**OFFICE OF THE MISSISSIPPI SECRETARY OF STATE**
**BUSINESS REGULATION AND ENFORCEMENT DIVISION**

| | | |
|---|---|---|
| **IN THE MATTER OF:** | ) | |
| | ) | **Administrative Proceeding** |
| | ) | **Number: C-05-0522** |
| **Sesame Workshop** | ) | |
| **One Lincoln Place** | ) | |
| **New York, NY 10023** | ) | |
| | ) | |
| | ) | |
| ***Respondent*** | ) | |
| | ) | |

## CONSENT ORDER

I.

The Business Regulation and Enforcement Division of the Mississippi Secretary of State ("Division") having the authority to administer and to provide for the enforcement of all provisions of the Mississippi Charitable Solicitations Act (the "Act"), and Respondent do hereby enter into this Consent Order in resolution of the following allegations by the Division of violations of certain provisions of the Act:

1. Respondent is a "charitable organization" as defined in the Act. Miss. Code Ann. § 79-11-501(a)(1) (2001);

2. From May 31, 2005, through October 19, 2005, the Respondent solicited contributions from individuals in Mississippi.

3. From May 31, 2005, through October 19, 2005, no effective registration statement of the Respondent was on file with the Division as required by the Act;

4. Therefore, Respondent solicited contributions from Mississippi residents during the period in question in violation of the Act.

II.

Respondent, under the terms of this Consent Order and solely for the purpose of resolving the foregoing allegations, stipulates without a hearing to the matters set forth above in Paragraph I and hereby consents to the issuance of this Consent Order and further consents to and agrees to the undertakings contained herein, with no formal administrative hearing and determination of wrongdoing. Furthermore, the undersigned agent for the Respondent acknowledges that she/he has been lawfully vested with the authority to enter into this Consent Order on behalf of the Respondent.

III.

THEREFORE, in consideration of a final resolution of the matters set forth herein, the Division and Respondent hereby agree and stipulate as follows:

1. Respondent stipulates to the jurisdiction of the Division as to all matters contained herein under the authority of the Act and acknowledges that the issuance of this Consent Order is solely for the purpose of resolving the matters set forth herein.

2. The Division shall impose a penalty upon the Respondent in the amount of $317.70. Respondent shall remit payment to the Division, payable to the "Mississippi Secretary of State" upon execution of this Order.

3. This Consent Order is in resolution of the matters contained herein. As a result of this Consent Order, the matters contained herein cannot be used as a basis for action by the Division except in determining any penalty as may be imposed by the Division for any future violations of the Act committed by the Respondent and as set forth below.

4. Respondent agrees that it will comply with the provisions of the Mississippi Charitable Solicitations Act as currently in effect or as may be subsequently amended.

IV.

In the event Respondent fails or neglects to comply with any of the terms, stipulations or undertakings set forth in this Consent Order, the Division may, without notice to the Respondent, unilaterally rescind this Order and institute any legal or administrative proceedings it deems appropriate including, but not limited to, proceedings to address the matters set forth herein.

ERIC CLARK
Secretary of State

By: _____
JAMES O. NELSON, II
Assistant Secretary of State

Date: 11/1/2005

SESAME WORKSHOP

By: _____
Sign Name

Print Name: H. MELVIN MING

Title: CHIEF OPERATING OFFICER

Date: NOVEMBER 22, 2005

Benjamin Akins
Mississippi Secretary of State's Office
Post Office Box 136
700 North Street
Jackson, Mississippi 39205-0136
(601) 359-6364