inclusiveness of the archive is important because it underscores the reality that hatred and genocide can target anyone, regardless of who they are, where they come from, or what they believe. It also shows that individuals have the inherent capacity to make a difference by helping others. The personal accounts of rescuers are an invaluable resource for new generations, one that has the potential to inspire acts of conscience, kindness, and bravery.

The Foundation's main goals include:

- Creating educational products for classroom use and broader dissemination
- Building and supporting educational programs
- Preserving the archive and providing access to it

EDUCATIONAL PRODUCTS

While documents and books can describe historical facts and figures, visual testimonies reveal the faces and voices of history, illustrating the connections between past and present through the life stories of real people. Written words can not duplicate the power of a face-to-face encounter, of looking into another person's eyes as they describe their lives before, during, and after the war. It is at this most human level that lessons can be learned, creating opportunities to effect changes of heart and behavior.

All of the Shoah Foundation's products have as their centerpiece Holocaust testimonies from the archive. Among products to date are an award-winning CD-ROM for high schools throughout the United States, a German-language CD-ROM for schools in Germany, and eight documentary films in a range of languages. The documentaries have

had theatrical release and television screenings and are now on video for educational viewing in school settings.

By interweaving eyewitness testimony with historical information, Shoah Foundation educational products make history come alive for new generations of students. The testimonies share powerful lessons about the importance of co-existence that are relevant to young people's lives today.

EDUCATIONAL PROGRAMS

The Shoah Foundation is committed to conveying lessons of character, tolerance, and responsibility through the medium of visual history. Educators and institutions partner with the Foundation to create classroom programs that resonate most effectively in each country or city. By seamlessly integrating testimony into new and existing curricula, the Shoah Foundation pioneers the use of visual history in educational programs worldwide.

The Shoah Foundation's educational partners include Facing History and Ourselves and The Anti-Defamation League (United States), and the Holocaust Education Trust (United Kingdom). In addition, institutions, organizations, libraries, and museums in the following countries are working with the Shoah Foundation for programmatic purposes or are making the Foundation's educational materials and testimonies available: Australia, Belarus, Belgium, Bosnia and Herzegovina, Brazil, Estonia, France, Germany, Hungary, Israel, Italy, Lithuania, Montenegro, the Netherlands, New Zealand, Poland, Russia, Serbia, and Ukraine.

PRESERVATION AND ACCESS

The Shoah Foundation's archive of visual history testimonies must be preserved so that future generations will be able to learn from the past. Testimonies are preserved in analogue and digital formats and the contents of each interview are indexed so the video may be searched easily.

Similar to producing an index for a book, the Shoah Foundation's indexing process uses an evolving keyword list of more than 23,000 terms and allows the Foundation's Historical Content Analysts to watch and "book mark" precise moments within each testimony where topics, named individuals, and locations are discussed. In turn, end users can use these same keywords to "flip" to portions of testimonies they want to see. The Shoah Foundation's staff of Historical Content Analysts has taken on this task and is already nearly halfway done indexing all the testimonies in the archive.

As the Shoah Foundation indexes and digitizes all the testimonies in the archive, it is also working to provide access to the archive through Internet2, an international consortium of almost 200 United States and 150 international research institutions and universities. Internet2 is a secure fiber optic network that can introduce

scholars, educators, and students at subscribing institutions to the vast research potential of the Shoah Foundation's archive. The Shoah Foundation received grant support from the Andrew W. Mellon Foundation, the National Science Foundation, and the Library Services and Technology Act to facilitate a pilot project to explore the first stages of delivery of testimonies, via Internet2, to the University of Southern California, Yale University and Rice University. It is our hope that in the years to come, Shoah Foundation testimonies will be available to scores of universities.

At the same time, the Shoah Foundation is providing smaller collections of testimonies in video format to libraries and museums around the world, especially in Europe where the Holocaust occurred, in countries to which Holocaust survivors fled after the War, and to all places where racism, bigotry and intolerance still leave their mark. These testimonies will be used by educators, students, historians, scholars, Holocaust survivors and their relatives, authors, filmmakers, curators, and members of the public.

FORM 990, PART IV-A - OTHER REVENUE ON BOOKS BUT NOT ON RETURN

=====

DESCRIPTION	AMOUNT
-----	-----
SPECIAL EVENT EXPENSES	624,573.

TOTAL	624,573.
	=====

FORM 990, PART IV-B - OTHER EXPENSES ON BOOKS BUT NOT ON RETURN
=====

DESCRIPTION -----	AMOUNT -----
SPECIAL EVENT EXPENSES	624,573. -----
TOTAL	624,573. =====

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
JOHN MOLL 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	SECRETARY/GEN CNSL 40	149,539.	2,600.	NONE
ARI ZEV 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	VICE-PRES OF ADMIN 40	165,459.	14,000.	NONE
DOUGLAS GREENBERG 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	CEO/PRESIDENT 40	786,569.	18,000.	5,000.
STEVE KLAPPHOLTZ 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	VP OF DEVELOPMENT 40	221,056.	11,735.	NONE
GERALD BRESLAUER 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
STEPHEN A. COZEN, ESQ. 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
SUSAN CROWN 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	CHAIR 1	NONE	NONE	NONE
EMANUEL GERARD 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
ANDREA GORDON 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
ERIC GREENBERG 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
ROBERT J. KATZ 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
PETER B. KOVLER 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
WILLIAM LAUDER 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
SKIP PAUL 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
BRUCE RAMER 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
HARRY L. ROBINSON 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
MICHAEL RUTMAN 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
ALEX SPANOS 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
JERRY SPEYER 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
DAVID H. STRASSLER 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
CASEY WASSERMAN 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
CLIFFORD BALL 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	CFO 40	161,013.	14,000.	NONE
RUSSEL BERNARD 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
DR. CHRYSOSTOMOS L. MAX NIKIAS (EFF. 12/20/05) 3551 TROUSED ALE PARKWAY, ADMIN 352	PRESIDENT 1	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LOS ANGELES, CA 90089				
LESTER W. KISS (EFF. 12/20/05) 3551 TROUSEDALE PARKWAY, ADMIN 352 LOS ANGELES, CA 90089	SECRETARY 1	NONE	NONE	NONE
DENNIS FOSTER (EFF. 12/20/05) 3551 TROUSEDALE PARKWAY, ADMIN 352 LOS ANGELES, CA 90089	CFO <i>1</i>	NONE	NONE	NONE
CAROL MAUCH 3551 TROUSEDALE PARKWAY, ADMIN 352 LOS ANGELES, CA 90089	DIRECTOR 1	NONE	NONE	NONE
GRAND TOTALS				
		1,483,636.	60,335.	5,000.

FORM 990, PART VI - CHANGES TO ORGANIZING OR GOVERNING DOCUMENT
=====

SEE ATTACHED AMENDED BYLAWS & ARTICLES OF INCORPORATION

I HEREBY CERTIFY THAT THE ATTACHED AMENDED AND RESTATED BYLAWS,
AS APPROVED BY THE BOARD OF DIRECTORS, IS A TRUE AND CORRECT COPY OF
THE FINAL DOCUMENT ADOPTED BY THE BOARD.


NAMECFO
TITLE11/14/06
DATE

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 24 2006

A handwritten signature in cursive script, reading "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION

JAN 19 2006

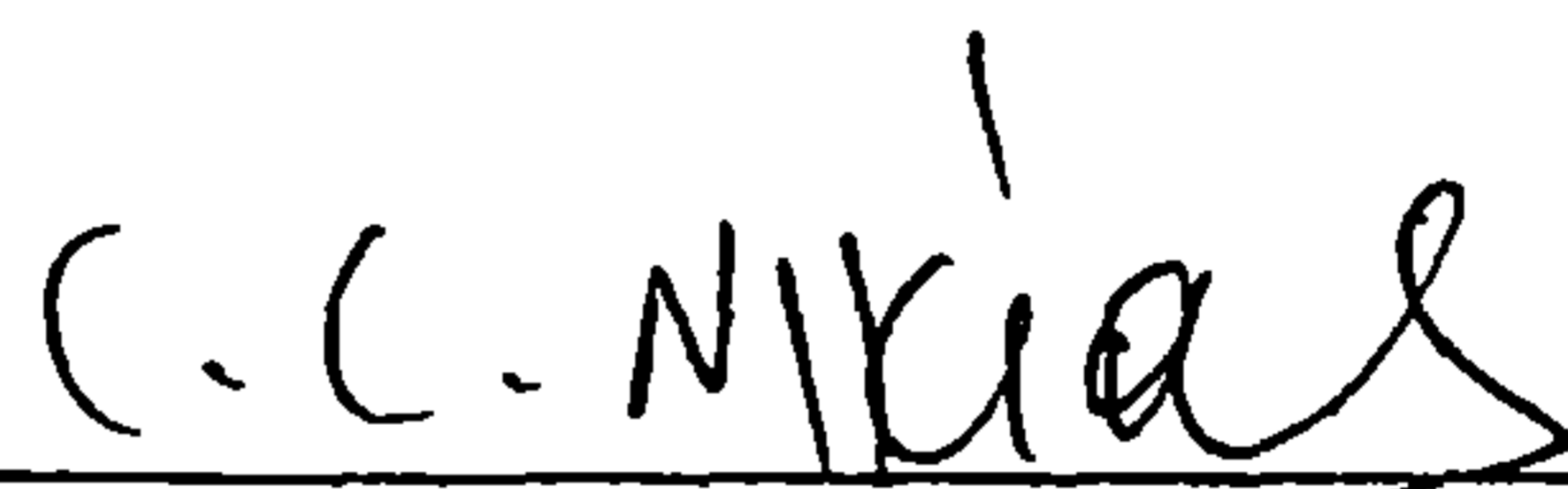
OF

SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION

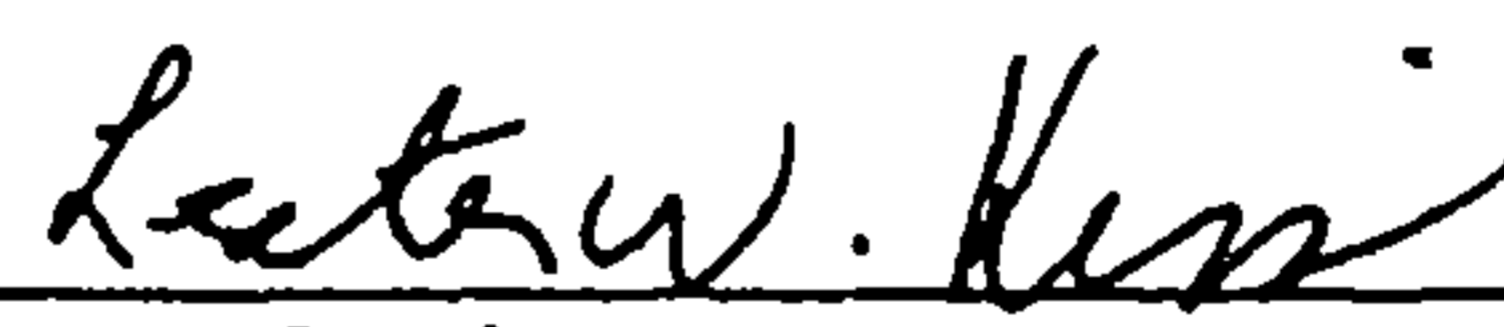
C.L. Max Nikias and Lester W. Kiss certify that:

1. They are the President and the Secretary, respectively, of Survivors of the Shoah Visual History Foundation, a California nonprofit public benefit corporation (No. 1742377) (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read as set forth on Exhibit "A" attached hereto and incorporated by reference as if fully set forth herein.
3. The amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors, exercising the authority of the Board of Directors as provided in the Bylaws of the Corporation (Corporations Code Section 5212).
4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the statements set forth in this certificate are true and correct of our own knowledge, and that this declaration was executed on January 17th, 2006, at Los Angeles, California.



C.L. Max Nikias
President



Lester W. Kiss
Secretary

Exhibit A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION

I.

The name of the corporation is SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION.

II.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The public and charitable purposes for which this corporation is formed is to use and apply the entire principal and income permanently, irrevocably and exclusively to the USC Shoah Foundation Institute for Visual History and Education, a division of the University of Southern California ("USC") which, at the time of distribution, shall be exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 23701(d) of the California Revenue and Taxation Code, or corresponding provisions of any subsequent federal or state tax laws, and contributions which shall be deductible by taxpayers as charitable contributions, gifts, bequests or transfers under the then applicable provisions of the said Internal Revenue Code and Revenue and Taxation Code.

Such purposes for which this corporation is organized are exclusively charitable and educational, religious, or scientific, within the meaning of Section 5.01 (c) (3) of the Internal Revenue Code of 1986.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

This corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

III.

(a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not

participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof or to any private shareholder, as defined for purposes of Section 501 (c) (3) of the Internal Revenue Code of 1986, or any individual.

(c) The property, assets, profits and net income of this corporation are irrevocably dedicated to the purposes set forth in Paragraph 2 of Article II above, and no part of the profits or net income or assets of this corporation shall ever inure to the benefit of any director, officer, trustee, shareholder, or member thereof or to the benefit of any private individual.

(d) Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the remaining assets of this corporation shall be distributed to USC, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 23701(d) of the California Revenue and Taxation Code, or corresponding provisions of any subsequent federal or state tax laws, for exclusive use by or for the USC Shoah Foundation Institute for Visual History and Education. In no event shall any funds, property or assets of this corporation as shall exist upon the winding up and dissolution of the corporation be paid directly or indirectly to any member, director or officer of this corporation or to any person related to such member, officer or director, but shall be disbursed only in accordance with the limitations as specified above.

(e) No director, officer or member of this corporation shall be subject to assessment by the corporation, nor shall any such director, officer or member of this corporation be personally liable for any of the debts, liabilities or obligations of the corporation, nor shall personal liability in any event attach to any member of this corporation in connection with any of its undertakings; all of the corporation's liabilities shall be limited to its common funds and assets.

IV.

Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, during any period and to the extent that this corporation is a private foundation described in Section 509 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, this corporation is required to distribute its income for each taxable year at such times and in such manner as not to subject the corporation to tax under Section 4942 of such Code. In addition, this corporation shall not, during any period and to the extent that it is a private foundation described in Section 509 of such Code: (a) engage in any act of self-dealing (as defined in Section 4941(d) of said Code); (b) retain any excess business holdings (as defined in Section 4943 (c) of said Code); (c) make any investments in such manner as to subject the corporation to tax under Section 4344 of said Code; or (d) make any taxable expenditures (as defined in Section 4945 (d) of said Code).



AMENDED AND RESTATED
BYLAWS
OF
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION

A California Nonprofit Public Benefit Corporation
ARTICLE I

Offices

Section 1. Principal Executive Office. The principal office of the Corporation for the transaction of the activity and affairs of the Corporation is located at University of Southern California, Office of the General Counsel, 3551 Trousdale Parkway, Administration 352, Los Angeles, CA 90089. The Board of Directors (herein called the "**Board**") is granted full power and authority to change said principal executive office from one location to another. Any such change shall be noted on the Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE II

Specific and General Purposes

Section 1. Purpose. The purpose of the Corporation is to receive and maintain real or personal property, or both, and subject to the restrictions and limitations set forth in these Bylaws, to use and apply the entire principal and income permanently, irrevocably and exclusively to the USC Shoah Foundation Institute for Visual History and Education, a division of the University of Southern California ("**USC**") which, at the time of distribution, shall be exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 23701(d) of the California Revenue and Taxation Code, or corresponding provisions of any subsequent federal or state tax laws, and contributions which shall be deductible by taxpayers as charitable contributions, gifts, bequests or transfers under the then applicable provisions of the said Internal Revenue Code and Revenue and Taxation Code.

ARTICLE III

Nonprofit and Nonpartisan Activities

Section 1. Nonprofit and Nonpartisan. The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except to the extent permitted under section 501(h) of the Internal Revenue Code of 1986, as amended, provided that the Corporation has made an election under said section of said Code), and the Corporation shall not participate or intervene in (including the publishing or distribution of

statements) any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

Section 2. Limitation on Activities. The Corporation may engage in any activities or exercise any powers that are in furtherance of the purposes described in Article II above.

ARTICLE IV

Dedication of Assets

Section 1. No Pecuniary Gain or Profit. The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate any distributions to any Officer, Director, individual or private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1986. The property, assets, and net income of the Corporation are irrevocably dedicated to the purposes set forth in Article II above, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, Officer, trustee, shareholder, or private individual.

Section 2. Dissolution of Corporation. Upon winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of the Corporation shall be distributed to USC, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 23701(d) of the California Revenue and Taxation Code, or corresponding provisions of any subsequent federal or state tax laws, for exclusive use by or for the USC Shoah Foundation Institute for Visual History and Education. In no event shall any funds, property or assets of the Corporation as shall exist upon the winding up and dissolution of the Corporation be paid directly or indirectly to any member, Director or Officer of the Corporation or to any person related to such member, Officer or Director, but shall be disbursed only in accordance with the limitations as specified above.

ARTICLE V

Membership

Section 1. No Voting Members. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation's Board may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

ARTICLE VI

Founder

Section 1. Founder. Steven Spielberg founded the Corporation in 1994, after he filmed *Schindler's List*. The initial primary purpose of the Corporation was to videotape and preserve the testimonies of Holocaust survivors and witnesses.

Section 2. Founding Chairman. In recognition of Mr. Spielberg's vision, and continued dedication and commitment to the Corporation, he is granted the honorary title of Founding Chairman. This honorary title carries no duties, shall continue in perpetuity, and is not revocable except upon request of Mr. Spielberg. If Mr. Spielberg dies, his honorary title shall continue. This provision of the Bylaws is not subject to amendment, except upon the specific request of Mr. Spielberg.

ARTICLE VII

Directors

Section 1. Powers. Subject to the provisions of the Articles of Incorporation, these Bylaws, and the California Nonprofit Corporation Law, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. Without prejudice to the above-referenced powers, but subject to the same limitations, the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To appoint and remove the Corporate Officers (including, without limitation, the Chairman of the Board) and prescribe their powers and duties that are not inconsistent with law, these Bylaws, or the Articles of Incorporation.

(b) To conduct, manage, and control the affairs and business of the Corporation and to make such rules and regulations that are not inconsistent with law, the Articles of Incorporation or these Bylaws.

(c) To adopt, make, and use a corporate seal, and to alter the form of such seal.

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

(e) To change the principal executive office or principal business office in the State of California from one location to another; to cause the Corporation to be qualified to do business in any other state, territory, dependence or country and to conduct business within or outside the State of California; and to designate any place within or outside the State of California for the holding of meetings of the Board.

Section 2. Number of Directors. The authorized number of Directors shall consist of up to ten Directors unless changed by an amendment to these Bylaws duly adopted by the Board.

Section 3. Composition of the Board. The Board shall be comprised of two Directors. All nominees for election to Director shall be subject to USC's prior written approval, at USC's sole discretion. The initial Directors shall be Dr. Chrysostomos L. Max Nikias and Carol Mauch Amir. The elected Directors shall serve three-year renewable terms of service. There shall be no limit on the number of terms a Director may serve. Elections of Directors shall occur, as appropriate, at the Annual Meetings of the Board.

Section 4. Vacancies/Resignations. Any Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Section 4.1. Filling Vacancies. Unless otherwise provided in the Articles of Incorporation or these Bylaws, vacancies in the Board, including those existing as a result of a removal of a Director, may be filled at any time by electing a nominee for election to Director that USC has pre-approved in writing. Each Director so designated shall hold office until the expiration of the term for which designated.

Section 4.2. Existence of Vacancies. A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation, or removal of any Director, if the authorized number of Directors is increased, or if USC fails to designate the full authorized number of Directors.

Section 4.3. Removal for Cause. The Board may declare vacant the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or has been found by final order or judgment of any court to have breached a duty under Sections 5230, et seq., of the California Nonprofit Public Benefit Corporation Law.

Section 4.4. Removal by USC. Any Director may be removed from the Board by the written consent of USC.

Section 4.5. Limits on Reducing Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.6. Limits on Percentage of Interested Persons. Not more than 49% of the persons serving on the Board at any time may be interested persons. An interested person means (1) any person currently being compensated by the Corporation for services rendered to it within the previous twelve months, whether as a full or part-time employee, independent contractor, or otherwise, or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. The provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5. Place of Meeting. The Annual or special meetings of the Board may be held at any place within or without the State of California, which has been designated from time to time by the Board. Whenever a place other than the principal office is fixed by the Board as the place at which future meetings are to be held, written notice in a timely manner shall be sent to all Directors who were absent from the meeting at which said place was fixed. In the absence of such designation, Annual meetings shall be held at the principal executive office of the Corporation.

Section 6. Annual Meetings. The Board shall meet annually ("Annual Meeting"). The Annual Meeting shall be held at a time and place as shall be fixed from time to time by the

Board; provided, however, that should said day fall upon a legal holiday observed by the Corporation at its principal executive office, then the Annual Meeting of the Board shall be held at the same time and place on the next business day. The Annual Meeting shall be held for the purpose of election of Directors and if applicable, the Chairman of the Board and the transaction of other business.

Section 7. Special Meetings. Special meetings of the Board for any lawful purpose may be called at any time by the President, the Secretary, or by any two Directors collectively.

Section 7.1. Notice of Special Meetings. Special meetings of the Board shall be held upon seven days written notice by first-class mail or 72 hours notice given personally or by telephone, telegraph, telecopier, or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Section 7.2. Methods of Notice of Special Meetings. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the persons giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 7.3. Requirements for Notice of Special Meetings. The notice shall state the time, place, and purpose of the meeting.

Section 8. Quorum. A majority of the actual number of currently serving Directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided below. Every act or decision done or made by a majority of the currently serving Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by these Bylaws, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 9. Participation in Meetings by Conference Telephone. Directors may participate in Board meetings through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

Section 10. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly held after proper

notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes of such meeting. The waiver of notice or consent to hold such meeting need not specify the purpose of the meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of the adjourned meeting need not be given to absent Directors if the meeting is adjourned for less than 24 hours. If the meeting is adjourned for more than 24 hours, notice of the time and place of the adjourned meeting shall be given to the Directors who were not present at the time of the adjournment. Such notice may be telephonic or by facsimile.

Section 12. Fees and Compensation. Directors shall not receive any compensation for their services as Directors or members of Board committees, but may be entitled to reimbursement for out-of-pocket expenses, as determined by the Board to be just and reasonable.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and also of its subsidiary corporations, domestic or foreign. Such inspection by a Director may be made in person or by agent or attorney and includes the right to copy and obtain extracts.

Section 15. The Audit Committee. The Audit Committee shall be comprised of one member. The Audit Committee shall among other functions:

- (i) Recommend to the Board the retention and termination of the independent auditor and negotiate the independent auditor's compensation;
- (ii) Confer with the independent auditor to be satisfied that the financial affairs of the Corporation are in order;
- (iii) Review and determine whether to accept the audit;
- (iv) Assure that any non-audit services performed by the auditing firm conform with standards for auditor independence; and
- (v) Approve performance of any non-auditing services by the auditing firm.

Section 15.1. Appointments to Audit Committee. Appointments of the Chair and members of the Audit Committee shall be by a majority vote of all currently serving Directors.

Section 15.2. Meetings, Actions and Minutes of Audit Committee. The Audit Committee shall only meet during fiscal years where projected gross revenues are expected to meet or exceed \$2,000,000. Sections 15.1 through 15.4 of this Article shall govern the Annual and any special meetings and other actions of the Audit Committee. The provisions of this Article applicable to meetings and actions of the Board shall govern all actions of the Audit Committee subject to the provisions of Section 15 through 15.4 of this Article. Minutes shall be kept of each Audit Committee meeting.

ARTICLE VIII

Officers

Section 1. Officers. The Officers of the Corporation shall be a President, Secretary and Chief Financial Officer. The Board may also appoint, in its discretion, one or more Vice Presidents. The Corporation may also have, at the discretion of the Board, such other Officers as may be elected or appointed in accordance with these Bylaws. The same person may hold any number of offices, except that the Secretary may not serve concurrently as President.

Section 1.1. President. The initial President shall be Dr. Chrysostomos L. Max Nikias and he may serve unlimited three-year terms. Any subsequent President shall be elected by a majority of all currently serving Directors.

Section 1.2. Secretary. The initial Secretary shall be Lester W. Kiss and he may serve unlimited three-year terms.

Section 1.3. Chief Financial Officer. The initial Chief Financial Officer shall be Dennis Foster and he may serve unlimited three-year terms.

Section 2. Appointment of Officers. The Officers of the Corporation shall be appointed annually, as applicable, by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. This Section 2 shall only be subject to amendment by a majority vote of all currently serving Directors.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time determines.

Section 4. Removal of Officers. The Board may remove any Officer either with or without cause, at any time. Any such removal shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 4.1. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified in the notice; and, unless otherwise

specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for appointment to such office.

Section 6. Duties of the President. The President is the general manager of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business and Officers of the Corporation. The President has the general powers and duties of management usually vested in the office of president and general manager of a Corporation and such other powers and duties as may be prescribed by the Board.

Section 6.1. Succession. In the absence or disability of the President, the Secretary shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

Section 7. Vice Presidents. The Vice Presidents, if any, shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board.

Section 8. Duties of the Secretary. The Secretary shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of all meetings and actions of the Board, all Board committees, with the time and place of holding, whether Annual or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the proceedings. The Secretary shall give, or cause to be given, notice of all the meetings of the Board, Standing Board Committees, and non-standing Board committees as required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 9. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director.

Section 9.1. Duties of Chief Financial Officer. The Chief Financial Officer shall cause all monies and other valuables to be deposited in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 9.2. Additional Duties of Chief Financial Officer. If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties as specified by the Board for faithful performance of the duties of this office. The Chief Financial Officer shall restore to the Corporation all of its books, papers, vouchers, money and

other property of every kind in the possession or under the control of the Chief Financial Officer on his/her death, resignation, retirement or removal from office.

ARTICLE IX

Other Provisions

Section 1. Inspection of Bylaws. The Corporation shall keep in its principal office in California the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by Directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Other Corporate Records. The accounting books, records and minutes of proceedings of the Board shall be kept at the principal executive office of the Corporation unless otherwise directed by the Board. The minutes and accounting books and records shall be open to inspection by every Director pursuant to the right to inspect as set forth in Article VII, Section 14 above.

Section 3. Endorsement of Documents and Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, share certificate, conveyance, or other instrument in writing and any related assignment or endorsement executed or entered into between the Corporation and any other person or entity, when signed by the President shall be valid and binding on the Corporation. Such instruments may be signed by other persons on behalf of the Corporation as authorized by resolution of the Board. Unless authorized by these Bylaws and/or by resolution of the Board, no Officer, Director, agent, or employee shall have any power or authority to bind the Corporation under any contract or engagement, pledge its credit, or render it liable for any purpose or amount.

Section 4. Representation of Shares of Other Corporations. The President or any other Officer authorized by resolution of the Board may vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. This authority may be exercised either by such Officer in person or by any other person authorized by power of attorney duly executed by said Officer.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE X

Indemnification

Section 1. Indemnification. The Corporation shall have the power to indemnify its "agents", as defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law, to the full extent permitted by Section 5238 and applicable law.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or

incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article, provided, however, that the Corporation shall not purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 1. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise permitted by applicable law.

ARTICLE XI

Emergency Bylaws

Section 1. Emergency Meetings. During any emergency resulting from an attack on the United States or on a locality in which the Corporation conducts its business or customarily holds meetings of its Board, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board cannot readily be convened for action, a meeting of the Board may be called by any Officer or Director. Such notice may be given only to such of the Directors of the Board as it may be feasible to reach at the time and by such means as may be feasible at the time.

Section 2. Quorum for Emergency Meetings. The Director or Directors in attendance at the meeting of the Board shall constitute a quorum. If none are in attendance at the meeting, the Officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board, be deemed Directors for such meeting.

Section 3. Board Powers During Emergency Meetings. The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all Officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties. The Board, either before or during any such emergency, may, effective in the emergency, change the principal executive office or designate several alternative offices or authorize the Officers to do so.

ARTICLE XII

Amendment

Section 1. Bylaw Amendments. Except for the specific Sections of these Bylaws that require by definition a specific percentage of Directors to approve amendments to those Sections,

Sections of these Bylaws may be amended or repealed by approval of a majority of all currently serving Directors.

Certificate of Adoption

of

Bylaws

I, the undersigned, certify:

That I am the duly elected, qualified and acting Secretary of
SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION and that these Bylaws are
amended and restated as of _____, 2005, pursuant to unanimous vote of all Directors
present at the Board of Directors meeting on this date.

Lester W. Kiss, Secretary

FORM 990, PART VI - LIQUIDATION, DISSOLUTION, TERMINATION

=====

NET ASSETS WERE TRANSFERRED TO THE UNIVERSITY OF SOUTHERN CALIFORNIA

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT
SATISH BONDALÉ 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	PROJECT MANAGER 40 HR/WK	142,098.	18,000.	NONE
SAMUEL GUSTMAN 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIRECTOR-TECHNOLOGY 40 HR/WK	228,846.	NONE	NONE
RITA MARSEILLE 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIR OF HR 40 HR/WK	120,459.	NONE	NONE
KIM SIMON 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	VP OF PARTNERSHIP 40 HR/WK	121,961.	NONE	NONE
KAREN JUNGBLUT 650 WEST 35TH STREET SUITE 114 LOS ANGELES, CA 90089	DIR OF CATALOGUING 40 HR/WK	122,758.	1,040.	NONE
TOTAL COMPENSATION		736,122.	19,040.	NONE

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.

=====

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
JON FIELDS SOFTWARE CONSULTING 1076 DAHLIA CT. TRACY, CA 95304	CONSULTING	114,027.
JUNE B. PRODUCTIONS, INC. 100 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA	EVENT CONSULTING	50,000.
TOTAL COMPENSATION		----- 164,027. =====

SCHEDULE A, PART IV-A - OTHER INCOME

DESCRIPTION	2004	2003	2002	2001	TOTAL
-----	----	----	----	----	-----
REIMBURSED EXPENSES					20,234.
ROYALTY		1,002.	12,870.	6,362.	2,670.
GERMAN VAT REFUND		2,670.		5,852.	5,852.
MISCELLANEOUS		47,413.	25,391.	16,154.	106,720.
INS. REIMBURSEMENT	17,762.			31,472.	31,472.
	-----	-----	-----	-----	-----
TOTALS	17,762.	51,085.	38,261.	59,840.	166,948.
	=====	=====	=====	=====	=====

SCH. A, PART IV-A - ORGANIZATIONS DESCRIBED IN PART IV, BOX 10 OR 11
=====

(NOT OPEN TO PUBLIC INSPECTION)

CONTRIBUTOR NAME -----	TOTAL CONTRIBUTION -----	MINUS 2% OF LINE 24 -----	EXCESS CONTRIBUTION AMOUNT -----
	=====		=====

SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
EIN: 95-4474965
FOR THE YEAR ENDED DECEMBER 31, 2005

FORM 990, PART I, LINE 8, COLUMN A, SECURITIES

<u>SECURITY DESCRIPTION</u>	<u>SALES PRICE</u>	<u>COST OR OTHER BASIS</u>	<u>NET GAIN(LOSS)</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>
PUBLICLY TRADED SECURITIES	205,004	205,004	0	VARIOUS	VARIOUS

SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION
EIN: 95-4474965
FOR THE YEAR ENDED DECEMBER 31, 2005

FORM 990, PART II, LINE 42 - DEPRECIATION

DESCRIPTION	CURRENT DEPRECIATION
LEASEHOLD IMPROVEMENTS	27,996
EQUIPMENT	508,426
FURNITURE & FIXTURES	<u>12,684</u>
	549,106
AMORTIZATION EXPENSE	11,177
TOTAL DEPRECIATION LINE 42	<u><u>560,283</u></u>

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒
- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I- Automatic 3-Month Extension of Time - Only submit original (no copies needed)**Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only. ☐All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns
Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041**Electronic Filing (e-file)** Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION	Employer identification number	95-4474965
	Number, street, and room or suite no. If a P.O. box, see instructions			
	100 UNIVERSAL PLAZA, BLDG 7151 City, town or post office, state, and ZIP code. For a foreign address, see instructions UNIVERSAL CITY, CA 91608			

Check type of return to be filed (file a separate application for each return)

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ▶ ARI ZEV

Telephone No ▶ 818 777-8802

FAX No ▶ _____

- If the organization does **not** have an office or place of business in the United States, check this box ☐
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ If this is _____
for the **whole** group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until 08/15, 2006,
to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ ☒ calendar year 2005 or
▶ ☐ tax year beginning _____, _____, and ending _____, _____

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ _____

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ _____

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ _____

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions

Form 8868 (Rev. 12-2004)

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box. ☒ **X**

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization SURVIVORS OF THE SHOAH VISUAL HISTORY FOUNDATION	Employer identification number 95-4474965
	Number, street, and room or suite no. If a P.O. box, see instructions 100 UNIVERSAL PLAZA, BLDG 7151	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. UNIVERSAL CITY, CA 91608	

Check type of return to be filed (File a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T(sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 4720	

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **DR. CHRYSOSTOMOS L. MAX NIKIAS**

Telephone No. **213 740-2311**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box. ☐

• If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) . If this is for the **whole group**, check this box ☐. If it is for **part of the group**, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **11/15/2006**
- 5 For calendar year **2005**, or other tax year beginning and ending
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. \$
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Regina O. Pina**

Title **CFA**

Date **8-14-06**

Notice to Applicant - To Be Completed by the IRS

- ☒ We have approved this application. Please attach this form to the organization's return.
- ☐ We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- ☐ We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- ☐ We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- ☐ Other

By

Director

Date

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name KPMG LLP
	Number and street (include suite, room, or apt. no.) or a P.O. box number 355 S. GRAND AVE., SUITE 2000
	City or town, province or state, and country (including postal or ZIP code) LOS ANGELES, CA 90071

EXTENSION APPROVED

SEP 05 2006