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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 <div> <div>2009</div> <div>Open to Public Inspection</div> </div>
	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 07-01-2009 and ending 06-30-2010					
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization The Brookings Institution		D Employer identification number 53-0196577	
		Doing Business As		E Telephone number (202) 797-6000	
		Number and street (or P O box if mail is not delivered to street address) 1775 Massachusetts Ave NW	Room/suite	G Gross receipts \$ 186,029,377	
		City or town, state or country, and ZIP + 4 Washington, DC 200362103			
	F Name and address of principal officer Strobe Talbott 1775 Massachusetts Ave NW Washington, DC 200362103		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)			
J Website: www.brookings.edu		H(c) Group exemption number			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation 1939		M State of legal domicile DC

Part I		Summary		
Activities & Governance	1	Briefly describe the organization's mission or most significant activities ANALYZE POLICY ISSUES AND PRODUCE PRACTICAL NEW IDEAS		
	2	Check this box <input type="checkbox"/> 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 4	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 4	
	5	Total number of employees (Part V, line 2a)	5 54	
	6	Total number of volunteers (estimate if necessary)	6	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a -29,70	
	b	Net unrelated business taxable income from Form 990-T, line 34	7b -36,89	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 59,262,508	Current Year 53,280,355
	9	Program service revenue (Part VIII, line 2g)	4,270,337	0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8,180,168	9,525,340
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,538,092	4,262,673
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	75,251,105	67,068,368
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	394,880
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)	46,169,879	42,463,080
16a		Professional fundraising fees (Part IX, column (A), line 11e)	180,000	420,000
b		Total fundraising expenses (Part IX, column (D), line 25) <u>2,744,473</u>		
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	41,170,166	47,232,948
18		Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	87,914,925	90,434,735
19		Revenue less expenses Subtract line 18 from line 12	-12,663,820	-23,366,367
Net Assets or Fund Balances		Beginning of Current Year	End of Year	
	20	Total assets (Part X, line 16)	354,809,813	360,062,494
	21	Total liabilities (Part X, line 26)	58,785,120	60,732,438
	22	Net assets or fund balances Subtract line 21 from line 20	296,024,693	299,330,056

Part II Signature Block	
Sign Here	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
	<div> <div>*****</div> <div>Signature of officer</div> </div> <div> <div>2011-04-13</div> <div>Date</div> </div>
	<div> <div>Stewart A Uretsky Vice President/CFO/Treasurer</div> <div>Type or print name and title</div> </div>
Paid Preparer's Use Only	<div> <div>Preparer's signature</div> <div>Date</div> <div> <div>Check if self-employed</div> <div><input checked="" type="checkbox"/></div> </div> <div>Preparer's identifying number (see instructions)</div> </div>
	<div> <div>Firm's name (or yours if self-employed), address, and ZIP + 4</div> <div> <div>RAFFA PC</div> <div>1899 L STREET NW SUITE 900</div> <div>WASHINGTON, DC 20036</div> </div> </div>
	<div> <div>EIN</div> <div>Phone no (202) 822-5000</div> </div>

Part III

Statement of Program Service Accomplishments

1 Briefly describe the organization’s mission

The Brookings Institution (Brookings) is a private, non-profit, independent public policy research organization Brookings's mission is to conduct high-quality independent research and, based on that research, to advance innovative, practical recommendations that advance three broad goals strengthen American democracy, foster the economic and social welfare, security and opportunity of all Americans, and secure a more open, safe, prosperous and cooperative international system For more than 90 years, Brookings has analyzed current and emerging issues and produced new ideas that matter - for the nation and the world Research at Brookings is conducted to inform the public debate and provide high-quality, non-partisan analysis on the challenges facing an increasingly interdependent world

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

4a	(Code) (Expenses \$ 15,667,749 including grants of \$ 318,707) (Revenue \$)
	Foreign Policy Studies - Helps policymakers and the public address the great challenges facing the United States and the international community in the 21st century The aim is to improve America's foreign and national security policies, enlighten the public policy debate, and shape the emerging international order in favor of peace, security and human progress In the past year, foreign policy experts both in Washington and in our foreign centers in Beijing and Doha examined a wide range of topics, including the wars in Afghanistan and Iraq, nuclear non-proliferation, energy security, military technology, Iran, the Middle East, India, the evolving transatlantic relationships, and the changing global role of China In addition to publishing numerous works of scholarship in FY 2010, scholars in the foreign policy program provided congressional testimony and presided over more than 200 public and private events

4b	(Code) (Expenses \$ 14,549,372 including grants of \$) (Revenue \$)
	Economic Studies - analyzes current and emerging economic policy issues in the United States and worldwide Its research aims to increase the public's understanding of how the economy works and what can be done to make it work better In the past year, Economic Studies experts examined the current economic crisis and the ensuing recovery, and commented on such diverse issues as health care reform, financial sector regulation, and poverty and inequality in the United States Economic Studies also produces the Brookings Papers on Economic Activity, the leading source of policy-oriented, empirical research on macroeconomics In addition to publishing numerous works of scholarship in FY 2010, Economic Studies held 45 events open to the general public, and Economic Studies experts testified eight times before congressional committees and subcommittees

















4c	(Code) (Expenses \$ 8,445,460 including grants of \$) (Revenue \$)
	Global Economy and Development - examines the opportunities and challenges presented by globalization, which has become a central concern for policymakers, business executives and civil society Global economy and development experts address the issues surrounding globalization within three key areas the drivers shaping the global economy, the road out of poverty and the rise of new economic powers In the past year, the research agenda for the program was centered on coordinated economic stimulus, global financial regulation, reform of international financial institutions and development assistance In addition to publishing numerous works of scholarship in FY 2010, global economy and development held 29 events open to the general public, and global economy and development experts testified three times before congressional committees, subcommittees and commissions

4d	Other program services (Describe in Schedule O) See also Additional Data for Description
	(Expenses \$ 17,695,420 including grants of \$) (Revenue \$ 1,888,051)

4e	Total program service expenses \$ 56,358,001
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Part IV

Checklist of Required Schedules

		Yes	No					
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	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4		No				
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. 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	Yes					
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. 	11	Yes					
	◆ Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.							
	◆ 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.							
	◆ 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.							
	◆ 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.							
	◆ Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.							
	◆ 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.							
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? <table><tr><td>Yes</td><td>No</td></tr><tr><td>12A</td><td>No</td></tr></table>	Yes	No	12A	No			
Yes	No							
12A	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		No				
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		No				
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	Yes					
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)

21	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? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	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? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	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? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	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? <i>If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
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? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	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? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	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? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	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)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	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? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34		No
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	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? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No	
1a	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	1a	646		
		1b	0		
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable			1c	Yes	
2a	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?				
	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	2a	545		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)			2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?			3a	Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b	Yes	
4a 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)?			4a	Yes	
b If "Yes," enter the name of the foreign country ▶QA , UK See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts					
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .			5a		No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		No
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c		
6a 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?			6a		No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7 Organizations that may receive deductible contributions under section 170(c).					
a 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?			7a		No
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		No
d If "Yes," indicate the number of Forms 8282 filed during the year			7d		
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .			7f		No
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . .			7g		
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9 Sponsoring organizations maintaining donor advised funds.					
a Did the organization make any taxable distributions under section 4966?			9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10 Section 501(c)(7) organizations. Enter					
a Initiation fees and capital contributions included on Part VIII, line 12			10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			10b		
11 Section 501(c)(12) organizations. Enter					
a Gross income from members or shareholders			11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year			12b		

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
1a	Enter the number of voting members of the governing body	1a	48	
b	Enter the number of voting members that are independent	1b	46	
2	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?	2	Yes	
3	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?	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	Yes	
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	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	9		No

Section B. Policies

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
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?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	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?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b		No
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
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?	16b		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed CA , CT , IL , MA , MD , MN , NJ , NY , OH , PA , VA
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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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. Stewart A Uretsky 1775 Massachusetts Ave NW Washington, DC 200362103 (202) 797-6000

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

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

Form **990** (2009)

1b	Total	5,537,510	0	796,867
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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▶105

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
4	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? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		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

(A) Name and business address	(B) Description of services	(C) Compensation
Oracle USA Inc PO Box 44471 San Francisco, CA 941444471	Computer technology	4,828,295
The Squires Group 130 Lubrano Drive Suite 112 Annapolis, MD 21401	Technical staffing services	1,947,480
Kforce Professional Staffing PO Box 277997 Atlanta, GA 303847997	Professional staffing	1,115,762
SODEXHO INC PO Box 536922 Atlanta, GA 30353	Dining room servces	977,458
WSCDavis A Joint Venture 12530 Parklawn Drive Rockville, MD 20852	Construction	958,823

2

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶60

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
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	2,712,650			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	50,567,705			
	g	Noncash contributions included in lines 1a-1f \$ 384,542					
	h	Total. Add lines 1a-1f		53,280,355			
Program Service Revenue	2a		Business Code				
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f					
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		2,480,760		
4		Income from investment of tax-exempt bond proceeds . .					
5		Royalties					
6a		Gross Rents	(i) Real	(ii) Personal			
b		Less rental expenses	370,175				
c		Rental income or (loss)	150,293				
d		Net rental income or (loss)	219,882		219,882		219,882
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b		Less cost or other basis and sales expenses	125,415,190				
c		Gain or (loss)	118,370,610				
d		Net gain or (loss)	7,044,580		7,044,580		7,044,580
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18					
b		Less direct expenses	a				
c		Net income or (loss) from fundraising events . .					
9a		Gross income from gaming activities See Part IV, line 19					
b		Less direct expenses	a				
c		Net income or (loss) from gaming activities . .					
10a		Gross sales of inventory, less returns and allowances					
b		Less cost of goods sold	a	2,328,157			
c		Net income or (loss) from sales of inventory . .	b	440,106	1,888,051	1,888,051	
Miscellaneous Revenue		Business Code					
11a	Cafeteria Income		900,099	1,169,713		1,169,713	
b	Miscellaneous Income		900,099	892,943		892,943	
c	Foreign Currency loss		900,099	121,790		121,790	
d	All other revenue			-29,706	-29,706		
e	Total. Add lines 11a-11d			2,154,740			
12	Total revenue. See Instructions			67,068,368	1,888,051	-29,706	11,929,668

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				
2	Grants and other assistance to individuals in the U S See Part IV, line 22	318,707	318,707		
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	4,393,247	2,821,671	886,431	685,145
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	29,976,917	23,028,372	6,315,396	633,149
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	2,791,747	2,147,137	581,297	63,313
9	Other employee benefits	3,012,932	2,306,680	628,125	78,127
10	Payroll taxes	2,288,237	1,726,016	479,079	83,142
11	Fees for services (non-employees)				
a	Management				
b	Legal	553,059	28,563	524,496	
c	Accounting	400,767	1,377	399,390	
d	Lobbying				
e	Professional fundraising See Part IV, line 17	420,000			420,000
f	Investment management fees	2,430,180		2,430,180	
g	Other	15,597,445	7,915,094	7,676,008	6,343
12	Advertising and promotion	382,412	276,798	100,281	5,333
13	Office expenses	1,321,367	869,323	419,879	32,165
14	Information technology	3,325,221	2,362,493	785,000	177,728
15	Royalties				
16	Occupancy	3,163,927	2,544,080	490,670	129,177
17	Travel	2,623,047	2,323,345	219,630	80,072
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	63,426	63,426		
19	Conferences, conventions, and meetings	2,557,008	2,813,324	-398,103	141,787
20	Interest	2,143,009	838,217	1,262,231	42,561
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	4,325,968	1,934,552	2,316,334	75,082
23	Insurance				
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	Repair/Maintenance	2,209,988	159,607	2,012,625	37,756
b	Other direct costs	2,150,928	155,341	1,958,840	36,747
c	Bad Debt	1,612,483		1,612,483	
d	Publishing	1,375,477	1,371,188	3,617	672
e	Cafeteria catering	577,851	283,190	280,282	14,379
f	All other expenses	419,385	69,500	348,090	1,795
25	Total functional expenses. Add lines 1 through 24f	90,434,735	56,358,001	31,332,261	2,744,473
26	Joint costs. Check here <input 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

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			2,798,060	1	3,461,122
	2	Savings and temporary cash investments			13,386,173	2	12,552,770
	3	Pledges and grants receivable, net			70,450,186	3	57,117,877
	4	Accounts receivable, net			546,142	4	946,261
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				5	
	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				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			546,120	8	449,849
	9	Prepaid expenses and deferred charges			196,994	9	499,306
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	66,129,789			
	b	Less accumulated depreciation	10b	21,454,483	46,858,952	10c	44,675,306
	11	Investments—publicly traded securities			79,914,953	11	91,372,278
	12	Investments—other securities See Part IV, line 11			138,769,296	12	147,828,852
	13	Investments—program-related See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11			1,342,937	15	1,158,873
	16	Total assets. Add lines 1 through 15 (must equal line 34)			354,809,813	16	360,062,494
Liabilities	17	Accounts payable and accrued expenses			10,029,606	17	9,428,216
	18	Grants payable				18	
	19	Deferred revenue			996,190	19	349,297
	20	Tax-exempt bond liabilities			39,293,216	20	39,301,817
	21	Escrow or custodial account liability Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties			5,066,108	23	7,566,108
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities Complete Part X of Schedule D			3,400,000	25	4,087,000
	26	Total liabilities. Add lines 17 through 25			58,785,120	26	60,732,438
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			146,458,461	27	150,654,648
	28	Temporarily restricted net assets			91,956,590	28	88,985,210
	29	Permanently restricted net assets			57,609,642	29	59,690,198
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			296,024,693	33	299,330,056
	34	Total liabilities and net assets/fund balances			354,809,813	34	360,062,494

Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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? . . .		No
b Were the organization's financial statements audited by an independent accountant?	Yes	
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	Yes	
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 <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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?	Yes	
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	

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete 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.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization The Brookings Institution	Employer identification number 53-0196577
---	--

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

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

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 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)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

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.")	37,580,094	80,331,457	66,613,286	59,262,508	53,280,355	297,067,700
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 Total. Add lines 1 through 3	37,580,094	80,331,457	66,613,286	59,262,508	53,280,355	297,067,700
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)						33,674,504
6 Public Support. Subtract line 5 from line 4						263,393,196

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	37,580,094	3,681,034	66,613,286	59,262,508	53,280,355	297,067,700
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,461,948	3,681,034	5,215,626	2,858,457	2,850,935	17,068,000
9 Net income from unrelated business activities, whether or not the business is regularly carried on	53,691		165,140			218,831
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	20,293	147,461	926,012	1,654,182	2,068,014	4,815,962
11 Total support (Add lines 7 through 10)						319,170,493

12 Gross receipts from related activities, etc (See instructions)

1230,685,528

13 First Five Years 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 stop here

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))

1482.520%

15 Public Support Percentage for 2008 Schedule A, Part II, line 14

1581.320%

16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support test—2008. 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 stop here. The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2009. 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 stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2008. 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 stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part IIISupport 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
1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3Gross receipts from activities that are not an unrelated trade or business under section 513						
4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5The value of services or facilities furnished by a governmental unit to the organization without charge						
6Total. Add lines 1 through 5						
7aAmounts included on lines 1, 2, and 3 received from disqualified persons						
bAmounts 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						
cAdd lines 7a and 7b						
8Public Support (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
9Amounts from line 6						
10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
bUnrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
cAdd lines 10a and 10b						
11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13Total support (Add lines 9, 10c, 11 and 12.)						
14First Five Years 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 stop here						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	
18Investment income percentage from 2008 Schedule A, Part III, line 17	18	
19a33 1/3% support tests—2009. 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 stop here. The organization qualifies as a publicly supported organization		
b33 1/3% support tests—2008. 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 stop here. The organization qualifies as a publicly supported organization		
20Private Foundation 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

Additional Data

Software ID:
Software Version:
EIN: 53-0196577
Name: The Brookings Institution

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

4d. Other program services				
(Code)	(Expenses \$	7,907,089	including grants of \$	(Revenue \$)
Metropolitan Policy - The Metropolitan Policy program provides decision makers with cutting-edge trend analysis, research and policy ideas that empower metropolitan areas to compete and prosper. The Program believes that future prosperity is dependent on delivering a next economy that is driven by exports, powered by low carbon, fueled by innovation, rich with opportunity, and led by metropolitan areas while simultaneously building smart, sustainable places that embrace demographic and economic change and technological advances. In the past year, the Metropolitan Policy Program continued tracking the nation's economic recovery through its quarterly MetroMonitor reports as well with a major summit on challenges facing auto-dependent communities in the Great Lakes region. In addition, the program released the State of Metropolitan America, a signature report on the transformation of demographic trends in the top 100 metros. Metropolitan Policy experts also examined issues related to exports, infrastructure, transportation, employment and immigration. In addition to publishing numerous works of scholarship in FY 2010, the Metropolitan Policy Program held 14 events open to the general public, and Metropolitan Policy experts provided briefings and testimony over twenty times before White House and agency committees, Congressional committees and subcommittees, and state and local committees.				
(Code)	(Expenses \$	3,603,985	including grants of \$	(Revenue \$)
Governance Studies - The Governance Studies program brings together people interested in improving the performance of our national government and bettering the economic security, social welfare, and opportunity available to all Americans. In the past year, Governance Studies experts examined the politics behind health care reform and America's economic recovery, and commented on other timely topics, such as the closing of the Guantanamo Bay Detention Center, judicial selection reform, the U.S. educational system, partisan gridlock in legislation and the use of online tools and information technology to increase government efficiency. In addition to publishing numerous works of scholarship in FY 2010, Governance Studies held 48 events open to the general public, and four Governance Studies expert testified before a congressional committee.				
(Code)	(Expenses \$	2,257,343	including grants of \$	(Revenue \$)
Communications and Web - the communications office disseminates information about Brookings, its scholars and the array of resources that Brookings offers. The office publishes an annual guide to Brookings experts for policymakers and the media for journalists, academics, government officials and other persons interested in contacting Brookings scholars and the Brookings annual report. Communications oversees the commentary and analysis that appear on the Brookings' website located at www.brookings.edu, a key component of outreach and education.				
(Code)	(Expenses \$	2,266,406	including grants of \$	(Revenue \$ 1,888,051)
Brookings Press - The Brookings press publishes public policy research books from Brookings' own scholars as well as outside authors. The publications provide extensive background and insight on important public policy issues in business, economics, government and international affairs.				
(Code)	(Expenses \$	1,308,474	including grants of \$	(Revenue \$)
Executive Education - Executive education educates federal, state and local government officials, and corporate executives through its public leadership curriculum. Executive education also advances Brookings research through programs designed to explore critical policy issues in the United States and throughout the world.				

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

4d. Other program services			
(Code) (Expenses \$	352,123	including grants of \$ (Revenue \$)
Other Research - includes research initiatives of the executive office, Friday policy roundtables, and Cross-program research Cross-program research efforts include publications and outreach events on the All Brookings Priorities, four areas of research that encompass work from all programs in the Institution on timely and cross-cutting issues such as climate change, growth through innovation, and opportunity and well-being			

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	Officer	Key employee	Highest compensated employee	Former			
Strobe Talbott President	40 00	X		X				414,930	0	55,151
John L Thornton Chair	2 00	X		X				0	0	0
Joel Z Hyatt Chair, Audit Committee	2 00	X						0	0	0
Alan R Batkin Chair, Budget & Finance	2 00	X						0	0	0
Beatrice W Welters Chair, Development Com	2 00	X						0	0	0
David F Swensen Chair, Investment Com	2 00	X						0	0	0
Ann M Fudge Chair, Nominat & Gov	2 00	X						0	0	0
Bart Friedman Chair, Publ Resp/Ethics	2 00	X						0	0	0
Robert J Abernethy Trustee	2 00	X						0	0	0
Liaquat Ahamed Trustee	2 00	X						0	0	0
Dominic Barton Trustee	2 00	X						0	0	0
Richard C Blum Trustee	2 00	X						0	0	0
Geoffrey T Boisj Trustee	2 00	X						0	0	0
Abby Joseph Cohen Trustee	2 00	X						0	0	0
Arthur B Culvahouse Jr Trustee	2 00	X						0	0	0
Alan M Dachs Trustee	2 00	X						0	0	0
Steven A Denning Trustee	2 00	X						0	0	0
Vishakha N Desai PhD Trustee	2 00	X						0	0	0
Paul Desmarais Jr Trustee	2 00	X						0	0	0
Kenneth M Duberstein Trustee	2 00	X						0	0	0
Cheryl Cohen Effron Trustee	2 00	X						0	0	0
Alfred B Engelberg Trustee	2 00	X						0	0	0
Jeffrey W Greenberg Trustee	2 00	X						0	0	0
Glenn Hutchins Trustee	2 00	X						0	0	0
Benjamin R Jacobs Trustee	2 00	X						0	0	0

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	Officer	Key employee	Highest compensated employee	Former				
Kenneth M Jacobs Trustee	2 00	X						0	0	0	
Suzanne Nora Johnson Trustee	2 00	X						0	0	0	
Richard Kauffman Trustee	2 00	X						0	0	0	
Richard A Kimball Jr Trustee	2 00	X						0	0	0	
Nemir Kirdar Trustee	2 00	X						0	0	0	
Philip H Knight Trustee	2 00	X						0	0	0	
Thomas C Ramey Trustee	2 00	X						0	0	0	
Edgar Rios Trustee	2 00	X						0	0	0	
David M Rubenstein Trustee	2 00	X						0	0	0	
Haim Saban Trustee	2 00	X						0	0	0	
Sheryl K Sandberg Trustee	2 00	X						0	0	0	
Victoria P Sant Trustee	2 00	X						0	0	0	
Lynn Thoman Trustee	2 00	X						0	0	0	
Larry D Thompson Trustee	2 00	X						0	0	0	
Michael L Tipsord Trustee	2 00	X						0	0	0	
Andrew H Tisch Trustee	2 00	X						0	0	0	
Antoine W Van Agtmael Trustee	2 00	X						0	0	0	
John W Wilhelm Trustee	2 00	X						0	0	0	
Tracy Wolstencroft Trustee	2 00	X						0	0	0	
Daniel Yergin Trustee	2 00	X						0	0	0	
Daniel B Zwiirn Trustee	2 00	X						0	0	0	
William J Antholis Secretary/Mang Dir	40 00			X				249,216	0	44,796	
Frederick L Silbernagel VP - Finance and Admin	40 00			X				235,198	0	37,467	
Kathyann Bosak Asst Treas /Cont - 8/09	40 00			X				106,711	0	5,743	
Elizabeth Price Asst Secr (10/09-pres)	40 00			X				38,805	0	8,233	

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	Officer	Key employee	Highest compensated employee	Former				
Matthew Costello Asst Secr (1/09- 9/09)	40 00			X				78,470	0	17,788	
Catherine A Piez Chief Invest Officer	40 00				X			217,501	0	35,658	
Carlos E Pascual VP & Dir For Pol - 8/09	40 00				X			210,312	0	12,236	
Bruce J Katz VP & Dir, Metro Pol	40 00				X			261,824	0	54,476	
Martin S Indyk VP & Dir, Foreign Pol	40 00				X			266,653	0	44,845	
William G Gale VP & Dir , Econ Studies	40 00				X			243,920	0	49,989	
Melissa T Skolfield VP & Dir, Communication	40 00				X			221,428	0	35,262	
Charlotte E Biern VP of Development	40 00				X			211,258	0	31,429	
Robert L Faherty VP & Director, Press	40 00				X			181,871	0	33,028	
Kemal Dervis VP & Dir, Global Econ	40 00				X			199,515	0	588	
Darrell M West VP & Dir, Gov't Studies	40 00				X			225,834	0	42,935	
Karen Dynan VP & Co-Dir, Eco Studies	40 00				X			178,826	0	197	
Steven Bennett Vice President and COO	40 00				X			200,358	0	24,949	
Linda Steckley VP of Develop/Secretary	40 00				X			213,998	0	41,788	
Mauricio Cardenas Dir, Latin America Int	40 00					X		254,607	0	27,081	
Mark McClellan Dir, ECHCR & Sen Fellow	40 00					X		246,866	0	44,415	
Martin Baily Sen Fellow & Dir, IBPP	40 00					X		263,110	0	46,329	
Joachim Roski Fellow, ES & Manag Dir	40 00					X		243,624	0	42,660	
Lawrence Kocot Deputy Dir/Sen Counsel	40 00					X		244,436	0	3,193	
Isabel V Sawhill Sen Fellow, Econ Studies	40 00						X	145,985	0	25,451	
Pietro S Nivola VP & Dir, Gov't Studies	40 00						X	182,254	0	31,180	

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

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Repair/Maintenance	2,209,988	159,607	2,012,625	37,756
Other direct costs	2,150,928	155,341	1,958,840	36,747
Bad Debt	1,612,483		1,612,483	
Publishing	1,375,477	1,371,188	3,617	672
Cafeteria catering	577,851	283,190	280,282	14,379

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.

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
The Brookings Institution

Employer identification number
53-0196577

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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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	<input type="checkbox"/> Yes <input type="checkbox"/> 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
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

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	▶ \$ _____ 203,875

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
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	211,052,717	261,065,607			
b Contributions	2,080,677	12,000			
c Investment earnings or losses	32,760,688	-36,102,372			
d Grants or scholarships					
e Other expenditures for facilities and programs	12,265,125	13,922,518			
f Administrative expenses	698,536				
g End of year balance	232,930,421	211,052,717			

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 66 220 % %

b

Permanent endowment ▶ 25 630 % %

c

Term endowment ▶ 8 150 % %

3a

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

(i) unrelated organizations

3a(i)

No

(ii) related organizations

3a(ii)

No

b

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

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		4,155,620		4,155,620
b Buildings		44,791,087	12,020,434	32,770,653
c Leasehold improvements		1,635,754	1,118,123	517,631
d Equipment		14,862,191	8,315,926	6,546,265
e Other		685,137		685,137
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				44,675,306

Schedule D (Form 990) 2009

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	67,068,368
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	90,434,735
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-23,366,367
4	Net unrealized gains (losses) on investments	4	27,016,393
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-344,663
9	Total adjustments (net) Add lines 4 - 8	9	26,671,730
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	3,305,363

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	92,252,733
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	27,016,393
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	599,001
e	Add lines 2a through 2d	2e	27,615,394
3	Subtract line 2e from line 1	3	64,637,339
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	2,430,180
b	Other (Describe in Part XIV)	4b	849
c	Add lines 4a and 4b	4c	2,431,029
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	67,068,368

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

1	Total expenses and losses per audited financial statements	1	88,443,812
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	440,106
e	Add lines 2a through 2d	2e	440,106
3	Subtract line 2e from line 1	3	88,003,706
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	2,430,180
b	Other (Describe in Part XIV)	4b	849
c	Add lines 4a and 4b	4c	2,431,029
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	90,434,735

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
Part III, Line 4		Brookings photography collection was donated to enhance the facilities where Brookings scholars meet with other key people in the public policy world. This contributes to an atmosphere that promotes conversation and interaction.
Part V, Line 4	Description of Intended Use of Endowment Funds	Brookings carefully balances its funding to respond to current policy issues as well as undertake long-term research projects. As new challenges emerge, the endowment is used to make new research projects possible, supporting core administrative costs, as well as, scholar-driven research.
Part X	Description of Uncertain Tax Positions Under FIN 48	Brookings' management has evaluated its income tax positions for the year ended June 30, 2010, and has determined that Brookings has no material uncertain income tax positions and, accordingly, it has not recognized any liability for unrecognized income tax.
Part XI, Line 8 - Other Adjustments		Loss on uncollectible contributions -848663 Postretirement related changes 504000
Part XII, Line 2d - Other Adjustments		Cost of goods sold 440106 Change in value of charitable remainder trust 135000 Unrealized gain on bonds 23895
Part XII, Line 4b - Other Adjustments		Logo sales netted to supplies expense 849
Part XIII, Line 2d - Other Adjustments		Cost of goods sold 440106
Part XIII, Line 4b - Other Adjustments		Logo sales netted to supplies expense 849

Employer identification number
53-0196577

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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
2	For grant makers. Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States		
3	Activites per Region (Use Schedule F-1 (Form 990) if additional space is needed)		

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat No 50082W Schedule F (Form 990) 2009

[illegible]**Schedule F (Form 990) 2009**

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.

[illegible]

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

[illegible]

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
The Brookings Institution

Employer identification number
53-0196577

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1

Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a

☐

Mail solicitations

b

☐

Internet and e-mail solicitations

c

☐

Phone solicitations

d

☒

In-person solicitations

e

☒

Solicitation of non-government grants

f

☒

Solicitation of government grants

g

☐

Special fundraising events

2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities?

☐ Yes ☒ No

b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Community Counselling Service Co LLC	Campaign planning		No	0	420,000	-420,000
Total ▶					420,000	-420,000

3

List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

AK,AZ,AR,CA,CO,CT,DC,FL,GA,HI,IL,KS,MA,MD,MI,MN,NC,ND,NJ,NM,NY,OH,OK,OR,PA,RI,TN,WA,WV,WI,VA

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

Cat No 50083H

Schedule G (Form 990 or 990-EZ) 2009

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col (a) through col (c))
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts			
	2	Less Charitable contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine lines 3, column d, and line 10. ▶			

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
Direct Expenses	6	Volunteer labor <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Combine lines 1, column d, and line 7 ▶			

		Yes	No
9	Enter the state(s) in which the organization operates gaming activities _____		
a	Is the organization licensed to operate gaming activities in each of these states?	9a	
b	If "No," Explain _____ _____		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b	If "Yes," Explain _____ _____		
11	Does the organization operate gaming activities with nonmembers?	11	
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

		Yes	No
13	Indicate the percentage of gaming activity operated in		
a	The organization's facility 13a		
b	An outside facility 13b		
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records		
Name ► _____			
Address ► _____			
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	15a	
b	If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____		
c	If "Yes," enter name and address		
Name ► _____			
Address ► _____			
16	Gaming manager information		
Name ► _____			
Gaming manager compensation ► \$ _____			
Description of services provided ► _____			
<input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor			
17	Mandatory distributions		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	17a	
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____		

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
The Brookings Institution

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

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

OMB No 1545-0047

2009

Open to Public
Inspection

Employer identification number
53-0196577

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

2 Enter total number of section 501(c)(3) and government organizations ▶

3 Enter total number of other organizations ▶

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.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
Fellowship stipend	22	318,707			
See Additional Data Table					

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
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2 Brookings does not issue grants to other organizations Brookings does issue fellowship stipends to individuals These disbursements are monitored as the individuals are generally residents at Brookings and their work is supervised by their Brookings advisor

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

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 Brookings Institution

Employer identification number

53-0196577

Part I

Questions Regarding Compensation

		Yes	No
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		
	<div><div><input checked="" type="checkbox"/> First-class or charter travel</div><div><input checked="" type="checkbox"/> Housing allowance or residence for personal use</div></div> <div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div></div> <div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div></div> <div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
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	1b	Yes
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?	2	Yes
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		
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div></div> <div><div><input type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div></div> <div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
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?	4a	Yes
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	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?	5a	No
b	Any related organization?	5b	No
	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?	6a	No
b	Any related organization?	6b	No
	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	7	No
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	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

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

[illegible]

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
	Part I, Line 1a	First class travel not reimburseable by Brookings policy, unless flight length complies with policy and aircraft is two class without business class. The Director of the China Center has terms in his appointment letter that provide an education allowance for his children to be educated in Beijing (\$30K per annum). There is also an allowance for housing (\$27K per annum). This was a part of the negotiation and agreement on his compensation package. This amount has been included as additional compensation for purpose of tax reporting. The employee is a resident of Beijing and a citizen of Hong Kong.
	Part I, Line 4a	Linda Steckley, Vice President of Development/Secretary received a total severance payment of \$34,600 for the year ended June 30, 2010.

Software ID:

Software Version:

EIN: 53-0196577

Name: The Brookings Institution

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				
Strobe Talbott	(i)	413,940	0	990	43,470	11,681	470,081	0
	(ii)	0	0	0	0	0	0	0
William J Antholis	(i)	249,060	0	156	30,489	14,307	294,012	0
	(ii)	0	0	0	0	0	0	0
Frederick L Silbernagel	(i)	234,553	0	645	28,578	8,889	272,665	0
	(ii)	0	0	0	0	0	0	0
Catherine A Piez	(i)	217,276	0	225	27,000	8,658	253,159	0
	(ii)	0	0	0	0	0	0	0
Carlos E Pascual	(i)	210,068	0	244	6,380	5,856	222,548	0
	(ii)	0	0	0	0	0	0	0
Bruce J Katz	(i)	261,479	0	345	33,970	20,506	316,300	0
	(ii)	0	0	0	0	0	0	0
Martin S Indyk	(i)	266,008	0	645	33,779	11,066	311,498	0
	(ii)	0	0	0	0	0	0	0
William G Gale	(i)	243,575	0	345	30,687	19,302	293,909	0
	(ii)	0	0	0	0	0	0	0
Melissa T Skolfield	(i)	221,083	0	345	27,000	8,262	256,690	0
	(ii)	0	0	0	0	0	0	0
Charlotte E Biern	(i)	211,108	0	150	11,000	20,429	242,687	0
	(ii)	0	0	0	0	0	0	0
Robert L Faherty	(i)	178,781	0	3,090	22,200	10,828	214,899	0
	(ii)	0	0	0	0	0	0	0
Kemal Dervis	(i)	198,772	0	743	0	588	200,103	0
	(ii)	0	0	0	0	0	0	0
Darrell M West	(i)	225,189	0	645	27,600	15,335	268,769	0
	(ii)	0	0	0	0	0	0	0
Karen Dynan	(i)	178,760	0	66	0	197	179,023	0
	(ii)	0	0	0	0	0	0	0
Steven Bennett	(i)	200,208	0	150	24,025	924	225,307	0
	(ii)	0	0	0	0	0	0	0
Linda Steckley	(i)	212,121	0	1,877	26,346	15,442	255,786	0
	(ii)	0	0	0	0	0	0	0
Mauricio Cardenas	(i)	239,382	15,000	225	6,897	20,184	281,688	0
	(ii)	0	0	0	0	0	0	0
Mark McClellan	(i)	189,689	56,952	225	23,909	20,506	291,281	0
	(ii)	0	0	0	0	0	0	0
Martin Baily	(i)	238,220	23,900	990	25,823	20,506	309,439	0
	(ii)	0	0	0	0	0	0	0
Joachim Roski	(i)	243,399	0	225	23,000	19,660	286,284	0
	(ii)	0	0	0	0	0	0	0
Lawrence Kocot	(i)	220,411	23,800	225	2,300	893	247,629	0
	(ii)	0	0	0	0	0	0	0
Isabel V Sawhill	(i)	144,493	0	1,492	17,415	8,036	171,436	0
	(ii)	0	0	0	0	0	0	0
Pietro S Nivola	(i)	180,349	0	1,905	22,248	8,932	213,434	0
	(ii)	0	0	0	0	0	0	0

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
The Brookings Institution

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Employer identification number
53-0196577

Part I

Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
						Yes	No	Yes	No
A District of Columbia	53-6001131	2548394Z3	02-12-2009	39,290,000	Renovation of existing facilities, acquire new facility and related costs		X		X

Part II

Proceeds

	A		B		C		D		E	
	1	Total proceeds of issue	38,974,198							
2	Gross proceeds in reserve funds	3,990,594								
3	Proceeds in refunding or defeasance escrows									
4	Other unspent proceeds									
5	Issuance costs from proceeds	863,272								
6	Working capital expenditures from proceeds									
7	Capital expenditures from proceeds	34,486,188								
8	Year of substantial completion									
9	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No	
			X							
			X							
			X							
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X								

Part III

Private Business Use

	A		B		C		D		E	
	1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	Yes	No	Yes	No	Yes	No	Yes	No
2	Are there any lease arrangements with respect to the financed property which may result in private business use?	X								

Part III

Private Business Use (Continued)

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?	X									
3b	Are there any research agreements with respect to the financed property which may result in private business use?		X								
3c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X									
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 %									
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 %									
6	Total of lines 4 and 5	0 %									
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X									

Part IV

Arbitrage

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X									
2	Is the bond issue a variable rate issue?		X								
3a	Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X								
b	Name of provider										
c	Term of hedge										
4a	Were gross proceeds invested in a GIC?		X								
b	Name of provider										
c	Term of GIC										
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5	Were any gross proceeds invested beyond an available temporary period?		X								
6	Did the bond issue qualify for an exception to rebate?		X								

Schedule L

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ **Complete if the organization answered**
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V lines 38a or 40b.
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

2009

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Inspection

Name of the organization
The Brookings Institution

Employer identification number

53-0196577

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total ▶ \$ _____										

Part III Grants or Assistance Benefitting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
O'Melveny & Myers LLP	Arthur B Culvahouse Jr , Trustee, is the chair of O'Melveny & Myers, LLP	209,846	Fees incurred with law firm for services of attorneys other than Mr Culvahouse in managing legal issues Mr Culvahouse, who is also one of 212 equity partners at O'Melveny & Myers, LLP, has instructed the firm to reduce his pro rata share of partner profit distributions by the amount of profits attributable to revenues received from the firm's representation of Brookings		No

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

►Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
The Brookings Institution

Employer identification number
53-0196577

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art	X	2	3,500	Fair market value apprai
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	15	367,992	Fair market value
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles	X	5	13,050	Fair market vlaue
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement			29	
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?				Yes No
b If "Yes," describe the arrangement in Part II				
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?				Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?				No
b If "Yes," describe in Part II				
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II				

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 53-0196577
Name: The Brookings Institution

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SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization The Brookings Institution	Employer identification number 53-0196577
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Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		Edgar Rios, Trustee, and Beatrice W. Walters, Chair, Development Committee, have a business relationship during the period of this return. Ms. Walters was a voting member during calendar year 2009 and resigned from the board in March 2010.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 4		The Bylaws were amended in the 2010 fiscal year by revising Section 7.08 related to the Compensation Committee. The total number of at-large elected trustees increased from one to three, bringing the total number of members on the Compensation Committee to five.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 11		The Executive Committee of the Board of Trustees has appointed the audit committee of the board as the responsible board party for reviewing the Form 990 and 990-T each year starting with the fiscal year ended June 30, 2009. Once the form has been completed, it is reviewed internally by the President, the Chief Financial Officer, the Controller, General Counsel, and other members of the senior staff, along with the Audit Committee. Once those reviews are completed and the form 990 and 990-T has been approved, it is sent to all voting members of the Board of Trustees before it is filed with the Internal Revenue Service.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 12c		Each year, all Brookings personnel and certain affiliates are required to complete a disclosure and acknowledgment form related to the institution's conflict of interest policy. Specifically, all employees are required to acknowledge that they have read, understood, and are committed to abiding by Brookings' conflict of interest policy as well as certain other institutional policies. However, scholars, officers, and financial and administrative personnel are additionally required to disclose any potential conflicts of interest. All forms are submitted to the office of the General Counsel, which reviews them and has discretion to make recommendations or raise concerns with affected individuals as appropriate. The Trustee conflict of interest policy is enforced similarly. Each year the board coordinator distributes the trustee conflict of interest policy and annual acknowledgment form to the Brookings trustees. The board coordinator then ensures that each trustee returns his or her acknowledgment and reviews the forms for any relevant conflicts of interest. The board's committee on public responsibility and ethics is responsible for the content of the form and will be considering revisions in the near future. Minor issues involving potential or apparent conflicts of interest and questions about the same are resolved by the General Counsel in consultation with other members of senior management as appropriate. Major conflict of interest issues and conflict of interest issues involving trustees are referred to the committee on public responsibility and ethics and, depending on the circumstances, the audit committee. The General Counsel regularly confers with the Chair of the committee on public responsibility and ethics regarding Brookings' conflict of interest policy and any conflict of interest issues.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 15a		Brookings bylaws, as amended on May 5, 2010, provide for a compensation committee consisting of the Chair of the Board of Trustees and four (4) "at-large" elected Trustees appointed by the Chair of the Board and determined by the Chair to be free of any contractual or other relationships that would put into question the exercise of his or her independent judgment. The Compensation Committee has the authority to set the salary of the President and such other officers, directors, managers, or employees as the Executive Committee or Audit Committee recommends be set by the Compensation Committee. In setting such salaries, the Compensation Committee asks the Director of HR to gather relevant salary comparability data and record Committee minutes, which clearly document the Committee's decisions and the rationale underlying such decisions.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section C, line 19		Brookings makes its governing documents, conflict of interest policy, and Form 990 available upon request. Inquiries come to the Organization's attention via e-mail, phone, and mail. Whenever possible, Brookings replies by providing an electronic copy or by directing requestors to guidestar.org.