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DIRECT DIAL NUMBER

(212) 455-3682

E-MAIL ADDRESS

d_shevlin@stblaw.com

March 28, 2001

Re: Friends of the University of Auckland, EIN 36-440976

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, Kentucky 41011

Dear Sir or Madam:

I attach IRS Form 1023, Application for Recognition of Exemption, together with the related attachments, on behalf of Friends of the University of Auckland, Inc. I have included a Power of Attorney on IRS Form 2848 and IRS Form 8718, as well as a check in the amount of \$500 payable to the IRS as the required user fee.

Please address all communications with respect to this application to me at the address above, and telephone me at (212) 455-3682 if you have any questions.

Thank you in advance for your consideration.

Very truly yours,



David Shevlin, Esq.

COLUMBUS

LOS ANGELES

PALO ALTO

LONDON

HONG KONG

TOKYO

SINGAPORE

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

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Complete the Procedural Checklist on page 8 of the instructions.

Part I Identification of Applicant

1a Full name of organization (as shown in organizing document) Friends of the University of Aukland, Inc.		2 Employer identification number (EIN) (If none, see page 3 of the Specific Instructions). 36-440976
1b c/o Name (if applicable) Victoria B. Bjorklund		3 Name and telephone number of person to be contacted if additional information is needed Victoria B. Bjorklund (212) 455-2875
1c Address (number and street) Simpson Thacher & Bartlett 425 Lexington Avenue	Room/Suite	
1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 3. New York, NY 10017		4 Month the annual accounting period ends December
1e Web site address n/a		5 Date incorporated or formed December 15, 2000
7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? If "Yes," attach an explanation.		6 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k) d <input type="checkbox"/> 501(n)
8 Is the organization required to file Form 990 (or Form 990-EZ)? If "No," attach an explanation (see page 3 of the Specific Instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9 Has the organization filed Federal income tax returns or exempt organization information returns? If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		<input type="checkbox"/> N/A <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

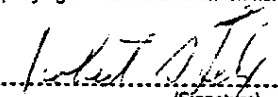
10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See **Specific Instructions** for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

- a Corporation—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws. See Attachment 1
- b Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here

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

Please Sign Here



 (Signature)

 Robert E. Folio, Director

 (Type or print name and title or authority of signer)

 3/23/01

 (Date)

**Activities and Operational Information**

- 1** Provide a detailed narrative description of all the activities of the organization — past, present, and planned. **Do not merely refer to or repeat the language in the organizational document.** List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: **(a)** a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; **(b)** when the activity was or will be initiated; and **(c)** where and by whom the activity will be conducted.

See Attachment 2

- 2** What are or will be the organization's sources of financial support? List in order of size.

See Attachment 3

- 3** Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

See Attachment 4

Part III **Activities and Operational Information (Continued)**

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.
 See Attachment 5

b Annual compensation

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
 If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See **Specific Instructions** for Part II, Line 4d, on page 3.) Yes No
 If "Yes," explain.

5 Does the organization control or is it controlled by any other organization? Yes No
 Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? Yes No
 If either of these questions is answered "Yes," explain.

See Attachment 6

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees? Yes No
 If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization? Yes No
 If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Part I **Activities and Operational Information (Continued)**

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

n/a

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? Yes No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? Yes No

b Is the organization a party to any leases? Yes No
If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

See Attachments 7 and 7A

11 Is the organization a membership organization? Yes No
If "Yes," complete the following:

a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

b Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

c What benefits do (or will) the members receive in exchange for their payment of dues?

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? N/A Yes No
If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? N/A Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

13 Does or will the organization attempt to influence legislation? Yes No
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? Yes No
If "Yes," explain fully.

Part III Technical Requirements

1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? Yes No

If you answer "Yes," do not answer questions on lines 2 through 6 below.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

Exceptions — You are not required to file an exemption application within 15 months if the organization:

- a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See **Specific Instructions**, Line 2a, on page 4;
- b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 6.

If "No," answer question 4.

4 If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? Yes No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See **Specific Instructions**, Part III, Line 4, before completing this item. Do not answer questions 5 and 6.

If "No," answer questions 5 and 6.

5 If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No

6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application.

Part III Technical Requirements (Continued)

7 Is the organization a private foundation?

- Yes (Answer question 8.)
 No (Answer question 9 and proceed as instructed.)

8 If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?

- Yes (Complete Schedule E.)
 No

After answering question 8 on this line, go to line 14 on page 7.

9 If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | | |
|---|--|--|
| a | <input type="checkbox"/> As a church or a convention or association of churches
(CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1)
and 170(b)(1)(A)(i) |
| b | <input type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1)
and 170(b)(1)(A)(ii) |
| c | <input type="checkbox"/> As a hospital or cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (These organizations, except for hospital service organizations, MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1)
and 170(b)(1)(A)(iii) |
| d | <input type="checkbox"/> As a governmental unit described in section 170(c)(1). | Sections 509(a)(1)
and 170(b)(1)(A)(v) |
| e | <input checked="" type="checkbox"/> As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d, g, h, or i (MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| f | <input type="checkbox"/> As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| g | <input type="checkbox"/> As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 509(a)(1)
and 170(b)(1)(A)(vi) |
| h | <input type="checkbox"/> As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1)
and 170(b)(1)(A)(vi) |
| i | <input type="checkbox"/> As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| j | <input type="checkbox"/> The organization is a publicly supported organization but is not sure whether it meets the public support test of h or i. The organization would like the IRS to decide the proper classification. | Sections 509(a)(1)
and 170(b)(1)(A)(vi)
or Section 509(a)(2) |

If you checked one of the boxes a through f in question 9, go to question 14. If you checked box g in question 9, go to questions 11 and 12. If you checked box h, i, or j, in question 9, go to question 10.

Part III Technical Requirements (Continued)

10 If you checked box h, i, or j in question 9, has the organization completed a tax year of at least 8 months?
 Yes — Indicate whether you are requesting:
 A definitive ruling. (Answer questions 11 through 14.)
 An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed.)
 No — You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.

11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, **Statement of Revenue and Expenses**, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and:
 a Enter 2% of line 8, column (e), Total, of Part IV-A.
 b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 12a above.

13 If you are requesting a definitive ruling under section 509(a)(2), check here and:
 a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see **Specific Instructions**, Part II, Line 4d, on page 3.)
 b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)	Yes	No	If "Yes," complete Schedule:
Is the organization a church?		x	A
Is the organization, or any part of it, a school?		x	B
Is the organization, or any part of it, a hospital or medical research organization?		x	C
Is the organization a section 509(a)(3) supporting organization?	x		D
Is the organization a private operating foundation?		x	E
Is the organization, or any part of it, a home for the aged or handicapped?		x	F
Is the organization, or any part of it, a child care organization?		x	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		x	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		x	I

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

ESTIMATED

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL
	(a) From 1/1/01 to 12/31/01	(b) 1/1/02 to 12/31/02	(c) 1/1/03 to 12/31/03	(d) _____	
Revenue					
1 Gifts, grants, and contributions received (not including unusual grants — see page 6 of the instructions).....	500,000	1,000,000	2,000,000		3,500,000.00
2 Membership fees received					
3 Gross investment income (see instructions for definition)	1,250	1,750	3,500		6,500.00
4 Net income from organization's unrelated business activities not included on line 3					
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
8 Total (add lines 1 through 7)....	501,250.00	1,001,750.00	2,003,500.00		3,506,500.00
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513. Include related cost of sales on line 22.....					
10 Total (add lines 8 and 9).....	501,250.00	1,001,750.00	2,003,500.00		3,506,500.00
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants					
13 Total revenue (add lines 10 through 12).....	501,250.00	1,001,750.00	2,003,500.00		3,506,500.00
Expenses					
14 Fundraising expenses					
15 Contributions, gifts, grants, and similar amounts paid (attach schedule)	400,000	900,000	1,900,000		
16 Disbursements to or for benefit of members (attach schedule). *					
17 Compensation of officers, directors, and trustees (attach schedule)					
18 Other salaries and wages *	45,000	50,000	50,000		
19 Interest					
20 Occupancy (rent, utilities, etc.) ..					
21 Depreciation and depletion					
22 Other (attach schedule) **	36,000	20,000	20,000		
23 Total expenses (add lines 14 through 22)	481,000.00	970,000.00	1,970,000.00		
24 Excess of revenue over expenses (line 13 minus line 23)	20,250.00	31,750.00	33,500.00		

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March, 2001

Statement of Revenue and Expenses

Line 18

As described in Attachment 7, the Corporation has retained Unlimited Inc. to dedicate the services of an individual to act as Executive Director of the Corporation and provide other miscellaneous services. Line 18 reflects amounts estimated to be paid to Unlimited Inc. in this regard.

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March, 2001

Statement of Revenue and Expenses

Line 22 (other expenses)

	1/1/01 – 12/31/01	01/01/02 – 12/31/02	01/01/03 – 12/31/03
Accounting	14,000	10,000	10,000
Legal Services	22,000	10,000	10,000
Total	36,000	20,000	20,000

Part IV Financial Data (Continued)

B. Balance Sheet (at the end of the period shown)		Current tax year Date <u>2/28/01</u>
Assets		
1	Cash	0
2	Accounts receivable, net	0
3	Inventories	0
4	Bonds and notes receivable (attach schedule)	0
5	Corporate stocks (attach schedule)	0
6	Mortgage loans (attach schedule)	0
7	Other investments (attach schedule)	0
8	Depreciable and depletable assets (attach schedule)	0
9	Land	0
10	Other assets (attach schedule)	0
11	Total assets (add lines 1 through 10)	0.00
Liabilities		
12	Accounts payable	0
13	Contributions, gifts, grants, etc., payable	0
14	Mortgages and notes payable (attach schedule)	0
15	Other liabilities (attach schedule)	0
16	Total liabilities (add lines 12 through 15)	0.00
Fund Balances or Net Assets		
17	Total fund balances or net assets	0
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	0.00

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation.

Schedule D. Section 509(a)(3) Supporting Organizations

1a Organizations supported by the applicant organization: Name and address of supported organization	b Has the supported organization received a ruling or determination letter that it is not a private foundation by reason of section 509(a)(1) or (2)?
The University of Auckland 24 Princes Auckland, New Zealand	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	<input type="checkbox"/> Yes <input type="checkbox"/> No
	<input type="checkbox"/> Yes <input type="checkbox"/> No
	<input type="checkbox"/> Yes <input type="checkbox"/> No
	<input type="checkbox"/> Yes <input type="checkbox"/> No

c If "No" for any of the organizations listed in 1a, explain.
See Attachment 8

2 Does the supported organization have tax-exempt status under section 501(c)(4), 501(c)(5), or 501(c)(6)? . . . Yes No
If "Yes," attach: (a) a copy of its ruling or determination letter, and (b) an analysis of its revenue for the current year and the preceding 3 years. (Provide the financial data using the formats in Part IV-A (lines 1 - 13) and Part III (lines 11, 12, and 13).)

3 Does your organization's governing document indicate that the majority of its governing board is elected or appointed by the supported organizations? Yes No
If "Yes," skip to line 9.
If "No," you must answer the questions on lines 4 through 9.

4 Does your organization's governing document indicate the common supervision or control that it and the supported organizations share? Yes No
If "Yes," give the article and paragraph numbers. If "No," explain.
See Attachment 9

5 To what extent do the supported organizations have a significant voice in your organization's investment policies, in the making and timing of grants, and in otherwise directing the use of your organization's income or assets?
See Attachment 10

6 Does the mentioning of the supported organizations in your organization's governing instrument make it a trust that the supported organizations can enforce under state law and compel to make an accounting? Yes No
If "Yes," explain.

7a What percentage of your organization's income does it pay to each supported organization?
See Attachment 11

b What is the total annual income of each supported organization?
See Attachment 11

c How much does your organization contribute annually to each supported organization?
See Attachment 11

For more information, see back of Schedule D.

Schedule D. Section 509(a)(3) Supporting Organizations (Continued)

8 To what extent does your organization conduct activities that would otherwise be carried on by the supported organizations? Explain why these activities would otherwise be carried on by the supported organizations.

See Attachment 12

9 Is the applicant organization controlled directly or indirectly by one or more "disqualified persons" (other than one who is a disqualified person solely because he or she is a manager) or by an organization that is not described in section 509(a)(1) or (2)? Yes No
If "Yes," explain.

Instructions

For an explanation of the types of organizations defined in section 509(a)(3) as being excluded from the definition of a private foundation, see Pub. 557, Chapter 3.

Line 1

List each organization that is supported by your organization and indicate in item **1b** if the supported organization has received a letter recognizing exempt status as a section 501(c)(3) public charity as defined in section 509(a)(1) or 509(a)(2). If you answer "No" in **1b** to any of the listed organizations, please explain in **1c**.

Line 3

Your organization's governing document may be articles of incorporation, articles of association, constitution, trust indenture, or trust agreement.

Line 9

For a definition of a "disqualified person," see **Specific Instructions**, Part II, Line 4d, on page 3 of the application's instructions.

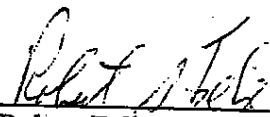
Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria B. Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March 2001

CERTIFICATION

I hereby certify that I am a Director of Friends of The University of Auckland, Inc., and that the attached is a complete and accurate copy of the Certificate of Incorporation of such corporation.



Robert Felix
Director

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "FRIENDS OF THE UNIVERSITY OF AUCKLAND, INC." FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2000, AT 12:45 O'CLOCK P.M.

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



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0859925

3330721 8100

001631137

DATE: 12-18-00

12-15-00 12:22 SIMPSON TRACHER & BARTLETT

ID=22

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS P03
FILED 12:45 PM 12/15/2000
001631137 - 3330741

CERTIFICATE OF INCORPORATION
OF
FRIENDS OF THE UNIVERSITY OF AUCKLAND, INC.

The undersigned, a natural person, for the purpose of organizing a corporation not for profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

ARTICLE I

NAME

The name of the corporation is **FRIENDS OF THE UNIVERSITY OF AUCKLAND, INC.** (the "Corporation").

ARTICLE II

REGISTERED OFFICE AND AGENT

The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation in the State of Delaware at that address is The Corporation Trust Company.

ARTICLE III

PURPOSE

The purposes for which the Corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include but shall not be limited to:

(a) conducting activities that support or benefit the University of Auckland in New Zealand (the "University"), an organization described in Code Section 501(c)(3) which is not a private foundation under Code Section 509(a);

(b) grantmaking to support or benefit the University;

(c) cooperating with other charitable organizations whether local, national, or international, for any of the foregoing purposes; and

(d) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

ARTICLE IV

POWERS

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, together with the power to solicit grants and contributions for any corporate purpose, provided that the Corporation shall not have the power to carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V

DURATION

The duration of the Corporation is to be perpetual.

ARTICLE VI

NO CAPITAL STOCK

The Corporation shall not have authority to issue capital stock.

ARTICLE VII

INCORPORATOR

The name and the mailing address of the incorporator is:

12-15-00 12:22 SIMPSON THACHER & BARTLETT

1D-22

P05

<u>NAME</u>	<u>MAILING ADDRESS</u>
David A. Shevlin	c/o Simpson Thacher & Bartlett 425 Lexington Avenue New York, New York 10017-3909

ARTICLE VIII

NO MEMBERS

The Corporation shall have no members.

ARTICLE IX

MANAGEMENT

Except as otherwise provided by law, or in any By-Laws of the Corporation, the activities and affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors

ARTICLE X

DIRECTORS' LIABILITY

The personal liability of the directors and of any persons performing any of the duties of directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

ARTICLE XI

NO PRIVATE INUREMENT

The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of, any private individual. However, reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE XII**LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS**

No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). The Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE XIII**FEDERAL EXCISE TAXES**

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XIV**DISSOLUTION**

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to charitable organizations then qualified under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Court of Common Pleas (or a Court of equivalent or comparable jurisdiction) of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE XV
AMENDMENTS**

From time to time, and in furtherance of the exempt purposes for which the Corporation is being organized, any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by those laws.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation and affirmed as true the statements made herein this 15 day of December, 2000.



David A. Shevlin
c/o Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017

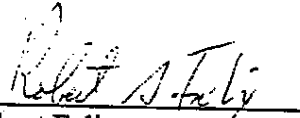
Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria B. Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March 2001

CERTIFICATION

I hereby certify that I am a Director of Friends of The University of Auckland, Inc., and that the attached is a complete and accurate copy of the By-Laws of such corporation.



Robert Felix
Director

BY-LAWS
OF
FRIENDS OF THE UNIVERSITY OF AUCKLAND, INC.
(a Delaware corporation not for profit
and without capital stock)

ARTICLE I

RELATIONSHIPS

As a supporting organization within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), Friends of The University of Auckland, Inc. (the "Corporation") is operated in connection with and will at all times maintain the relationships described below in this paragraph with its supported organization which is the designated organization specified in Article III of the Corporation's Certificate of Incorporation and which is an educational institution and a public charity within the meaning of Section 509(a)(1) of the Code. The Corporation satisfies the responsiveness test set forth in the Treasury Regulations under the Code because at all times one or more members of the governing body or senior officials of the publicly supported organization will also be directors or officers of, or hold other important offices in, the corporation. The Corporation satisfies the integral part test set forth in the Treasury Regulations under the Code because the Corporation will at all times maintain a significant involvement in the operations of its designated publicly supported organization and the organization is dependent upon the Corporation for the type of support that it provides because the activities to perform the functions of, or carry out the purposes of the designated organization, and but for the involvement of the Corporation, would normally be engaged in by the designated publicly supported organization.

ARTICLE II

OFFICES

The principal office of the Corporation shall be located at such place within or without the State of Delaware as the Board of Directors may from time to time determine. The Corporation may also have other offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III

NO MEMBERS

As set forth in the Certificate of Incorporation, the Corporation has no members.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 4.1. Powers and Number. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors (the "Board") in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of directors that shall constitute the Board shall be not less than three nor more than fifteen. The

Board of Directors shall also consist of at least one, but not more than three ex-officio Board members. Such ex-officio members of the Board of Directors must be officers of the Corporation, and shall have full voting rights. Within the specified limits, the number of directors shall be determined by resolution of the Board of Directors.

SECTION 4.2. Election and Term. At the first annual meeting after the adoption of these By-Laws, a majority of the directors shall elect one-half of the total number of directors for a term of one year (class I) and the other one-half for a term of two years (class II), creating two classes of directors. Each class shall be as nearly equal in number as possible, class I having, if necessary, the smaller number of directors. Each director so elected shall serve until the expiration of such director's respective term and until the election or appointment and qualification of such director's successor or such director's earlier death, resignation, or removal.

At each annual meeting thereafter, a number of directors equal to that of those whose terms have expired shall be elected by a majority of the directors for a term of two years and the election or appointment and qualification of such director's successor or until such director's earlier death, resignation, or removal. At the expiration of any term of two years, any director may be reelected.

SECTION 4.3. Vacancies and Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board of Directors for any cause, including any such vacancy occurring by reason of the removal of any director from office with or without cause, may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting and until such director's successor is elected or appointed and qualified or until such director's earlier death, resignation, or removal. New directorships shall be classified so as to maintain equality between the classes of directors.

SECTION 4.4. Ex Officio Board Member(s). The Vice-Chancellor of The University of Auckland shall serve as an ex-officio member of the Board. The ex-officio member shall be counted in determining the presence of a quorum and shall be entitled to vote.

SECTION 4.5. Removal. Provided there is a quorum of not less than a majority of all directors present, a director may be removed for cause by the vote of two-thirds of the Board of Directors present at the meeting at which such action is taken.

SECTION 4.6. Resignations. Any director may resign at any time by giving written notice to the Chairman of the Board. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4.7. Meetings. Regular or annual meetings of the Board of Directors shall be held at such times and places as may from time to time be fixed by the Board of Directors or as may be specified in a notice of meeting. Special meetings of the Board of Directors may be held at any time upon the call of the Chairman of the Board or upon written demand of not less than one-third of the directors then in office.

SECTION 4.8. Notice of Meetings. Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board of Directors. Notice of each special meeting of the Board of Directors must be given to each director not less than three days before such meeting. Notice may be in writing and sent by mail, addressed to such director at his or her address as it appears on the records of the Corporation, with prepaid postage thereon. Such notice shall be deemed to have been given when it is deposited in the mail. Notice may also be by telephone or sent by facsimile transmission, telegraph, telex, courier service, electronic mail or hand delivery. Notice of a special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement.

SECTION 4.9. Place and Time of Meetings. Meetings of the Board of Directors shall be held at the location, within or without the State of Delaware, which is fixed by the Board of Directors or, in the case of a special meeting, by the person or persons calling the special meeting.

SECTION 4.10. Quorum. At each meeting of the Board a majority of the total number of directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until such a quorum is present.

SECTION 4.11. Manner of Acting. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

SECTION 4.12. Conflicts Policy. Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a Director, officer or staff member must be disclosed in good faith or known to the Board of Directors or committee authorizing a contract or other transaction. The interested individual may participate in the information-gathering stage of the Board of Directors', or committee's, discussion but shall retire from the room in which the Board of Directors or a committee thereof is meeting and shall not participate in the final deliberation or decision regarding such contract or other transaction. Such interested individual may not vote on such contract or other transaction.

Common or interested Directors may be counted in determining the presence of a quorum at the meeting of the Board or of a committee which authorizes such contracts.

The minutes of the meeting of the Board of Directors or committee thereof shall reflect (a) that the conflict of interest was disclosed, (b) that the interested Director, officer or staff member was not present during the final discussion or vote of the Board of Directors or committee thereof and (c) that the interested individual abstained from voting.

All questions as to whether a conflict of interest exists shall be resolved by a vote of the Board of Directors in which the interested individual may not vote.

A conflict of interest disclosure statement shall be furnished annually to the Board by each Director, officer and staff member. The disclosure statements shall be reviewed annually by the Board of Directors or by a committee thereof.

In determining whether to approve such contract or transaction, disinterested directors shall take into account the restrictions regarding excess benefit transactions under Section 4958 of the Internal Revenue Code of 1986, in the case of an organization classified as a Public Charity.

SECTION 4.13. Organization. At each meeting of the Board of Directors, the Chairman of the Board, or, in the Chairman's absence, the Vice Chairman or a person chosen by the directors present, shall preside. The Secretary shall act as secretary of each meeting of the Board of Directors. In the absence of the Secretary, the chair of the meeting shall appoint a secretary of the meeting.

SECTION 4.14. Committees of Directors. The Board of Directors may designate one or more committees, including without limitation an executive committee, to have and exercise such power and authority as the Board of Directors shall specify and as permitted by law. Each committee shall consist of one or more directors. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such person or persons constitute a quorum, may unanimously appoint another director to act at the meeting in place of any such absent or disqualified member. At each meeting of a committee, a majority of the members of the committee shall be present to constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of the committee.

SECTION 4.15. Meeting by Conference Telephone. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 4.16. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

SECTION 4.17. Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

ARTICLE V

ADVISORY BOARD

The Board, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. Such Advisory Board shall consist of persons who are interested in the purposes and principles of the Corporation. The Advisory Board and each member thereof shall serve at the pleasure of the Board of Directors. Any vacancy in the Advisory Board may be filled and any member of the Advisory Board may be removed, either with or without cause, by the Board of Directors. The Advisory Board shall advise the Board of Directors as to any matters that are put before it by the Board of Directors concerning the Corporation. The Advisory Board shall not have or purport to exercise any powers of the Board of Directors nor shall it have the power to bind the Corporation contractually or to authorize the seal of the Corporation to be affixed to any papers that may require it.

ARTICLE VI

OFFICERS

SECTION 6.1. Officers. The officers of the Corporation may consist of a Chairman of the Board, a Vice Chairman, a Secretary, a Treasurer, and such other officers with such titles as the Board of Directors shall determine, all of whom shall be chosen by and shall serve at the pleasure of the Board of Directors.

SECTION 6.2. Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected annually by a majority vote of the Board of Directors at the annual meeting of the Board of Directors, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. One person may hold, and perform the duties of, more than one office. All officers shall be subject to the supervision and direction of the Board of Directors.

SECTION 6.3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board of Directors, either with or without cause, at any meeting of the Board at which a majority of the directors is present.

SECTION 6.4. Resignations. Any officer may resign at any time by giving written notice to the Chairman of the Board. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.5. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment to such office.

SECTION 6.6. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors. The Chairman shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as the Board of Directors may assign to the Chairman.

SECTION 6.7. Vice Chairman. At the request of the Chairman of the Board, or in the event of the Chairman's absence or disability, the Vice Chairman shall perform the duties

and possess and exercise the powers of the Chairman, and the Vice Chairman shall have such other powers and perform such other duties as the Board of Directors may assign to the Vice Chairman.

SECTION 6.8. Secretary. The Secretary shall:

(a) record and keep the minutes of all meetings of the Board of Directors in books to be kept for that purpose;

(b) see that all notices and reports are duly given or filed in accordance with these By-Laws or as required by law;

(c) be custodian of the records (other than financial) and have charge of the seal of the Corporation and see that it is used upon all papers or documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized in accordance with these By-Laws; and

(d) in general, perform all duties incident to the office of Secretary and such other duties as the Board of Directors may from time to time assign to the Secretary.

SECTION 6.9. Treasurer. The Treasurer shall:

(a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as shall be designated by the Board of Directors;

(b) exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon application during business hours at the office of the Corporation where such books are kept;

(c) render a statement of the condition of the finances of the Corporation at the annual meeting of the Board of Directors;

(d) receive, and give receipt for, amounts due and payable to the Corporation from any source whatsoever and, subject to the direction of the Board of Directors, authorize the disbursement of funds of the Corporation;

(e) in general, perform all the duties incident to the office of Treasurer, and such other duties as the Board of Directors may from time to time assign to the Treasurer; and

(f) if required by the Board of Directors, give such security for the faithful performance of the Treasurer's duties as the Board of Directors may require.

SECTION 6.10. Compensation. The Board of Directors may from time to time establish a reasonable rate of compensation and benefits for the officers of the Corporation.

ARTICLE VII

STAFF

SECTION 7.1. Executive Director. The Board of Directors may employ an Executive Director who shall be charged with the administrative and executive management of the affairs of the Corporation and such other powers and the performance of such other duties as the Board of Directors may delegate, subject to review by the Board of Directors.

SECTION 7.2. Additional Personnel. From time to time, the Board of Directors may employ such other staff personnel with such titles as the Board of Directors shall determine according to available administrative funds and needs of the Corporation.

SECTION 7.3. Compensation. The Board of Directors may from time to time establish the rate of compensation and benefits for the Executive Director of the Corporation.

ARTICLE VIII

EXECUTION OF INSTRUMENTS

SECTION 8.1. Contracts and Instruments. The Board of Directors, subject to the provisions of Article III, Section 1, may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

SECTION 8.2. Deposits. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board of Directors.

SECTION 8.3. Orders for the Payment of Money and Endorsements for Deposit.
(a) All checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Corporation shall be signed by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

(b) Endorsements for deposit to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any officer of the Corporation or may be made by hand-stamped impression in the name of the Corporation, unless otherwise provided by resolution of the Board of Directors.

SECTION 8.4. Sale or Transfer of Securities. Stock certificates, notes, bonds, or other securities held or owned by the Corporation may be sold, transferred, or otherwise disposed of when endorsed for transfer by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, directors, employees and other persons permitted by law to be indemnified.

ARTICLE X

GRANTS AND OTHER EXPENDITURES FOR THE ADVANCEMENT OF CHARITABLE PURPOSES

SECTION 10.1. Authorization. Grants, gifts, contributions, or other distributions for the advancement of the charitable purposes of the Corporation shall be made only if specifically authorized by the Board of Directors.

SECTION 10.2. Receipt of Grant Proposals. A primary activity of the Corporation is to receive grant proposals from The University of Auckland in New Zealand and to evaluate these proposals and award grants for purposes which, in the discretion of the Directors, after due consideration, further the charitable and educational purposes of the Corporation.

SECTION 10.3. Discretion Retained by Board of Directors. The Board of Directors shall at all times maintain complete control and discretion over the distribution of funds received by the Corporation, and shall not enter into any agreement with any person or organization that would in any way limit such control or discretion. The Board of Directors shall not represent to any person from whom it solicits or receives gifts, grants, bequests, or contributions that any funds received will be distributed other than at the discretion of the Board. The Board of Directors may solicit or receive gifts, grants, bequests, or contributions for a specific project that it has reviewed and approved as in furtherance of the purposes of the Corporation as stated in the Certificate of Incorporation. The Board of Directors may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequest, or contribution and return to the donor any such contribution actually received.

SECTION 10.4. Procedures for Distributions. The Board of Directors shall adopt procedures from time to time for grants, gifts, contributions, or other distributions by the Corporation. Such procedures shall not be inconsistent with Federal tax law or the General Corporation Law and shall further the charitable purposes of the Corporation.

SECTION 10.5. Evaluation and Site Visits. The Board of Directors shall make such evaluations and site visits with respect to grants as it deems appropriate from time to time.

ARTICLE XI

GENERAL PROVISIONS

SECTION 11.1. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

SECTION 11.2. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Not-for-Profit, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

SECTION 11.3. Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors and committees thereof.

ARTICLE XII

AMENDMENTS

SECTION 12.1. Certificate. Subject to Section 242(b)(3) of the General Corporation Law, the Board of Directors may amend the Certificate of Incorporation at any meeting of the Board of Directors, at which a quorum is present, by a vote of a majority of the directors present or by unanimous written consent of the Board of Directors.

SECTION 12.2. By-Laws. The Board of Directors may amend or repeal these By-Laws at any meeting of the Board of Directors, at which a quorum is present, by a vote of a majority of the directors present or by unanimous written consent of the Board of Directors.

SECTION 12.3 Replacement of Supported Organization. Notwithstanding Sections 12.1 and 12.2 of this Article, a unanimous vote by the Board of Directors at any meeting of the Board at which a quorum is present shall be required to replace the University of Auckland as the supported organization of the Corporation whether such replacement is achieved through amendment to either the Certificate of Incorporation or the By-Laws.

Adopted: March 20, 2001

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March, 2001

Response to Form 1023
Part II, Question 1

Provide a detailed narrative description of all the activities of the organization – past, present, and planned.

Friends of The University of Auckland, Inc. (the “Corporation”) will conduct charitable and educational activities that support or benefit The University of Auckland (also referred to herein as the “University”). The University is an educational organization that maintains a regular faculty, a curriculum, and an enrolled body of students at its campuses, and therefore is within the definition of a public charity under Section 509(a)(1) of the Internal Revenue Code of 1986, as amended (the “Code”), by reason of Code Section 170(b)(1)(A)(ii).

The University, New Zealand’s largest university, was established in 1883. Since its inception, the University has become an international center of learning, research and academic excellence that maintains three campuses with seven faculties (i.e., Architecture, Property, Planning and Fine Arts; Arts, Education and Music; Business and Economics; Engineering; Law; Medical and Health Sciences; and Science) enrolling more than 28,000 students. The University’s comprehensive range of research-based study programs attracts graduate and undergraduate students from more than 60 different countries. More information with respect to the University, including its faculty, campus and areas of study, is contained in

Attachment 8, in response to Schedule D, question 1(c) and in the attached University of Auckland 2001 Calendar. The University also maintains a website at www.auckland.ac.nz.

In accordance with Article X of its By-Laws, the Corporation will receive contributions from donors, will receive grant proposals for educational and charitable projects from the University and will determine in its sole discretion which grant proposals to fund. Article X, Section 10.3 of the Corporation's By-Laws provides that "The Board of Directors shall at all times maintain complete control and discretion over the distribution of funds received by the Corporation, and shall not enter into any agreement with any person or organization that would in any way limit such control or discretion." In addition, in accordance with Article X, Section 10.5 of the Corporation's By-Laws, the Board of Directors shall make such evaluations and site visits with respect to its grants as it deems appropriate from time to time in order to review the projects which are funded and ensure that the funds are being expended for the educational and charitable purposes for which they were granted.

The Corporation plans to begin these activities immediately upon receiving recognition of its tax-exempt status, and they will be ongoing. The Corporation's activities will be conducted by its Board of Directors, officers, and staff.

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March, 2001

Response to Form 1023
Part II, Question 2

What are or will be the organization's sources of financial support.

The Corporation's principal sources of financial support are expected to be contributions from individuals, corporations, and private foundations with an interest in higher education in New Zealand. During the past years, individuals, corporations, and private foundations in the United States have contributed directly to the University of Auckland, and it is expected that many of these persons will be among those who will now support the Corporation.

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
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March, 2001

Response to Form 1023
Part II, Question 3

Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect.

The Corporation intends to raise funds by soliciting grants for pre-approved projects from individuals, corporations, and private foundations, but no formal fundraising activities have been specifically planned or implemented to date. Fundraising will be conducted by the Corporation's directors, officers and staff. As the Corporation has not yet begun formal fundraising, no representative copies of solicitations for financial support are available.

Friends of The University of Auckland, Inc.
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New York, NY 10017

March, 2001

Response to Form 1023
Part II, Question 4a and 4b

Names, addresses, and titles of officers, trustees, etc.

The directors and officers of the Corporation are as follows. All of the

Corporation's directors serve without compensation.

<u>Name and Address</u>	<u>Title</u>	<u>Compensation</u>
Robert Felix Office of the Vice-Chancellor The University of Auckland Private Bag 92019 Auckland, New Zealand	Director	None
Cecilia Tarrant c/o Morgan Stanley 1585 Broadway New York, NY 10036	Director	None

It is anticipated that the following persons will be appointed as directors shortly.

Ian Buckle Department of Civil Engineering University of Nevada Mail Stop 258 Reno, Nevada 89557	Director	None
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<u>Name and Address</u>	<u>Title</u>	<u>Compensation</u>
Peter Cooper c/o Cooper & Co. 26 Corporate Plaza, Suite 280 Newport Beach, CA 92660	Director	None
Bernard H. Gustin 45 E. 62 nd Street, #6A New York, NY 10021	Director	None
John A. Hood Office of the Vice-Chancellor The University of Auckland 24 Princes Auckland, New Zealand	Director	None
Roland Horne Department of Petroleum Stanford University Palo Alto, CA 94305	Director	None

No director will receive any compensation from the Corporation for their services as a Director, except for reimbursement for reasonable expenses incurred.

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
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March, 2001

Response to Form 1023
Part II, Question 5

Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors?

The Corporation is a Type III supporting organization within the meaning of Code Section 509(a)(3) and applicable Treasury Regulations. Therefore, it is affiliated, as required under the supporting organization regulations, with its named supported charity: The University of Auckland. Pursuant to Article I of the Corporation's By-Laws, one or more of the members of the governing body or senior officials of The University of Auckland must also be directors of, or hold other important offices in, the Corporation. Therefore, the Corporation is currently "operated in connection with" The University of Auckland because John A. Hood and Robert G. Felix, directors of the Corporation¹, are also senior officials of The University of Auckland. In particular, Mr. Hood, who is also a member of the University's governing board, is the Vice-Chancellor of the University (a position which is the equivalent of "university president" in the United States) and Mr. Felix serves as the University's Director of Planning.

¹ Mr. Hood will be appointed to the Board shortly (see Attachment 5).

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
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New York, NY 10017

March, 2001

Response to Form 1023
Part II, Question 10a

Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement?

The Corporation has entered into an agreement with Unlimited Inc., an Illinois corporation, to provide management and administrative services, including the dedication of an individual to serve as the Executive Director of the Corporation and to provide other accounting and miscellaneous services. The Board of Directors has complete discretion over the selection of the individual and is free to terminate the employment of the Executive Director provided by Unlimited Inc. at any time and in its own discretion. Under the terms of the Agreement, the Executive Director shall discharge all responsibilities subject to the supervision of the Corporation's Board of Directors. A copy of the Management Services Agreement is attached hereto as "Attachment 7A."

MANAGEMENT AND ADMINISTRATIVE SERVICES AGREEMENT

MANAGEMENT AND ADMINISTRATIVE SERVICES AGREEMENT
(the "Agreement") dated as of March 30, 2001 by and between Friends of The University of Auckland, Inc. ("Friends of The University"), a Delaware corporation, and Unlimited Inc. ("Unlimited"), an Illinois corporation.

WHEREAS, Friends of The University is an organization established under Section 501(c)(3) of the Internal Revenue Code for the purpose of conducting activities that support or benefit the University of Auckland in New Zealand;

WHEREAS, Unlimited is a service company which provides management and administrative services;

WHEREAS, Unlimited is the employer of Angela Rosati;

WHEREAS, Friends of The University desires to retain Unlimited to render certain management and administrative services to it, and Unlimited is willing to render such services;

NOW, THEREFORE, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Term of the Agreement. Subject to the provisions of Section 8 of this Agreement, this Agreement shall remain in effect for a period of one year commencing on March 30, 2001 and ending on March 29, 2002 (the "Term") on the terms and subject to the conditions set forth in this Agreement. The Term shall be automatically renewed and extended for a subsequent one-year period upon the completion of each successive Term, subject to the approval of the Board of Directors of Friends of The University (the "Board of Directors"). The Board of Directors shall use its best efforts to notify Unlimited of its decision regarding renewal and extension of the Term on or before February 1 of each proceeding Term.

2. Appointment of Executive Director.

(a) During the Term, Unlimited shall supply a qualified individual to serve as Executive Director of Friends of The University, subject to the approval of the Board of Directors. In such position, the Executive Director shall have duties and authority for leading day-to-day operations of Friends of The University and shall provide any and all services customarily associated with those of an Executive Director of a nonprofit corporation. The Executive Director's specific responsibilities shall be determined from time to time and subject to the oversight of the Board of Directors.

(b) Unlimited shall render the services contemplated hereunder at its own expense, subject to Section 7 of this Agreement, and provide the office space, furnishings and equipment required by it to perform the services.

(c) Nothing in this Agreement is intended to nor shall constitute an employment contract for any length of time.

(d) The services of Unlimited to Friends of The University are not deemed exclusive, and Unlimited shall be free to render similar services to others.

3. Dedication and Approval of Angela Rosati. Unlimited shall dedicate the time and services of its employee Angela Rosati ("Rosati") to serve as Executive Director of Friends of The University. The Board of Directors hereby deems Rosati qualified and grants its approval to her appointment. Rosati shall use her best efforts and devote sufficient business time, but not necessarily all of her time, to the performance of the duties hereunder. The parties' current expectation is that Rosati will dedicate approximately 100 full-time days per year to the performance of these duties. Rosati will notify the Board of Directors if it is anticipated that Rosati expects to exceed 110 full-time days.

4. Accounting and Administrative Services. During the Term, Unlimited shall provide Friends of The University with any bookkeeping, record keeping, and such other administrative support and services as are necessary and desirable for the operation of Friends of The University. Friends of The University expects to employ a qualified accounting firm to provide its accounting (including accounts payable), reporting, auditing and related services.

5. Compensation. During the Term, Friends of The University shall pay Unlimited for the services provided at a rate of US \$500 for each full-time day served by Rosati, payable on a monthly basis (the "Fee") immediately after such Fee has been earned.

6. Employment Obligations. Unlimited shall be responsible for any and all employment-related obligations or liabilities with respect to its employees or agents, including those under relevant tax and labor laws, as well as for the provision of any pension, health, welfare or other employee benefits to Rosati or any other employee.

7. Reimbursable Business Expenses. During the Term, reasonable business expenses incurred by Unlimited in the performance of its duties to Friends of The University (as described hereunder) shall be reimbursed by Friends of The University directly to Unlimited.

8. Termination. This Agreement may be terminated by either party at any time and for any reason; provided that each party will be required to give the other at least 30 days advance written notice of any such termination (other than for death or incapacity of Rosati or breach of this Agreement by Unlimited). Following any termination of this Agreement by either party, whether during the Term or upon its expiration, except as provided otherwise in this Agreement, Friends of The University shall have no further obligations or liabilities, and Unlimited shall have no further rights (other than for any accrued but unpaid Fee), under this Agreement.

9. Confidentiality. During the Term and following the expiration of this Agreement, neither Unlimited nor its directors, officers, employees or agents will disclose confidential information relating to donors, development programs, costs, marketing, trading, investment, credit and financial data, financing methods, plans, or the business and affairs of Friends of The University or the University of Auckland (Auckland, New Zealand) generally; provided, however, that the foregoing shall not apply to information which is not unique to Friends of The University or the University of Auckland or which is generally known to the industry or the public other than as a result of Unlimited's breach of this covenant; provided, further, that the foregoing shall not apply to disclosures in the ordinary course of performance of Unlimited's duties or as required by law. Unlimited agrees not to disclose the existence of this Agreement or the contents of either to any person without the prior written consent of the Board of Directors of Friends of The University. Unlimited agrees that upon termination of this Agreement for any reason, Unlimited will immediately return to Friends of The University and the University of Auckland, respectively, all memoranda, books, papers, plans, information, letters, relationship records, contacts, address lists and other data, and all copies thereof or therefrom, in any way relating to the business of Friends of The University, the University of Auckland, and their respective affiliates, except that Unlimited may retain personal notes, notebooks and diaries that do not contain confidential information of the type described in the preceding sentence. Neither Unlimited nor its directors, officers, employees or agents will retain or use for its account at any time any trade names, trademark or other proprietary business designation used or owned in connection with the business of Friends of The University, the University of Auckland, or their respective affiliates. This Section 9 shall survive termination of this Agreement. The parties acknowledge that the University of Auckland is a third party beneficiary of this Agreement with respect to this Section 9.

10. Proper Authorizations. Unlimited represents and warrants as of the date of this Agreement and covenants for the duration of this Agreement, that (i) it is duly incorporated and in good standing in its jurisdiction of incorporation, (ii) it is qualified to do business in each state in which such qualification is required, (iii) it is duly authorized to enter into this Agreement and perform the services contemplated hereunder, and (iv) it has filed, acquired and will keep in force and effect any and all licenses, permits, registrations, or other authorizations necessary or required to provide the services contemplated hereunder in accordance with federal, state and local law.

11. Indemnity. Unlimited agrees to indemnify, defend and hold harmless Friends of The University for any loss, liability, claim, damage or expense arising, directly or indirectly, from or in connection with a breach of this Agreement by Unlimited or the gross negligence, reckless disregard of duties or willful misconduct of Unlimited. This Section 11 shall survive termination of this Agreement.

12. Miscellaneous.

(a) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of Illinois, without regard to conflicts of laws principles thereof.

(b) Entire Agreement/Amendments. This Agreement contains the entire understanding of the parties with respect to the matters set forth herein. There are no restrictions,

agreements, promises, warranties, covenants or undertakings between the parties with respect to the subject matter herein other than those expressly set forth herein. This Agreement may not be altered, modified, or amended except by written instrument signed by the parties hereto.

(c) No Waiver. The failure of a party to insist upon strict adherence to any term of this Agreement on any occasion shall not be considered a waiver of such party's rights or deprive such party of the right thereafter to insist upon strict adherence to that term or any other term of this Agreement.

(d) Severability. In the event that any one or more of the provisions of this Agreement shall be or become invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions of this Agreement shall not be affected thereby.

(e) Assignment. This Agreement shall not be assignable by the parties.

(f) Counterparts. This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

UNLIMITED INC.

By: _____
Name:
Title:

FRIENDS OF THE UNIVERSITY OF
AUCKLAND, INC.

By: _____
Name:
Title:

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March, 2001

Response to Form 1023
Schedule D Question 1c

Has the supported organization received a ruling or determination letter that it is not a private foundation by reason of Section 509(a)(1) or (2)?

In Rev. Rul. 74-229 (attached hereto as Attachment 8A), the Internal Revenue Service ruled that an organization that is organized and operated in support of a foreign, rather than a domestic, organization meeting the requirements of Sections 509(a)(1) and (a)(2) of the Code and that otherwise meets the requirements of Section 509(a)(3), qualifies as an organization described in that section. The ruling does not require that the foreign organization actually have applied for recognition of tax-exempt status. The University of Auckland, the supported organization, is a foreign organization, organized and existing under New Zealand law. It has not applied nor will it apply for recognition of U.S. tax-exempt status. However, if the University was a domestic corporation, it would not be a private foundation by reason of Code Sections 509(a)(1) and 170(b)(1)(A)(ii).

As defined in both Treas. Reg. § 1.170A-9(b) and Internal Revenue Service Publication 557: Tax-Exempt Status for Your Organization, an organization may qualify as an educational institution if: (i) the organization, such as a college, has a regularly scheduled curriculum, (ii) has a regular faculty, and (iii) has a regularly enrolled student body in attendance

at a place where the educational activities are regularly carried on. We set out below how each of these three tests is met by the University.

First, the University has a regularly scheduled curriculum. The University offers thousands of courses each year in a range of disciplines including, but not limited to architecture, fine arts, mathematics, linguistics, music, philosophy, history, accounting, computer systems engineering, law, surgery, and theology. The University has the power to confer more than 100 different degrees ranging from a Bachelor of Architecture (B. Arch.) to a Doctor of Medicine (M.D.). The academic year is divided into two semesters at the University with each semester covering about 15 weeks; the University also maintains a six-week summer session. A complete listing of the University's course offerings appears in the attached University of Auckland 2001 Calendar (the "Catalog"). See pages 244-552.

Second, the University maintains a regular faculty. As New Zealand's largest university, the University has an extensive faculty consisting of deans, professors, associate professors, lecturers and other qualified faculty. Most of the University's faculty have long-term employment relationships. For a complete listing of the University's faculty, see pages 588-620 of the Catalog. In the year 2000, there were over 1500 academic staff members on faculty.

Third, the University enrolled more than 28,000 students in 2000 on three campuses in New Zealand. For more detail on the campuses, see pages 4-5 in the Catalog.

Finally, we note that the University maintains a racially nondiscriminatory policy. The University has adopted an "Equal Opportunity Programme" and its Catalog includes a statement that, "The University opposes unfair discrimination on the grounds of gender, race or colour, ethnic or national origins, employment status, disability, family status, marital status sexual orientation, age, religious or ethical belief, political opinion, or any other

grounds. . . [The University] requires that all selection, appointment, promotion and evaluation processes should be based on impartial assessment of merit”

Thus, the University meets each test to be an educational organization and is described in Section 509(a)(1) of the Code by reason of Section 170(b)(1)(A)(ii).

Revenue Rulings

Rev. Rul. 74-229, 1974-2 CB 142, IRC Sec(s). 509

Headnote:

Rev. Rul. 74-229, 1974-2 CB 142 -- IRC Sec. 509

Reference(s): ¶ ??; Code Sec. 509 Reg § 1.509(a)-4

Private foundations; support of foreign organization.

An organization that is organized and operated in support of a foreign, rather than a domestic, organization meeting the requirements of section 509(a)(1) and (a)(2) of the Code and that otherwise meets the requirements of section 509(a)(3) qualifies as an organization described in that section.

Full Text:

Advice has been requested whether an organization that otherwise meets the requirements of section 509(a)(3) of the Internal Revenue Code of 1954 and the Income Tax Regulations thereunder qualifies as an organization described in section 509(a)(3) where the organization is organized and operated in support of a foreign rather than a domestic organization.

Section 509(a)(1) of the Code provides that the term "private foundation" does not include a domestic or foreign organization described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)).

Section 1.509(a)-2(a) of the regulations provides that an organization <Page 143> may qualify as a section 509(a)(1) organization regardless of the fact that it does not satisfy section 170(c)(2) of the Code because it was created or organized other than in, or under the law of, the United States, any State or territory, the District of Columbia, or any possession of the United States.

Section 509(a)(3) of the Code requires that the organization support a section 509(a)(1) or (2) organization. The provision is silent as to whether the supported organization must be a domestic or foreign organization.

Accordingly, an organization which otherwise meets the requirements of section 509(a)(3) of the Code and the regulations thereunder qualifies as an organization described in section 509(a)(3) where it supports a foreign organization described in section 501(c)(3) that otherwise meets the requirements of section 509(a)(1) and (a)(2), and the regulations thereunder.

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March, 2001

Response to Form 1023
Schedule D Question 4

Does your organization's governing document indicate the common supervision or control that it and the supported organizations share?

No. The "supervised or controlled in connection with" test described in Schedule D, Question 4 is derived from Treas. Reg. § 1.509(a)-4(h) and applies to a Type II supporting organization. The Corporation is a Type III supporting organization and is "operated in connection with" the University. Therefore, although the directors of the Corporation do overlap with those of the University of Auckland, the Corporation's supported organization, and Article I of the Corporation's By-Laws does require that one or more of the members of the governing body or senior officials of the University must also be directors of, or hold other important offices in, the Corporation, the Corporation is not subject to the test described in Treas. Reg. § 1.509(a)-4(h).

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March, 2001

Response to Form 1023
Schedule D, Question 5

To what extent do the supported organizations have a significant voice in your organization's investment policies, in the making and timing of grants, and in otherwise directing the use of your organization's income or assets?

Under Article I of the Corporation's By-Laws, one or more of the members of the governing body or senior officials of the University must also be directors of, or hold other important offices in, the Corporation. The Corporation thus satisfies the "responsiveness test" described in Treas. Reg. § 1.509(a)-4(I)(2)(ii)(b). Due to the fact that at least one director or senior official of the University will always be a director of the Corporation, representatives of the University will fully participate in the selection of the officers and directors of the Corporation.

As explained in greater detail below, through its representative(s), either on the Corporation's Board of Directors or as officers of the Corporation, the University will have a significant voice in fundamental corporate decisions, including investment policies and decisions, the making and timing of grants, and in otherwise determining the use of the Corporation's income and assets.

The officers and directors of the Corporation will maintain a close and continuous relationship with the senior officials and the governing body of the University. First, pursuant to the Corporation's Certificate of Incorporation, the Corporation was formed for the purpose of conducting activities that support or benefit the University. Second, pursuant to Article X, Section 10.2 of the Corporation's By-Laws, the Corporation will receive specific grant proposals from the University and will evaluate the proposals and award grants for purposes the Board of Directors deems to be in furtherance of the Corporation's charitable and educational purposes. In accordance with Rev. Rul. 66-79, 1966-1 C.B. 48, the Corporation will solicit contributions for specific grants only after it has reviewed and approved them as being in furtherance of the Corporation's own charitable and educational purposes. The representative(s) from the University will participate and play an important role in this review and evaluation. The officers and directors of the Corporation will look to the representative(s) of the University to explain the importance or timing of requested grants and specific details regarding the University's proposed use of the requested funds.

By providing that at least one director or senior officer of the University will always be a director or officer of the Corporation, the Corporation's By-Laws ensure the Corporation's responsiveness to the needs of the University. Not only will these representatives play a major role in presenting grant proposals, but they will also be a link to the University regarding its needs, the relative importance and timing of proposed grants, and the investment of the Corporation's funds after contributions have been received and prior to the making of grants.

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March, 2001

Response to Form 1023
Part D, Question 7a, 7b, 7c

What percentage of your organization's income does it pay to each supported organization? What is the total annual income of each supported organization? How much does your organization contribute annually to each supported organization?

The Corporation anticipates paying all of its net income to the University to be used exclusively for purposes approved by the Corporation.

The total revenue of The University of Auckland for fiscal year 2000 was NZ\$376,580,000 (approximately US\$165,771,000).

Because the Corporation has not yet begun its fundraising or other activities, the Corporation has no knowledge of how much it may receive in contributions, and therefore cannot specify the amount it will contribute annually to the University. However, as explained above, the Corporation anticipates paying all of its net income to the University to be used exclusively for purposes approved by the Corporation. In order to ensure the sufficient attentiveness of the University to the Corporation, the Corporation intends to target its grants to particular programs or activities of substantial interest to the University.

Friends of The University of Auckland, Inc.
EIN: 36-4409076

c/o Victoria Bjorklund
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017

March, 2001

Response to Form 1023
Schedule D, Question 8

To what extent does your organization conduct activities that would otherwise be carried on by the supported organizations?

The Corporation's primary activity will be to conduct fundraising in the United States to support projects of the University for which the Corporation has received grant proposals and approval of grants. In the past, the University has conducted these activities directly, which shows that "but for" the Corporation conducting these activities, the University would have to conduct them on their own. See Treas. Reg. §1.509(a)-4(i)(3)(ii). However, contributions by U.S. donors directly to the University would not be tax-deductible. Therefore, the Corporation has been created to conduct fundraising in the U.S. and to exercise control and discretion in funding overseas projects carried out by the University. These projects are an integral part of the University's charitable and educational activities. If the Corporation were unable to perform these fundraising functions in the United States, the University would have to conduct this fundraising itself, as it has in the past.

Power of Attorney and Declaration of Representative

OMB No. 1545-0150

For IRS Use Only

Received by:

Name _____

Telephone _____

Function _____

Date _____

▶ See the separate instructions.

Part I Power of Attorney (Please type or print.)

1 Taxpayer information (Taxpayer(s) must sign and date this form on page 2, line 9.)

Taxpayer name(s) and address Friends of The University of Auckland, Inc. c/o Victoria Bjorklund Simpson Thacher & Bartlett, 425 Lexington Avenue New York, NY 10017	Social security number(s) _____ Daytime telephone number 212-455-2875	Employer identification number 36-4409076 Plan number (if applicable)
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hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

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

Name and address Victoria B. Bjorklund Simpson Thacher & Bartlett 425 Lexington Ave., New York, NY 10017	CAF No. 2005-4031012 Telephone No. 212-455-2875 Fax No. 212-455-2502 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>
Name and address David A. Shevlin Simpson Thacher & Bartlett 425 Lexington Ave., New York, NY 10017	CAF No. _____ Telephone No. 212-455-3682 Fax No. 212-455-2502 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>
Name and address _____	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s)
Application for Recognition of Exemption	1023	

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. (See instruction for Line 4 — Specific uses not recorded on CAF.)

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative unless specifically added below, or the power to sign certain returns (see instruction for Line 5 — Acts authorized).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: The Power of Attorney granted to the above persons includes the power to delegate authority to another attorney at Simpson Thacher & Bartlett.

Note: In general, an unenrolled preparer of tax returns cannot sign any document for a taxpayer. See Revenue Procedure 81-38, printed as Pub. 470, for more information.

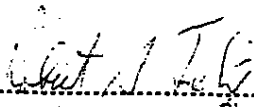
Note: The tax matters partner of a partnership is not permitted to authorize representatives to perform certain acts. See the instructions for more information.

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶

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

- 7 Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2 unless you check one or more of the boxes below.
- a If you want the first representative listed on line 2 to receive the original, and yourself a copy, of such notices or communications, check this box
 - b If you also want the second representative listed to receive a copy of such notices and communications, check this box
 - c If you do not want any notices or communications sent to your representative(s), check this box
- 8 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here.
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.
- 9 Signature of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer. I certify that I have the authority to execute this form on behalf of the taxpayer.
- ▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**

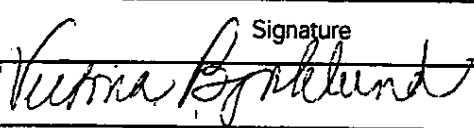

 Signature	3/23/01 Date	Director Title (if applicable)
Robert E. Felix Print Name		
Signature	Date	Title (if applicable)
Print Name		

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer—a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d)(1) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer—an unenrolled return preparer under section 10.7(c)(viii) of Treasury Department Circular No. 230.

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.**

Designation—Insert above letter (a-h)	Jurisdiction (state) or Enrollment Card No.	Signature	Date
a	NY		03/27/01
a	NY		03/27/01

**User Fee for Exempt Organization
 Determination Letter Request**

▶ Attach this form to determination letter application.
 (Form 8718 is NOT a determination letter application.)

For IRS Use Only

Control number _____
 Amount paid _____
 User fee screener _____

1 Name of organization Friends of The University of Auckland, Inc.	2 Employer identification Number 36-4409076
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Caution: Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

3 Type of request	Fee
a <input type="checkbox"/> Initial request for a determination letter for:	
<ul style="list-style-type: none"> • An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years, or • A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years .. ▶ \$150 	
Note: If you checked box 3a, you must complete the Certification below.	

Certification

I certify that the annual gross receipts of _____
name of organization
 have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.
 Signature ▶ _____ Title ▶ _____

b <input checked="" type="checkbox"/>	Initial request for a determination letter for:	
	<ul style="list-style-type: none"> • An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years, or • A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years ▶ \$500 	
c <input type="checkbox"/>	Group exemption letters	▶ \$500

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2000-8, 2000-1, I.R.B. 230.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the United States Treasury for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Send the determination letter application and Form 8718 to:

Internal Revenue Service
 P.O. Box 192
 Covington, KY 41012-0192

If you are using express mail or a delivery service, send the application and Form 8718 to:

Internal Revenue Service
 201 West Rivercenter Blvd.
 Attn: Extracting Stop 312
 Covington, KY 41011

Attach Check or Money Order Here