



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



2011

Open to Public
Inspection

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)

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

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable	C Name of organization THE POPULATION COUNCIL INC	D Employer identification number 13-1687001
<input type="checkbox"/> Address change	Doing Business As	E Telephone number (212) 339-0500
<input type="checkbox"/> Name change	Number and street (or P.O. box if mail is not delivered to street address)	F Gross receipts \$ 177,025,144
<input type="checkbox"/> Initial return	ONE DAG HAMMARSKJOLD PLAZA	
<input type="checkbox"/> Terminated		
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4 NEW YORK, NY 10017	
<input type="checkbox"/> Application pending	F Name and address of principal officer PETER DONALDSON ONE DAG HAMMARSKJOLD PLAZA th FL NEW YORK, NY 10017	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

J Website: ► www.popcouncil.org

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

Part I Summary

1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O		
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets		
3 Number of voting members of the governing body (Part VI, line 1a)	3	18
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	304
6 Total number of volunteers (estimate if necessary)	6	0
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	42,845,550	59,340,421
9 Program service revenue (Part VIII, line 2g)		0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,110,724	3,420,361
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11,157,082	8,128,762
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	56,113,356	70,889,544

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year	Current Year
	15,858,386	11,206,273
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)	40,475,252	41,911,115
16a Professional fundraising fees (Part IX, column (A), line 11e)		0
b Total fundraising expenses (Part IX, column (D), line 25) ► 549,029		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	33,943,524	31,963,451
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	90,277,162	85,080,839
19 Revenue less expenses Subtract line 18 from line 12	-34,163,806	-14,191,295

20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	157,996,594	135,947,611
21 Total liabilities (Part X, line 26)		30,684,695
22 Net assets or fund balances Subtract line 21 from line 20	127,311,899	103,892,338

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer SCOTT NEWMAN CFO AND TREASURER Type or print name and title	2012-08-13 Date
-----------	---	--------------------

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

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1** Briefly describe the organization's mission

TO IMPROVE THE WELL-BEING AND REPRODUCTIVE HEALTH OF CURRENT AND FUTURE GENERATIONS AROUND THE WORLD AND TO HELP ACHIEVE A HUMANE, EQUITABLE AND SUSTAINABLE BALANCE BETWEEN PEOPLE AND RESOURCES

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 organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 36,477,107 including grants of \$ 5,629,845) (Revenue \$)
REPRODUCTIVE HEALTH (RH) SEE SCHEDULE O	
4b	(Code) (Expenses \$ 22,505,317 including grants of \$ 4,343,543) (Revenue \$)
HIV AND AIDS (HIV) SEE SCHEDULE O	
4c	(Code) (Expenses \$ 11,675,004 including grants of \$ 1,232,885) (Revenue \$)
POVERTY, GENDER AND YOUTH (PGY) See Schedule O	
(Code) (Expenses \$ 1,286,563 including grants of \$) (Revenue \$)	
PUBLICATIONS - SEE SCH O	
(Code) (Expenses \$ 320,300 including grants of \$) (Revenue \$)	
DISTINGUISHED COLLEAGUES - SEE SCH O	
(Code) (Expenses \$ including grants of \$) (Revenue \$ 91,014)	
OTHER PROGRAM SERVICES - SEE SCH O	
4d Other program services (Describe in Schedule O)	
(Expenses \$ 1,606,863 including grants of \$) (Revenue \$ 91,014)	
4e Total program service expenses \$ 72,264,291	

Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.
- 2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?
- 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.
- 4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II.
- 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III.
- 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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.
- 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.
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.
- 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.
- 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V.
- 11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
- a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.
- b 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.
- c 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.
- d 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.
- e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.
- f 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 (ASC 740)? If "Yes," complete Schedule D, Part X.
- 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.
- b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then 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.
- 14a Did the organization maintain an office, employees, or agents outside of the United States?
- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I.
- 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 and IV.
- 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 and IV.
- 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.
- 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.
- 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.
- 20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H.
- b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements.

	Yes	No
1	Yes	
2	Yes	
3		No
4	Yes	
5		No
6		No
7		No
8		No
9		No
10	Yes	
11a	Yes	
11b	Yes	
11c		No
11d		No
11e	Yes	
11f		No
12a	Yes	
12b		No
13		No
14a	Yes	
14b	Yes	
15	Yes	
16	Yes	
17		No
18		No
19		No
20a		No
20b		

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? If "Yes," complete Schedule I, Parts I and II	21	Yes	
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? If "Yes," complete Schedule I, Parts I and III	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? If "Yes," complete Schedule J	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? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a	No	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part II	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? If "Yes," complete Schedule L, Part III	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? If "Yes," complete Schedule L, Part IV	28a	No	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	No	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	28c	No	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	No	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	No	
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	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? If "Yes," complete Schedule R, Part I	33	No	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	No	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	No	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	No	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	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? If "Yes," complete Schedule R, Part VI	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

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	118
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	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	304
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
<p>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</p>			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
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 or securities account)?	4a	Yes
b	If "Yes," enter the name of the foreign country NI, PK, SG, SF, SU, VM, ZA See instructions for 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?	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).	7a	No
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?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
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?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?	10a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	11a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11b	
11	Section 501(c)(12) organizations. Enter	12a	
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?	12b	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	13b	
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
c	Enter the aggregate amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

- 1a Enter the number of voting members of the governing body at the end of the tax year
- | | |
|----|----|
| 1a | 18 |
| 1b | 16 |
- 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?
- 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?
- 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?
- 5 Did the organization become aware during the year of a significant diversion of the organization's assets?
- 6 Did the organization have members or stockholders?
- 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?
- b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?
- 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following
- a The governing body?
- b Each committee with authority to act on behalf of the governing body?
- 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

	Yes	No
1a		
1b		
2		No
3		No
4		No
5		No
6		No
7a		No
7b		No
8a	Yes	
8b	Yes	
9		No

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

- 10a Did the organization have local chapters, branches, or affiliates?
- b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?
- 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?
- b Describe in Schedule O the process, if any, used by the organization to review the Form 990
- 12a Did the organization have a written conflict of interest policy? If "No," go to line 13
- b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
- c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done
- 13 Did the organization have a written whistleblower policy?
- 14 Did the organization have a written document retention and destruction policy?
- 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
- b Other officers or key employees of the organization
- If "Yes," to line 15a or 15b, 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?
- b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a	Yes	
10b	Yes	
11a	Yes	
12a	Yes	
12b	Yes	
12c	Yes	
13	Yes	
14	Yes	
15a	Yes	
15b	Yes	
16a		No
16b		

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed ► DC, NY
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply
- Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►
- Scott Newman CFO Treasurer
ONE DAG HAMMARSKJOLD PL
NEW YORK, NY 10017
(212) 339-0655

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

Check if Schedule O contains a response to any question in this Part VI

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **75**

	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>	3 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>	4 Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	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. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
Lerner David Littenberg Krumholz Me 600 South Avenue West WESTFIELD, NJ 07090	Legal Services	387,786
Deborah Rogow 1930 Anacapa Street Santa Barbara, IL 93101	prog tech support	170,401
KPMG LLP 345 Park Avenue NEW YORK, NY 10154	Audit & Tax Services	266,000
Skadden Arps Slate Meagher Flom L Four Times Square NEW YORK, NY 10602	Legal services	121,604
Grant Thornton 666 Third Avenue NEW YORK, NY 10017	Audit Services	166,549

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►9

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
1a	Federated campaigns	1a 13,604			
b	Membership dues	1b			
c	Fundraising events	1c			
d	Related organizations	1d			
e	Government grants (contributions)	1e 39,590,710			
f	All other contributions, gifts, grants, and similar amounts not included above	1f 19,736,107			
g	Noncash contributions included in lines 1a-1f \$ 2,057,481				
h	Total. Add lines 1a-1f	► 59,340,421			
Program Service Revenue		Business Code			
	2a				
	b				
	c				
	d				
	e				
	f	All other program service revenue			
g	Total. Add lines 2a-2f	► 0			
3	Investment income (including dividends, interest and other similar amounts)	► 1,700,869			1,700,869
4	Income from investment of tax-exempt bond proceeds	► 0			
5	Royalties	► 8,037,748			8,037,748
6a	Gross rents	(I) Real	(II) Personal		
b	Less rental expenses				
c	Rental income or (loss)				
d	Net rental income or (loss)	►			
7a	Gross amount from sales of assets other than inventory	(I) Securities	(II) Other		
	107,777,958		77,134		
b	Less cost or other basis and sales expenses	106,110,058		25,542	
c	Gain or (loss)	1,667,900		51,592	
d	Net gain or (loss)	►			1,719,492
8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a			1,719,492
b	Less direct expenses	b			
c	Net income or (loss) from fundraising events	►	0		
9a	Gross income from gaming activities See Part IV, line 19	a			
b	Less direct expenses	b			
c	Net income or (loss) from gaming activities	►	0		
10a	Gross sales of inventory, less returns and allowances .	a			
b	Less cost of goods sold	b			
c	Net income or (loss) from sales of inventory	►	0		
	Miscellaneous Revenue	Business Code			
11a	PUBLICATIONS REVENUE	511190	60,799	60,799	
b	MISCELLANEOUS REVENUE	900099	30,215	30,215	
c					
d	All other revenue				
e	Total. Add lines 11a-11d	► 91,014			
12	Total revenue. See Instructions	► 70,889,544	91,014		11,458,109

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)

Check if Schedule O contains a response to any question in this Part IX

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 United States See Part IV, line 21	4,518,772	4,518,772		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	746,410	746,410		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	5,941,091	5,941,091		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	2,475,622	1,580,032	832,125	63,465
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	29,352,517	23,881,079	5,240,987	230,451
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	3,105,203	2,396,147	676,752	32,304
9 Other employee benefits	5,492,709	4,238,479	1,197,088	57,142
10 Payroll taxes	1,485,064	1,145,958	323,657	15,449
11 Fees for services (non-employees)				
a Management	0			
b Legal	564,730	398,823	165,907	
c Accounting	486,391	109,392	376,999	
d Lobbying	0			
e Professional fundraising See Part IV, line 17	0			
f Investment management fees	192,770		192,770	
g Other	9,533,296	9,187,621	332,961	12,714
12 Advertising and promotion	163,116	163,116		
13 Office expenses	1,552,396	1,182,791	362,363	7,242
14 Information technology	870,032	479,644	376,040	14,348
15 Royalties	0			
16 Occupancy	6,409,573	5,148,371	1,218,665	42,537
17 Travel	4,126,483	3,941,616	173,738	11,129
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	3,121,123	2,971,262	125,515	24,346
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,087,347	757,946	329,401	
23 Insurance	473,753	315,761	157,992	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a BAD DEBTS	5,261	5,261		
b LAB SUPPLIES, EQUIP AND MAINT	2,246,458	2,246,458		
c PRINTING & PUBLICATIONS	949,005	781,206	134,390	33,409
d OTHER	181,717	127,055	50,169	4,493
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	85,080,839	72,264,291	12,267,519	549,029
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) 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) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	11,270,443	1 10,409,371
	2 Savings and temporary cash investments	260,270	2 260,824
	3 Pledges and grants receivable, net	29,185,666	3 16,109,583
	4 Accounts receivable, net	2,778,796	4 3,158,237
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5 0
	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	0	6 0
	7 Notes and loans receivable, net	0	7 0
	8 Inventories for sale or use	0	8 0
	9 Prepaid expenses and deferred charges	7,581,311	9 7,406,686
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	22,701,912	
	10a	16,155,884	
	b Less accumulated depreciation	7,211,691	10c 6,546,028
	11 Investments—publicly traded securities	83,329,460	11 54,684,613
	12 Investments—other securities See Part IV, line 11	16,378,957	12 37,372,269
	13 Investments—program-related See Part IV, line 11	0	13 0
	14 Intangible assets	0	14 0
	15 Other assets See Part IV, line 11	0	15 0
	16 Total assets. Add lines 1 through 15 (must equal line 34)	157,996,594	16 135,947,611
Liabilities	17 Accounts payable and accrued expenses	5,140,570	17 4,895,120
	18 Grants payable	10,038,223	18 5,915,559
	19 Deferred revenue	5,187,925	19 8,708,840
	20 Tax-exempt bond liabilities	0	20 0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21 0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22 0
	23 Secured mortgages and notes payable to unrelated third parties	1,506,000	23 1,506,000
	24 Unsecured notes and loans payable to unrelated third parties	0	24 0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	8,811,977	25 11,029,754
	26 Total liabilities. Add lines 17 through 25	30,684,695	26 32,055,273
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	82,996,767	27 75,164,238
	28 Temporarily restricted net assets	38,829,356	28 23,242,324
	29 Permanently restricted net assets	5,485,776	29 5,485,776
	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	127,311,899	33 103,892,338
	34 Total liabilities and net assets/fund balances	157,996,594	34 135,947,611

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	70,889,544
2	Total expenses (must equal Part IX, column (A), line 25)	2	85,080,839
3	Revenue less expenses Subtract line 2 from line 1	3	-14,191,295
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	127,311,899
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-9,228,266
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	103,892,338

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	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?		2a
2b Were the organization's financial statements audited by an independent accountant?	2b Yes	No
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		2c 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 separate basis, consolidated 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?	3a 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	3b Yes	

2011

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**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.

Department of the Treasury
Internal Revenue Service
Name of the organization
THE POPULATION COUNCIL INC

Employer identification number

13-1687001

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

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

- 1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
- e 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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	62,558,865	76,523,223	76,788,655	42,845,550	59,340,421	318,056,714
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	62,558,865	76,523,223	76,788,655	42,845,550	59,340,421	318,056,714
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)						4,901,990
6 Public Support. Subtract line 5 from line 4						313,154,724

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	62,558,865	76,523,223	76,788,655	42,845,550	59,340,421	318,056,714
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	11,436,507	9,031,798	7,626,347	12,428,790	9,738,617	50,262,059
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	29,115	31,843	61,446	45,353	91,014	258,771
11 Total support (Add lines 7 through 10)						368,577,544
12 Gross receipts from related activities, etc (See instructions)					12	
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 2011 (line 6 column (f) divided by line 11 column (f))	14	84.963 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	83.754 %
16a 33 1/3% support test—2011. 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—2010. 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—2011. 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—2010. 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 III Support Schedule for Organizations Described in IRC 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11 and 12)						
14 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

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15
16 Public support percentage from 2010 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2011. 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	
b 33 1/3% support tests—2010. 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	
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2011****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

- Complete if the organization is described below.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

**Open to Public
Inspection**

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization THE POPULATION COUNCIL INC	Employer identification number 13-1687001
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV
- 2 Political expenditures ► \$ 0
- 3 Volunteer hours 0

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$ 0
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$ 0
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- 4b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► \$
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures
(The term "expenditures" means amounts paid or incurred.)

1a Total lobbying expenditures to influence public opinion (grass roots lobbying)

1,164

b Total lobbying expenditures to influence a legislative body (direct lobbying)

1,164

c Total lobbying expenditures (add lines 1a and 1b)

85,080,839

d Other exempt purpose expenditures

85,082,003

e Total exempt purpose expenditures (add lines 1c and 1d)

1,000,000

f Lobbying nontaxable amount Enter the amount from the following table in both columns

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000
Over \$17,000,000	\$1,000,000

g Grassroots nontaxable amount (enter 25% of line 1f)

250,000

h Subtract line 1g from line 1a If zero or less, enter -0-

i Subtract line 1f from line 1c If zero or less, enter -0-

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?

Yes No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount				1,000,000	1,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					1,500,000
c Total lobbying expenditures				1,164	1,164
d Grassroots non-taxable amount				250,000	250,000
e Grassroots ceiling amount (150% of line 2d, column (e))					375,000
f Grassroots lobbying expenditures				1,164	1,164

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)	
	Yes	No	Amount	
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of				
a Volunteers?				
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?				
c Media advertisements?				
d Mailings to members, legislators, or the public?				
e Publications, or published or broadcast statements?				
f Grants to other organizations for lobbying purposes?				
g Direct contact with legislators, their staffs, government officials, or a legislative body?				
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?				
i Other activities? If "Yes," describe in Part IV				
j Total lines 1c through 1i				
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?				
b If "Yes," enter the amount of any tax incurred under section 4912				
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912				
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?				

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid)	2a	
a Current year	2b	
b Carryover from last year	2c	
c Total	3	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	4	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	5	
5 Taxable amount of lobbying and political expenditures (see instructions)		

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 11. Also, complete this part for any additional information

Identifier	Return Reference	Explanation

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2011****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Name of the organization
THE POPULATION COUNCIL INC**Employer identification number**
13-1687001**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply)
- Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically importantly land area
- Protection of natural habitat Preservation of a certified historic structure
- Preservation of open space

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

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

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

- 4 Number of states where property subject to conservation easement is located ► _____

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

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

- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

► \$ _____

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

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

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

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

- | | |
|---|---|
| a <input type="checkbox"/> Public exhibition | d <input type="checkbox"/> Loan or exchange programs |
| b <input type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other |
| c <input type="checkbox"/> 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

	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	89,043,626	68,120,312	56,774,508	81,864,118	
b Contributions	3,600	14,672,683	931,837		
c Investment earnings or losses	-3,190,863	8,685,091	14,747,848	-21,710,143	
d Grants or scholarships			40,413	24,884	
e Other expenditures for facilities and programs	2,173,097	2,328,800	4,171,308	3,179,482	
f Administrative expenses	121,891	105,660	122,160	175,101	
g End of year balance	83,561,375	89,043,626	68,120,312	56,774,508	

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

a Board designated or quasi-endowment ► 84.320 %

b Permanent endowment ► 6.570 %

c Term endowment ► 9.110 %

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

- | | | |
|---------------|------------------------------|--|
| 3a(i) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 3a(ii) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

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

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

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

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					
b Buildings					
c Leasehold improvements		18,017,049	12,637,464	5,379,585	
d Equipment		4,093,200	3,147,597	945,603	
e Other		591,663	370,823	220,840	
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				6,546,028	

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) LIMITED PARTNERSHIPS	21,179,961	F
(B) FIXED INCOME	16,192,308	F

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	70,889,544
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	85,080,839
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-14,191,295
4	Net unrealized gains (losses) on investments	4	-6,249,895
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-2,978,371
9	Total adjustments (net) Add lines 4 - 8	9	-9,228,266
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-23,419,561

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	64,446,879
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-6,249,895
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	-6,249,895
3	Subtract line 2e from line 1	3	70,696,774
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	192,770
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	192,770
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	70,889,544

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

1	Total expenses and losses per audited financial statements	1	84,944,937
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	56,868
e	Add lines 2a through 2d	2e	56,868
3	Subtract line 2e from line 1	3	84,888,069
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	192,770
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	192,770
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	85,080,839

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE D, PART V, LINE 4	INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS	THE JOHN D ROCKEFELLER 3RD MEMORIAL FUND MAY BE USED BY THE BOARD OF TRUSTEES AT THEIR DISCRETION TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL. THE SURDNA FUND SUPPORTS BIOMEDICAL RESEARCH ACTIVITIES. THE SANDRA FERRY FUND SUPPORTS ACTIVITIES ADDRESSING THE ROLE OF WOMEN IN THE WORLD. THE DEWITT WALLACE FELLOWSHIP ENDOWMENT PROVIDES A PERMANENT, RELIABLE FINANCIAL BASIS FROM WHICH TO SUPPORT ADVANCED RESEARCH AND TRAINING OF SOCIAL AND BIOMEDICAL SCIENTISTS IN THE POPULATION FIELD. THE NEW CAPITAL CAMPAIGN GENERAL FUND MAY BE USED BY THE BOARD OF TRUSTEES, AT ITS DISCRETION, TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL. THE CBR ENDOWMENT IS INTENDED TO SUPPORT RENOVATIONS, EXPANSION AND OPERATIONS OF THE CENTER FOR BIOMEDICAL RESEARCH (CBR) LAB FACILITIES. THE DR. CHRISTOPHER TIETZE FELLOWSHIP FUND SUPPORTS FELLOWSHIPS IN REPRODUCTIVE EPIDEMIOLOGY. THE EXCESS ROYALTY FUND WAS ESTABLISHED BY THE POPULATION COUNCIL'S BOARD OF TRUSTEES AND MAY BE USED BY THE BOARD OF TRUSTEES, AT ITS DISCRETION, TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL. THE GEORGE J. HECHT FUND MAY BE USED TO SUPPORT DEVELOPING CONTRACEPTIVE DEVICES, DEVELOPING OTHER CONTRACEPTIVE OR BIRTH CONTROL MEASURES, PROVIDING SUCH DEVICES OR MEASURES, INSTRUCTION IN THE USE OF SUCH DEVICES OR MEASURES, AND/OR FAMILY PLANNING TO REDUCE THE FERTILITY OF SUCH OVERPOPULATED COUNTRIES AS THE COUNCIL SHALL DETERMINE. THE POLICY RESEARCH ENDOWMENT FUND SUPPORTS THE PROGRAM ACTIVITIES OF THE POVERTY, GENDER AND YOUTH PROGRAM (FORMALLY KNOWN AS THE POLICY RESEARCH DIVISION).
SCHEDULE D, PART XI LINE 8	RECONCILIATION OF NET ASSETS	GAIN ON LEASE OBLIGATION AND OTHER, NET 520,763 PENSION AND OTHER POSTRETIREMENT CHARGES OTHER THAT NET PERIODIC BENEFIT COST (3,111,204) WRITE-OFF OF CONTRIBUTION RECEIVABLE (331,062) REPRESENTS RETURNS OF GRANTS AND OTHER ASSISTANCE GIVEN TO INDIVIDUALS OUTSIDE THE UNITED STATES (56,868) ----- TOTAL TO LINE 8 (2,978,371)
SCHEDULE D, PART XIII, LINE 2D	RECONCILIATION OF EXPENSES	REPRESENTS RETURNS OF GRANTS AND OTHER ASSISTANCE GIVEN TO INDIVIDUALS OUTSIDE THE UNITED STATES TOTALING \$56,868
SCHEDULE D, FIN 48 - UNCERTAIN TAX POSITIONS		IN 2009, THE COUNCIL ADOPTED ACCOUNTING STANDARDS UPDATE NO. 2009-06, IMPLEMENTATION GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES AND DISCLOSURE AMENDMENTS FOR NONPUBLIC ENTITIES, IN CONJUNCTION WITH ITS ADOPTION OF FASB INTERPRETATION NO. 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES (NOW INCLUDED IN ACCOUNTING STANDARD CODIFICATION (ASC SUBTOPIC 740-10)) THE COUNCIL RECOGNIZES THE EFFECTS OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT TO BE SUSTAINED. THERE WAS NO SIGNIFICANT IMPACT ON THE COUNCIL'S FINANCIAL STATEMENTS AS A RESULT OF ADOPTION OF THIS STANDARD AND ACCORDINGLY, NO PROVISION FOR INCOME TAXES WAS REFLECTED IN THE AUDITED FINANCIAL STATEMENTS.

2011

Open to Public
InspectionSCHEDULE F
(Form 990)

Statement of Activities Outside the United States

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

Department of the Treasury
Internal Revenue ServiceName of the organization
THE POPULATION COUNCIL INC

Employer identification number

13-1687001

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

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

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

3 Activities per Region (Use Part V if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region or independent contractors	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region/investments in region
Central America and the Caribbean	1	10	Program Services	RH, PGY	718,615
Central America and the Caribbean			Grantmaking		92,244
East Asia and the Pacific	1	6	Program Services	RH	688,311
East Asia and the Pacific			Grantmaking		782,307
Europe (Including Iceland and Greenland)			Grantmaking		446,259
Middle East and North Africa	1	27	Program Services	RH, HIV, PGY	1,595,555
Middle East and North Africa			Grantmaking		34,363
North America	1	6	Program Services	RH, HIV, PGY	1,524,128
North America			Grantmaking		45,792
South America			Program Services	RH	18,222
South America			Grantmaking		35,973
South Asia	3	162	Program Services	RH, HIV, PGY	7,713,785
South Asia			Grantmaking		2,979,180
Sub-Saharan Africa	10	172	Program Services	RH, HIV, PGY	16,481,019
Sub-Saharan Africa			Grantmaking		1,815,065
Central America and the Caribbean			Investments		11,117,320
3a Sub-total	17	383			46,088,138
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	17	383			46,088,138

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

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ► 52

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 Part V if additional space is needed.

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).* Yes No

Part V Supplemental Information

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

**Schedule I
(Form 990)**

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

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

THE POPULATION COUNCIL INC

Employer identification number

13-1687001

Part I General Information on Grants and Assistance

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

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

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

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

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
(1) Reproductive health research	16	184,189			
(2) HIV & AIDS research	9	290,388			
(3) Adolescent research	5	56,773			
(4) Poverty & Gender research	2	69,375			

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
SCHEDULE I	MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES	AWARDS AND CONTRACTS ARE AN IMPORTANT MEANS THROUGH WHICH THE COUNCIL CONDUCTS RESEARCH, TRANSFERS TECHNOLOGY AND STRENGTHENS INSTITUTIONAL POLICY WITHIN THE POPULATION FIELD. POTENTIAL SUB RECIPIENTS SUBMIT PROPOSALS TO THE COUNCIL WHICH ARE REVIEWED BY PROGRAMMATIC STAFF TO DETERMINE WHETHER THE TYPE OF STUDY THE INSTITUTION OR INDIVIDUAL IS CONDUCTING FURTHERS THE ACTIVITIES OF THE COUNCIL AND COMPLIES WITH THE PROVISIONS OF GRANTS MADE TO THE COUNCIL IN ACCORDANCE WITH COUNCIL PROCEDURES. GRANTING OF AN AWARD REQUIRES APPROVAL BY THE COUNCIL PROGRAMMATIC, FINANCIAL, AND ADMINISTRATIVE STAFF TO ENSURE THE RECIPIENT IS QUALIFIED IF THE AWARD IS FUNDED UNDER A GRANT TO THE COUNCIL. DONOR APPROVAL MAY ALSO BE REQUIRED ONCE APPROVAL IS GRANTED. THE RECIPIENT AND THE TREASURER OF THE COUNCIL SIGN AN AGREEMENT, WHICH SPECIFIES PROGRAMMATIC REPORTING REQUIREMENTS AND A DISBURSEMENT SCHEDULE. PROGRAMMATIC STAFF PERIODICALLY MAKE SITE VISITS AND REVIEW PROJECT SUBSTANTIVE REPORTS. FINANCIAL STAFF REVIEW PERIODIC FINANCIAL REPORTS AND COORDINATE WITH PROJECT STAFF BEFORE FURTHER PAYMENTS ARE DISBURSED.
SCH I, PART II		SCHEDULE I, PART II EXCLUDES RETURNED GRANTS AND OTHER ASSISTANCE TO GOVERNMENTS AND ORGANIZATIONS IN THE UNITED STATES THAT IN AGGREGATE TOTAL \$443,594

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

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

2011**Open to Public Inspection****Name of the organization**
THE POPULATION COUNCIL INC**Employer identification number**

13-1687001

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

- a** Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?
 If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

a The organization?

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

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

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

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

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

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Peter J Donaldson	(i) 380,638 (ii) 0	0 0	86,834 0	29,100 0	19,806 0	516,378 0	0 0
(2) Maria del Mar Aguilar	(i) 154,517 (ii) 0	0 0	630 0	24,384 0	19,704 0	199,235 0	0 0
(3) John Bongaarts	(i) 244,568 (ii) 0	0 0	21,834 0	29,100 0	19,806 0	315,308 0	0 0
(4) Scott Newman	(i) 195,690 (ii) 0	0 0	17,466 0	29,100 0	11,044 0	253,300 0	0 0
(5) Naomi Rutenberg	(i) 220,135 (ii) 0	0 0	17,466 0	29,100 0	30,016 0	296,717 0	0 0
(6) James E Sailer	(i) 234,898 (ii) 0	0 0	420 0	29,100 0	3,630 0	268,048 0	0 0
(7) John W Townsend	(i) 253,405 (ii) 0	0 0	2,772 0	29,100 0	30,016 0	315,293 0	0 0
(8) Patricia C Vaughan	(i) 225,162 (ii) 0	0 0	966 0	29,100 0	11,044 0	266,272 0	0 0
(9) Anrudh K Jain	(i) 166,129 (ii) 0	0 0	25,152 0	29,100 0	19,795 0	240,176 0	0 0
(10) Ian Askew	(i) 215,724 (ii) 0	0 0	28,650 0	0 0	128,168 0	372,542 0	0 0
(11) Annabel Erulkar	(i) 203,058 (ii) 0	0 0	630 0	20,072 0	19,513 0	243,273 0	0 0
(12) Andrea Eschen	(i) 173,088 (ii) 0	0 0	966 0	26,821 0	31,971 0	232,846 0	0 0
(13) Samuel Kalibala	(i) 171,034 (ii) 0	0 0	21,059 0	0 0	44,805 0	236,898 0	0 0
(14) Victor Paulus	(i) 201,965 (ii) 0	0 0	0 0	29,100 0	36,016 0	267,081 0	0 0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE J	ANNA GLASIER - REPORTABLE COMPENSATION	ANNA GLASIER SERVES AS CONSULTING SENIOR SCIENTIST TO THE POPULATION COUNCIL'S INTERNATIONAL COMMITTEE FOR CONTRACEPTION RESEARCH (ICCR) DUE TO HER EXPERTISE IN THIS FIELD. COMMITTEE MEMBERS ARE EXPECTED TO UNDERTAKE PLANNING, EXECUTION, AND SUPERVISION OF RESEARCH AND DEVELOPMENT ACTIVITIES RELATED TO NEW LEADS IN LABORATORIES FUNDED THROUGH THE COMMITTEE. POTENTIAL AND PERCEIVED CONFLICTS OF INTEREST ARE REQUIRED TO BE DISCLOSED BY WRITTEN POLICY AND CONSENT. WHEN APPROPRIATE AND AS APPLICABLE, THOSE COMMITTEE MEMBERS WITH POTENTIAL CONFLICTS RECUSE THEMSELVES FROM FUNDING DECISIONS.
FORM 990, SCH J, PART I, LINE 2	PART I LINE 2	THERE IS ONLY ONE HOUSING ALLOWANCE AUTHORIZED AS PART OF THE COMPENSATION PACKAGE APPROVED BY THE BOARD OF TRUSTEES, AND PAID TO THE PRESIDENT, WHO RECEIVES IT, PAID BI-MONTHLY AND TREATED AS TAXABLE INCOME, IN ADDITION TO THE PRESIDENT'S ANNUAL SALARY. THIS IS A HOUSING ALLOWANCE AND AS SUCH DOES NOT REQUIRE SUBSTANTIATION PRIOR TO REIMBURSEMENT.
FORM 990, SCH J, PART II		THE COUNCIL'S POLICIES INCLUDE PROVIDING RELOCATION, HOUSING AND DEPENDENT EDUCATION ALLOWANCES TO U.S. EXPATRIATES AND THIRD COUNTRY NATIONAL EMPLOYEES HIRED AS INTERNATIONAL EMPLOYEES FROM THE COUNCIL'S U.S. HEADQUARTERS TO WORK AT ONE OF THE COUNCIL'S INTERNATIONAL OFFICES. THESE BENEFITS ARE REPORTED AS OTHER REPORTABLE COMPENSATION FOR U.S. EMPLOYEES AND AS NONTAXABLE BENEFITS FOR FOREIGN EMPLOYEES. THE COUNCIL'S POLICIES INCLUDE PROVIDING EMPLOYEES WITH EMPLOYER CONTRIBUTIONS TO A DEFINED CONTRIBUTION 403(B) RETIREMENT PLAN. ANY EMPLOYEE OF THE COUNCIL OTHER THAN A NON-RESIDENT ALIEN WITH NO U.S. -SOURCE INCOME IS ELIGIBLE TO PARTICIPATE IN THE PLAN. EFFECTIVE JANUARY 2009, CHANGES TO THE LAWS THAT GOVERN CONTRIBUTIONS TO DEFINED CONTRIBUTION 403(B) ACCOUNTS PREVENT THESE EMPLOYER CONTRIBUTIONS FROM BEING DEPOSITED INTO 403(B) ACCOUNTS FOR FOREIGN EMPLOYEES. THEREFORE THE COUNCIL PROVIDES THE EMPLOYER CONTRIBUTIONS DIRECTLY TO THE COUNCIL'S FOREIGN EMPLOYEES AND THE AMOUNTS ARE REPORTED AS OTHER REPORTABLE COMPENSATION.

SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2011

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

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

Name of the organization
THE POPULATION COUNCIL INC

Employer identification number

13-1687001

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art				
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	9	2,057,481	Proceeds
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				
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	

	Yes	No
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?	30a	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?	31	Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	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
------------	------------------	-------------

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990 or 990-EZ.

2011**Open to Public
Inspection**Name of the organization
THE POPULATION COUNCIL INC**Employer identification number**

13-1687001

Identifier	Return Reference	Explanation
FORM 990, PART I, LINE 1		THE POPULATION COUNCIL CONFRONTS CRITICAL HEALTH AND DEVELOPMENT ISSUES-FROM STOPPING THE SPREAD OF HIV TO IMPROVING REPRODUCTIVE HEALTH AND ENSURING THAT YOUNG PEOPLE LEAD FULL AND PRODUCTIVE LIVES THROUGH BIOMEDICAL, SOCIAL SCIENCE, AND PUBLIC HEALTH RESEARCH IN 50 COUNTRIES, WE WORK WITH OUR PARTNERS TO DELIVER SOLUTIONS THAT LEAD TO MORE EFFECTIVE POLICIES, PROGRAMS, AND TECHNOLOGIES THAT IMPROVE LIVES AROUND THE WORLD ESTABLISHED IN 1952 AND HEADQUARTERED IN NEW YORK, THE COUNCIL IS A NONGOVERNMENTAL, NONPROFIT ORGANIZATION GOVERNED BY AN INTERNATIONAL BOARD OF TRUSTEES POPULATION COUNCIL RESEARCHERS WORK WITHIN THREE PROGRAM AREAS HIV AND AIDS, POVERTY, GENDER, AND YOUTH, AND REPRODUCTIVE HEALTH HIV AND AIDS THE GOAL OF THIS PROGRAM IS TO ARREST THE SPREAD OF HIV IN DEVELOPING COUNTRIES, ESPECIALLY AMONG THE GROWING NUMBER OF WOMEN AND GIRLS AFFECTED, AND TO ENABLE PEOPLE TO MITIGATE THE IMPACT OF THE DISEASE ON THEIR OWN HEALTH AND ON THEIR FAMILIES AND COMMUNITIES COUNCIL STAFF MEMBERS CONDUCT BASIC RESEARCH ON TRANSMISSION OF HIV AND ARE DEVELOPING A MICROBicide TO REDUCE WOMEN'S RISK OF HIV INFECTION THE COUNCIL ALSO COLLABORATES WITH PROGRAMS AROUND THE WORLD, ESPECIALLY IN AFRICA, TO IMPROVE HIV PREVENTION, INCLUDING TESTING SERVICES AND PROVIDING CARE AND TREATMENT TO PEOPLE LIVING WITH HIV POVERTY, GENDER, AND YOUTH THE GOAL IS TO UNDERSTAND AND ADDRESS THE SOCIAL DIMENSIONS OF POVERTY IN DEVELOPING COUNTRIES STAFF MEMBERS ARE STUDYING THE CRITICAL ELEMENTS IN SUCCESSFUL TRANSITIONS TO ADULTHOOD, ESPECIALLY THE ROLE OF EDUCATION, SOCIAL NETWORKS, AND SAFE SPACES FOR ADOLESCENT GIRLS THE COUNCIL IS DEVELOPING AND EVALUATING EFFECTIVE INTERVENTIONS TO HELP GIRLS REMAIN IN SCHOOL OR HELP THEM RETURN, IF THEY HAVE LEFT SCHOOL THE COUNCIL'S WORK HAS HAD A DEMONSTRABLE IMPACT IN EGYPT, GUATEMALA, KENYA, SOUTH AFRICA, AND ELSEWHERE REPRODUCTIVE HEALTH THE GOAL IS TO IMPROVE SEXUAL AND REPRODUCTIVE HEALTH, ESPECIALLY FOR DISADVANTAGED POPULATIONS IN DEVELOPING COUNTRIES STAFF MEMBERS DEVELOP AND INTRODUCE NEW CONTRACEPTIVES AND MEANS TO PREVENT, DETECT, AND TREAT SEXUALLY TRANSMITTED INFECTIONS, HELP FORMULATE EVIDENCE-BASED POLICIES, AND EVALUATE INNOVATIONS IN SERVICE DELIVERY WE COLLABORATE EXTENSIVELY WITH LOCAL AND REGIONAL GOVERNMENTS AND NONGOVERNMENTAL ORGANIZATIONS (NGOS) WORLDWIDE TO EXPAND ACCESS TO HIGH-QUALITY HEALTH SERVICES, INCREASE THE OPTIONS FOR SAFE, AFFORDABLE, AND REVERSIBLE CONTRACEPTION FOR MEN AND WOMEN, AND SHAPE POLICIES AND PROGRAMS TO IMPROVE HEALTH OUTCOMES THE COUNCIL'S FELLOWSHIP PROGRAMS HAVE HELPED ADVANCE THE CAREERS OF SOCIAL AND BIOMEDICAL SCIENTISTS, PUBLIC HEALTH RESEARCHERS, AND PROGRAM MANAGERS THROUGHOUT THE WORLD THE WORK OF COUNCIL FELLOWS HAS FOSTERED RESEARCH AND INFORMED THE CREATION OF POPULATION, HEALTH, AND DEVELOPMENT POLICIES AND PROGRAMS THE COUNCIL'S WORLD-CLASS CENTER FOR BIOMEDICAL RESEARCH, LOCATED AT ROCKEFELLER UNIVERSITY, CONDUCTS RESEARCH IN CONTRACEPTION AND REPRODUCTIVE HEALTH RESEARCHERS ARE STUDYING THE BIOLOGY OF MALE REPRODUCTION AND DEVELOPING NEW CONTRACEPTIVE TECHNOLOGIES THE COUNCIL HAS RECENTLY COMPLETED CLINICAL TRIALS OF OUR NEW CONTRACEPTIVE VAGINAL RING MORE THAN 120 MILLION WOMEN WORLDWIDE HAVE USED POPULATION COUNCIL DEVELOPED METHODS OF CONTRACEPTION, WHICH INCLUDE THE COPPER-BEARING INTRAUTERINE DEVICES (IUDS), JADELLE, AND MIRENA THE CENTER ALSO DEVELOPS PRODUCTS TO INHIBIT THE TRANSMISSION OF HIV POPULATION COUNCIL RESEARCHERS ADVOCATE FOR SOLUTIONS TO REAL-WORLD PROBLEMS-SOLUTIONS THAT ARE EVIDENCE-BASED, RIGOROUSLY TESTED, EVALUATED, AND PROVEN EFFECTIVE AFTER WE DEMONSTRATE THE EFFECTIVENESS OF A PROGRAM, WE PROMOTE ITS REPPLICATION AND PROVIDE TECHNICAL ASSISTANCE TO SCALE IT UP, WHILE INFORMING POLICY MAKERS OF THE LESSONS LEARNED THROUGH CAREFUL MONITORING AND EVALUATION USING OUR RESEARCH FINDINGS, OTHER ORGANIZATIONS DELIVER IMPROVED AND MORE COST-EFFECTIVE SERVICES THAT REACH PEOPLE MOST IN NEED THE COUNCIL STAFF CONSISTS OF APPROXIMATELY 600 WOMEN AND MEN FROM 32 COUNTRIES, HALF OF WHOM HOLD ADVANCED DEGREES ROUGHLY 60 PERCENT ARE BASED OUTSIDE OF THE UNITED STATES COUNCIL STAFF MEMBERS CONDUCT RESEARCH AND PROGRAMS IN 50 COUNTRIES RESEARCH, TECHNICAL ASSISTANCE, AND CAPACITY BUILDING ARE CARRIED OUT BY THE POPULATION COUNCIL'S U.S. AND FIELD OFFICES AND ITS THREE PROGRAM AREAS HEADQUARTERS AND THE COUNCIL'S CENTER FOR BIOMEDICAL RESEARCH ARE LOCATED IN NEW YORK CITY WE MAINTAIN AN OFFICE IN WASHINGTON, DC, AND AN INTERNATIONAL PRESENCE IN 15 OFFICES IN AFRICA, ASIA, LATIN AMERICA, AND THE MIDDLE EAST THE POPULATION COUNCIL IS GOVERNED BY A BOARD OF TRUSTEES COMPOSED OF 18 MEN AND WOMEN FROM EIGHT COUNTRIES THIS GROUP INCLUDES LEADERS IN BIOMEDICINE, BUSINESS, ECONOMIC DEVELOPMENT, GOVERNMENT, HEALTH, INTERNATIONAL FINANCE, LAW, THE MEDIA, PHILANTHROPY, AND SOCIAL SCIENCE

Identifier	Return Reference	Explanation
FORM 990, PART I, LINE 5	TOTAL NUMBER OF EMPLOYEES	THE COUNCIL STAFF CONSISTS OF 624 WOMEN AND MEN FROM 32 COUNTRIES ONLY 256 OF THE COUNCIL'S 624 EMPLOYEES ARE EITHER BASED IN THE UNITED STATES OR ARE CITIZENS OF THE UNITED STATES THE OTHER 368 COUNCIL EMPLOYEES ARE NON-U S CITIZENS BASED OUTSIDE OF THE UNITED STATES AND ARE THEREFORE NOT ISSUED A W-2

Identifier	Return Reference	Explanation
FORM 990, PART III, LINE 4A	REPRODUCTIVE HEALTH (RH)	<p>A) REPRODUCTIVE HEALTH THE POPULATION COUNCIL'S REPRODUCTIVE HEALTH PROGRAM WORKS TO IMPROVE THE SEXUAL AND REPRODUCTIVE HEALTH OF VULNERABLE POPULATIONS IN DEVELOPING COUNTRIES STAFF MEMBERS DEVELOP AND INTRODUCE NEW CONTRACEPTIVES AND MEANS TO PREVENT, DETECT, AND TREAT SEXUALLY TRANSMITTED INFECTIONS, HELP FORMULATE EVIDENCE-BASED POLICIES, AND EVALUATE INNOVATIONS IN SERVICE DELIVERY WE COLLABORATE EXTENSIVELY WITH LOCAL AND REGIONAL GOVERNMENTS AND NONGOVERNMENTAL ORGANIZATIONS (NGOS) WORLDWIDE TO EXPAND ACCESS TO HIGH-QUALITY HEALTH SERVICES, INCREASE THE OPTIONS FOR SAFE, AFFORDABLE, AND REVERSIBLE CONTRACEPTION FOR MEN AND WOMEN, AND SHAPE POLICIES AND PROGRAMS TO IMPROVE HEALTH OUTCOMES CURRENT PROGRAM PRIORITIES INCLUDE " INCREASING ACCESS TO FAMILY PLANNING AND OTHER SEXUAL AND REPRODUCTIVE HEALTH SERVICES, INCLUDING ADDRESSING SEXUALLY TRANSMITTED INFECTIONS AND GENDER-BASED VIOLENCE IN COUNTRIES WHERE INDIVIDUALS ARE UNABLE TO ACHIEVE THEIR REPRODUCTIVE HEALTH GOALS " REDUCING MATERNAL MORTALITY AND MORBIDITY BY MAKING PREGNANCY SAFER THE COUNCIL FOCUSES ON WOMEN THROUGHOUT SUB-SAHARAN AFRICA AND SOUTH ASIA AND ON THE MOST VULNERABLE GROUPS IN OTHER REGIONS " DEVELOPING AND TESTING NEW CONTRACEPTIVES AND OTHER REPRODUCTIVE HEALTH CARE PRODUCTS TO BENEFIT WOMEN AND MEN IN COUNTRIES WHERE COUPLES ARE NOT ACHIEVING THEIR FERTILITY GOALS " EVALUATING THE EFFECTIVENESS AND ACCEPTABILITY OF NEW AND IMPROVED CONTRACEPTIVE TECHNOLOGIES AND DELIVERY MECHANISMS, TO ENSURE THAT THEY ARE RESPONSIVE TO CLIENTS' EVOLVING NEEDS " ENSURING THAT CONTRACEPTIVES AND OTHER REPRODUCTIVE HEALTH TECHNOLOGIES DEVELOPED BY THE POPULATION COUNCIL ARE ACCESSIBLE TO PEOPLE WHO MOST NEED THEM, BY MOBILIZING AND DEVELOPING COLLABORATIVE RELATIONSHIPS WITH THE PRIVATE SECTOR AND ENCOURAGING LICENSING, REGISTRATION, AND/OR MANUFACTURING OF THE COUNCIL'S PRODUCTS 2011 KEY ACCOMPLISHMENTS WORKING TO END FEMALE GENITAL MUTILATION/CUTTING THE POPULATION COUNCIL HAS LONG BEEN A LEADER IN EFFORTS TO END FEMALE GENITAL MUTILATION/CUTTING (FGM/C), A WIDELY SUPPORTED CULTURAL PRACTICE IN 28 COUNTRIES IN SUB-SAHARAN AFRICA, WHERE 3 MILLION GIRLS ARE AT RISK OF BEING CUT EACH YEAR IN KENYA, OUR FIELD-BASED RESEARCH DOCUMENTED THE EXTENT AND COMPLICATIONS OF FGM/C IMPACT THE COUNCIL'S RESEARCH PROVIDED THE EVIDENCE USED TO HELP PASS THE COUNTRY'S FIRST COMPREHENSIVE NATIONAL LAW TO END FGM/C CARING FOR SEXUAL ASSAULT SURVIVORS IN SOUTH AFRICA THE RATE OF SEXUAL VIOLENCE IN SOUTH AFRICA IS AMONG THE HIGHEST IN THE WORLD, AND MORE SEXUAL ASSAULTS AGAINST CHILDREN ARE REPORTED THAN IN ANY OTHER COUNTRY WITH MORE THAN 16 PERCENT OF THE COUNTRY'S ADULTS LIVING WITH HIV, THE RISK THAT SEXUAL ASSAULT WILL RESULT IN HIV INFECTION IS ALSO HIGH RESEARCH BY THE POPULATION COUNCIL WAS THE FIRST TO IDENTIFY AND ADDRESS GAPS IN THE PROVISION OF MEDICAL CARE AND SERVICES FOR VICTIMS OF SEXUAL ASSAULT IMPACT IN COLLABORATION WITH THE DEPARTMENT OF HEALTH AND THE POLICE SERVICE, COUNCIL STAFF TRAINED MORE THAN 1,000 HEALTH AND POLICE WORKERS TO PROVIDE COMPREHENSIVE POST-RAPE SERVICES, INCLUDING POST-EXPOSURE PROPHYLAXIS A COURSE OF ANTIRETROVIRAL DRUGS TO PREVENT INFECTION AFTER EXPOSURE TO HIV OVER THE NEXT FIVE YEARS, THE COUNCIL WILL CONTINUE TO ASSIST THE GOVERNMENT IN EXPANDING THE SCOPE AND SCALE OF THE PROGRAM VOUCHERS FOR REPRODUCTIVE HEALTH CARE SERVICES THE COUNCIL IS EVALUATING REPRODUCTIVE HEALTH VOUCHER PROGRAMS IN BANGLADESH, INDIA, KENYA, UGANDA, AND OTHER COUNTRIES TO DETERMINE WHETHER THE PROGRAMS SHOULD BE SCALED UP TO A NATIONAL LEVEL, WHAT SERVICES CAN BE OFFERED MOST EFFECTIVELY, OR WHETHER OTHER FINANCING MODELS WOULD BE MORE EFFECTIVE IMPACT RESULTS FROM A STUDY IN RURAL BANGLADESH ILLUSTRATE THE POTENTIAL OF VOUCHER PROGRAMS, OVER A NINE-MONTH PERIOD, THE PROPORTION OF PREGNANT WOMEN NOT ACCESSING ANTENATAL CARE DECREASED FROM 21% TO 11%, THE PROPORTION OF WOMEN DELIVERING WITH A SKILLED ATTENDANT INCREASED FROM 22% TO 65%, DELIVERIES AT HEALTH FACILITIES INCREASED FROM 2% TO 18%, AND THE PROPORTION OF WOMEN GETTING POST-NATAL CARE INCREASED FROM 45% TO 60% BY WORKING CLOSELY WITH GOVERNMENTS AND MINISTRY OF HEALTH STAFF, THE COUNCIL IS CONDUCTING ANALYSES THAT POLICY MAKERS CAN USE TO DETERMINE WHETHER THE VOUCHER PROGRAMS MEET THE REPRODUCTIVE HEALTH NEEDS OF THE MOST VULNERABLE WOMEN IF EFFECTIVE, VOUCHER PROGRAMS COULD BE EXPANDED TO REACH WOMEN WHO WOULD OTHERWISE NEVER RECEIVE FAMILY PLANNING, PRENATAL, OR POSTNATAL CARE</p>

Identifier	Return Reference	Explanation
FORM 990, PART III, LINE 4B	HIV AND AIDS PROGRAM	<p>THE POPULATION COUNCIL TAKES A BROAD AND COMPREHENSIVE APPROACH TO HIV PREVENTION, CARE, AND TREATMENT. THE HIV AND AIDS PROGRAM ENCOMPASSES BASIC RESEARCH IN IMMUNOLOGY, DEVELOPMENT AND INTRODUCTION OF A SAFE, EFFECTIVE MICROBicide, SOCIAL SCIENCE AND HEALTH-RELATED RESEARCH TO BETTER UNDERSTAND THE SOCIAL AND BEHAVIORAL ASPECTS OF HIV AND AIDS, AND THE DEVELOPMENT, EVALUATION, AND SCALE-UP OF EFFECTIVE SERVICE-DELIVERY MODELS. CURRENT PROGRAM PRIORITIES INCLUDE: "ADVANCING KNOWLEDGE OF HIV TRANSMISSION AND PATHOGENESIS" DEVELOPING AND TESTING MICROBicide CANDIDATES WITH MULTIPLE MECHANISMS OF ACTION, TO PROTECT AGAINST THE ACQUISITION OF SEXUALLY TRANSMITTED INFECTIONS INCLUDING HIV "REDUCING HIV ACQUISITION AND TRANSMISSION BY THE MOST VULNERABLE POPULATIONS" CONTRIBUTING TO THE ELIMINATION OF CHILDHOOD DEATHS FROM AIDS "INCREASING ACCESS TO SAFE, EFFECTIVE, AND AFFORDABLE HIV PREVENTION TECHNOLOGIES 2011 KEY ACCOMPLISHMENTS ASSESSING THE CIRCUMSTANCES OF VULNERABLE CHILDREN IN UGANDA. THE POPULATION COUNCIL AND ITS PARTNERS IN UGANDA DEVELOPED A NEW METHODOLOGY TO IDENTIFY THE POPULATION SIZE, CHARACTERISTICS, AND NEEDS OF ORPHANS AND OTHER VULNERABLE CHILDREN. THEY FOUND THAT 14 PERCENT OF CHILDREN, OR 2.43 MILLION, HAVE BEEN ORPHANED. FIFTY-ONE PERCENT-ROUGHLY 8 MILLION-ARE NOT RECEIVING CRITICAL SKILLS-BUILDING, NUTRITIONAL, AND COUNSELING SERVICES. IMPACT: THE GOVERNMENT OF UGANDA USED THE RESULTS OF THE COUNCIL'S RESEARCH TO IMPROVE THE ALLOCATION OF RESOURCES FOR VULNERABLE CHILDREN, AND LOCAL SERVICE PROVIDERS HAVE EXPRESSED INTEREST IN USING THE COUNCIL'S METHODOLOGY TO MONITOR SERVICE DELIVERY. WORKING WITH HUSBANDS IN ETHIOPIA TO CHANGE GENDER NORMS. ENROLLING 90,000 HUSBANDS SINCE 2008, THE COUNCIL'S ADDIS BIRHAN (NEW LIGHT) PROJECT ENGAGES RURAL ETHIOPIAN MEN IN ONE OF THE POOREST AREAS OF THE COUNTRY IN DISCUSSION GROUPS TO TALK ABOUT HIV PREVENTION, REPRODUCTIVE HEALTH, FAMILY PLANNING, GENDER-BASED VIOLENCE, ALCOHOL AND DRUG ABUSE, AND DOMESTIC RESPONSIBILITIES. COUNCIL EVALUATIONS SHOW THAT MEN PARTICIPATING IN ADDIS BIRHAN WERE SIGNIFICANTLY MORE LIKELY TO HELP WITH DOMESTIC DUTIES, DISCUSS HOUSEHOLD ISSUES WITH THEIR WIVES, AND PARTICIPATE IN JOINT DECISION-MAKING. IMPACT: WITH SUPPORT FROM THE COUNCIL, ETHIOPIA'S MINISTRY OF WOMEN, CHILDREN AND YOUTH IS SIGNIFICANTLY EXPANDING THE PROGRAM TO REACH GREATER NUMBERS OF ELIGIBLE MEN IN RURAL ETHIOPIA. COUNCIL RESEARCHERS ARE ALSO HELPING TO ADAPT ADDIS BIRHAN FOR UNMARRIED YOUNG MEN. MAKING A DIFFERENCE IN PREVENTING HIV IN VULNERABLE POPULATIONS. THE NEED FOR WOMEN-INITIATED PREVENTION METHODS TO REDUCE THE SPREAD OF HIV CANNOT BE OVERSTATED, ESPECIALLY WITH SEX WORKERS, WHO OFTEN ARE AT HIGH RISK OF ACQUIRING HIV AND BEAR THE RESPONSIBILITY FOR PROTECTING THEMSELVES. TOWARD THIS END, THE COUNCIL CONTINUES RESEARCH AND PREPARES FOR THE CLINICAL TRIALS OF NEXT-GENERATION MICROBicides. LARGE-SCALE CLINICAL TRIALS WILL DEPEND ON RECRUITING WOMEN AND KEEPING THEM ENGAGED THROUGHOUT THE MONTHS OF THE CLINICAL TRIALS, AS WELL AS ACCURATE REPORTING OF WHETHER AND HOW THE STUDY PRODUCT IS USED. IN 2010, THE COUNCIL INTRODUCED AND EVALUATED AN INNOVATIVE WAY TO INCLUDE FEMALE SEX WORKERS. INDIVIDUAL WOMEN RECRUITED PEERS, WHO IN TURN RECRUITED OTHERS TO ENCOURAGE WOMEN TO REPORT ACCURATELY ON SEXUAL BEHAVIOR AND ADHERENCE TO THE PLACEBO PRODUCT USED IN THE STUDY. TRADITIONAL FACE-TO-FACE INTERVIEWING WAS SUPPLEMENTED BY ASKING WOMAN TO EITHER USE PAPER POST-COITAL DIARIES OR BY COMPLETING A VOICE SURVEY VIA CELL PHONE. THE FINDINGS WERE INSTRUCTIVE FOR THE NEXT PHASE OF THE STUDIES, WHICH WILL NOW LOOK TO DEVELOP MORE EFFICIENT AND PRODUCTIVE METHODS FOR CONDUCTING TRIALS.</p>

Identifier	Return Reference	Explanation
FORM 990, PART III, LINE 4C	POVERTY, GENDER, AND YOUTH (PGY)	<p>C) POVERTY, GENDER, AND YOUTH THROUGH THE POVERTY, GENDER, AND YOUTH (PGY) PROGRAM, POPULATION COUNCIL STAFF MEMBERS SEEK TO UNDERSTAND THE SOCIAL DIMENSIONS OF POVERTY, THE DETERMINANTS AND CONSEQUENCES OF GENDER INEQUALITY, THE DISPARITIES THAT ARISE DURING ADOLESCENCE, AND THE CRITICAL ELEMENTS OF A SUCCESSFUL TRANSITION TO ADULTHOOD IN DEVELOPING COUNTRIES. PROGRAM ACTIVITIES ALSO INCLUDE DEVELOPING AND EVALUATING INNOVATIVE PROGRAMS-ESPECIALLY THOSE RELATED TO EMPOWERMENT, HEALTH, EDUCATION, AND LIVELIHOODS-IN ORDER TO ADDRESS THE NEEDS OF THE POOR, WOMEN AND YOUTH IN PARTICULAR. PROGRAM STAFF CONTINUE THE COUNCIL'S LONG-STANDING TRADITION OF PROVIDING DEMOGRAPHIC ANALYSIS OF THE LINKS BETWEEN POPULATION GROWTH AND DEVELOPMENT AT THE MACRO AND MICRO LEVELS. SPECIFIC ACTIVITIES THAT ILLUSTRATE THE POPULATION COUNCIL'S POVERTY, GENDER, AND YOUTH PROGRAM INCLUDE "</p> <p>STRENGTHENING THE EVIDENCE BASE REGARDING ADOLESCENTS, ESPECIALLY YOUNG WOMEN, TO INCREASE OUR ABILITY TO ASSIST IN PROGRAM AND POLICY DEVELOPMENT " ADVANCING OUR UNDERSTANDING OF HEALTH SYSTEM FUNCTIONING, AND OF POVERTY, HEALTH, AND POPULATION TRENDS " SUPPORTING THE TOOLS AND MEANS TO DEVELOP AND SHARE AN EVIDENCE BASE ON TOPICS OF PGY CONCERN " EXPANDING SCHOOLING, FINANCIAL LITERACY, AND LIVELIHOODS INITIATIVES " SUPPORTING EMERGING ISSUES AND MAINTAINING THE POPULATION COUNCIL'S REPUTATION FOR CUTTING-EDGE, INNOVATIVE WORK--FOR EXAMPLE, BY DEVELOPING NEW TOOLS FOR SEXUALITY EDUCATION AND URBAN HEALTH 2011 KEY ACCOMPLISHMENTS "SAFESCAPING" WITH A RURAL GIRLS' PROGRAM IN GUATEMALA. WORKING WITH INDIGENOUS GIRLS' CLUBS IN THE MAYAN HIGHLANDS OF RURAL GUATEMALA, THE POPULATION COUNCIL'S ABRIENDO OPORTUNIDADES PROGRAM HAS DEVELOPED AN APPROACH CALLED "SAFESCAPING" IN WHICH YOUNG FEMALE LEADERS (AGED 15-24), WITH MENTOR SUPPORT, USE GPS TECHNOLOGY TO MAP THEIR COMMUNITIES. DURING THE MAPPING EXERCISE, GIRLS (AGED 12-15) DESIGNATE WHAT PARTS OF THE COMMUNITY, SERVICE POINTS, AND FACILITIES ARE "SAFE," "SOMEWHAT SAFE," OR "UNSAFE," AND MARK LOCATIONS OF CONCERN, SUCH AS UNKNOWN FIELDS, PLACES WHERE MEN GATHER, AND TRUCK STOPS. IMPACT GIRLS PRESENTED THESE MAPS AT COMMUNITY MEETINGS, WHICH PROMPTED DISCUSSION AND DECISIONMAKING ABOUT HOW TO IMPROVE GIRLS' SAFETY. ONE COMMUNITY RECENTLY ESTABLISHED A SAFETY COMMISSION HELPING GIRLS BECOME FINANCIALLY LITERATE AND SAVE MONEY. THE POPULATION COUNCIL'S SAFE AND SMART SAVINGS PROJECT HELPS MORE THAN 8,000 GIRLS WHO LIVE IN THE SLUMS OF NAIROBI, KENYA AND KAMPALA, UGANDA TO OPEN FORMAL SAVINGS ACCOUNTS, ACQUIRE BASIC SAVINGS AND BUDGETING SKILLS, AND LEARN ABOUT HIV AND REPRODUCTIVE HEALTH - ALL IN GIRLS-ONLY SPACES WHERE THEY ARE SAFE FROM HARASSMENT. IMPACT COUNCIL RESEARCH FOUND THAT, COMPARED TO GIRLS WHO ARE NOT ENROLLED, GIRLS IN THESE GROUPS ARE SIGNIFICANTLY MORE LIKELY TO HAVE LONG-TERM FINANCIAL GOALS AND ACCURATE FINANCIAL KNOWLEDGE, THEY ARE MORE LIKELY TO USE BANKING SERVICES, THEY ARE AT LEAST THREE TIMES AS LIKELY TO BE SAVING ON A WEEKLY BASIS, THEY HAVE GREATER KNOWLEDGE ABOUT HIV AND REPRODUCTIVE HEALTH, AND THEY COMMUNICATE MORE WITH PARENTS AND GUARDIANS ABOUT FINANCIAL ISSUES. THEY ARE ALSO LESS LIKELY TO BE SEXUALLY HARASSED. EVALUATING SCHOOL QUALITY IN MALAWI. THE POPULATION COUNCIL IS EVALUATING PRIMARY SCHOOL QUALITY AND THE EDUCATIONAL EXPERIENCES OF ADOLESCENTS IN TWO RURAL DISTRICTS OF MALAWI. FIVE ROUNDS OF DATA HAVE BEEN COLLECTED SINCE 2007, AND OUR RESULTS HAVE SHOWN THAT CLASSES ARE OVERCROWDED, WITH MORE THAN 100 STUDENTS PER TEACHER, AND THAT LEARNING IS POOR. IMPACT COUNCIL RESEARCHERS AND THEIR PARTNERS MET WITH LOCAL AND NATIONAL EDUCATION OFFICIALS, UNIVERSITY RESEARCHERS, AND DONORS TO DISCUSS OUR FINDINGS. THERE WAS BROAD CONSENSUS THAT LARGE-SCALE SCHOOL IMPROVEMENTS SHOULD BE AT THE TOP OF THE EDUCATION POLICY AGENDA, AND THE GOVERNMENT OF MALAWI, RECOGNIZING THE NEED TO RECRUIT MORE TEACHERS AND REDUCE CLASS SIZES, RECENTLY DEFINED A TARGET STUDENT-TEACHER RATIO OF 60:1. THAT THE RATIO REMAINS HIGH INDICATES THE MAGNITUDE OF THE CHALLENGE AHEAD.</p>

Identifier	Return Reference	Explanation
FORM 990, PART III, LINE 4D (SEE ALSO ATTACHMENT 1 IN SCHEDULE O)	OTHER PROGRAM SERVICE ACCOMPLISHMENTS	<p>D) PUBLICATIONS THE POPULATION COUNCIL COMMUNICATES THE RESULTS OF OUR WORK AND THAT OF OTHERS IN THE FIELD TO PEOPLE CONCERNED WITH POPULATION AND REPRODUCTIVE HEALTH ISSUES THE COUNCIL PUBLISHES AND DISSEMINATES-FOR PROFESSIONALS IN THE FIELD AND FOR GENERAL AUDIENCES-A WIDE RANGE OF MATERIALS THAT INCLUDES BOOKS, STATISTICAL COMPENDIA, CONFERENCE PROCEEDINGS, NEWSLETTERS, WORKING PAPERS, FLYERS, CD-ROMS, AND PAMPHLETS MOST MATERIALS ARE PROVIDED AT NO COST AND CAN BE SHIPPED UPON REQUEST, DISTRIBUTED AT CONFERENCES AND MEETINGS, OR DOWNLOADED FROM THE ORGANIZATION'S WEB SITE. THE COUNCIL PUBLISHES TWO OF THE FIELD'S LEADING SCHOLARLY, PEER-REVIEWED JOURNALS POPULATION AND DEVELOPMENT REVIEW AND STUDIES IN FAMILY PLANNING THEY ARE AVAILABLE ON A PAID SUBSCRIPTION BASIS, AND THROUGH COMPLIMENTARY SUBSCRIPTIONS AVAILABLE TO QUALIFIED APPLICANTS IN DEVELOPING COUNTRIES SUPPLEMENTS TO POPULATION AND DEVELOPMENT REVIEW AND OTHER BOOKS PUBLISHED BY THE COUNCIL ARE ALSO AVAILABLE FOR PURCHASE, WITH PAYMENT WAIVED FOR QUALIFIED APPLICANTS IN DEVELOPING COUNTRIES STAFF MEMBERS PUBLISH THE FINDINGS FROM THEIR WORK THROUGH NUMEROUS PRINT AND ELECTRONIC OUTLETS IN 2011, THE POPULATION COUNCIL PRODUCED OVER 200 NEW PUBLICATIONS, INCLUDING COUNCIL-PUBLISHED BOOKS, REPORTS, WORKING PAPERS, AND NEWSLETTERS, AS WELL AS 102 ARTICLES IN PEER-REVIEWED JOURNALS COUNCIL STAFF MEMBERS DISSEMINATE INFORMATION USING A VARIETY OF ELECTRONIC VEHICLES, INCLUDING THE POPULATION COUNCIL'S OWN WEB SITE AT WWW.POPCOUNCIL.ORG CURRENTLY FEATURING MORE THAN 2,200 PUBLICATIONS, ARTICLES, AND OTHER RESOURCES, THE SITE ALSO INCLUDES HUNDREDS OF DESCRIPTIONS OF POPULATION COUNCIL PROJECTS E) DISTINGUISHED COLLEAGUES FOUR DISTINGUISHED COLLEAGUES-THREE DISTINGUISHED SCHOLARS AND ONE DISTINGUISHED SCIENTIST-PROVIDE ADDITIONAL EXPERTISE IN AREAS OF RELEVANCE TO THE COUNCIL AND REPRESENT THE ORGANIZATION IN THEIR FIELDS INTERNATIONALLY ONE DISTINGUISHED SCHOLAR SERVES AS EDITOR OF POPULATION AND DEVELOPMENT REVIEW, A JOURNAL HE FOUNDED IN 1975 HE ALSO INVESTIGATES CAUSES AND CONSEQUENCES OF POPULATION CHANGE AND ANALYZES PUBLIC POLICY DEBATES ON POPULATION ISSUES THE SECOND DISTINGUISHED SCHOLAR SERVES ON THE EDITORIAL COMMITTEE OF STUDIES IN FAMILY PLANNING HE ALSO CONDUCTS RESEARCH ON A VARIETY OF POPULATION ISSUES, INCLUDING THE DETERMINANTS OF FERTILITY, POPULATION-ENVIRONMENT RELATIONSHIPS, THE DEMOGRAPHIC IMPACT OF THE AIDS EPIDEMIC, POPULATION AGING, AND POPULATION POLICY OPTIONS HE ALSO SERVES AS CHAIR OF THE COUNCIL'S INSTITUTION REVIEW BOARD, WHICH OVERSEES PROTECTION OF HUMAN SUBJECTS IN RESEARCH THE THIRD DISTINGUISHED SCHOLAR CONDUCTS RESEARCH TO GENERATE EMPIRICAL EVIDENCE ON THE FEASIBILITY OF IMPROVING QUALITY OF CARE AND THE EFFECT OF CARE RECEIVED BY WOMEN ON THEIR SUBSEQUENT REPRODUCTIVE HEALTH AND BEHAVIOR HE HAS EDITED, AUTHORED, OR CO-AUTHORED FIVE BOOKS AND APPROXIMATELY 80 RESEARCH PAPERS ON TOPICS RELATED TO POPULATION POLICY, FERTILITY, REPRODUCTIVE HEALTH AND FAMILY PLANNING, INFANT MORTALITY, SAFETY AND EFFECTIVENESS OF CONTRACEPTIVES, MARKETING OF CONTRACEPTIVES, AND MANAGEMENT OF PREGNANCIES THE DISTINGUISHED SCIENTIST SPEAKS AT CONFERENCES AND FORUMS AROUND THE WORLD AND ADVISES SCIENTISTS ABOUT CONTRACEPTIVE TECHNOLOGIES SHE IS THE CHAIRPERSON OF THE INTERNATIONAL COMMITTEE FOR CONTRACEPTION RESEARCH, THE GENERAL SECRETARY OF THE INTERNATIONAL MENOPAUSE SOCIETY, AND A MEMBER OF THE EXPERT GROUP ON HORMONAL CONTRACEPTION OF THE EUROPEAN SOCIETY FOR CONTRACEPTION SHE IS ALSO THE PROGRAM DIRECTOR AND PRINCIPAL INVESTIGATOR OF A NATIONAL INSTITUTES OF HEALTH (NIH) CENTER GRANT FROM THE NATIONAL INSTITUTE OF CHILD HEALTH AND HUMAN DEVELOPMENT</p>

Identifier	Return Reference	Explanation
FORM 990 PART V, LINE 4B - FOREIGN COUNTRIES		SEE ALSO ATTACHMENT 2 FOR CONTINUATION OF FOREIGN COUNTRIES IN WHICH THE COUNCIL HAS AUTHORITY OVER A FOREIGN ACCOUNT BANGLADESH BURKINA FASO EGYPT ETHIOPIA GHANA GUATEMALA INDIA KENYA MEXICO

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B LINE 11	REVIEW OF FORM 990	AT A MEETING OF THE BOARD OF TRUSTEES IN JUNE 2009, THE BOARD OF TRUSTEES APPROVED THE DELEGATION, TO THE AUDIT COMMITTEE, OF THE AUTHORITY AND RESPONSIBILITY TO REVIEW SUBMISSION TO THE IRS OF THE COUNCIL'S IRS FORM 990 AND ITS SUPPORTING SCHEDULES ONCE REVIEWED BY THE AUDIT COMMITTEE, AND PRIOR TO FILING WITH THE IRS, THE FINAL VERSION OF THE IRS FORM 990 AND SUPPORTING SCHEDULES, IS DISTRIBUTED, VIA EMAIL, TO EACH MEMBER OF THE COUNCIL'S BOARD OF TRUSTEES

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B LINE 12B AND 12C	CONFLICT OF INTEREST POLICY	<p>EACH YEAR, TRUSTEES AND OFFICERS ARE REQUIRED TO AFFIRM STATEMENTS ATTESTING TO THE LACK OF A CONFLICT OR DISCLOSING OF ANY CONFLICTS TO THE BOARD IN THE CONDUCT OF THEIR RESPONSIBILITIES TO THE COUNCIL IF A POTENTIAL CONFLICT OR THE APPEARANCE OF CONFLICT IS DISCLOSED, APPROPRIATE MEASURES ARE OR WILL BE TAKEN BY THE BOARD TO ELIMINATE OR MANAGE THE SITUATION FAILURE TO DISCLOSE A KNOWN CONFLICT IS CAUSE FOR REMOVAL FROM THE BOARD OR OTHER COUNCIL POSITION PER COUNCIL POLICY, THE STAFF CONFLICTS OF INTEREST POLICY AND DISCLOSURE FORM ARE DISTRIBUTED TO ALL EMPLOYEES UPON HIRE AND REQUIRE EMPLOYEE AFFIRMATION IN WRITING THE POLICY AND DISCLOSURE FORMS ARE DISTRIBUTED EVERY OTHER YEAR TO ALL EMPLOYEES AND REQUIRE EMPLOYEE AFFIRMATION ALL EMPLOYEES ARE REQUIRED TO DISCLOSE CONFLICTS OF INTEREST AS THEY ARISE TO THEIR SUPERVISOR OR OTHER COUNCIL OFFICIAL EMPLOYEES WHO ARE ENGAGED IN RESEARCH ARE REQUIRED TO SUBMIT A SEPARATE FINANCIAL CONFLICT OF INTEREST IN RESEARCH DISCLOSURE FORM ANNUALLY IN ALL CASES, IF A CONFLICT IS DISCLOSED OR IDENTIFIED, APPROPRIATE MEASURES ARE OR WILL BE TAKEN TO ELIMINATE OR MANAGE THE MATTER FAILURE TO DISCLOSE A KNOWN CONFLICT IS GROUNDS FOR DISCIPLINARY ACTION, UP TO AND INCLUDING DISMISSAL</p>

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B LINE 15A	COMPENSATION OF PRESIDENT	THE COUNCIL'S BOARD OF TRUSTEES DELEGATED TO THE THE HIRING COMMITTEE THE RESPONSIBILITY FOR REVIEWING AND APPROVING THE COMPENSATION OF THE PRESIDENT AT THE TIME THE POSITION WAS BEING RECRUITED THE BOARD OF TRUSTEES EXECUTIVE COMMITTEE, COMPRISED OF INDEPENDENT TRUSTEES, REVIEWS AND APPROVES THE COMPENSATION OF THE PRESIDENT ANNUALLY COMPARABLE COMPENSATION DATA IS USED AND DELIBERATIONS AND DECISIONS ARE CONTEMPORANEOUSLY DOCUMENTED

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B LINE 15B	COMPENSATION OF OFFICERS AND KEY EMPLOYEES	THE BOARD OF TRUSTEES EXECUTIVE COMMITTEE, COMPRISED OF INDEPENDENT TRUSTEES, REVIEWS AND APPROVES THE COMPENSATION OF THE OFFICERS AND KEY EMPLOYEES AT THE TIME OF HIRE AND ANNUALLY. COMPARABLE COMPENSATION DATA IS USED AND DELIBERATIONS AND DECISIONS ARE CONTEMPORANEOUSLY DOCUMENTED

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION C LINE 19	PUBLICATION	THE COUNCIL POSTS ON ITS EXTERNAL WEBSITE, AT WWW.POPCOUNCIL.ORG, THE MOST RECENT THREE YEARS OF AUDITED FINANCIAL STATEMENTS AND CORRESPONDING FORMS 990 COPIES OF THE COUNCIL'S GOVERNING DOCUMENTS AND ITS CONFLICT OF INTEREST POLICY ARE AVAILABLE TO THE GENERAL PUBLIC UPON REQUEST. THE IRS DOES NOT REQUIRE THE PUBLIC DISSEMINATION OF THE POPULATION COUNCIL'S IRS FORM 1023, BECAUSE THE COUNCIL WAS FOUNDED IN 1952 AND PUBLIC AVAILABILITY IS NOT REQUIRED WHERE THE COUNCIL DID NOT HAVE A COPY OF ITS EXEMPTION APPLICATION ON THE EFFECTIVE DATE OF THE REQUIREMENT IN JULY 1987

Identifier	Return Reference	Explanation
FORM 990, PART XI, LINE 5	OTHER CHANGES IN NET ASSETS OF FUND BALANCES	NET UNREALIZED GAINS ON INVESTMENTS \$(6,249,895) GAIN ON LEASE OBLIGATION AND OTHER, NET \$ 520,763 PENSION AND OTHER POSTRETIREMENT CHARGES OTHER THAN NET PERIODIC BENEFIT COST \$(3,111,204) WRITE-OFF OF CONTRIBUTIONS RECEIVABLE \$ (331,062) REPRESENTS RETURNS OF GRANTS AND OTHER ASSISTANCE GIVEN TO INDIVIDUALS OUTSIDE THE UNITED STATES TOTALING \$ (56,868) ----- TOTAL TO LINE 5 \$ 9,228,266 =====

Additional Data

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

Form 990, Special Condition Description:

Special Condition Description

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

4d. Other program services

(Code	(Expenses \$	1,286,563	including grants of \$) (Revenue \$)
PUBLICATIONS - SEE SCH O					

(Code	(Expenses \$	320,300	including grants of \$) (Revenue \$)
DISTINGUISHED COLLEAGUES - SEE SCH O					

(Code	(Expenses \$		including grants of \$) (Revenue \$	91,014)
OTHER PROGRAM SERVICES - SEE SCH O					

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee Or director	Institutional Trustee	Office	Key employee	Highest compensated employee			
Peter J Donaldson President	400	X		X			467,472	0	47,183
Mark A Walker Chairman of the Board	10	X					0	0	0
Darcy Bradbury Trustee	10	X					0	0	0
Peter Brandt Trustee Effective July 2011	10	X					0	0	0
Howard Cox Trustee	10	X					0	0	0
Wafaa El-Sadr Trustee	10	X					0	0	0
Lynn A Foster Trustee	10	X					0	0	0
Anna Glasier Trustee	10	X					19,512	0	0
Victor Halberstadt Trustee	10	X					0	0	0
Werner Holzer Trustee Until June 2011	10	X					0	0	0
Henry L King Trustee	10	X					0	0	0
Charles D Klein Trustee	10	X					0	0	0
Anna Mastroianni Trustee	10	X					0	0	0
Cheikh Mbacke Trustee	10	X					0	0	0
Robert B Millard Trustee	10	X					0	0	0
Jotham Musinguzi Trustee	10	X					0	0	0
Anne R Pebley Trustee	10	X					0	0	0
K Sujatha Rao Trustee Effective July 2011	10	X					0	0	0
Elizabeth Eder Zobel de Ayala Trustee Effective July 2011	10	X					0	0	0
Wendy Baldwin VP, PGY	400			X			123,449	0	16,852
Anne Blanc VP, PGY EFFECTIVE OCTOBER 2011	400			X			37,970	0	1,554
John Bongaarts VP & Distinguished Scholar	400			X			266,402	0	47,183
Scott Newman CFO and Treasurer	400			X			213,156	0	38,422
Naomi Rutenberg VP, HIV and AIDS	400			X			237,601	0	57,393
James E Sailer VP, Corporate Affairs	400			X			235,318	0	31,008

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			
John W Townsend VP, Reporductive Health	40 0			X			256,177	0	57,393
Patricia C Vaughan General Counsel & Secretary	40 0			X			226,128	0	38,422
Maria del Mar Aguilar Director International Support	40 0				X		155,147	0	42,467
Ian Askew Director, RH Services	45 0					X	244,374	0	116,428
Annabel Erulkar Sen Assoc & Country Director	45 0					X	203,688	0	36,610
Andrea Eschen Director, Development	40 0					X	174,054	0	55,114
Samuel Kalibala Sen Assoc & Country Director	45 0					X	192,093	0	40,605
Victor Paulus Global Head Reg Affairs & QA	40 0					X	201,965	0	57,393
Anrudh K Jain Distinguished Scholar	40 0					X	191,281	0	47,183

Additional Data**Software ID:****Software Version:**

EIN: 13-1687001

Name: THE POPULATION COUNCIL INC

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

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Cent America/Caribbean	PGY Spread	17,640	Wire			
		Cent America/Caribbean	RH	80,317	Wire			
		East Asia and the pacific	RH	45,678	Wire			
		East Asia and the pacific	RH	64,410	Wire			
		East Asia and the pacific	RH	64,865	Wire			
		East Asia/Pacific	RH	78,396	Wire			
		East Asia and the pacific	RH	92,206	Wire			
		East Asia and the pacific	RH	116,746	Wire			
		East Asia and the pacific	RH pharmacokinetics	323,337	Wire			
		Europe/Iceland/Greenland	PGY	16,371	Wire			
		Europe/Iceland/Greenland	PGY	24,366	Wire			
		Europe/Iceland/Greenland	RH	37,935	Wire			
		Europe/Iceland/Greenland	RH	150,000	Wire			
		Europe/Iceland/Greenland	HIV	186,836	Wire			
		North America	RH	35,965	Wire			
		South America	RH	36,720	Wire			
		South Asia	RH	7,666	Wire			
		South Asia	RH	16,517	Wire			
		South Asia	HIV	17,500	Wire			
		South Asia	HIV	25,075	Wire			
		South Asia	RH	26,505	Wire			
		South Asia	HIV/PGY	39,453	Wire			
		South Asia	RH	39,828	Wire			
		South Asia	RH	62,373	Wire			
		South Asia	RH	73,108	Wire			
		South Asia	RH	150,000	Wire			
		South Asia	HIV	465,459	Wire			
		South Asia	RH	535,573	Wire			
		South Asia	RH	557,375	Wire			
		South Asia	RH	973,294	Wire			
		Sub-Saharan Africa	HIV Dendritic cell defensins & Type 1 ISN responses in HIV and Microbicides	5,608	Wire			
		Sub-Saharan Africa	RH	6,406	Wire			
		Sub-Saharan Africa	PGY	7,467	Wire			
		Sub-Saharan Africa	RH	8,825	Wire			
		Sub-Saharan Africa	PGY	9,089	Wire			
		Sub-Saharan Africa	HIV	14,899	Wire			
		Sub-Saharan Africa	PGY	16,077	Wire			
		Sub-Saharan Africa	PGY	16,222	Wire			
		Sub-Saharan Africa	RH	17,100	Wire			
		Sub-Saharan Africa	HIV	17,847	Wire			
		Sub-Saharan Africa	PGY	18,556	Wire			
		Sub-Saharan Africa	RH	23,548	Wire			
		Sub-Saharan Africa	RH	23,691	Wire			
		Sub-Saharan Africa	PGY	24,159	Wire			
		Sub-Saharan Africa	RH	24,165	Wire			
		Sub-Saharan Africa	RH	24,655	Wire			
		Sub-Saharan Africa	RH	30,000	Wire			
		Sub-Saharan Africa	RH	30,000	Wire			
		Sub-Saharan Africa	HIV	37,472	Wire			
		Sub-Saharan Africa	HIV	40,000	Wire			
		Sub-Saharan Africa	HIV	41,346	Wire			
		Sub-Saharan Africa	PGY	51,091	Wire			
		Sub-Saharan Africa	PGY	62,286	Wire			
		Sub-Saharan Africa	PGY	62,296	Wire			
		Sub-Saharan Africa	RH	65,975	Wire			
		Sub-Saharan Africa	RH	67,244	Wire			
		Sub-Saharan Africa	RH	69,522	Wire			
		Sub-Saharan Africa	HIV	75,279	Wire			
		Sub-Saharan Africa	RH	76,000	Wire			
		Sub-Saharan Africa	HIV	86,533	Wire			
		Sub-Saharan Africa	PGY	94,457	Wire			
		Sub-Saharan Africa	PGY	107,102	Wire			
		Sub-Saharan Africa	HIV	108,161	Wire			
		Sub-Saharan Africa	HIV	145,004	Wire			
		Sub-Saharan Africa	RH	150,000	Wire			
		Sub-Saharan Africa	PGY	165,450	Wire			

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Clinton Health Access Initiative Inc 383 Dorchester Ave BOSTON, MA 02127	27-1414646	501(c)(3)	204,074				HIV
eHealth and Information Systems Nigeria 17971 Santa Clara Ave SANTA ANA, CA 92705	27-3049982	501(c)(3)	70,780				RH
Elisabeth Glaser Pediatric AIDS Foundation 1140 CT Ave NW WASHINGTON, DC 20036	95-4191698	501(c)(3)	7,689				HIV
Family Health International 4401 Wilson Blvd ARLINGTON, VA 22203	23-7413005	501(c)(3)	16,780				HIV
Family Health International 2224 E NC Hwy 54 DURHAM, NC 27713	94-3145385	501(c)(3)	10,358				HIV
Futures Group International LLC 1000 Main Street DURHAM, NC 27701	26-1509671	501(c)(3)	21,000				HIV
Gobee Group LLC 227 Bellevue Way NE BELLEVUE, WA 98004	27-2767701	N/A	58,988				RH
Gobee Group LLC 227 Bellevue Way NE BELLEVUE, WA 98004	27-2767701	N/A	62,843				RH
Institute of International Education Inc 809 United Nations Plaza NEW YORK, NY 10017	13-1624046	501(c)(3)	43,899				HIV
Invest in Knowledge Initiative (IKI) 81 Child Street 2 JAMAICA PLAIN, MA 02130	20-1976034	501(c)(3)	184,797				PGY
IPPF - Western Hemisphere Region 125 Maiden Lane 9th NEW YORK, NY 10038	13-1845455	501(c)(3)	19,333				PGY
Johns Hopkins Bloomberg School of Public Health 615 North Wolfe Street BALTIMORE, MD 21205	52-0595110	501(c)(3)	91,579				RH
Los Angeles Biomedical Research Institute 1124 West Carson Street TORRANCE, CA 90502	95-2138184	501(c)(3)	65,079				RH
Making Cents International 11550 30th Street NW WASHINGTON, DC 20007	84-1672193	N/A	20,000				PGY
Project Concern International 5151 Murphy Canyon Rd SAN DIEGO, CA 92123	95-2248462	501(c)(3)	182,208				HIV
Save the Children 54 Wilton Road WESTPORT, CT 06880	06-0726487	501(c)(3)	981,348				RH
University of California San Francisco Campus 333 California St SAN FRANCISCO, CA 94118	94-6036493	501(c)(3)	6,143				HIV
Tulane National Primate Research Center 1430 Tulane Ave NEW ORLEANS, LA 70112	72-0423889	501(c)(3)	8,564				HIV
Tulane National Primate Research Center 1430 Tulane Ave NEW ORLEANS, LA 70112	72-0423889	501(c)(3)	145,311				HIV
Tulane National Primate Research Center 1430 Tulane Ave NEW ORLEANS, LA 70112	72-0423889	501(c)(3)	169,451				HIV

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Tulane National Primate Research Center 1430 Tulane Ave NEW ORLEANS, LA 70112	72-0423889	501(c)(3)	676,447				HIV
Tulane National Primate Research Center 1430 Tulane Ave NEW ORLEANS, LA 70112	72-0423889	501(c)(3)	1,515,136				HIV
University of Illinois 1901 South First St CHAMPAIGN, IL 61820	37-6000511	501(c)(3)	134,270				RH
University of Utah 1471 Federal Way SALT LAKE CITY, UT 84102	87-6000525	501(c)(3)	137,700				HIV
University of Washington 4333 Brooklyn Ave NE SEATTLE, WA 98195	91-6001537	501(c)(3)	41,051				RH