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September 28, 2011

Our File Number: 25YX-157690

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Ave NW
Washington, D.C. 20210

ES&A/PUBLIC DISCLOSURE
2011 OCT -5 AM 11:45

Re: Statement for Alternative Method of Compliance
Under DOL Reg. Section 2520.104-23
The Annenberg Foundation 457(b) Plan

Dear Sir or Madam:

Enclosed on behalf of The Annenberg Foundation is the Statement required for compliance under DOL Reg. Section 2520.104-23 for The Annenberg Foundation 457(b) Plan.

Please call me with any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "Michael Chan".

Michael Chan

for SHEPPARD MULLIN RICHTER & HAMPTON LLP

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Enclosures



BOARD OF DIRECTORS

Wallis Annenberg
Chairman of the Board, President and CEO

Lauren Bon

Gregory Annenberg Weingarten

Charles Annenberg Weingarten

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U.S. Department of Labor
200 Constitution Avenue NW
Washington, D.C. 20210

Re: Alternative Method of Compliance Under DOL Reg. Section 2520.104-23

Dear Sir or Madam:

The purpose of this letter is to comply with the "Alternative Method of Compliance" for reporting and disclosure (as set forth in DOL Reg. Section 2520.104-23) with respect to The Annenberg Foundation 457(b) Plan (the "Plan") established by The Annenberg Foundation (the "Employer").

In accordance with that Section, we provide you with the following:

1. Name and Address of the Employer.

The Annenberg Foundation
2000 Avenue of the Stars, Suite 1000
Los Angeles, CA 90067

2. Employer Identification Number.

23-6257083

for a select group of management or highly compensated employees of the Employer. The Employer maintains one such plan. Currently, two (2) employees participate in the Plan.

Los Angeles, CA • Conshohocken, PA • Washington, DC

3. Declaration.

The Employer established the Plan effective as of December 1, 2004, to be maintained primarily for the purpose of providing deferred compensation

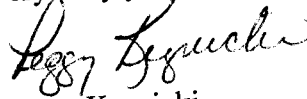
4. Documents.

With respect to the Plan, the Employer will provide to the Secretary of Labor, upon request, copies of the Plan document, as required by Section 104(a)(6) of the Employee Retirement Income Security Act of 1974.

Enclosed is a copy of this letter, which we ask that you date stamp and return to us in the enclosed self-addressed, stamped envelope.

If you should have any questions about this letter, please do not hesitate to contact us at the above address.

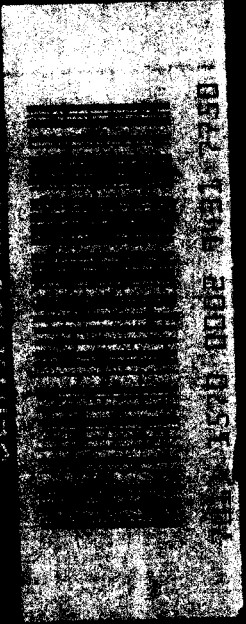
Very truly yours,



Peggy Krynicki
Director

Human Resources and Risk Management

CERTIFIED MAIL



Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Ave NW
Washington, D.C. 20210

Certified Mail
Return Receipt Requested