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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2011
Open to Public Inspection

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

- B** Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
 ILSI RESEARCH FOUNDATION

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
 1156 15TH STREET NW 2ND FLOOR

City or town, state or country, and ZIP + 4
 WASHINGTON, DC 20005

D Employer identification number
 52-1323610

E Telephone number
 (202) 659-0074

G Gross receipts \$ 2,148,063

F Name and address of principal officer
 SUZANNE S HARRIS
 1156 15TH STREET NW 2ND FLOOR
 WASHINGTON, DC 20005

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)

H(c) Group exemption number

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

J Website: WWW ILSI ORG/RESEARCHFOUNDATION

K Form of organization Corporation Trust Association Other **L** Year of formation 1984 **M** State of legal domicile DC

Part I Summary

| | | | |
|--|---|----------------------------------|---------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities THE FOUNDATION'S PRIORITY AREAS OF WORK ARE CENTERED ON RISK ASSESSMENT METHODOLOGY AND PERCEPTION, ENVIRONMENTAL RISK ASSESSMENT OF GENETICALLY MODIFIED CROPS, AND TRANSLATIONAL RESEARCH IN NUTRITION AND PHYSICAL ACTIVITY IN ALL OF ITS ACTIVITIES, THE ILSI RESEARCH FOUNDATION STRIVES TO BUILD A SCIENCE BASE TO SUPPORT SOUND PUBLIC HEALTH DECISION-MAKING | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 11 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 11 |
| | 5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) | 5 | 10 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 100 |
| | 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 | 0 | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| | 9 Program service revenue (Part VIII, line 2g) | 1,542,698 | 1,557,037 |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 23,581 | 29,750 |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 293,698 | 347,948 |
| | 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 170,206 | 129,009 |
| | | 2,030,183 | 2,063,744 |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 90,892 | 31,000 |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4) | 0 | 0 |
| | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 1,134,600 | 1,062,078 |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 0 | 0 |
| | b Total fundraising expenses (Part IX, column (D), line 25) 229,813 | | |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 1,036,003 | 1,437,090 |
| 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 2,261,495 | 2,530,168 | |
| 19 Revenue less expenses Subtract line 18 from line 12 | -231,312 | -466,424 | |
| Net Assets or Fund Balances | | Beginning of Current Year | End of Year |
| | 20 Total assets (Part X, line 16) | 13,756,876 | 12,686,862 |
| | 21 Total liabilities (Part X, line 26) | 448,928 | 326,508 |
| 22 Net assets or fund balances Subtract line 21 from line 20 | 13,307,948 | 12,360,354 | |

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: _____ Date: 2012-11-13

SUZANNE S HARRIS EXECUTIVE DIRECTOR
 Type or print name and title

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____ Check if self-employed

Firm's name (or yours if self-employed), address, and ZIP + 4: JOHNSON LAMBERT LLP
 700 SPRING FOREST ROAD STE 115
 RALEIGH, NC 27609

Preparer's taxpayer identification number (see instructions): _____
 EIN: 52-1446779
 Phone no: (919) 719-6400

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission
 THE FOUNDATION'S PRIORITY AREAS OF WORK ARE CENTERED ON RISK ASSESSMENT METHODOLOGY AND PERCEPTION, ENVIRONMENTAL RISK ASSESSMENT OF GENETICALLY MODIFIED CROPS, AND TRANSLATIONAL RESEARCH IN NUTRITION AND PHYSICAL ACTIVITY IN ALL OF ITS ACTIVITIES, THE ILSI RESEARCH FOUNDATION STRIVES TO BUILD A SCIENCE BASE TO SUPPORT SOUND PUBLIC HEALTH DECISION-MAKING

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 \$ 992,020 including grants of \$) (Revenue \$)
 CENTER FOR ENVIRONMENTAL RISK ASSESSMENT OF GM CROPS - THE PURPOSE OF THE CENTER'S APPLIED RESEARCH AND CAPACITY BUILDING PROGRAMS IS TO DEVELOP AND APPLY SOUND SCIENCE TO THE ENVIRONMENTAL RISK ASSESSMENT OF AGRICULTURAL BIOTECHNOLOGIES SO THEIR CONTRIBUTIONS TO SUSTAINABLE PRODUCTION OF FOOD, FUEL AND FIBER MAY BE SAFELY REALIZED THIS INCLUDES PROJECTS DEVELOPED TO (1) IMPROVE SYSTEMATIC APPROACHES TO THE ENVIRONMENTAL RISK ASSESSMENT OF GENETICALLY MODIFIED PLANTS, (2) CHARACTERIZE THE RECEIVING ENVIRONMENT FOR THE PURPOSE OF IMPROVING ENVIRONMENTAL RISK ASSESSMENT, (3) RATIONALIZE ENVIRONMENTAL RISK ASSESSMENT IN THE CONTEXT OF LIMITED RELEASES TO THE ENVIRONMENT THE CENTER IS ADDITIONALLY ENGAGED IN CAPACITY BUILDING WITH A FOCUS ON DEVELOPING AND/OR PARTICIPATING IN STRATEGIC, LONGER TERM PROGRAMS THAT SEEK TO SUPPORT AND STRENGTHEN REGULATORY AND SCIENTIFIC COMMUNITIES INVOLVED IN THE ENVIRONMENTAL RISK ASSESSMENT OF AGRICULTURAL BIOTECHNOLOGIES PUBLICATIONS CARSTENS K, ANDERSON J, BACHMAN P, DE SCHRIJVER A, DIVELY G, FEDERICI B, HAMER M, GIELKENS M, JENSEN P, LAMP W, RAUSCHEN S, RIDLEY G, ROMEIS J, WAGGONER A (2011) GENETICALLY MODIFIED CROPS AND AQUATIC ECOSYSTEMS CONSIDERATIONS FOR ENVIRONMENTAL RISK ASSESSMENT AND NON-TARGET ORGANISM TESTING [PUBLISHED ONLINE AHEAD OF PRINT 2011 NOV 26] TRANSGENIC RES DOI 10 1007/S11248-011-9569-8, CERA (2011) PROBLEM FORMULATION FOR THE ENVIRONMENTAL RISK ASSESSMENT OF RNAI PLANTS CONFERENCE PROCEEDINGS CENTER FOR ENVIRONMENTAL RISK ASSESSMENT (CERA), WASHINGTON, DC, CERA (2011) A REVIEW OF THE ENVIRONMENTAL SAFETY OF THE CRY1AB PROTEIN CENTER FOR ENVIRONMENTAL RISK ASSESSMENT (CERA), WASHINGTON, DC, CERA (2011) A REVIEW OF THE ENVIRONMENTAL SAFETY OF THE PAT PROTEIN CENTER FOR ENVIRONMENTAL RISK ASSESSMENT (CERA), WASHINGTON, DC, ROMEIS J, HELLMICH RL, CANDOLFI MP, CARSTENS K, DE SCHRIJVER A, GATEHOUSE AM, HERMAN RA, HUESING JE, MCLEAN MA, RAYBOULD A, SHELTON AM, WAGGONER A (2011) RECOMMENDATIONS FOR THE DESIGN OF LABORATORY STUDIES ON NON-TARGET ARTHROPODS FOR RISK ASSESSMENT OF GENETICALLY ENGINEERED PLANTS TRANSGENIC RESEARCH 20(1) 1-22 WORKSHOPS, CONFERENCES AND SYMPOSIA MARCH 2-3, 2011 SYMPOSIUM ON ENVIRONMENTAL RISK ASSESSMENT OF GENETICALLY MODIFIED CROPS IN MEXICO LOCATION MEXICO CITY, MEXICO, MAY 16-18, 2011 SOUTH ASIA CONFERENCE ON CURRENT APPROACHES TO THE ENVIRONMENTAL RISK ASSESSMENT OF GENETICALLY ENGINEERED CROPS LOCATION NEW DELHI, INDIA, JUNE 1-3, 2011 CONFERENCE ON PROBLEM FORMULATION FOR THE ENVIRONMENTAL RISK ASSESSMENT OF RNAI PLANTS LOCATION WASHINGTON, DC, JUNE 27-29, 2011 SOUTH EAST ASIA CONFERENCE ON CURRENT APPROACHES TO THE ENVIRONMENTAL RISK ASSESSMENT OF GENETICALLY ENGINEERED CROPS LOCATION HANOI, VIETNAM, NOVEMBER 14-15, 2011 WORKSHOP ON ENVIRONMENTAL RISK ASSESSMENT OF GENETICALLY ENGINEERED CROPS IN CHILE LOCATION SANTIAGO, CHILE, NOVEMBER 17-18, 2011 WORKSHOP ON ENVIRONMENTAL RISK ASSESSMENT OF GENETICALLY ENGINEERED CROPS IN COLOMBIA LOCATION BOGOTA, COLOMBIA, NOVEMBER 18, 2011 SYMPOSIUM ON THE ENVIRONMENTAL RISK ASSESSMENT OF GENETICALLY MODIFIED PLANTS IN LOW-EXPOSURE SCENARIOS (KOREA AND JAPAN) LOCATION SEOUL, KOREA

4b (Code) (Expenses \$ 451,576 including grants of \$) (Revenue \$)
 CENTER FOR RISK SCIENCE INNOVATION AND APPLICATION - DIMINISHING AVAILABILITY OF NATURAL RESOURCES, GROWING POPULATIONS, AND INCREASING FINANCIAL CONSTRAINTS PUT PRESSURE ON SOCIETY TO ACHIEVE MORE WITH LESS IN ENSURING HUMAN SAFETY AND WELL-BEING RSIA ADDRESSES THIS CHALLENGE THROUGH INTERNATIONAL, STAKEHOLDER-BALANCED EXPERT GROUPS TO DEVELOP AND APPLY DECISION APPROACHES TO REDUCE WASTE AND IMPROVE HEALTH DURING 2011, RSIA SUPPORTED WORK IN THE AREAS OF NANOTECHNOLOGY SAFETY FOR CONSUMER APPLICATIONS, INITIATED DEVELOPMENT OF GUIDANCE FOR WATER REUSE FOR BOTTLING FACILITIES, CONTINUED DEVELOPMENT OF DECISION FRAMEWORKS SAFETY DATA DEVELOPMENT FOR ANTIMICROBIALS, AND APPLICATION OF THE KEY EVENTS DOSE-RESPONSE FRAMEWORK TO EVALUATE THE RISK LOW-DOSE EXPOSURE TO CHEMICALS AND NUTRIENTS EACH OF THESE EFFORTS INVOLVE ASSEMBLING MULTI-STAKEHOLDER GROUPS IN MEETINGS AND WORKSHOPS TO SHARE AND PASS ON THROUGH PROJECT WEB SITES THE LATEST SCIENTIFIC UNDERSTANDING ON THE TOPIC THE NANOTECHNOLOGY ACTIVITIES ARE FURTHERMORE DESIGNED TO DEVELOP APPROPRIATE METHODS FOR TESTING FOR RELEASED NANOMATERIALS A PUBLIC WORKSHOP AT THE US ENVIRONMENTAL PROTECTION AGENCY IN 2011 BROUGHT LEADING SCIENTISTS FROM AROUND THE WORLD TO PROVIDE ADVICE ON WHAT MATERIALS AND METHODS NEED ATTENTION TO BEST IMPROVE OUR ABILITY TO ASSESS HEALTH RISK

4c (Code) (Expenses \$ 264,610 including grants of \$ 6,000) (Revenue \$ 148,145)
 THE OBJECTIVE OF TRANSLATIONAL RESEARCH IS TO QUICKLY MOVE BASIC SCIENTIFIC KNOWLEDGE TO PUBLIC HEALTH USE ILSI RF'S TAKE 10¹ PROGRAM IS A SYSTEM FIT TOOL FOR USE IN ELEMENTARY SCHOOL CLASSROOMS AND IS THE RESULT OF TRANSLATIONAL RESEARCH BASED ON FORMATIVE, PROCESS AND OUTCOME EVALUATION, TAKE 10¹ HAS BEEN DEVELOPED TO AID ELEMENTARY SCHOOL TEACHERS IN INTEGRATING AGE-SPECIFIC PHYSICAL ACTIVITY WITH GRADE-SPECIFIC LEARNING OBJECTIVES IN MATH, SOCIAL STUDIES, GEOGRAPHY, ETC INCREASING PHYSICAL ACTIVITY IS A CRITICAL COMPONENT OF MANAGING BODY WEIGHT IN CHILDREN PUBLISHED DATA DEMONSTRATE THAT TAKE 10¹ INCREASES PHYSICAL ACTIVITY WHILE IMPROVING STUDENTS' ATTENTION TO THE CURRICULUM BEING TAUGHT AND TEST SCORES THE FOUNDATION IS ALSO DEVELOPING AND EVALUATING SYSTEM FIT, TRANSLATIONAL TOOLS FOR YOUNG CHILDREN AND FAMILIES THAT CAN BE APPLIED THROUGH THE SUPPLEMENTAL NUTRITION PROGRAM FOR WOMEN, INFANTS AND CHILDREN (WIC)

(Code) (Expenses \$ 155,908 including grants of \$) (Revenue \$ 10,614)
 PROGRAM DEVELOPMENT, ANNUAL MEETING, BRANCH GRANTS AND CIMSANS

4d Other program services (Describe in Schedule O)
 (Expenses \$ 155,908 including grants of \$) (Revenue \$ 10,614)

4e Total program service expenses \$ 1,864,114

Part IV Checklist of Required Schedules

| | | Yes | No |
|------------|---|-----|----|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> <input checked="" type="checkbox"/> | Yes | |
| 2 | Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/> | Yes | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i> | | No |
| 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? <i>If "Yes," complete Schedule C, Part II.</i> | | No |
| 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? <i>If "Yes," complete Schedule C, Part III.</i> | | No |
| 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? <i>If "Yes," complete Schedule D, Part I.</i> <input checked="" type="checkbox"/> | | No |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> <input checked="" type="checkbox"/> | | No |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> <input checked="" type="checkbox"/> | | No |
| 9 | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> <input checked="" type="checkbox"/> | | No |
| 10 | Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/> | | No |
| 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? <i>If "Yes," complete Schedule D, Part VI.</i> <input checked="" type="checkbox"/> | Yes | |
| 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? <i>If "Yes," complete Schedule D, Part VII.</i> <input checked="" type="checkbox"/> | Yes | |
| 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? <i>If "Yes," complete Schedule D, Part VIII.</i> <input checked="" type="checkbox"/> | | No |
| 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? <i>If "Yes," complete Schedule D, Part IX.</i> <input checked="" type="checkbox"/> | | No |
| e | Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/> | Yes | |
| 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)? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/> | Yes | |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> <input checked="" type="checkbox"/> | Yes | |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> <input checked="" type="checkbox"/> | Yes | |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i> | | No |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | | No |
| 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? <i>If "Yes," complete Schedule F, Part I.</i> <input checked="" type="checkbox"/> | Yes | |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Part II and IV.</i> <input checked="" type="checkbox"/> | Yes | |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Part III and IV.</i> <input checked="" type="checkbox"/> | | No |
| 17 | Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> | | No |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> | | No |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> | | No |
| 20a | Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i> | | No |
| 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. | | |
| 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? <i>If "Yes," complete Schedule I, Parts I and II</i> | 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? <i>If "Yes," complete Schedule I, Parts I and III</i> | 22 | | No |
| 23 | Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | 23 | Yes | |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i> | 24a | | 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? <i>If "Yes," complete Schedule L, Part I</i> | 25a | | No |
| b | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | 25b | | No |
| 26 | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> | 26 | | No |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> | 27 | | No |
| 28 | Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | | |
| a | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28a | | No |
| b | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28b | | No |
| c | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i> | 28c | | No |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | 29 | | No |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | 30 | | No |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | 31 | | No |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | 32 | | No |
| 33 | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | 33 | | No |
| 34 | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> | 34 | Yes | |
| 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)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 35b | | No |
| 36 | Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 36 | | No |
| 37 | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | 37 | | No |
| 38 | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O | 38 | Yes | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No columns. Includes rows for 1a, 1b, 1c, 2a, 2b, 3a, 3b, 4a, 4b, 5a, 5b, 5c, 6a, 6b, 7, 7a, 7b, 7c, 7d, 7e, 7f, 7g, 7h, 8, 9, 9a, 9b, 10, 10a, 10b, 11, 11a, 11b, 12a, 12b, 13, 13a, 13b, 13c, 14a, 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

| | | Yes | No |
|-----------|---|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year | | |
| | 1a 11 | | |
| b | Enter the number of voting members included in line 1a, above, who are independent | | |
| | 1b 11 | | |
| 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? | | No |
| 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? | | No |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | No |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | No |
| 6 | Did the organization have members or stockholders? | | No |
| 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? | Yes | |
| b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | | No |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | |
| a | The governing body? | Yes | |
| b | Each committee with authority to act on behalf of the governing body? | Yes | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | No |

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

| | | Yes | No |
|------------|--|-----|----|
| 10a | Did the organization have local chapters, branches, or affiliates? | | No |
| 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? | Yes | |
| 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 | Yes | |
| b | Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | Yes | |
| c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | Yes | |
| 13 | Did the organization have a written whistleblower policy? | Yes | |
| 14 | Did the organization have a written document retention and destruction policy? | Yes | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a | The organization's CEO, Executive Director, or top management official | Yes | |
| b | Other officers or key employees of the organization | | No |
| | 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? | | No |
| 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? | | |

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed GA, IL, MD, MI, MN, MS, NC, NY, PA, VA, WA
- 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
 BETH-ELLEN BERRY
 1156 15TH STREET NW 2ND FLOOR
 WASHINGTON, DC 20005
 (202) 659-0074

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII **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

| (A) Name and Title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) DR DENNIS BIER CHAIR | 2.00 | X | | X | | | | 0 | 0 | 0 |
| (2) DR JERRY HJELLE VICE CHAIR | 2.00 | X | | X | | | | 0 | 0 | 0 |
| (3) DR MARION EHRICH SECRETARY | 2.00 | X | | X | | | | 0 | 0 | 0 |
| (4) DR JOHN PETERS TREASURER | 2.00 | X | | X | | | | 0 | 0 | 0 |
| (5) DR SUSHILA CHANG TRUSTEE | 2.00 | X | | | | | | 0 | 0 | 0 |
| (6) DR JOHN DOULL TRUSTEE | 2.00 | X | | | | | | 0 | 0 | 0 |
| (7) DR ADAM DREWNOWSKI TRUSTEE | 2.00 | X | | | | | | 0 | 0 | 0 |
| (8) DR PHILIP GUZELIAN TRUSTEE | 2.00 | X | | | | | | 0 | 0 | 0 |
| (9) DR TAKESHI KIMURA TRUSTEE | 2.00 | X | | | | | | 0 | 0 | 0 |
| (10) DR MICHAEL KNOWLES TRUSTEE | 2.00 | X | | | | | | 0 | 0 | 0 |
| (11) DR PETER VAN BLADEREN TRUSTEE | 2.00 | X | | | | | | 0 | 0 | 0 |
| (12) SUZANNE HARRIS EXECUTIVE DIRECTOR | 16.00 | | | X | | | | 0 | 233,262 | 39,801 |
| (13) BETH-ELLEN BERRY CHIEF FINANCIAL OFFICER | 10.00 | | | X | | | | 0 | 137,085 | 35,127 |
| (14) RICHARD CANADY DIRECTOR, CENTER FOR RSIA | 40.00 | | | | X | | | 209,707 | 0 | 29,972 |
| (15) MORVEN MCLEAN DIRECTOR, CENTER FOR ERA | 40.00 | | | | X | | | 190,944 | 0 | 27,434 |
| (16) SHAWN SULLIVAN GENERAL COUNSEL | 10.00 | | | | | X | | 0 | 133,974 | 35,747 |
| (17) ANDREW ROBERT DEPUTY DIRECTOR, CENTER FOR ERA | 40.00 | | | | | X | | 117,930 | 0 | 11,637 |

Part VIII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|---|--|--|----------------------|--|---|---|--|
| Contributions, gifts, grants and other similar amounts | 1a | Federated campaigns 1a | | | | | |
| | b | Membership dues 1b | | | | | |
| | c | Fundraising events 1c | | | | | |
| | d | Related organizations 1d | 33,188 | | | | |
| | e | Government grants (contributions) 1e | 141,202 | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above 1f | 1,382,647 | | | | |
| | g | Noncash contributions included in lines 1a-1f \$ _____ | | | | | |
| | h | Total. Add lines 1a-1f ▶ | 1,557,037 | | | | |
| Program Service Revenue | | | Business Code | | | | |
| | 2a | PROFESSIONAL FEES _____ | 900099 | 21,920 | 21,920 | | |
| | b | REGISTRATIONS _____ | 900099 | 7,830 | 7,830 | | |
| | c | _____ | | | | | |
| | d | _____ | | | | | |
| | e | _____ | | | | | |
| | f | All other program service revenue | | | | | |
| g | Total. Add lines 2a-2f ▶ | 29,750 | | | | | |
| Other Revenue | 3 | Investment income (including dividends, interest and other similar amounts) ▶ | 347,948 | | | 347,948 | |
| | 4 | Income from investment of tax-exempt bond proceeds ▶ | | | | | |
| | 5 | Royalties ▶ | 1,033 | 1,033 | | | |
| | 6a | | (i) Real | (ii) Personal | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | b | Less rental expenses | | | | | |
| | c | Rental income or (loss) | | | | | |
| | d | Net rental income or (loss) ▶ | | | | | |
| | 7a | | (i) Securities | (ii) Other | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | b | Less cost or other basis and sales expenses | | | | | |
| c | Gain or (loss) | | | | | | |
| d | Net gain or (loss) ▶ | | | | | | |
| 8a | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a | | | | | | |
| b | Less direct expenses b | | | | | | |
| c | Net income or (loss) from fundraising events ▶ | | | | | | |
| 9a | | (i) Securities | (ii) Other | | | | |
| | | | | | | | |
| | | | | | | | |
| b | Less direct expenses b | | | | | | |
| c | Net income or (loss) from gaming activities ▶ | | | | | | |
| 10a | | (i) Securities | (ii) Other | | | | |
| | | | | | | | |
| | | | | | | | |
| b | Less cost of goods sold b | 212,295 | | | | | |
| c | Net income or (loss) from sales of inventory ▶ | 84,319 | 127,976 | 127,976 | | | |
| | | Business Code | | | | | |
| 11a | Miscellaneous Revenue _____ | | | | | | |
| b | _____ | | | | | | |
| c | _____ | | | | | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d ▶ | | | | | | |
| 12 | Total revenue. See Instructions ▶ | 2,063,744 | 158,759 | 0 | 347,948 | | |

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 | 21,000 | 21,000 | | |
| 2 | Grants and other assistance to individuals in the United States See Part IV, line 22 | | | | |
| 3 | Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 | 10,000 | 10,000 | | |
| 4 | Benefits paid to or for members | | | | |
| 5 | Compensation of current officers, directors, trustees, and key employees | 458,057 | 291,450 | 63,164 | 103,443 |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 | Other salaries and wages | 433,332 | 346,527 | 54,660 | 32,145 |
| 8 | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | 54,711 | | 54,711 | |
| 9 | Other employee benefits | 58,646 | | 58,646 | |
| 10 | Payroll taxes | 57,332 | | 57,332 | |
| 11 | Fees for services (non-employees) | | | | |
| a | Management | | | | |
| b | Legal | 18,079 | 14,545 | 3,534 | |
| c | Accounting | 16,830 | | 16,830 | |
| d | Lobbying | | | | |
| e | Professional fundraising See Part IV, line 17 | | | | |
| f | Investment management fees | 56,916 | | 56,916 | |
| g | Other | 301,881 | 295,745 | 6,102 | 34 |
| 12 | Advertising and promotion | | | | |
| 13 | Office expenses | 33,601 | 23,666 | 9,794 | 141 |
| 14 | Information technology | 6,523 | 645 | 5,878 | |
| 15 | Royalties | | | | |
| 16 | Occupancy | 127,669 | 92,932 | 14,986 | 19,751 |
| 17 | Travel | 318,515 | 315,046 | 1,023 | 2,446 |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials | 3,851 | 3,851 | | |
| 19 | Conferences, conventions, and meetings | 71,828 | 71,481 | 267 | 80 |
| 20 | Interest | | | | |
| 21 | Payments to affiliates | 143,405 | | 143,405 | |
| 22 | Depreciation, depletion, and amortization | 12,675 | 12,675 | | |
| 23 | Insurance | | | | |
| 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 | SHARED SERVICES ALLOCAT | 299,668 | 216,546 | 37,353 | 45,769 |
| b | PUBLICATIONS | 25,649 | 25,649 | | |
| c | BENEFITS ALLOCATION | 0 | 122,356 | -148,360 | 26,004 |
| d | | | | | |
| e | | | | | |
| f | All other expenses | | | | |
| 25 | Total functional expenses. Add lines 1 through 24f | 2,530,168 | 1,864,114 | 436,241 | 229,813 |
| 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) | | (B) |
|--|--|-------------------|------------|-------------|
| | | Beginning of year | | End of year |
| Assets | 1 Cash—non-interest-bearing | | 1 | |
| | 2 Savings and temporary cash investments | 1,934,924 | 2 | 3,869,573 |
| | 3 Pledges and grants receivable, net | | 3 | |
| | 4 Accounts receivable, net | 416,005 | 4 | 196,801 |
| | 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | 92,882 | 8 | 8,564 |
| | 9 Prepaid expenses and deferred charges | 11,983 | 9 | 6,701 |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 90,148 | | |
| | b Less accumulated depreciation | 56,347 | 10c | 33,801 |
| | 11 Investments—publicly traded securities | 5,913,817 | 11 | 6,131,310 |
| | 12 Investments—other securities See Part IV, line 11 | 5,302,188 | 12 | 2,400,112 |
| | 13 Investments—program-related See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets See Part IV, line 11 | 40,000 | 15 | 40,000 |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 13,756,876 | 16 | 12,686,862 | |
| Liabilities | 17 Accounts payable and accrued expenses | 197,318 | 17 | 124,320 |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | 119,587 | 19 | 75,927 |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | | 21 | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 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 | 132,023 | 25 | 126,261 |
| | 26 Total liabilities. Add lines 17 through 25 | 448,928 | 26 | 326,508 |
| 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 | 12,033,483 | 27 | 11,232,355 |
| | 28 Temporarily restricted net assets | 1,274,465 | 28 | 1,127,999 |
| | 29 Permanently restricted net assets | | 29 | |
| | 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 | 13,307,948 | 33 | 12,360,354 | |
| 34 Total liabilities and net assets/fund balances | 13,756,876 | 34 | 12,686,862 | |

Part XI Reconciliation of Net Assets

Check 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 | 2,063,744 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 2,530,168 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | -466,424 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 13,307,948 |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | -481,170 |
| 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 | 12,360,354 |

Part XII Financial Statements and Reporting

Check 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? | | No |
| b | Were the organization's financial statements audited by an independent accountant? | Yes | |
| c | If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | Yes | |
| d | If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" 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? | | No |
| 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 | | |

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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
ILSI RESEARCH FOUNDATION

Employer identification number

52-1323610

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

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

- 1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
 - (ii) a family member of a person described in (i) above?
 - (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

| (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 | |
| (A) INTERNATIONAL LIFE SCIENCES INSTITUTE | 521131788 | 7 | Yes | | Yes | | Yes | | 143,405 |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | 143,405 |

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.") | | | | | | |
| 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 | | | | | | |
| 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) | | | | | | |
| 6 Public Support. Subtract line 5 from line 4 | | | | | | |

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 | | | | | | |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| 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 | | | | | | |
| 11 Total support (Add lines 7 through 10) | | | | | | |
| 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 | |
| 15 Public Support Percentage for 2010 Schedule A, Part II, line 14 | 15 | |

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 <input type="checkbox"/> | | | | | | |

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

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

| |
|-------------------------------------|
| Facts And Circumstances Test |
|-------------------------------------|

| |
|--------------------|
| Explanation |
|--------------------|

Additional Data

Software ID:

Software Version:

EIN: 52-1323610

Name: ILSI RESEARCH FOUNDATION

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 \$ 155,908 including grants of \$) (Revenue \$ 10,614)

PROGRAM DEVELOPMENT, ANNUAL MEETING, BRANCH GRANTS AND CIMSANS

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization ILSI RESEARCH FOUNDATION

Employer identification number 52-1323610

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
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?

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, Protection of natural habitat, Preservation of open space, Preservation of an historically importantly land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
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)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1; (ii) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included in Form 990, Part VIII, line 1; b Assets included in Form 990, Part X

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

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

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

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 Beginning balance | |
| 1d Additions during the year | |
| 1e Distributions during the year | |
| 1f Ending balance | |

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 | | | | | |
| b Contributions | | | | | |
| c Investment earnings or losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

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

- a** Board designated or quasi-endowment ▶
- b** Permanent endowment ▶
- c** Term endowment ▶

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

| | Yes | No |
|--|---------------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |

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

Part VI 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 | | | | |
| d Equipment | | 90,148 | 56,347 | 33,801 |
| e Other | | | | |
| Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶ | | | | 33,801 |

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 | 2,063,744 |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 2,530,168 |
| 3 | Excess or (deficit) for the year Subtract line 2 from line 1 | 3 | -466,424 |
| 4 | Net unrealized gains (losses) on investments | 4 | -481,170 |
| 5 | Donated services and use of facilities | 5 | |
| 6 | Investment expenses | 6 | |
| 7 | Prior period adjustments | 7 | |
| 8 | Other (Describe in Part XIV) | 8 | |
| 9 | Total adjustments (net) Add lines 4 - 8 | 9 | -481,170 |
| 10 | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 10 | -947,594 |

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 | 1,666,893 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| a | Net unrealized gains on investments | 2a | -481,170 |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIV) | 2d | 84,319 |
| e | Add lines 2a through 2d | 2e | -396,851 |
| 3 | Subtract line 2e from line 1 | 3 | 2,063,744 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV) | 4b | |
| c | Add lines 4a and 4b | 4c | 0 |
| 5 | Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12) | 5 | 2,063,744 |

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

| | | | |
|----------|--|-----------|-----------|
| 1 | Total expenses and losses per audited financial statements | 1 | 2,614,487 |
| 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 | 84,319 |
| e | Add lines 2a through 2d | 2e | 84,319 |
| 3 | Subtract line 2e from line 1 | 3 | 2,530,168 |
| 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 | |
| b | Other (Describe in Part XIV) | 4b | |
| c | Add lines 4a and 4b | 4c | 0 |
| 5 | Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18) | 5 | 2,530,168 |

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 |
|---|------------------|---|
| DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48 | PART X | THE FOUNDATION BELIEVES THAT IT HAS APPROPRIATE SUPPORT FOR ANY TAX POSITIONS TAKEN, AND AS SUCH, DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS THAT ARE MATERIAL TO THE FINANCIAL STATEMENTS |

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

Schedule I (Form 990)

OMB No 1545-0047

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 ILSI RESEARCH FOUNDATION

Employer identification number 52-1323610

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?
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.

Table with 8 columns: (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. Includes entries for Georgia State University and ILSI North America.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
3 Enter total number of other organizations listed in the line 1 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 |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| | | | | | |
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

| Identifier | Return Reference | Explanation |
|--|------------------|--|
| PROCEDURE FOR MONITORING GRANTS IN THE U S | PART I, LINE 2 | SCHEDULE I, PART I, LINE 2 DEPENDING ON THE NATURE OF THE GRANT AND THE TYPE OF RECIPIENT, ILSI RESEARCH FOUNDATION WILL GENERALLY HAVE SIGNED AGREEMENTS THAT SPECIFY REQUIRED REPORTS OR OTHER COMMUNICATIONS STAFF MONITOR PROJECTS AS REQUIRED TO ENSURE FUNDS ARE USED FOR THE INTENDED PURPOSE |

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
ILSI RESEARCH FOUNDATION

Employer identification number

52-1323610

Part I Questions Regarding Compensation

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

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 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 checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" 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)?

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) SUZANNE HARRIS | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 231,548 | 0 | 1,714 | 16,667 | 23,134 | 273,063 | 0 |
| (2) BETH-ELLEN BERRY | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 136,533 | 0 | 552 | 10,026 | 25,101 | 172,212 | 0 |
| (3) RICHARD CANADY | (i) | 202,855 | 6,300 | 552 | 8,990 | 20,982 | 239,679 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (4) MORVEN MCLEAN | (i) | 183,584 | 7,000 | 360 | 13,058 | 14,376 | 218,378 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (5) SHAWN SULLIVAN | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 133,422 | 0 | 552 | 9,797 | 25,950 | 169,721 | 0 |
| | | | | | | | | |
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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 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.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ILSI RESEARCH FOUNDATION

Employer identification number

52-1323610

| Identifier | Return Reference | Explanation |
|--|--|--|
| | FORM 990, PART VI, SECTION A, LINE 7A | PURSUANT TO ARTICLE II, SECTION 3 OF THE BY LAWS, THE ILSI BOARD OF TRUSTEES ELECTS THE MEMBERS OF THE ILSI RESEARCH FOUNDATION BOARD OF TRUSTEES |
| | FORM 990, PART VI, SECTION B, LINE 11 | THE CFO, GENERAL COUNSEL, AND EXECUTIVE DIRECTOR REVIEW THE RETURN ONCE IT IS IN ITS FINAL FORM, A COPY IS SENT ELECTRONICALLY TO THE BOARD OF TRUSTEES FOR REVIEW |
| | FORM 990, PART VI, SECTION B, LINE 12C | THE EXECUTIVE DIRECTOR, TRUSTEES AND KEY EMPLOYEES COMPLETE CONFLICT OF INTEREST FORMS ON AN ANNUAL BASIS. COMPLETED CONFLICT OF INTEREST FORMS FOR THE TRUSTEES AND EXECUTIVE DIRECTOR ARE REVIEWED BY IN-HOUSE COUNSEL, WHOSE OBSERVATIONS ARE SHARED WITH THE CHAIR AND THE EXECUTIVE COMMITTEE. IN THE EVENT THAT A CONFLICT SHOULD ARISE ON THE PART OF A TRUSTEE, THE CHAIR (OR IF THE CONFLICT INVOLVES THE CHAIR, ANOTHER DISINTERESTED TRUSTEE) WILL COMMUNICATE WITH THE INTERESTED TRUSTEE TO DETERMINE THE NATURE OF THE CONFLICT AND WHETHER THE TRUSTEE SHOULD ABSTAIN FROM DECIDING ON MATTERS AFFECTED BY THE INTEREST. THE DISINTERESTED MEMBERS OF THE BOARD OF TRUSTEES HAVE THE AUTHORITY TO REMOVE THE TRUSTEE WITH THE INTEREST FROM CONSIDERATION OF THE MATTER TO WHICH THE INTEREST PERTAINS. CONFLICT OF INTEREST FORMS, COMPLETED BY THE EXECUTIVE DIRECTOR, ARE REVIEWED BY THE CHAIR AND ANOTHER INDEPENDENT TRUSTEE WHO WILL INTERVENE IF A TRUE CONFLICT SHOULD ARISE. CONFLICT OF INTEREST FORMS COMPLETED BY KEY EMPLOYEES OTHER THAN THE EXECUTIVE DIRECTOR ARE REVIEWED BY THE GENERAL COUNSEL AND BY THE EXECUTIVE DIRECTOR, WHO HAS RESPONSIBILITY FOR MANAGING ANY CONFLICTS DECLARED BY THE KEY EMPLOYEES. |
| | FORM 990, PART VI, SECTION B, LINE 15A | IN 2008, THE ILSI RESEARCH FOUNDATION BOARD OF TRUSTEES AMENDED THE BY LAWS TO ESTABLISH A FORMAL PROCESS FOR SETTING EXECUTIVE COMPENSATION IN ACCORDANCE WITH THE INTERNAL REVENUE SERVICE SAFE HARBOR REGULATION REGARDING EXCESS BENEFITS. UNDER THIS PROCEDURE, THE CHAIR OF THE ILSI BOARD OF TRUSTEES APPOINTS A COMPENSATION COMMITTEE COMPOSED OF THREE INDEPENDENT TRUSTEES. THE COMPENSATION COMMITTEE ANNUALLY REVIEWS THE COMPENSATION OF THE ILSI RF EXECUTIVE DIRECTOR. THE REVIEW INCLUDES CONSIDERATION OF COMPARABILITY DATA. THE COMPENSATION COMMITTEE ESTABLISHES A RANGE OF COMPENSATION THAT THE COMMITTEE DEEMS REASONABLE. THAT RANGE IS PROVIDED TO THE ILSI RF EXECUTIVE COMMITTEE. BECAUSE ILSI RF'S EXECUTIVE DIRECTOR ALSO SERVES AS EXECUTIVE DIRECTOR OF ILSI, ILSI ALSO ESTABLISHES A COMPENSATION COMMITTEE WHOSE TERMS OF REFERENCE AND MODE OF OPERATION ARE SUBSTANTIALLY THE SAME AS THOSE OF ILSI RESEARCH FOUNDATION. THE ILSI PRESIDENT AND THE ILSI RESEARCH FOUNDATION CHAIR SET THE EXECUTIVE DIRECTOR'S COMPENSATION AT A FIGURE THAT IS CONSISTENT WITH THE RANGES ESTABLISHED BY THE TWO COMPENSATION COMMITTEES. THE COMPENSATION COMMITTEES RECORD THEIR DECISION IN CONTEMPORANEOUS WRITTEN MINUTES IN ACCORDANCE WITH THE IRS SAFE HARBOR REGULATION WITH REGARD TO EXCESS BENEFITS. THE COMPENSATION COMMITTEE IS ONLY REQUIRED TO PERFORM THE COMPENSATION REVIEW DESCRIBED ABOVE WITH REGARD TO COMPENSATION OF THE EXECUTIVE DIRECTOR. HOWEVER, THE COMMITTEE HAS THE DISCRETION TO PERFORM SUCH A REVIEW WITH REGARD TO ANY ILSI RF EMPLOYEES AS IT DETERMINES APPROPRIATE. IF THE COMPENSATION OF AN ILSI RF EMPLOYEE OTHER THAN THE EXECUTIVE DIRECTOR IS NOT DETERMINED IN ACCORDANCE WITH THE PROCEDURE DESCRIBED ABOVE, HIS/HER COMPENSATION IS SET BY THE EXECUTIVE DIRECTOR IN ACCORDANCE WITH HIGH-TO-LOW RANGES ESTABLISHED BY THE DIRECTOR OF HUMAN RESOURCES IN COOPERATION WITH THE EXECUTIVE DIRECTOR. THE COMPENSATION REVIEW FOR THE EXECUTIVE DIRECTOR AND ANY OTHER ILSI RF EMPLOYEE SUBJECTED TO COMPENSATION COMMITTEE REVIEW DOES INCLUDE A REVIEW AND APPROVAL BY INDEPENDENT PERSONS, COMPARABILITY DATA, AND CONTEMPORANEOUS SUBSTANTIATION OF THE DELIBERATION AND DECISION. COMPENSATION OF EMPLOYEES WHO ARE NOT SUBJECT TO SUCH A REVIEW IS ESTABLISHED BY THE EXECUTIVE DIRECTOR, WHO IS INDEPENDENT OF THE EMPLOYEES, AND IT IS NORMALLY BASED ON AN INFORMAL REVIEW OF COMPARABLE COMPENSATION IN NONPROFIT CORPORATIONS OF THE SAME SIZE IN THE WASHINGTON, DC AREA. THE PROCESS BY WHICH COMPENSATION IS SET IS DOCUMENTED IN WRITING, BUT THIS IS NOT DONE IN THE SAME FORMAL MANNER AS REVIEW BY THE COMPENSATION COMMITTEE. |
| | FORM 990, PART VI, SECTION C, LINE 19 | ARTICLES OF INCORPORATION, BYLAWS, CONFLICT OF INTEREST POLICY, AND AUDITED FINANCIAL STATEMENTS ARE POSTED ON WEBSITE. |
| | FORM 990, PART VII | HOURS PER WEEK DEVOTED TO RELATED ORGANIZATIONS SUZANNE HARRIS 24.0 HRS PER WEEK ILSI BETH-ELLEN BERRY 10.0 HRS PER WEEK ILSI SHAWN SULLIVAN 10.0 HRS PER WEEK ILSI |
| CHANGES IN NET ASSETS OR FUND BALANCES | FORM 990, PART XI, LINE 5 | NET UNREALIZED LOSSES ON INVESTMENTS -481,170 |

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury
Internal Revenue Service

Name of the organization
ILSI RESEARCH FOUNDATION

Employer identification number

52-1323610

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

| (a) Name, address, and EIN of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
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Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled organization | |
|--|---|--|----------------------------|---|----------------------------------|---|----|
| | | | | | | Yes | No |
| (1) INTERNATIONAL LIFE SCIENCES INSTITUTE 1156 15TH STREET NW WASHINGTON, DC 20005 52-1131788 | TO IMPROVE PUBLIC HEALTH AND WELL-BEING | DC | 501(C)3 | 170(B)(1)(A)VI | | | No |
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|--------------------------------------|----|--|-------------------------------------|----|-----------------------------|
| | | | | | | | Yes | No | | Yes | No | |
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|-----------------------------|
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Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses

- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

| | Yes | No |
|-----------|-----|----|
| 1a | | No |
| 1b | Yes | |
| 1c | | No |
| 1d | | No |
| 1e | | No |
| 1f | | No |
| 1g | | No |
| 1h | | No |
| 1i | | No |
| 1j | Yes | |
| 1k | Yes | |
| 1l | | No |
| 1m | Yes | |
| 1n | Yes | |
| 1o | Yes | |
| 1p | | No |
| 1q | | No |
| 1r | Yes | |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| (a) Name of other organization | (b) Transaction type(a-r) | (c) Amount involved | (d) Method of determining amount involved |
|-----------------------------------|------------------------------|------------------------|--|
| (1) | | | |
| (2) | | | |
| (3) | | | |
| (4) | | | |
| (5) | | | |
| (6) | | | |

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2011**