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Board of Directors
Brooklyn Prep Alumni Association
c/o Comerford & Dougherty LLP
1122 Franklin Avenue, Suite 406
Garden City, New York 11530
Attn: Michael Comerford, Esq.

Re: Brooklyn Prep Alumni Association

Dear Mr. Comerford:

As you requested, and based on the facts and analysis described below, we have determined that the Brooklyn Prep Alumni Association (“BPAA”):

1. is exempt from federal income taxation because it is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”);
2. qualifies as a public charity under Code Section 509(a)(1); and
3. is not required to file an annual information tax return with the Internal Revenue Service (the “IRS”).

Tax Exemption

BPAA is exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) because it is listed in The Official Catholic Directory for 2008 and, thus, is covered by the group exemption ruling dated July 1, 2008, issued by the IRS to the United States Conference of Catholic Bishops. We are not aware of any completed or pending action by the IRS to rescind BPAA’s tax exemption.

Public Charity Status

Basically, under Code Sections 509(a)(1) and 170(b)(1)(A)(vi), an organization is a public charity if it receives at least 33½ percent of its total support from governmental units and contributions made directly or indirectly by the general public. Based on the financial information that you provided, including the information on a Support Schedule for Advance Ruling Period (Form 8734), BPAA’s percentage of public support greatly exceeds the 33½ percent requirement. Therefore, BPAA qualifies as a public charity under Code Section 509(a)(1).

Exception from Annual Filing Requirement

Generally, an organization that is exempt from taxation under Code Section 501(a) must file an annual information return with the IRS. However, under Code Section 6033(a)(2) and Section 1.6033-2(g) of the Treasury Regulations (“Treas. Reg.”), certain organizations are excepted from that filing requirement, including an “integrated auxiliary of a church.”

Pursuant to Treas. Reg. Section 1.6033-2(h), an integrated auxiliary of a church is any organization that is:

1. exempt from taxation under Code Section 501(c)(3);
2. a public charity described in Code Section 509(a)(1), (2) or (3);
3. affiliated with a church or a convention or association of churches; and
4. internally supported.

Each of these requirements and how BPAA meets each requirement are discussed below.

Tax Exemption and Public Charity Status. As described above, BPAA is exempt from taxation under Code Section 501(c)(3) and is a public charity under Code Section 509(a)(1).

Affiliation with a Church. An organization may meet the affiliation requirement in one of several ways, as described in Treas. Reg. Section 1.6033-2(h)(2). BPAA meets the affiliation requirement because it is covered by a group exemption letter issued by the IRS to a church.

Internally Supported. An organization is considered internally supported, unless it meets both of the following two factors:

1. It offers admissions, goods, services or facilities for sale, other than on an incidental basis, to the general public; and
2. It normally receives more than 50% of its support from a combination of government sources, public solicitation of contributions, and receipts from the sale of admissions, goods, performance of services, or furnishing of facilities in activities that are not unrelated trades or businesses.

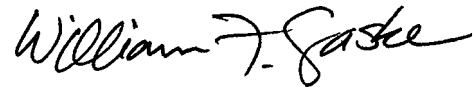
We understand that BPAA does not offer admissions, goods, services or facilities for sale to the general public, and thus, BPAA is internally supported.

Therefore, BPAA meets all four requirements for an integrated auxiliary of a church and is not required to file an annual information return with the IRS. However, if BPAA

receives any unrelated business taxable income during a tax year, it must file a Form 990-T (Exempt Organization Business Income Tax Return) with the IRS for that year.

Do not hesitate to contact me if you have any questions concerning BPAA's tax-exempt status or filing requirements.

Sincerely,



William F. Gaske

cc: Dana W. Hiscock, Esq.

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