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Form 990

## Return of Organization Exempt From Income Tax

2009

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

► The organization may have to use a copy of this return to satisfy state reporting requirements

## A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

B Check if applicable	C Name of organization THE POPULATION COUNCIL INC		D Employer identification number 13-1687001
<input type="checkbox"/> Address change	Doing Business As		E Telephone number (212) 339-0500
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address) ONE DAG HAMMARSKJOLD PLAZA		G Gross receipts \$ 160,484,725
<input type="checkbox"/> Initial return	Room/suite		
<input type="checkbox"/> Terminated	City or town, state or country, and ZIP + 4 NEW YORK, NY 10017		
<input type="checkbox"/> Amended return	F Name and address of principal officer Peter Donaldson ONE DAG HAMMARSKJOLD PLAZA th FL New York, NY 10017		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Application pending			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)

I Tax-exempt status  501(c) ( 3 )  (insert no)  4947(a)(1) or  527

J Website: ► www.popcouncil.org

K Form of organization  Corporation  Trust  Association  Other ► L Year of formation 1952 M State of legal domicile NY

## Part I Summary

1 Briefly describe the organization's mission or most significant activities See Schedule O, Attachment 1		
<hr/> <hr/>		
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets		
3 Number of voting members of the governing body (Part VI, line 1a) . . . . .	3	16
4 Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	4	14
5 Total number of employees (Part V, line 2a) . . . . .	5	296
6 Total number of volunteers (estimate if necessary) . . . . .	6	0
7a Total gross unrelated business revenue from Part VIII, column (C), line 12 . . . . .	7a	0
b Net unrelated business taxable income from Form 990-T, line 34 . . . . .	7b	0

8 Contributions and grants (Part VIII, line 1h) . . . . .	Prior Year	Current Year
	76,523,223	76,788,655
9 Program service revenue (Part VIII, line 2g) . . . . .		0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	-1,905,835	3,010,879
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,502,052	6,313,282
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	80,119,440	86,112,816

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .	Prior Year	Current Year
	12,971,613	24,711,763
14 Benefits paid to or for members (Part IX, column (A), line 4) . . . . .		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	34,999,202	38,111,426
16a Professional fundraising fees (Part IX, column (A), line 11e) . . . . .		0
b Total fundraising expenses (Part IX, column (D), line 25) ► 450,320		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) . . . . .	27,903,008	32,191,182
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	75,873,823	95,014,371
19 Revenue less expenses Subtract line 18 from line 12 . . . . .	4,245,617	-8,901,555

20 Total assets (Part X, line 16) . . . . .	Beginning of Current Year	End of Year
	168,294,952	181,619,828
21 Total liabilities (Part X, line 26) . . . . .		29,296,882
22 Net assets or fund balances Subtract line 21 from line 20 . . . . .	145,359,942	152,322,946

## Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
***** Signature of officer SCOTT NEWMAN CFO AND TREASURER Type or print name and title		2010-08-11 Date

Paid Preparer's Use Only	Preparer's signature ► KPMG LLP	Date	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► KPMG LLP 345 Park Avenue New York, NY 101540102			EIN ►
				Phone no ► (212) 758-9700

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

**Part III Statement of Program Service Accomplishments****1** Briefly describe the organization's mission

To improve the well-being and reproductive health of current and future generations around the world and to help achieve a humane, equitable, and sustainable balance between people and resources

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**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O

**4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses  
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

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**4a** (Code ) (Expenses \$ 44,556,942 including grants of \$ 16,976,639 ) (Revenue \$ 41,583,437 )  
Reproductive Health (RH) See Schedule O

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**4b** (Code ) (Expenses \$ 21,288,339 including grants of \$ 5,071,606 ) (Revenue \$ 22,647,410 )  
HIV and AIDS (HIV) See Schedule O

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**4c** (Code ) (Expenses \$ 14,406,770 including grants of \$ 2,663,520 ) (Revenue \$ 8,950,456 )  
Poverty, Gender, and Youth (PGY) See Schedule O

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**4d** Other program services (Describe in Schedule O ) **See also Additional Data for Description**  
(Expenses \$ 2,653,386 including grants of \$ 0 ) (Revenue \$ 1,015,176 )

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**4e** **Total program service expenses** \$ 82,905,437

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**Part IV Checklist of Required Schedules**

	<b>Yes</b>	<b>No</b>
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 No	
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4 No	
5 <b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 No	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II	7 No	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 No	
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 No	
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 Yes	
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. <ul style="list-style-type: none"> <li>• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.</li> <li>• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.</li> <li>• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.</li> <li>• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.</li> <li>• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.</li> <li>• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.</li> </ul>	11 Yes	
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12 Yes	
12A Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No
If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional		
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a Yes	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b Yes	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Part II	15 Yes	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Part III	16 Yes	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17 No	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 No	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 No	
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20 No	

**Part IV Checklist of Required Schedules (continued)**

<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	<b>21</b>	Yes	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	<b>22</b>	Yes	
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	<b>23</b>	Yes	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	<b>24a</b>		No
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<b>24b</b>		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<b>24c</b>		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<b>24d</b>		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	<b>25a</b>		No
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	<b>25b</b>		No
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	<b>26</b>		No
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	<b>27</b>		No
<b>28</b> Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	<b>28a</b>		No
<b>a</b> A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	<b>28b</b>		No
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	<b>28c</b>		No
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	<b>29</b>		No
<b>30</b> Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	<b>30</b>		No
<b>31</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	<b>31</b>		No
<b>32</b> Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	<b>32</b>		No
<b>33</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	<b>33</b>		No
<b>34</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	<b>34</b>		No
<b>35</b> Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	<b>35</b>		No
<b>36</b> <b>Section 501(c)(3) organizations.</b> Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	<b>36</b>		No
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	<b>37</b>		No
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	<b>38</b>	Yes	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	<b>1a</b>	86
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	<b>1b</b>	0
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
<b>2a</b>	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	<b>2a</b>	296
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note:</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	Yes	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		No
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		
<b>4b</b>	If "Yes," enter the name of the foreign country. See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b>	No
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b>	No
<b>5c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	<b>6a</b>	No
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b>	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<b>7a</b>	No
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7b</b>	
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7c</b>	No
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
<b>7e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7e</b>	No
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7f</b>	No
<b>7g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	<b>7g</b>	
<b>7h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	<b>7h</b>	
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966?	<b>9a</b>	
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?	<b>9b</b>	
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>	
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter		
<b>11a</b>	Gross income from members or shareholders	<b>11a</b>	
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>	
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>	

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

### Section A. Governing Body and Management

		Yes	No
<b>1a</b> Enter the number of voting members of the governing body . . .	<b>1a</b>	16	
<b>b</b> Enter the number of voting members that are independent . . .	<b>1b</b>	14	
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .	<b>2</b>		No
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .	<b>3</b>		No
<b>4</b> Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . . . . .	<b>4</b>		No
<b>5</b> Did the organization become aware during the year of a material diversion of the organization's assets? . . . . .	<b>5</b>		No
<b>6</b> Does the organization have members or stockholders? . . . . .	<b>6</b>		No
<b>7a</b> Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .	<b>7a</b>		No
<b>b</b> Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .	<b>7b</b>		No
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
<b>a</b> The governing body? . . . . .	<b>8a</b>	Yes	
<b>b</b> Each committee with authority to act on behalf of the governing body? . . . . .	<b>8b</b>	Yes	
<b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .	<b>9</b>		No

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10a</b> Does the organization have local chapters, branches, or affiliates? . . . . .	<b>10a</b>	Yes	
<b>b</b> If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? . . . . .	<b>10b</b>	Yes	
<b>11</b> Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? . . . . .	<b>11</b>	Yes	
<b>11A</b> Describe in Schedule O the process, if any, used by the organization to review the Form 990 . . . . .			
<b>12a</b> Does the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	<b>12a</b>	Yes	
<b>b</b> Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	<b>12b</b>	Yes	
<b>c</b> Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done . . . . .	<b>12c</b>	Yes	
<b>13</b> Does the organization have a written whistleblower policy? . . . . .	<b>13</b>	Yes	
<b>14</b> Does the organization have a written document retention and destruction policy? . . . . .	<b>14</b>	Yes	
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
<b>a</b> The organization's CEO, Executive Director, or top management official . . . . .	<b>15a</b>	Yes	
<b>b</b> Other officers or key employees of the organization . . . . .	<b>15b</b>	Yes	
If "Yes" to line a or b, describe the process in Schedule O (See instructions )			
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	<b>16a</b>		No
<b>b</b> If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .	<b>16b</b>		

### Section C. Disclosure

**17** List the States with which a copy of this Form 990 is required to be filed ► DC , NY

**18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply  
 Own website  Another's website  Upon request

**19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►  
 Scott Newman  
 One Dag Hammarskjold Plaza 9th Flo  
 NEW YORK, NY 10017  
 (212) 339-0655

## **Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if the organization did not compensate any current or former officer, director, trustee or key employee.

<b>1b Total</b>	3,632,699	0	704,312
-----------------	-----------	---	---------

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **67**

	<b>Yes</b>	<b>No</b>
<b>3</b> Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	<b>3</b>	No
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	<b>4</b>	Yes
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person	<b>5</b>	No

## Section B. Independent Contractors

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

<b>(A)</b> Name and business address	<b>(B)</b> Description of services	<b>(C)</b> Compensation
LERNER DAVID LITTBENBERG KRUMHOLZ ME 600 SOUTH AVENUE WEST WESTFIELD, NJ 07090	LEGAL SERVICES	326,377
PriceWaterhouse Coopers LLP One North Wacker Chicago, IL 60606	Valuation Licensing	402,052
KPMG LLP 345 Park Avenue NEW YORK, NY 10154	Audit & Accnt servcs	183,850
Deborah Rogow 1930 Anacapa Street Santa Barbara, CA 93101	Technical Assistance	111,220
Grant Thornton 666 Third Avenue New York, NY 10017	Audit Services	107,032
<b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization <b>5</b>		

**Part VIII Statement of Revenue**

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b> 13,038			
	<b>b</b> Membership dues . . . . .	<b>1b</b> _____			
	<b>c</b> Fundraising events . . . . .	<b>1c</b> _____			
	<b>d</b> Related organizations . . . . .	<b>1d</b> _____			
	<b>e</b> Government grants (contributions)	<b>1e</b> 59,297,315			
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 17,478,302			
	<b>g</b> Noncash contributions included in lines 1a-1f \$	19,103			
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . .	► 76,788,655			
<b>Program Service Revenue</b>	<b>2a</b> _____	Business Code			
	<b>b</b> _____				
	<b>c</b> _____				
	<b>d</b> _____				
	<b>e</b> _____				
	<b>f</b> All other program service revenue				
	<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . .	► 0			
	<b>3</b> Investment income (including dividends, interest and other similar amounts) . . . . .	► 1,374,511			1,374,511
<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .	► 0				
<b>5</b> Royalties . . . . .	► 6,251,836			6,251,836	
<b>6a</b> Gross Rents	(I) Real	(II) Personal			
<b>b</b> Less rental expenses					
<b>c</b> Rental income or (loss)					
<b>d</b> Net rental income or (loss) . . . . .	►				
<b>7a</b> Gross amount from sales of assets other than inventory	(I) Securities	(II) Other			
	76,006,028	2,249			
<b>b</b> Less cost or other basis and sales expenses	74,371,909	0			
<b>c</b> Gain or (loss)	1,634,119	2,249			
<b>d</b> Net gain or (loss) . . . . .	► 1,636,368			1,636,368	
<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a				
<b>b</b> Less direct expenses . . . . .	b				
<b>c</b> Net income or (loss) from fundraising events . . . . .	► 0				
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . .	a				
<b>b</b> Less direct expenses . . . . .	b				
<b>c</b> Net income or (loss) from gaming activities . . . . .	► 0				
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	a				
<b>b</b> Less cost of goods sold . . . . .	b				
<b>c</b> Net income or (loss) from sales of inventory . . . . .	► 0				
<b>Miscellaneous Revenue</b>	Business Code				
<b>11a</b> PUBLICATIONS REVENUE	511,190	31,795	31,795		
<b>b</b> MISCELLANEOUS REVENUE	900,099	29,651	29,651		
<b>c</b> _____					
<b>d</b> All other revenue . . . . .					
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . .	► 61,446				
<b>12</b> <b>Total revenue.</b> See Instructions . . . . .	► 86,112,816	61,446	0	9,262,715	

**Part IX Statement of Functional Expenses****Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	9,149,798	9,149,798		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	822,581	822,581		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	14,739,384	14,739,384		
4 Benefits paid to or for members	0	0		
5 Compensation of current officers, directors, trustees, and key employees . . . . .	2,666,666	1,624,802	989,664	52,200
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0	0	0	0
7 Other salaries and wages	26,038,010	21,176,571	4,690,759	170,680
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	3,023,489	2,327,751	670,533	25,205
9 Other employee benefits . . . . .	5,012,163	3,858,809	1,111,570	41,784
10 Payroll taxes . . . . .	1,371,098	1,055,593	304,075	11,430
11 Fees for services (non-employees)				
a Management . . . . .	0	0	0	0
b Legal . . . . .	555,607	431,155	124,452	0
c Accounting . . . . .	323,708	31,334	292,374	0
d Lobbying . . . . .	0	0	0	0
e Professional fundraising See Part IV, line 17 . . . . .	0			0
f Investment management fees . . . . .	14,894	0	14,894	0
g Other . . . . .	2,506,629	2,168,161	327,135	11,333
12 Advertising and promotion . . . . .	1,684	1,684	0	0
13 Office expenses . . . . .	2,519,203	2,063,616	444,603	10,984
14 Information technology . . . . .	1,116,850	841,850	275,000	0
15 Royalties . . . . .	0	0	0	0
16 Occupancy . . . . .	6,047,298	4,704,780	1,303,737	38,781
17 Travel . . . . .	3,842,542	3,642,869	189,657	10,016
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0	0	0	0
19 Conferences, conventions, and meetings . . . . .	3,557,419	3,435,608	94,734	27,077
20 Interest . . . . .	0	0	0	0
21 Payments to affiliates . . . . .	0	0	0	0
22 Depreciation, depletion, and amortization . . . . .	1,195,017	786,257	408,760	0
23 Insurance . . . . .	597,130	445,243	151,887	0
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below )				
a BAD DEBTS	62,713	9,271	53,442	0
b RESEARCH & RELATED SERVICES	4,580,904	4,576,048	4,856	0
c LAB SUPPLIES, EQUIPMENT & MAIN	3,535,640	3,521,510	14,130	0
d PRINTING, PUBLICATIONS, BOOKS,	1,569,362	1,406,550	117,870	44,942
e OTHER	164,582	84,212	74,482	5,888
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	95,014,371	82,905,437	11,658,614	450,320
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		<b>(A)</b> Beginning of year	<b>(B)</b> End of year
Assets	1 Cash—non-interest-bearing . . . . .	2,331	<b>1</b> 8,918
	2 Savings and temporary cash investments . . . . .	10,066,081	<b>2</b> 6,634,081
	3 Pledges and grants receivable, net . . . . .	64,189,204	<b>3</b> 68,320,875
	4 Accounts receivable, net . . . . .	2,057,128	<b>4</b> 2,040,015
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .		<b>5</b>
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .		<b>6</b>
	7 Notes and loans receivable, net . . . . .		<b>7</b>
	8 Inventories for sale or use . . . . .		<b>8</b>
	9 Prepaid expenses and deferred charges . . . . .	6,347,007	<b>9</b> 7,068,199
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	24,553,210
	b Less accumulated depreciation . . . . .	10b	16,783,614
			8,309,555
			<b>10c</b> 7,769,596
	11 Investments—publicly traded securities . . . . .		73,220,117
	12 Investments—other securities See Part IV, line 11 . . . . .		4,103,529
	13 Investments—program-related See Part IV, line 11 . . . . .		<b>12</b> 14,559,763
	14 Intangible assets . . . . .		<b>13</b>
	15 Other assets See Part IV, line 11 . . . . .		<b>14</b>
	16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .		<b>15</b>
			168,294,952
			<b>16</b> 181,619,828
Liabilities	17 Accounts payable and accrued expenses . . . . .		3,303,657
	18 Grants payable . . . . .		7,705,636
	19 Deferred revenue . . . . .		0
	20 Tax-exempt bond liabilities . . . . .		<b>19</b> 210,000
	21 Escrow or custodial account liability Complete Part IV of Schedule D . . . . .		<b>20</b>
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .		<b>21</b>
	23 Secured mortgages and notes payable to unrelated third parties . . . . .		22
	24 Unsecured notes and loans payable to unrelated third parties . . . . .		1,506,000
	25 Other liabilities Complete Part X of Schedule D . . . . .		23
	26 <b>Total liabilities.</b> Add lines 17 through 25 . . . . .		1,506,000
			<b>24</b>
			10,419,717
			<b>25</b> 9,702,173
			22,935,010
			<b>26</b> 29,296,882
Net Assets or Fund Balances	27 <b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
	28 Unrestricted net assets . . . . .	59,587,263	<b>27</b> 72,363,652
	29 Temporarily restricted net assets . . . . .	80,286,903	<b>28</b> 74,473,518
	30 Permanently restricted net assets . . . . .	5,485,776	<b>29</b> 5,485,776
	31 <b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>		
	32 Capital stock or trust principal, or current funds . . . . .		<b>30</b>
	33 Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>
	34 Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>
	35 Total net assets or fund balances . . . . .	145,359,942	<b>33</b> 152,322,946
	36 Total liabilities and net assets/fund balances . . . . .	168,294,952	<b>34</b> 181,619,828

**Part XI Financial Statements and Reporting**

**1** Accounting method used to prepare the Form 990       Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

**2a** Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .

**b** Were the organization's financial statements audited by an independent accountant? . . . . .

**c** If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . . . .

**d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both  
 Separate basis       Consolidated basis       Both consolidated and separated basis

**3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .

**b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . . . .

	Yes	No
<b>2a</b>		No
<b>2b</b>	Yes	
<b>2c</b>	Yes	
<b>3a</b>	Yes	
<b>3b</b>	Yes	

**SCHEDULE A**  
(Form 990 or 990EZ)**Public Charity Status and Public Support****2009****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue ServiceComplete if the organization is a section 501(c)(3) organization or a section  
4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization  
THE POPULATION COUNCIL INC

Employer identification number

13-1687001

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1  A church, convention of churches, or association of churches **section 170(b)(1)(A)(i)**.

2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state

5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III)

10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.

11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e  **a**  Type I      **b**  Type II      **c**  Type III - Functionally integrated      **d**  Type III - Other

f  If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g  Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

h  Provide the following information about the supported organization(s)

	<b>Yes</b>	<b>No</b>
<b>11g(i)</b>		
<b>11g(ii)</b>		
<b>11g(iii)</b>		

<b>(i)</b> Name of supported organization	<b>(ii)</b> EIN	<b>(iii)</b> Type of organization (described on lines 1- 9 above or IRC section (see instructions))	<b>(iv)</b> Is the organization in col (i) listed in your governing document?		<b>(v)</b> Did you notify the organization in col (i) of your support?		<b>(vi)</b> Is the organization in col (i) organized in the U S ?		<b>(vii)</b> Amount of support?
			<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	
<b>Total</b>									

**Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	57,634,822	62,731,179	63,740,750	71,410,664	72,656,984	328,174,399
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 through 3	57,634,822	62,731,179	63,740,750	71,410,664	72,656,984	328,174,399
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						10,425,116
6 <b>Public Support.</b> Subtract line 5 from line 4						317,749,283

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	57,634,822	10,990,620	63,740,750	71,410,664	72,656,984	328,174,399
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	10,542,353	10,990,620	11,436,477	9,031,798	7,477,406	49,478,654
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	32,249	32,885	29,115	31,843	31,795	157,887
11 <b>Total support</b> (Add lines 7 through 10)						377,810,940
12 Gross receipts from related activities, etc (See instructions)					12	
13 <b>First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b>						<input checked="" type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	84 103 %
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	84 040 %
16a <b>33 1/3% support test—2009.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b <b>33 1/3% support test—2008.</b> If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
17a <b>10%-facts-and-circumstances test—2009.</b> If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b <b>10%-facts-and-circumstances test—2008.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
18 <b>Private Foundation</b> If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		<input checked="" type="checkbox"/>

**Part III Support Schedule for Organizations Described in IRC 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public Support</b> (Subtract line 7c from line 6 )						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
<b>13 Total support</b> (Add lines 9, 10c, 11 and 12 )						
<b>14 First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b>						

**Section C. Computation of Public Support Percentage**

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15
16 Public support percentage from 2008 Schedule A, Part III, line 15	16

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18
<b>19a 33 1/3% support tests—2009.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	
<b>b 33 1/3% support tests—2008.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	
<b>20 Private Foundation</b> If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	

**Part IV** **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

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## Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 13-1687001  
**Name:** THE POPULATION COUNCIL INC

### Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

#### 4d. Other program services

(Code	) (Expenses \$	1,088,381	including grants of \$	0 ) (Revenue \$	0 )
Program development- see SCH O					
(Code	) (Expenses \$	1,229,820	including grants of \$	0 ) (Revenue \$	1,015,176 )
Publications- see SCH O					
(Code	) (Expenses \$	335,185	including grants of \$	0 ) (Revenue \$	0 )
Distinguished Colleagues- SCH O					

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Official	Key Employee	Highest compensated employee	Former			
Mark A Walker Chairman of the Board	1 0	X						0	0	
Darcy Bradbury Trustee	1 0	X						0	0	
Marc A Bygeman Trustee	1 0	X						0	0	
Wafaa El-Sadr Trustee	1 0	X						0	0	
Lynn A Foster Trustee	1 0	X						0	0	
Anna Glasier Trustee	1 0	X						17,500	0	
Werner Holzer Trustee	1 0	X						0	0	
Henry L King Trustee	1 0	X						0	0	
Charles D Klein Trustee	1 0	X						0	0	
Anna Mastroianni Trustee	1 0	X						0	0	
Cheikh Mbacke Trustee	1 0	X						0	0	
Robert B Millard Trustee	1 0	X						0	0	
Jotham Musinguzi Trustee	1 0	X						0	0	
Anne R Pebley Trustee	1 0	X						0	0	
Justin A Rockefeller Trustee	1 0	X						0	0	
Peter J Donaldson President	35 0	X	X					427,249	0	48,928
John Bongaarts VP AND DISTINGUISHED SCHOLAR	35 0		X					252,700	0	45,161
Anrudh K Jain VP, International Programs	35 0		X					203,495	0	45,161
Scott Newman CFO and Treasurer	35 0		X					202,970	0	37,379
Patricia C Vaughan GENERAL COUNSEL AND SECRETARY	35 0		X					212,945	0	37,379
Maria del Mar Aguilar DIRECTOR INTERNATIONAL SERVICE	35 0			X				122,015	0	33,862
Wendy Baldwin Director of PGY	35 0			X				230,600	0	29,100
Safaa El-Kogali REGIONAL DIRECTOR, WANA	35 0			X				193,758	0	57,015
Naomi Rutenberg Director of HIV and AIDS	35 0			X				220,645	0	54,230
James E Sailer Director of Corporate Affairs	35 0			X				225,299	0	30,802

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Office	Key employee	Highest compensated employee			
John W Townsend Dir of Reproductive Health	35 0			X			282,145	0	54,230
Ian Askew DIRECTOR, RH SERVICES & RESEAR	35 0				X		232,926	0	80,148
Regine S Ware Distinguished Scientist	35 0				X		252,110	0	38,325
Samuel Kalibala Sen Assoc & COUNTRY DIRECTOR	35 0				X		183,884	0	53,619
Andrew Karlyn Associate II	35 0				X		187,038	0	31,223
Melissa Robbiani Dir , Biomedical HIV Research	35 0				X		185,420	0	27,750

**Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses**

<i><b>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</b></i>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
BAD DEBTS	62,713	9,271	53,442	0
RESEARCH & RELATED SERVICES	4,580,904	4,576,048	4,856	0
LAB SUPPLIES, EQUIPMENT & MAIN	3,535,640	3,521,510	14,130	0
PRINTING, PUBLICATIONS, BOOKS,	1,569,362	1,406,550	117,870	44,942
OTHER	164,582	84,212	74,482	5,888

2009

Open to Public  
Inspection**SCHEDULE D**  
(Form 990)**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11, or 12.  
► Attach to Form 990. ► See separate instructions.

Department of the Treasury  
Internal Revenue Service**Name of the organization**  
THE POPULATION COUNCIL INC**Employer identification number**

13-1687001

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?  Yes  No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?  Yes  No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or pleasure)  Preservation of an historically importantly land area

Protection of natural habitat  Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?  Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ► \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

b Assets included in Form 990, Part X ► \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a  Public exhibition

d  Loan or exchange programs

b  Scholarly research

e  Other

c  Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	<b>Amount</b>
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance . . . . .	56,774,508	81,864,118			
b Contributions . . . . .	931,837				
c Investment earnings or losses . . . . .	14,747,848	-21,710,143			
d Grants or scholarships . . . . .	40,413	24,884			
e Other expenditures for facilities and programs . . . . .	4,171,308	3,179,482			
f Administrative expenses . . . . .	122,160	175,101			
g End of year balance . . . . .	68,120,312	56,774,508			

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ► 89 000 % %

b Permanent endowment ► 8 000 % %

c Term endowment ► 3 000 % %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations . . . . .  Yes  No

(ii) related organizations . . . . .  Yes  No

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

<b>Yes</b>	<b>No</b>
3a(i)	No
3a(ii)	No
3b	

4 Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Investments—Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

	Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .					
b Buildings . . . . .					
c Leasehold improvements . . . . .		17,879,600	11,207,391	6,672,209	
d Equipment . . . . .		5,113,386	4,144,576	968,810	
e Other . . . . .		1,560,224	1,431,647	128,577	
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . .					7,769,596

**Part VII Investments—Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
LIMITED PARTNERSHIPS	14,559,763	F
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 12.)	<b>14,559,763</b>	

**Part VIII Investments—Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 13.)		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
<b>Total.</b> (Column (b) should equal Form 990, Part X, col.(B) line 15.)	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

(a) Description of Liability	(b) Amount
Federal Income Taxes	
DEFERRED RENT CREDIT	949,397
ACCRUED LEASE OBLIGATION	1,805,488
POSTRETIREMENT MEDICAL BENEFIT	6,947,288
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 25.)	<b>9,702,173</b>

2. FIN 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	86,112,816
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	95,014,371
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-8,901,555
4	Net unrealized gains (losses) on investments	4	14,404,369
5	Donated services and use of facilities	5	
6	Investment expenses	6	-134,046
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	1,594,236
9	Total adjustments (net) Add lines 4 - 8	9	15,864,559
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	6,963,004

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	100,368,245
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	14,404,369
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	14,404,369
3	Subtract line 2e from line 1	3	85,963,876
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	148,940
c	Add lines 4a and 4b	4c	148,940
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 )	5	86,112,816

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	95,091,168
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	91,691
e	Add lines 2a through 2d	2e	91,691
3	Subtract line 2e from line 1	3	94,999,477
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	14,894
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	14,894
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 )	5	95,014,371

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
Schedule D, Part V, Line 4	Intended uses of the organization's endowment funds	The DeWitt Wallace Fellowship Endowment provides a permanent, reliable financial basis from which to support advanced research and training of social and biomedical scientists in the population field. The Policy Research Endowment Fund supports the Poverty, Gender and Youth functions within the Council (formerly known as the Policy Research Division). Income from the New Capital Campaign General Fund is allocated to general use based upon a prudent spending rate. The John D Rockefeller, III Memorial Fund can be used by the board of trustees, in its sole discretion, to support the operations of The Population Council.
Schedule D, Part XI Line 8	Reconciliation of Net Assets	Line 8 Gain on lease obligation \$457,516 Gain on Settlement of Claim \$16,368 Pension and other postretirement charges other than net periodic benefit cost \$1,212,043 returns of grants (\$91,691) ----- Total to Line 8 \$1,594,236
Schedule D, Part XII and XIII	Reconciliation of Revenue & Expenses	Part XII, Line 4b Reclass from Net Investment Expenses Revenue per Financial Statements \$148,940 Part XIII, Line 2d Represents returns of grants and other assistance given to individuals outside the United States totaling \$91,691)
Schedule D, FIN 48 - Uncertain Tax Positions		In 2009, the Council adopted Accounting Standards Update No 2009-06, Implementation Guidance on Accounting for Uncertainty in Income Taxes and Disclosure Amendments for Nonpublic Entities, in conjunction with its adoption of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (now included in Accounting Standard Codification (ASC) Subtopic 740-10). The Council recognizes the effects of income tax positions only if those positions are more likely than not to be sustained. There was no significant impact on the Council's financial statements as a result of adoption of this standard.

2009

Open to Public  
InspectionSCHEDULE F  
(Form 990)Department of the Treasury  
Internal Revenue Service

## Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.  
► Attach to Form 990. ► See separate instructions.

Employer identification number

13-1687001

**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .  Yes  No

**2 For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States

**3 Activities per Region** (Use Schedule F-1 (Form 990) if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
Central America and the Caribbean	1	10	Program Services	RH, PGY	493,899
East Asia and the pacific	1	6	Program Services	RH	813,426
Middle East and North Africa	1	36	Program Services	RG, PGY	3,347,864
North America	1	8	Program Services	RH	1,024,523
South America	1	5	Program Services	RH	341,955
South Asia	3	148	Program Services	RH, PGY, HIV/AIDS	23,783,775
Sub-Saharan Africa	10	152	Program Services	RH, PGY, HIV/AIDS	18,068,839
<b>Totals . . . . . ►</b>	<b>18</b>	<b>365</b>			<b>47,874,281</b>

**Part II Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000. . . . .  Use Schedule F-1 (Form 990) if additional space is needed.

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ► 72

**Part III Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Schedule F-1 (Form 990) if additional space is needed.

**Part IV Supplemental Information**

Complete this part to provide the information required in Part I, line 2, and any additional information.

Identifier	Return Reference	Explanation
SCH F, Part I, Line 2	Monitoring the Use of Grant Funds outside the United States	Awards and contracts are an important means through which the Council conducts research, transfers technology and strengthens institutional policy within the population field. Potential sub-recipients submit proposals to the Council, which are reviewed by programmatic staff to determine whether the type of study the institution or individual is conducting furthers the activities of the Council and complies with the provisions of grants made to the Council. In accordance with Council procedures, granting of an award requires approval by Council programmatic, financial, and administrative staff to ensure the recipient is qualified. If the award is funded under a grant to the Council, donor approval may also be required. Once approval is granted, the recipient and the treasurer of the Council sign an agreement, which specifies programmatic reporting requirements and a disbursement schedule. Programmatic staff periodically make site visits and review project substantive reports. Financial staff review periodic financial reports and coordinate with project staff before further payments are disbursed.
SCH F, Part II & III		Schedule F, Part II excludes (i) grants and other assistance to organizations or entities outside the United States under \$5,000 that, in aggregate, total \$9,836, and (ii) returned grants and other assistance to organizations or entities outside the United States that, in aggregate, total (\$308,617). Schedule F, Part III excludes returned grants and other assistance to individuals outside the United States that, in aggregate, total (\$91,691).

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 13-1687001  
**Name:** THE POPULATION COUNCIL INC

**Form 990 Schedule F Part II - Grants or Entities Outside The United States**

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Cent America/Caribbean	RH Spread	10,088	WIRE TRANSFE			BOOK
		Cent America/Caribbean	RH	63,995	WIRE TRANSFE			BOOK
		Cent America/Caribbean	RH	64,865	WIRE TRANSFE			BOOK
		East Asia and the pacifi	RH	7,545	WIRE TRANSFE			BOOK
		East Asia and the pacifi	RH	41,530	WIRE TRANSFE			BOOK
		Europe/Iceland/Greenland	RH	74,903	WIRE TRANSFE			BOOK
		Europe/Iceland/Greenland	HIV/AIDS	73,734	WIRE TRANSFE			BOOK
		Europe/Iceland/Greenland	HIV/AIDS	276,947	WIRE TRANSFE			BOOK
		Middle East/North Africa	PGY pharmacokinetics	95,761	WIRE TRANSFE			BOOK
		Middle East/North Africa	PGY	214,286	WIRE TRANSFE			BOOK
		Middle East/North Africa	PGY	189,424	WIRE TRANSFE			BOOK
		Middle East/North Africa	PGY	97,615	WIRE TRANSFE			BOOK
		Middle East/North Africa	PGY	100,986	WIRE TRANSFE			BOOK
		Middle East/North Africa	PGY	96,210	WIRE TRANSFE			BOOK
		Middle East/North Africa	PGY	105,320	WIRE TRANSFE			BOOK
		Middle East/North Africa	PGY	130,285	WIRE TRANSFE			BOOK
		Middle East/North Africa	PGY	103,525	WIRE TRANSFE			BOOK
		South America	RH	21,732	WIRE TRANSFE			BOOK
		South America	RH	34,091	WIRE TRANSFE			BOOK
		South America	RH	30,000	WIRE TRANSFE			BOOK
		South Asia	RH	50,976	WIRE TRANSFE			BOOK
		South Asia	RH	44,210	WIRE TRANSFE			BOOK
		South Asia	RH	45,539	WIRE TRANSFE			BOOK
		South Asia	RH	70,758	WIRE TRANSFE			BOOK
		South Asia	RH	22,249	WIRE TRANSFE			BOOK
		South Asia	RH	42,514	WIRE TRANSFE			BOOK
		South Asia	RH	6,892,257	WIRE TRANSFE			BOOK
		South Asia	RH	1,296,818	WIRE TRANSFE			BOOK
		South Asia	RH	66,033	WIRE TRANSFE			BOOK
		South Asia	RH	41,625	WIRE TRANSFE			BOOK

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		South Asia	RH Dendritic cell defensin & Type 1 ISN responses in HIV and Microbicides	57,321	WIRE TRANSFE			BOOK
		South Asia	RH	18,070	WIRE TRANSFE			BOOK
		South Asia	RH	151,518	WIRE TRANSFE			BOOK
		South Asia	RH	61,121	WIRE TRANSFE			BOOK
		South Asia	RH	1,049,809	WIRE TRANSFE			BOOK
		South Asia	RH	50,000	WIRE TRANSFE			BOOK
		South Asia	PGY	66,814	WIRE TRANSFE			BOOK
		South Asia	RH	208,520	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	45,068	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	60,159	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	54,071	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	11,754	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	155,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	RH	25,437	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	222,017	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	44,219	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	36,381	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	40,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	100,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	30,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	240,299	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	48,500	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	100,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	100,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	14,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	RH	34,343	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	95,379	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	50,541	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	RH	243,017	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	20,000	WIRE TRANSFE			BOOK

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Sub-Saharan Africa	HIV/AIDS	91,683	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	36,504	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	134,917	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	RH	18,577	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	35,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	35,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	121,455	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	135,778	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	10,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	132,743	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	HIV/AIDS	72,155	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	RH	323,799	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	12,000	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	16,994	WIRE TRANSFE			BOOK
		Sub-Saharan Africa	PGY	25,000	WIRE TRANSFE			BOOK

Schedule I  
(Form 990)

OMB No 1545-0047

Grants and Other Assistance to Organizations,  
Governments and Individuals in the United States

2009

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.

► Attach to Form 990

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue ServiceName of the organization  
THE POPULATION COUNCIL INCEmployer identification number  
13-1687001**Part I General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed. ►

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations . . . . . ► 14

3 Enter total number of other organizations . . . . . ► 6

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

<b>(a) Type of grant or assistance</b>	<b>(b) Number of recipients</b>	<b>(c) Amount of cash grant</b>	<b>(d) Amount of non-cash assistance</b>	<b>(e) Method of valuation (book, FMV, appraisal, other)</b>	<b>(f) Description of non-cash assistance</b>
Reproductive health research	32	413,425		Book	
HIV & AIDS research	7	283,156		Book	
Poverty & Gender Research	1	5,100		Book	
Adolescent research	2	120,900		Book	

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
SCH I, Part I, Line 2	Monitoring the Use of Grant Funds in the United States	Awards and contracts are an important means through which the Council conducts research, transfers technology and strengthens institutional policy within the population field. Potential sub-recipients submit proposals to the Council, which are reviewed by programmatic staff to determine whether the type of study the institution or individual is conducting furthers the activities of the Council and complies with the provisions of grants made to the Council. In accordance with Council procedures, granting of an award requires approval by Council programmatic, financial, and administrative staff to ensure the recipient is qualified. If the award is funded under a grant to the Council, donor approval may also be required. Once approval is granted, the recipient and the treasurer of the Council sign an agreement, which specifies programmatic reporting requirements and a disbursement schedule. Programmatic staff periodically make site visits and review project substantive reports. Financial staff review periodic financial reports and coordinate with project staff before further payments are disbursed.
SCH I, Part II		Schedule I, Part II excludes returned grants and other assistance to governments and organizations in the United States that, in aggregate, total (\$305,312)

**Software ID:**  
**Software Version:**  
**EIN:** 13-1687001  
**Name:** THE POPULATION COUNCIL INC

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Engender Health 440 Ninth Avenue New York, NY 10001	13-1623838	501(c)(3)	497,719		Book		PGY
Health Resrch Ass of Los Angles County Uni of SMC 1640 Marengo Street 7th Floor Los Angeles, CA 90033	95-1683862	501(c)(3)	46,715		Book		RH
Ibis Reproductive Health Inc 12 Dunster Street Suite 201 Cambridge, MA 02138	03-0382773	501(c)(3)	15,874		Book		RH
Jhpiego Corporation Browns Wharf 1615 Thames Street Sui Baltimore, MD 21231	23-7424444	501(c)(3)	44,085		Book		HIV/AIDS
Mathematica Policy Research Inc 600 Maryland Ave SW Suite 550 Washington, DC 20024	22-2112296	N/A	118,700		Book		HIV/AIDS
Jhpiego Corporation Browns Wharf 1615 Thames Street Su Baltimore, MD 21231	23-7424444	501(c)(3)	910,345		Book		RH
The QED Group LLC 1250 Eye St NW Suite 1100 Washington, DC 20005	52-2116018	N/A	318,720		Book		HIV/AIDS
Tulane University Tulane National PR Center 1430 Tulane Ave New Orleans, LA 70112	72-0423889	501(c)(3)	416,348		Book		HIV/AIDS
Tulane University Tulane National PR Center 1430 Tulane Ave New Orleans, LA 70112	72-0423889	501(c)(3)	844,040		Book		RH
Tulane University Tulane National PR Center 1430 Tulane Ave New Orleans, LA 70112	72-0423889	501(c)(3)	349,718		Book		HIV/AIDS

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

<b>(a) Name and address of organization or government</b>	<b>(b) EIN</b>	<b>(c) IRC Code section if applicable</b>	<b>(d) Amount of cash grant</b>	<b>(e) Amount of non-cash assistance</b>	<b>(f) Method of valuation (book, FMV, appraisal, other)</b>	<b>(g) Description of non-cash assistance</b>	<b>(h) Purpose of grant or assistance</b>
Tulane University Tulane National PR Center 1430 Tulane Ave New Orleans, LA 70112	72-0423889	501(c)(3)	223,995		Book		HIV/AIDS
Tulane University Tulane National PR Center 1430 Tulane Ave New Orleans, LA 70112	72-0423889	501(c)(3)	232,520		Book		HIV/AIDS
University of California 3333 California St San Francisco, CA 94143	94-3067788	501(c)(3)	8,549		Book		RH
University of Chicago 970 East 58 Street Chicago, IL 60637	36-2177139	501(c)(3)	9,435		Book		RH
University of Illinois at Urbana Champaign 1901 South First St Champaign, IL 61820	37-6000511	501(c)(3)	143,330		Book		RH
Westat Inc 1650 Research Blvd Rockville, MD 20850-3195	84-0529566	N/A	443,762		Book		HIV/AIDS
Abt Associates Inc 4550 Montgomery Avenue Suite 800 Bethesda, MD 20814	04-2347643	N/A	129,177		Book		RH
Alan Guttmacher Institute 125 Maiden Lane 7th Floor New York, NY 10038	13-2890727	501(c)(3)	34,747		Book		PGY
Futures Group International LLC One Thomas Circle NW Suite 200 Washington, DC 20005	26-1509671	N/A	57,506		Book		RH
Ipas 300 Market Street Suite 200 Chapel Hill, NC 27516	56-1071085	501(c)(3)	21,931		Book		RH

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

<b>(a) Name and address of organization or government</b>	<b>(b) EIN</b>	<b>(c) IRC Code section if applicable</b>	<b>(d) Amount of cash grant</b>	<b>(e) Amount of non-cash assistance</b>	<b>(f) Method of valuation (book, FMV, appraisal, other)</b>	<b>(g) Description of non-cash assistance</b>	<b>(h) Purpose of grant or assistance</b>
Johns Hopkins University 615 North Wolfe Street Baltimore, MD 21205	52-0595110	501(c)(3)	91,610		Book		RH
Johns Hopkins University 615 North Wolfe Street Baltimore, MD 21205	52-0595110	501(c)(3)	139,467		Book		RH
Mercy Corps 3015 SW 1st Avenue Portland, OR 97201	91-1149123	501(c)(3)	2,128,539		Book		RH
Oregon Health & Science University 2525 SW 1st Avenue Portland, OR 97201	93-1176109	N/A	105,043		Book		RH
Religious Institute 21 Charles St Suite 140 Westport, CT 06880	35-1828767	501(c)(3)	20,000		Book		PGY/RH
Save the Children Federation Inc 54 Wilton Road Westport, CT 06880	06-0726487	501(c)(3)	2,103,235		Book		RH

**Schedule J**  
(Form 990)**Compensation Information**

OMB No 1545-0047

**2009****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  
**► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.**  
**► Attach to Form 990. ► See separate instructions.**

**Name of the organization**  
THE POPULATION COUNCIL INC**Employer identification number**

13-1687001

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First-class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

**b** If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

<input type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

**Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

**a** The organization?

**b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

**a** The organization?

**b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
<b>1b</b>	Yes	
<b>2</b>		No
<b>4a</b>		No
<b>4b</b>	Yes	
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>		No
<b>8</b>		No
<b>9</b>		

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Peter J Donaldson	(i) 367,249 (ii) 0	0	60,000	29,100	22,296	478,645	0
John Bongaarts	(i) 252,700 (ii) 0	0	0	29,100	18,529	300,329	0
Anrudh K Jain	(i) 203,495 (ii) 0	0	0	29,100	18,529	251,124	0
Scott Newman	(i) 202,970 (ii) 0	0	0	29,100	10,747	242,817	0
Patricia C Vaughan	(i) 212,945 (ii) 0	0	0	29,100	10,747	252,792	0
Ian Askew	(i) 181,800 (ii) 0	0	51,126	0	91,688	324,614	0
Regine S Ware	(i) 252,110 (ii) 0	0	0	29,100	12,027	293,237	0
Samuel Kalibala	(i) 135,200 (ii) 0	0	48,684	0	56,545	240,429	0
Andrew Karlyn	(i) 107,100 (ii) 0	0	79,938	16,065	18,749	221,852	0
Melissa Robbiani	(i) 185,420 (ii) 0	0	0	27,750	2,375	215,545	0
Maria del Mar Aguilar	(i) 122,015 (ii) 0	0	0	19,093	16,737	157,845	0
Wendy Baldwin	(i) 230,600 (ii) 0	0	0	29,100	2,468	262,168	0
Safaa El-Kogali	(i) 162,833 (ii) 0	0	30,925	0	62,900	256,658	0
Naomi Rutenberg	(i) 220,645 (ii) 0	0	0	29,100	27,598	277,343	0
James E Sailer	(i) 225,299 (ii) 0	0	0	29,100	4,170	258,569	0
John W Townsend	(i) 257,145 (ii) 0	25,000	0	29,100	29,082	340,327	0

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information

Identifier	Return Reference	Explanation
Form 990, Part VII, Column D	Anna Glasier - Reportable Compensation	Anna Glasier serves as Consulting Senior Scientist to the Population Council's International Committee for Contraception Research (ICCR) due to her expertise in this field. Committee members are expected to undertake planning, execution, and supervision of research and development activities related to new leads in laboratories funded through the Committee. Potential and perceived conflicts of interest are required to be disclosed by written policy and consent. When appropriate and as applicable, those committee members with potential conflicts recuse themselves from funding decisions.
Form 990, SCH J, Part I, Lines 2 and 4b		Part I Line 2 There is only one housing allowance authorized as part of the compensation package approved by the Board of Trustees, and paid to the President, who receives it, paid bi-monthly, in addition to the President's annual salary. This is a housing allowance and, as such, it does not require substantiation prior to reimbursement. Part I Line 4b The Council makes an IRC 457(b) deferred compensation plan available to highly-compensated employees on a voluntary contributory basis.
Form 990, SCH J, Part II		The Council's policies include providing relocation, housing and dependent education allowances to U.S. expatriates and third country national employees hired as international employees from the Council's U.S. headquarters to work at one of the Council's international offices. These benefits are reported as other reportable compensation for U.S. employees and as nontaxable benefits for foreign employees. The Council's policies include providing employees with employer contributions to a defined contribution 403(b) retirement plan. Any employee of the Council other than a non-resident alien with no U.S.-source income is eligible to participate in the Plan. Recent changes, effective January 2009, to the laws that govern contributions to defined contribution 403(b) accounts prevent these employer contributions from being deposited into 403(b) accounts for foreign employees. Therefore the Council provides the employer contributions directly to the Council's foreign employees and is reported as other reportable compensation.

**Software ID:**  
**Software Version:**  
**EIN:** 13-1687001  
**Name:** THE POPULATION COUNCIL INC

**Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Peter J Donaldson	(i) 367,249 (ii) 0	0	60,000 0	29,100 0	22,296 0	478,645 0	0 0
John Bongaarts	(i) 252,700 (ii) 0	0	0 0	29,100 0	18,529 0	300,329 0	0 0
Anrudh K Jain	(i) 203,495 (ii) 0	0	0 0	29,100 0	18,529 0	251,124 0	0 0
Scott Newman	(i) 202,970 (ii) 0	0	0 0	29,100 0	10,747 0	242,817 0	0 0
Patricia C Vaughan	(i) 212,945 (ii) 0	0	0 0	29,100 0	10,747 0	252,792 0	0 0
Ian Askew	(i) 181,800 (ii) 0	0	51,126 0	0 0	91,688 0	324,614 0	0 0
Regine S Ware	(i) 252,110 (ii) 0	0	0 0	29,100 0	12,027 0	293,237 0	0 0
Samuel Kalibala	(i) 135,200 (ii) 0	0	48,684 0	0 0	56,545 0	240,429 0	0 0
Andrew Karlyn	(i) 107,100 (ii) 0	0	79,938 0	16,065 0	18,749 0	221,852 0	0 0
Melissa Robbiani	(i) 185,420 (ii) 0	0	0 0	27,750 0	2,375 0	215,545 0	0 0
Maria del Mar Aguilar	(i) 122,015 (ii) 0	0	0 0	19,093 0	16,737 0	157,845 0	0 0
Wendy Baldwin	(i) 230,600 (ii) 0	0	0 0	29,100 0	2,468 0	262,168 0	0 0
Safaa El-Kogali	(i) 162,833 (ii) 0	0	30,925 0	0 0	62,900 0	256,658 0	0 0
Naomi Rutenberg	(i) 220,645 (ii) 0	0	0 0	29,100 0	27,598 0	277,343 0	0 0
James E Sailer	(i) 225,299 (ii) 0	0	0 0	29,100 0	4,170 0	258,569 0	0 0
John W Townsend	(i) 257,145 (ii) 0	25,000 0	0 0	29,100 0	29,082 0	340,327 0	0 0

2009

Open to Public  
Inspection**SCHEDULE O**  
(Form 990)**Supplemental Information to Form 990**Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
► Attach to Form 990.Department of the Treasury  
Internal Revenue Service

Employer identification number

13-1687001

Identifier	Return Reference	Explanation
Form 990, Part I, Line 1	Organization Mission	<p>The Population Council, Inc (the Council), an international, not-for-profit, nongovernmental research organization established in 1952, seeks to improve the well-being and reproductive health of current and future generations around the world and to help achieve a humane, equitable, and sustainable balance between people and resources. Since its founding, the Council has conducted path-breaking research to meet the health and development needs of vulnerable women, men, and adolescents in over 60 developing countries. The Council's research in biomedicine, public health, and social science has enabled us to work with researchers, program managers, and policymakers in Africa, Asia, Latin America, and the Middle East. Our research yields the evidence needed to make sound decisions and wise investments in health policies, services, and products that save lives and improve the health of women, children, families, communities, and nations. Population Council researchers work within three program areas: HIV and AIDS, Poverty, Gender, and Youth, and Reproductive Health. HIV and AIDS: The goal of this program is to arrest the spread of HIV in developing countries, especially among the growing number of women and girls affected, and to enable people to mitigate the impact of the disease on their own health and on their families and communities. Council staff members conduct basic research on transmission of HIV and are developing a microbicide to reduce women's risk of HIV infection. The Council also collaborates with programs around the world, especially in Africa, to improve HIV prevention, including testing services and providing care and treatment to people living with HIV. Poverty, Gender, and Youth: The goal is to understand and address the social dimensions of poverty in developing countries. Staff members are studying the critical elements in successful transitions to adulthood, especially the role of education and safe spaces for adolescent girls. The Council is developing and evaluating effective interventions to help girls remain in school or help them return, if they have left school. The Council's work has had a demonstrable impact in Egypt, Guatemala, Kenya, South Africa, and elsewhere. Reproductive Health: The goal is to improve sexual and reproductive health, especially for disadvantaged populations in developing countries. Staff develop and introduce new contraceptives and means to prevent, detect, and treat sexually transmitted infections, help formulate evidence-based policies, and evaluate innovations in service delivery. We collaborate extensively with local and regional governments and nongovernmental organizations (NGOs) worldwide to expand access to high-quality health services, increase the options for safe, affordable, and reversible contraception for men and women, and shape policies and programs to improve health outcomes. The Council's fellowship programs have helped advance the careers of social and biomedical scientists, public health researchers, and program managers throughout the world. The work of Council fellows has fostered research and informed the creation of population, health, and development policies and programs. The Council's world-class Center for Biomedical Research, located at Rockefeller University, conducts research in contraception and reproductive health. Researchers are studying the biology of male reproduction and developing new contraceptive technologies. The Council has recently completed clinical trials of our new contraceptive vaginal ring. More than 120 million women worldwide have used Population Council developed methods of contraception, which include the copper-bearing intrauterine devices (IUDs), Jadelle, and Mirena. The Center also develops products to inhibit the transmission of HIV. Population Council researchers advocate for solutions to real-world problems—solutions that are evidence-based, rigorously tested, evaluated, and proven effective. After we demonstrate the effectiveness of a program, we promote its replication and provide technical assistance to scale it up, while informing policymakers of the lessons learned through careful monitoring and evaluation. Using our research findings, other organizations deliver improved and more cost-effective services that reach people most in need. The Council staff consists of more than 609 women and men from 32 countries, half of whom hold advanced degrees. Roughly 60 percent are based outside of the United States. Council staff members conduct research and programs in more than 45 countries. Research, technical assistance, and capacity building are carried out by the Population Council's US and field offices and its three program areas. Headquarters and the Council's Center for Biomedical Research are located in New York City. We maintain an office in Washington, DC, and an international presence in 17 offices in Africa, Asia, Latin America, and the Middle East.</p>
Form 990, Part I, Line 5	Total Numbers of Employees	<p>Part I, Line 5 As of December 31, 2009 the Council staff consists of 609 women and men from 32 countries. Of that total, 262 of the Council's 609 employees were either based in the United States or were citizens of the United States and were issued W-2s. An additional 34 W-2s were issued to those employed for other periods during the year. The other 347 council employees were non-US citizens based outside of the United States and were therefore not issued a W-2.</p>

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4a	Reproductive Health (RH)	<p>The Population Council's Reproductive Health program works to improve the sexual and reproductive health of vulnerable populations in developing countries. Staff develop and introduce new contraceptives and means to prevent, detect, and treat sexually transmitted infections, help formulate evidence-based policies, and evaluate innovations in service delivery. We collaborate extensively with local and regional governments and nongovernmental organizations (NGOs) worldwide to expand access to high-quality health services, increase the options for safe, affordable, and reversible contraception for men and women, and shape policies and programs to improve health outcomes. Current program priorities include: "Increasing access to family planning and other sexual and reproductive health services, including by addressing sexually transmitted infections and gender-based violence in countries where individuals are unable to achieve their reproductive health goals." "Reducing maternal mortality and morbidity by making pregnancy safer." The Council focuses on women throughout sub-Saharan Africa and South Asia and on the most vulnerable groups in other regions. "Developing and testing new contraceptives and other reproductive health care products to benefit women and men in countries where couples are not achieving their fertility goals." "Evaluating the effectiveness and acceptability of new and improved contraceptive technologies and delivery mechanisms, to ensure that they are responsive to clients' evolving needs." "Ensuring that contraceptives and other reproductive health technologies developed by the Population Council are accessible to people who most need them, by mobilizing and developing collaborative relationships with the private sector and encouraging licensing, registration, and/or manufacturing of the Council's products." 2009 Key Accomplishments: "Through the Family Advancement for Life and Health project (FALAH), the Population Council and its partners are addressing the main causes of unintended pregnancy in 26 districts in Pakistan. Through group meetings organized by trained mobilizers who provide accurate information on birth spacing and contraception and through free consultations at mobile clinics, FALAH has reached more than half a million people in three years with information and services for birth spacing." "The Population Council and our Kenyan partners developed a pilot project in Kenya's Western Province to expand the roles and skills of community midwives (CMs) to increase access to skilled delivery and new born care, and post-delivery family planning services for women living in remote or resource poor areas. In four years, our partners have trained CMs in 24 districts in Kenya, with a steady increase in the proportion of deliveries attended by CMs." "Following the passage of the watershed abortion reform, Council staff members have provided technical support and training to the Mexico City Ministry of Health to help it respond to increased demand for abortion services and to document the process. The research undertaken by the Council and its partners has been crucial to understanding the need for and applicability of proven safe abortion best practices in Mexico, and in ensuring that these best practices are disseminated across the country." In 2006, Kenya's Ministry of Health (MOH), the Population Council, and Population Services International launched an initiative to overcome barriers to accessing emergency contraception (EC) by conducting several studies. By the end of the initiative, sales of EC in the private sector had more than tripled, and public-sector use also increased substantially. Basic knowledge among providers increased significantly, and providers trained under the MOH's Contraceptive Technology Updates series demonstrated more favorable attitudes and practices related to EC. On the national level, the training curriculum for nurses was updated to include EC, and the MOH is revising national guidelines based on the outcome of this initiative. In October 2009, results were presented in Nairobi at the 8th International Conference on Urban Health. Internationally, these results have contributed to the emerging dialogue on private-sector provision of reproductive health services. "In Kenya, the Population Council undertook a study of female genital mutilation/cutting (FGM/C) among Somalis in North Eastern Province and the Eastleigh area of Nairobi. At the national level, members of parliament met to discuss FGM/C in November 2008 and agreed to make a motion on FGM/C in 2009. The Minister for Gender, Children's Affairs, and Social Development launched a national campaign for the abandonment of FGM/C and is spearheading revisions and amendments to legislation on FGM/C that institute harsh penalties against the practice." "Vouchers for reproductive and maternity care services have the potential to help poor women get access to better quality care and thereby prevent problems during pregnancy and delivery. Results from a study in rural Bangladesh illustrate the potential of voucher programs in reducing maternal mortality; over a nine-month period, the proportion of pregnant women not accessing antenatal care decreased from 21% to 11%, the proportion of women delivering with a skilled birth attendant increased from 22% to 65%, deliveries at health facilities increased from 2% to 18%, and the proportion of women getting post-natal care increased from 45% to 60%." The Population Council completed a multicenter Phase 3 clinical trial to evaluate the efficacy, safety, and acceptability of its one-year contraceptive vaginal ring. Menstrual cycle control, bleeding patterns, and side effects were also evaluated. The Phase 3 study was conducted at 27 locations in the United States, Latin America, Europe, and Australia. The study enrolled 2,277 women and was completed in June 2009. Preliminary results have demonstrated that the efficacy and safety of the contraceptive vaginal ring appear to be comparable to other hormonal methods, and bleeding control is excellent. The current acceptability data indicate that most women are very satisfied with this contraceptive method and find it easy to use.</p>

Form 990, Part III, Line 4b HIV and AIDS (HIV) The Population Council takes a broad and comprehensive approach to HIV prevention, care, and treatment The HIV and AIDS program encompasses basic research in immunology, development and introduction of a safe, effective microbicide, social science and health-related research to better understand the social and behavioral aspects of HIV and AIDS, and the development, evaluation, and scale-up of effective service-delivery models Current program priorities include " Advancing knowledge of HIV transmission and pathogenesis " Developing and testing microbicide candidates with multiple mechanisms of action, to protect against the acquisition of sexually transmitted infections including HIV " Reducing HIV acquisition and transmission by the most vulnerable populations " Contributing to the elimination of childhood deaths from AIDS " Increasing access to safe, effective, and affordable HIV prevention technologies 2009 Key Accomplishments " The Council recently launched the Men's Health Network in Nigeria This network seeks to prevent new HIV and other sexually transmitted infections among men who have sex with men (MSM) and other high-risk men, including unformed personnel It uses a social franchise model, in which "branded" private and public medical practitioners offer medical care and HIV prevention care The network initiated activities in April 2009 and has enrolled 10 health care facilities in three states, trained 30 individuals, including doctors and counselors in HIV testing, sexually transmitted infection (STI) evaluation, and HIV prevention messages, and tested 73 men for HIV " The Council's evaluation of mothers2mothers (m2m), an innovative program in South Africa to support HIV-positive pregnant women, provided evidence that the program was helping women use services to prevent transmission of HIV to their children The Council's evaluation demonstrated that women who participated in the m2m program were more likely to have disclosed their HIV status to friends and family members, to have received drugs reducing the chance their babies would become infected with HIV, and to have followed recommended infant feeding practices The evaluation results have been used by program implementers to expand the program to hundreds of other sites in South Africa and in Kenya, Lesotho, Malawi, Rwanda, Swaziland, and Zambia, providing hope and care to HIV-positive mothers across Africa " Through surveys, group discussions, and interviews with families and health workers, Council researchers identified barriers that prevent parents and caregivers from seeking treatment for HIV-infected children Based on its research findings, the Council and the Kenyan government are supporting community awareness activities to educate caregivers, inform them of available services, and reduce stigma The Council is also working with health facilities to improve counseling, support, and outreach services, and to provide the government with recommendations for improving pediatric HIV services so more HIV-positive children across Kenya receive life-saving treatment " Microbicides have the potential to fill the need for a woman-controlled HIV prevention method Building on previous work, the Council is developing next-generation microbicides with new formulations and mechanisms of action, including protection against other STDs and prevention of pregnancy We are focusing on preclinical development and animal studies of Carraguard-based microbicides for use before, following, and independent of coitus Based on recent in vivo efficacy studies in macaques and in vitro safety studies, Council scientists are encouraged by the prospects for the Carraguard/MIV-150/zinc gels These gels are considerably more effective in the macaque HIV model and mouse HIV-2 model compared to Carraguard alone, since they have multiple mechanisms of action to block HIV transmission " In South Africa, the Council's Family Centered Approach (FCA) trained ART service providers to encourage patients to bring their children and other family members for HIV counseling and testing services More than 2,000 patients have received such counseling to date Also in South Africa, the Council developed The Caregiver Project, which trains grandmothers (called "grannies") to serve as peer supporters for elderly caregivers Grannies offer caregivers referral cards that list the locations of pediatric testing services and encourage them to take the children to be tested More than 8,000 caregivers have been reached and encouraged to take children to be tested Between the FCA and Caregiver projects, 236 children have been tested from April to September 2009, with HIV-positive rate of 7.2% These children probably would not have otherwise been tested until they fell ill Form 990, Part III, Line 4c Poverty, Gender, and Youth (PGY) Through the Poverty, Gender, and Youth (PGY) program, Population Council staff members seek to understand the social dimensions of poverty, the determinants and consequences of gender inequality, the disparities that arise during adolescence, and the critical elements of a successful transition to adulthood in developing countries Program activities also include developing and evaluating innovative programs--especially those related to empowerment, health, education, and livelihoods--to address the needs of the poor, women and youth in particular Program staff continue the Council's long-standing tradition of providing demographic analysis of the links between population growth and development at the macro and micro levels Specific activities that illustrate the Population Council's Poverty, Gender, and Youth program include " Strengthening the evidence base regarding adolescents, especially young women, to increase our ability to assist in program and policy development " Advancing our understanding of health system functioning, and of poverty, health, and population trends " Supporting the tools and means to develop and share an evidence base on topics of PGY concern " Expanding schooling, financial literacy, and livelihoods initiatives " Supporting emerging issues and maintaining the Population Council's reputation for cutting-edge, innovative work--for example, by developing new tools for sexuality education and urban health 2009 Key Accomplishments " The "Biruh Tesfa" program in Ethiopia, meaning Bright Future, provides a safe space for girls to meet, make friends, obtain educational opportunities and access health care The Biruh Tesfa program has successfully reached over 10,000 of some of the most vulnerable girls, many of them orphans living with extended family members or their employers " In Guatemala, Abriendo Oportunidades (Creating Opportunities) places young women (ages 16 to 18) in paid internships at local NGOs, where they receive training in leadership, community mobilization, life skills, gender equity, reproductive health, and entrepreneurial skills Over 3,000 girls in more than 30 communities have participated in the program " We expanded the Ghana Community-based Health Planning and Services Initiative (CHPS) to 106 of Ghana's 110 districts The Government of Ghana has made CHPS a cornerstone of its strategy for realizing universal access to health care in the country " New Lessons The Power of Educating Adolescent Girls, a 2009 publication by Council consulting senior associate Cynthia B. Lloyd, makes the case for the transformational power of educating adolescent girls and points to the paucity of research on the myriad of non-formal educational programs

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4d (See also Attachment 2)	Other Program Service Accomplishments	Program development The Council's senior leadership meets regularly to develop strategies for identifying future projects and to test new hypotheses, technologies, and program approaches Shared activities include capacity building, strengthening professional resources and intellectual leadership among stakeholders and donors by supporting the preparation of scholarly papers and opinion pieces, and program guidance and bi-lateral and multi-lateral consultations Recognizing the diversity of social and cultural views, the Population Council provides grants and support to individuals and institutions and invests in strengthening the indigenous capacity of countries and regions to conduct their own research and develop appropriate policies The payoff from developing a widely applicable research method or enhancing local capacity to conduct high-quality research often vastly exceeds the yield of a single study Council researchers have created methodologies to facilitate research, policy development, and program improvement Staff members have also redesigned tools to allow existing instruments to have new applications in the population and reproductive health fields For example, audio computer-assisted self-interviewing is an innovative technology that provides increased privacy and standardization in interviews The Council has developed its own software to make use of this technology Integral to achieving the Population Council's mission are programs to strengthen the base of well-qualified professionals addressing global population and development issues In the past half century, more than 2,400 social and biomedical scientists have received fellowship support from Population Council programs These fellows have played a key role in shaping population policy and programs fostering research in the reproductive sciences In 2009, Population Council fellowship programs provided advanced training to 24 early-career researchers from around the world, many of whom are likely to be tomorrow's top professionals The Council provides technical assistance, offers workshops, and teaches courses for local institutions, donors, and governmental and nongovernmental agencies Investments in training and strengthening the research capacity of local institutions ensure that the Population Council is making a continuing contribution to reproductive health and family planning programs and policies Publications The Population Council communicates the results of our work and that of others in the field to people concerned with population and reproductive health issues The Council publishes and disseminates--for professionals in the field and for general audiences--a wide range of materials that includes books, statistical compendia, conference proceedings, newsletters, working papers, flyers, CD-ROMs, and pamphlets Most materials are provided at no cost and can be shipped upon request, distributed at conferences and meetings, or downloaded from the organization's Web site The Council publishes two of the field's leading scholarly, peer-reviewed journals Population and Development Review and Studies in Family Planning They are available on a paid subscription basis, and through complimentary subscriptions available to qualified applicants in developing countries Supplements to Population and Development Review and other books published by the Council are also available for purchase, with payment waived for qualified applicants in developing countries Staff members publish the findings from their work through numerous print and electronic outlets In 2009, the Population Council produced nearly 280 new publications, including Council-published books, reports, working papers, and newsletters, as well as 114 articles in peer-reviewed journals The Population Council publications database includes nearly 6,800 titles Council staff members disseminate information using a variety of electronic vehicles, including the Population Council's own Web site at <a href="http://www.popcouncil.org">www.popcouncil.org</a> Currently featuring more than 2,200 publications, articles, and other resources, the site also includes hundreds of descriptions of Population Council projects More than 750 publications, toolkits, and resources are included in the Selected Resources CD-ROM, which was provided to thousands of constituents in 2009 Synopses of research outcomes are distributed via the Council's own e-mail lists and external e-mail lists and portals In 2009, Council staff members presented their work at over 80 meetings and conferences around the world We managed exhibit booths at five major forums worldwide We worked with reporters to share newsworthy research findings and broaden the reach of our dissemination activities Fundamental to achieving its goals, the Council seeks to ensure that its primary constituents--including health care providers, program managers, and policymakers--have ready access to its research findings and evidence of successful programs That knowledge can then be applied to improving the health and well-being of the people they serve Distinguished Colleagues Four Distinguished Colleagues--three Distinguished Scholars and one Distinguished Scientist--provide additional expertise in areas of relevance to the Council and represent the organization in their fields internationally One Distinguished Scholar serves as editor of Population and Development Review, a journal he founded in 1975 He also investigates causes and consequences of population change and analyzes public policy debates on population issues The second Distinguished Scholar serves on the editorial committee of Studies in Family Planning He also conducts research on a variety of population issues, including the determinants of fertility, population-environment relationships, the demographic impact of the AIDS epidemic, population aging, and population policy options He also serves as chair of the Council's Institution Review Board, which oversees protection of human subjects in research The third Distinguished Scholar directs an international program of field studies that is generating empirical evidence on the feasibility of improving quality of care and the effect of care received by women on their subsequent reproductive health and behavior He has edited, authored, or co-authored five books and approximately 70 research papers on topics related to population policy, fertility, reproductive health and family planning, infant mortality, safety and effectiveness of contraceptives, marketing of contraceptives, and management of pregnancies The Distinguished Scientist speaks at conferences and forums around the world and advises scientists about contraceptive technologies She is the chairperson of the International Committee for Contraception Research, the general secretary of the International Menopause Society, and a member of the Expert Group on Hormonal Contraception of the European Society for Contraception She is also the program director and principal investigator of a National Institutes of Health (NIH) Center grant from the National Institute of Child Health and Human Development

Form 990 Part V, Line 4b FOREIGN COUNTRIES Foreign Countries in which the Council has authority over a foreign account 1 Bangladesh 2 Bolivia 3 Burkina Faso 4 Egypt 5 Ethiopia 6 Ghana 7 Guatemala 8 India 9 Kenya 10 Mexico 11 Nigeria 12 Pakistan 13 Senegal 14 South Africa 15 Sudan 16 Vietnam 17 Zambia Form 990, Part VI, Section B Line 11 Review of Form 990 At a meeting of the Board of Trustees in June 2009, the Board of Trustees approved the delegation, to the Audit Committee, of the authority and responsibility to review submission to the IRS of the Council's IRS Form 990 and its supporting schedules. Once reviewed by the Audit Committee, and prior to filing with the IRS, the final version of the IRS Form 990 and supporting schedules, is distributed, via email, to each member of the Council's Board of Trustees

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B Line 12c	Conflict of Interest Policy	Members of the Board of Trustees, its committees, officers, and key employees are annually required to provide a disclosure statement to the Council's General Counsel about any actual or potential conflicts of interest. The Council is in the process of developing an annual polling survey to ensure monitoring and compliance to the conflicts of interest policy

Form 990, Part VI, Section B Line 14 Document Retention and Destruction Policy The Council's written document retention and destruction policy was revised in 2009 and became effective as of January 1, 2010 Form 990, Part VI, Section B Line 15a Compensation of President The Council's Board of Trustees delegated to the Hiring Committee responsibility for reviewing and approving the compensation of the President at the time the position was being recruited The Board of Trustees Executive Committee reviews and approves the compensation of the President annually Comparable compensation data is used and deliberations and decisions are contemporaneously documented Form 990, Part VI, Section B Line 15b Compensation of Officers and Key Employees The Board of Trustees Executive Committee reviews and approves the compensation of the officers and key employees at the time of hire and annually Comparable compensation data is used and deliberations and decisions are contemporaneously documented Form 990, Part VI, Section C Line 19 Publication The Council posts on its external website, at [www.popcouncil.org](http://www.popcouncil.org), the most recent three years of audited financial statements and corresponding Forms 990 Copies of the Council's governing documents and its conflict of interest policy are available to the general public upon request The IRS does not require the public dissemination of the Population Council's IRS Form 1023 since the Council was founded in 1952

For Paperwork Reduction Act Notice, see the Instructions for Form 990

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Schedule O (Form 990) 2009