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JUL 16 2001

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July 16, 2001

BY HAND DELIVERY

Magalie Roman Salas, Secretary
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
12th Street Lobby, TW-A325
Washington, D.C. 20554

**Re: Notice of Consummation
Domestic Fixed Satellite Earth Station WU45
File No. SES-ASG-19960517-01131**

Dear Ms. Salas:

This is to notify the Commission that the above-referenced assignment of domestic fixed satellite earth station WU45 from WNYC Communications Group—The City of New York to WNYC Foundation was consummated on August 17, 1996. All correspondence concerning the station should be sent to:

One Centre Street
New York, NY 10007
Attn: Ivan Zimmerman

In addition, please note that WNYC Foundation has since changed its name to WNYC Radio. Attached hereto is a copy of the Order of Consolidation from the University of the State of New York, pursuant to which the name change became effective on March 11, 1997.



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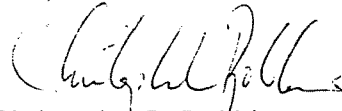
Magalie Roman Salas, Secretary

July 16, 2001

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If there are any questions concerning this matter, please contact the undersigned.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Christopher L. Robbins".

Christopher L. Robbins

Enclosures

cc: Elenor Lott (FCC Room 7-A445/By Hand)
Ivan Zimmerman



**THE WNYC BROADCASTING FOUNDATION
AND WNYC FOUNDATION**

ORDER OF CONSOLIDATION

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of March 11, 1997,

The WNYC Broadcasting Foundation, located in the city, county, and state of New York, was granted an absolute charter in the first instance by action of the Board of Regents on December 15, 1995.

The WNYC Foundation, located in the city, county, and state of New York, was incorporated under §402 of the Not-For-Profit Corporation Law (NPCL) on September 12, 1979 pursuant to consent of the Commissioner of Education dated August 22, 1979 and filed a certificate of amendment on January 3, 1997 pursuant to consent of the Commissioner dated December 30, 1996.

The board of trustees of The WNYC Broadcasting Foundation and the board of directors of the WNYC Foundation have petitioned the Board of Regents, pursuant to Education Law §223, for an order consolidating the said corporations, an absolute charter in the first instance for the surviving corporation, WNYC Foundation, and an amendment of such charter to change the corporate name to WNYC Radio, in accordance with an agreement of merger and consolidation annexed to the petition, with power to carry on and conduct the educational activities heretofore carried on and conducted by said petitioners, and it was

Voted, that

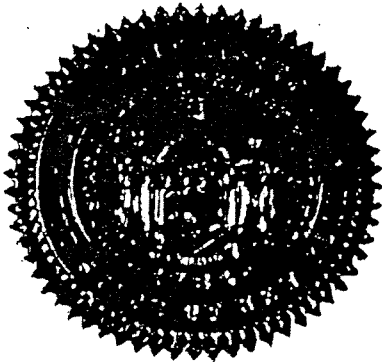
1. In pursuance of the authority contained in Education Law §223, The WNYC Broadcasting Foundation and the WNYC Foundation be and hereby are consolidated, forming WNYC Foundation as the surviving corporation; that an absolute charter in the first instance be, and the same hereby is, granted to WNYC Foundation; and that such absolute charter be, and the same hereby is, amended to change the corporate name to WNYC Radio.
2. The principal office of the consolidated, surviving corporation shall be located at One Centre Street, New York, New York 10007.
3. The consolidated, surviving corporation will continue to administer the educational operations and purposes of the constituent corporations in the same manner as they presently exist, and the purposes of the consolidated, surviving corporation are:
 - a. to construct, own, operate or maintain one or more nonprofit radio stations dedicated to serving the educational, cultural, entertainment and telecommunication needs of the residents of the New York City listening area;
 - b. to purchase, lease, develop, operate, produce and support by financial and other means broadcast and telecommunications facilities and programs and related activities and materials;

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- c. to aid, assist and work with corporations, educational institutions, foundations, organizations, governmental and private agencies, partnerships and individuals to meet the educational, cultural, entertainment and telecommunications needs of the residents of the New York City listening area;
 - d. to apply for and, upon authorization by the appropriate licensing authorities, governmental and private, to operate such authorizations and licenses as may be awarded to it;
 - e. to affiliate with local, state, regional, national and international networks and to distribute, license, sell and make available to other persons, corporations, broadcast stations, networks and other telecommunications entities, noncommercial educational and cultural programs and related activities and materials for local, state, regional, national and international distribution; and
 - f. to engage in any and all other lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.
4. The separate existence of the constituent corporations hereby ceases, and the consolidated, surviving corporation is hereby vested with all the rights, privileges, immunities, powers and authority possessed by or granted by law to each of the constituent corporations. All assets and liabilities of the respective predecessor corporations are hereby assets and liabilities of the consolidated, surviving corporation. All property, real, personal and mixed and all debts to each of the corporations on whatever account are hereby attached to the consolidated, surviving corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.
 5. Howard S. Stein, Peter H. Darrow, Keith Thomas, Estelle N. Tanner, Wendee H. Eolis, Anne Klepper, Wilma S. Tisch, Daniel E. Siff, Tom A. Bernstein, John Stephen Rose, Gilbert E. Kaplan, Richard J. Zall, Irwin Schneiderman, Robert D. Hodes, Eduardo Mestre, Jean B. Angell, David R. Caplan, Martin Abrahams, Jerry Della Femina, Christopher J. Williams, Elizabeth G. Weymouth, Vickee Jordan Adams, Susan Freedman, Eli Mason, Tom Morgan, John Moyers, Laura Ross, Eva Usdan and John W. Rotenstreich constitute the first board of trustees, to serve until the first annual meeting of the consolidated, surviving corporation. The board has power to adopt bylaws, including therein provisions fixing the method of election and the term of office of trustees, and has power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than forty-five nor less than five.
 6. The corporation hereby created shall be a nonstock corporation organized and operated exclusively for educational purposes, and no part of its net earnings or net income shall inure to the benefit of any individual; no officer, member or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operation thereof, except reasonable compensation for services.
 7. Notwithstanding any other provision of these articles the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

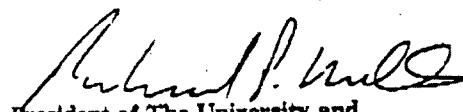
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8. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future United States Internal Revenue Law, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision), and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.
9. In the event of dissolution, all of the remaining assets and property of the consolidated, surviving corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this consolidated, surviving corporation was formed.
10. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.
11. The consolidation herein shall take effect immediately.
12. The consolidated, surviving corporation will hereby operate under the absolute charter in the first instance granted to the WNYC Foundation, as amended to change the corporate name to "WNYC Radio."



Granted, March 11, 1997, by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 22,286.


Chancellor


President of The University and
Commissioner of Education