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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** 04/01, 2011, and ending 03/31, 2012**B Check if applicable:**

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

**C Name of organization**

IN-Q-TEL, INC.

**Doing Business As**

Number and street (or P.O. box if mail is not delivered to street address)

Room/suite

PO BOX 749

City or town, state or country, and ZIP + 4

ARLINGTON, VA 22216

**F Name and address of principal officer:**

CHRISTOPHER DARBY

PO BOX 749 ARLINGTON, VA 22216

**D Employer identification number**

52-2149962

**E Telephone number**

(703) 248-3000

**G Gross receipts \$** 72,283,187.**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)

**I Tax-exempt status** ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**J Website:** WWW.IQT.ORG**H(c) Group exemption number** ▶ N/A**K Form of organization** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation** 1999 **M State of legal domicile** DE**Part I Summary****1 Briefly describe the organization's mission or most significant activities**

IN-Q-TEL IDENTIFIES AND PARTNERS WITH COMPANIES TO HELP DELIVER SOLUTIONS TO THE CENTRAL INTELLIGENCE AGENCY AND THE BROADER U.S. INTELLIGENCE COMMUNITY (IC) TO FURTHER THEIR MISSIONS.

**2 Check this box** ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

|                                                                                        |    |     |
|----------------------------------------------------------------------------------------|----|-----|
| <b>3</b> Number of voting members of the governing body (Part VI, line 1a)             | 3  | 12. |
| <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) | 4  | 11. |
| <b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a)  | 5  | 92. |
| <b>6</b> Total number of volunteers (estimate if necessary)                            | 6  | 0   |
| <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12         | 7a | 0   |
| <b>b</b> Net unrelated business taxable income from Form 990-T, line 34                | 7b | 0   |

|                                                                                                   | Prior Year  | Current Year |
|---------------------------------------------------------------------------------------------------|-------------|--------------|
| <b>8</b> Contributions and grants (Part VIII, line 1h)                                            | 56,459,458. | 63,944,737.  |
| <b>9</b> Program service revenue (Part VIII, line 2g)                                             | 0           | 0            |
| <b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)                           | -1,053,529. | 4,737,331.   |
| <b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)                | 2,375,571.  | 0            |
| <b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)      | 57,781,500. | 68,682,068.  |
| <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)                        | 0           | 0            |
| <b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)                           | 0           | 0            |
| <b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)       | 21,028,837. | 22,071,904.  |
| <b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)                          | 0           | 0            |
| <b>b</b> Total fundraising expenses (Part IX, column (D), line 25)                                | 0           | 0            |
| <b>17</b> Other expenses (Part IX, column (A), lines 11e-11f, 11g-11j, 11k-11l, 11m-11n, 11o-11p) | 25,184,257. | 29,742,545.  |
| <b>18</b> Total expenses - add lines 13-17 (must equal Part IX, column (A), line 25)              | 46,213,094. | 51,814,449.  |
| <b>19</b> Revenue less expenses - Subtract line 18 from line 12                                   | 11,568,406. | 16,867,619.  |

|                                                                       | Beginning of Current Year | End of Year  |
|-----------------------------------------------------------------------|---------------------------|--------------|
| <b>20</b> Total assets (Part X, line 16)                              | 178,035,942.              | 218,659,846. |
| <b>21</b> Total liabilities (Part X, line 26)                         | 78,163,904.               | 86,958,343.  |
| <b>22</b> Net assets or fund balances - Subtract line 21 from line 20 | 99,872,038.               | 131,701,503. |

**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**

*Matthew Stottman*  
Signature of officer

Date

Matthew Stottman, CFO  
Type or print name and title

2/13/13

**Paid Preparer Use Only****Pnni/Type preparer's name**

TRAVIS L. PATTON

**Preparer's signature****Date**

FEB 13 2013

**Check** ☐ **If** ☐ **PTIN**

self-employed

P00369623

**Firm's name** ▶ PRICEWATERHOUSECOOPERS LLP**Firm's EIN** ▶ 13-4008324**Firm's address** ▶ 1301 K STREET NW, STE 800W WASHINGTON, DC 20005-3333**Phone no** 202-414-1000May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

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

IN-Q-TEL IDENTIFIES AND PARTNERS WITH COMPANIES DEVELOPING  
CUTTING-EDGE TECHNOLOGIES TO HELP DELIVER THESE SOLUTIONS TO THE  
CENTRAL INTELLIGENCE AGENCY AND THE BROADER U.S. INTELLIGENCE  
COMMUNITY (IC) TO FURTHER THEIR MISSIONS.

**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 \$ 41,060,403. including grants of \$ ) (Revenue \$ )

ATTACHMENT 1

**4b** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )**4c** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )**4d** Other program services (Describe in Schedule O )

(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses ► 41,060,403.

**Part IV Checklist of Required Schedules**

|                                                                                                                                                                                                                                                                                                                       | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .                                                                                                                                                                         | X   |    |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? . . . . .                                                                                                                                                                                                         | X   |    |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .                                                                                                                      |     | X  |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .                                                                                                              |     | X  |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III . . . . .                                                                               |     | X  |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I . . . . .                                                    |     | X  |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II . . . . .                                                                                            |     | X  |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III . . . . .                                                                                                                                                         |     | X  |
| 9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV . . . . .                                                       |     | X  |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V . . . . .                                                                                                     |     | X  |
| 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.                                                                                                                                                                    |     |    |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI . . . . .                                                                                                                                                                       | X   |    |
| b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII . . . . .                                                                                                     |     | X  |
| c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII . . . . .                                                                                                     | X   |    |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX . . . . .                                                                                                                      |     | X  |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X . . . . .                                                                                                                                                                                     |     | X  |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X . . . . .                                                            |     | X  |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII . . . . .                                                                                                                                                 | X   |    |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional . . . . .                                                                    |     | X  |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .                                                                                                                                                                                                        |     | X  |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? . . . . .                                                                                                                                                                                                             |     | X  |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV . . . . . | X   |    |
| 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 United States? If "Yes," complete Schedule F, Parts II and IV . . . . .                                                                                    |     | X  |
| 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 United States? If "Yes," complete Schedule F, Parts III and IV . . . . .                                                                                        |     | X  |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) . . . . .                                                                                            |     | X  |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .                                                                                                                           |     | X  |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .                                                                                                                                                     |     | X  |
| 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .                                                                                                                                                                                                             |     | X  |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? . . . . .                                                                                                                                                                                              |     |    |

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

|                                                                                                                                                                                                                                                                                                                                       | Yes        | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----|
| <b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i> . . . . .                                                                                         | <b>21</b>  | X  |
| <b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i> . . . . .                                                                                                           | <b>22</b>  | X  |
| <b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 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> . . . . .                                                      | <b>23</b>  | X  |
| <b>24 a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i> . . . . .                           | <b>24a</b> | X  |
| <b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .                                                                                                                                                                                                                  | <b>24b</b> |    |
| <b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .                                                                                                                                                                         | <b>24c</b> |    |
| <b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .                                                                                                                                                                                                            | <b>24d</b> |    |
| <b>25 a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .                                                                                                    | <b>25a</b> | X  |
| <b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .                                        | <b>25b</b> | X  |
| <b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i> . . . . .                                                                    | <b>26</b>  | X  |
| <b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i> . . . . . | <b>27</b>  | X  |
| <b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):                                                                                                                               |            |    |
| <b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .                                                                                                                                                                                                    | <b>28a</b> | X  |
| <b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .                                                                                                                                                                                 | <b>28b</b> | X  |
| <b>c</b> 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 direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .                                                                                     | <b>28c</b> | X  |
| <b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .                                                                                                                                                                                                  | <b>29</b>  | X  |
| <b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i> . . . . .                                                                                                                                  | <b>30</b>  | X  |
| <b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .                                                                                                                                                                                        | <b>31</b>  | X  |
| <b>32</b> 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> . . . . .                                                                                                                                                                      | <b>32</b>  | X  |
| <b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i> . . . . .                                                                                                                      | <b>33</b>  | X  |
| <b>34</b> 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> . . . . .                                                                                                                                                                         | <b>34</b>  | X  |
| <b>35 a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .                                                                                                                                                                                                                         | <b>35a</b> | X  |
| <b>b</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> . . . . .                                                                                                                | <b>35b</b> | X  |
| <b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .                                                                                                                           | <b>36</b>  | X  |
| <b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i> . . . . .                                                                             | <b>37</b>  | X  |
| <b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O. . . . .                                                                                                                                 | <b>38</b>  | X  |

Form 990 (2011)

**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

|                                                                                                                                                                                                                                                                                | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. <span style="float:right">1a 50</span>                                                                                                                                                 |     |    |
| <b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. <span style="float:right">1b 0</span>                                                                                                                                                |     |    |
| <b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?                                                                                                              |     |    |
| <b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. <span style="float:right">2a 92</span>                                                |     |    |
| <b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).                                   | X   |    |
| <b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                        |     | X  |
| <b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.                                                                                                                                                                     |     |    |
| <b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?                           |     | X  |
| <b>b</b> If "Yes," enter the name of the foreign country:<br>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts                                                                                                     |     |    |
| <b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?                                                                                                                                                                |     | X  |
| <b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?                                                                                                                                                      |     | X  |
| <b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T?                                                                                                                                                                                                     |     |    |
| <b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?                                                                                          |     | X  |
| <b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?                                                                                                                         |     |    |
| <b>7 Organizations that may receive deductible contributions under section 170(c).</b>                                                                                                                                                                                         |     |    |
| <b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?                                                                                                                       |     | X  |
| <b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?                                                                                                                                                                       |     |    |
| <b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?                                                                                                                                  |     | X  |
| <b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year. <span style="float:right">7d</span>                                                                                                                                                                |     |    |
| <b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                                                                       |     | X  |
| <b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                                                          |     | X  |
| <b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?                                                                                                                                      |     |    |
| <b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?                                                                                                                                    |     |    |
| <b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? |     |    |
| <b>9 Sponsoring organizations maintaining donor advised funds.</b>                                                                                                                                                                                                             |     |    |
| <b>a</b> Did the organization make any taxable distributions under section 4966?                                                                                                                                                                                               |     |    |
| <b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?                                                                                                                                                                                |     |    |
| <b>10 Section 501(c)(7) organizations.</b> Enter:                                                                                                                                                                                                                              |     |    |
| <b>a</b> Initiation fees and capital contributions included on Part VIII, line 12. <span style="float:right">10a</span>                                                                                                                                                        |     |    |
| <b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. <span style="float:right">10b</span>                                                                                                                                     |     |    |
| <b>11 Section 501(c)(12) organizations.</b> Enter:                                                                                                                                                                                                                             |     |    |
| <b>a</b> Gross income from members or shareholders. <span style="float:right">11a</span>                                                                                                                                                                                       |     |    |
| <b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). <span style="float:right">11b</span>                                                                                                     |     |    |
| <b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?                                                                                                                                                          |     |    |
| <b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year. <span style="float:right">12b</span>                                                                                                                                           |     |    |
| <b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>                                                                                                                                                                                                     |     |    |
| <b>a</b> Is the organization licensed to issue qualified health plans in more than one state?<br><b>Note.</b> See the instructions for additional information the organization must report on Schedule O.                                                                      |     |    |
| <b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. <span style="float:right">13b</span>                                                                       |     |    |
| <b>c</b> Enter the amount of reserves on hand. <span style="float:right">13c</span>                                                                                                                                                                                            |     |    |
| <b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?                                                                                                                                                                          |     | X  |
| <b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.                                                                                                                                                            |     |    |

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 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. ☒ X

**Section A. Governing Body and Management**

|                                                                                                                                                                                                                                                                                                                  | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | 12  |    |
| <b>1b</b> Enter the number of voting members included in line 1a, above, who are independent.                                                                                                                                                                                                                    | 11  |    |
| <b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?                                                                                                                                   | 2   | X  |
| <b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?                                                                                    | 3   | X  |
| <b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?                                                                                                                                                                                        | 4   | X  |
| <b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?                                                                                                                                                                                              | 5   | X  |
| <b>6</b> Did the organization have members or stockholders?                                                                                                                                                                                                                                                      | 6   | X  |
| <b>7a</b> 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?                                                                                                                                                     | 7a  | X  |
| <b>7b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?                                                                                                                                              | 7b  | X  |
| <b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:                                                                                                                                                                       |     |    |
| <b>a</b> The governing body?                                                                                                                                                                                                                                                                                     | 8a  | X  |
| <b>b</b> Each committee with authority to act on behalf of the governing body?                                                                                                                                                                                                                                   | 8b  | X  |
| <b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.                                                                                           | 9   | X  |

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

|                                                                                                                                                                                                                                                                                                       | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>10a</b> Did the organization have local chapters, branches, or affiliates?                                                                                                                                                                                                                         | 10a | X  |
| <b>b</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?                                                                   | 10b |    |
| <b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?                                                                                                                                                                | 11a | X  |
| <b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.                                                                                                                                                                                                |     |    |
| <b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13.                                                                                                                                                                                                   | 12a | X  |
| <b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?                                                                                                                                                          | 12b | X  |
| <b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.                                                                                                                                          | 12c | X  |
| <b>13</b> Did the organization have a written whistleblower policy?                                                                                                                                                                                                                                   | 13  | X  |
| <b>14</b> Did the organization have a written document retention and destruction policy?                                                                                                                                                                                                              | 14  | X  |
| <b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?                                                                        |     |    |
| <b>a</b> The organization's CEO, Executive Director, or top management official.                                                                                                                                                                                                                      | 15a | X  |
| <b>b</b> Other officers or key employees of the organization. If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions.)                                                                                                                                                     | 15b | X  |
| <b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?                                                                                                                                      | 16a | X  |
| <b>b</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? | 16b |    |

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed. CA, MA

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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 during the tax year.

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: MATTHEW STROTTMAN 2107 WILSON BLVD SUITE 1100 ARLINGTON, VA 22201 703-248-3000

JSA

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response to any question in this Part 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. 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, and 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 organization compensated any current officer, director, or trustee

| (A)<br>Name and Title                      | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>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) M. CROW<br>BOT CHAIR & COMMITTEE CHAIR | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 42,500.                                                              | 0                                                                         | 0                                                                                             |
| (2) C. BOYD<br>TRUSTEE                     | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 35,000.                                                              | 0                                                                         | 0                                                                                             |
| (3) J. BARKSDALE<br>TRUSTEE                | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 35,000.                                                              | 0                                                                         | 0                                                                                             |
| (4) P. BARRIS<br>TRUSTEE                   | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 35,000.                                                              | 0                                                                         | 0                                                                                             |
| (5) D. JEREMIAH<br>TRUSTEE                 | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 35,000.                                                              | 0                                                                         | 0                                                                                             |
| (6) A. JONES<br>TRUSTEE & COMMITTEE CHAIR  | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 37,500.                                                              | 0                                                                         | 0                                                                                             |
| (7) C. VEST<br>TRUSTEE & COMMITTEE CHAIR   | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 37,500.                                                              | 0                                                                         | 0                                                                                             |
| (8) E. PATE-CORNELL<br>TRUSTEE             | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 35,000.                                                              | 0                                                                         | 0                                                                                             |
| (9) J. MISCIK<br>TRUSTEE                   | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 35,000.                                                              | 0                                                                         | 0                                                                                             |
| (10) H. COX<br>TRUSTEE & COMMITTEE CHAIR   | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 37,500.                                                              | 0                                                                         | 0                                                                                             |
| (11) AB KONGARD<br>TRUSTEE                 | 5.00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (12) C. DARBY<br>PRESIDENT, CEO & TRUSTEE  | 40.00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 1,690,351.                                                           | 0                                                                         | 271,594.                                                                                      |
| (13) S. BOWSHER<br>EVP & MANAGING PARTNER  | 40.00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 1,272,739.                                                           | 0                                                                         | 251,594.                                                                                      |
| (14) B. ADAMS<br>EVP & GENERAL COUNSEL     | 40.00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 484,740.                                                             | 0                                                                         | 42,668.                                                                                       |

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

| (A)<br>Name and title                                                                                                                                                              | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                                                                                                                                                    |                                                                                        | Individual trustee or director                                                                            | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| ( 15) M. STROTTMAN<br>EVP & CFO                                                                                                                                                    | 40.00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 480,341.                                                             | 0                                                                         | 56,594.                                                                                       |
| ( 16) E. POULOS<br>EVP & CHIEF OF STAFF                                                                                                                                            | 40.00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 458,990.                                                             | 0                                                                         | 30,576.                                                                                       |
| ( 17) B. GLEICHAUF<br>EVP & CHIEF SCIENTIST                                                                                                                                        | 40.00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 403,216.                                                             | 0                                                                         | 49,644.                                                                                       |
| ( 18) W. STRECKER<br>EVP & CTO                                                                                                                                                     | 40.00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 498,391.                                                             | 0                                                                         | 42,865.                                                                                       |
| ( 19) E. KAUFMANN<br>PARTNER                                                                                                                                                       | 40.00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 443,148.                                                             | 0                                                                         | 20,117.                                                                                       |
| ( 20) P. BORBELY<br>PARTNER                                                                                                                                                        | 40.00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 404,613.                                                             | 0                                                                         | 25,518.                                                                                       |
| ( 21) G. HOYEM<br>PARTNER                                                                                                                                                          | 40.00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 409,558.                                                             | 0                                                                         | 31,994.                                                                                       |
| ( 22) S. DAVIDSON<br>PARTNER                                                                                                                                                       | 40.00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 372,902.                                                             | 0                                                                         | 30,744.                                                                                       |
| ( 23) M. BREIER<br>PARTNER                                                                                                                                                         | 40.00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 407,517.                                                             | 0                                                                         | 31,994.                                                                                       |
| ( 24) T. PEARSALL<br>FORMER EVP-TECHNOLOGY TRANSFER                                                                                                                                | 40.00                                                                                  |                                                                                                           |                       |         |              |                              | X      | 205,997.                                                             | 0                                                                         | 29,591.                                                                                       |
| ( 25) P. CIGANER<br>FORMER EVP-IC SUPPORT                                                                                                                                          | 40.00                                                                                  |                                                                                                           |                       |         |              |                              | X      | 260,030.                                                             | 0                                                                         | 16,580.                                                                                       |
| <b>1b Sub-total</b>                                                                                                                                                                |                                                                                        |                                                                                                           |                       |         |              |                              |        | 3,812,830.                                                           | 0                                                                         | 565,856.                                                                                      |
| <b>c Total from continuation sheets to Part VII, Section A</b>                                                                                                                     |                                                                                        |                                                                                                           |                       |         |              |                              |        | 4,344,703.                                                           | 0                                                                         | 366,217.                                                                                      |
| <b>d Total (add lines 1b and 1c)</b>                                                                                                                                               |                                                                                        |                                                                                                           |                       |         |              |                              |        | 8,157,533.                                                           | 0                                                                         | 932,073.                                                                                      |
| <b>2</b> Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization <b>63</b> |                                                                                        |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |

- 3** Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

|          | Yes | No |
|----------|-----|----|
| <b>3</b> | X   |    |
| <b>4</b> | X   |    |
| <b>5</b> |     | X  |

**Section B. Independent Contractors**

- 1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

| (A)<br>Name and business address | (B)<br>Description of services | (C)<br>Compensation |
|----------------------------------|--------------------------------|---------------------|
| ATTACHMENT 2                     |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |

- 2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **54**

**Part VIII Statement of Revenue**

|                                                                   |                                                        |                                                                                                                                            |                      | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from tax<br>under sections<br>512, 513, or 514 |
|-------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------|
| <b>Contributions, Gifts, Grants<br/>and Other Similar Amounts</b> | <b>1a</b>                                              | Federated campaigns . . . . .                                                                                                              | <b>1a</b>            |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>b</b>                                               | Membership dues . . . . .                                                                                                                  | <b>1b</b>            |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>c</b>                                               | Fundraising events . . . . .                                                                                                               | <b>1c</b>            |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>d</b>                                               | Related organizations . . . . .                                                                                                            | <b>1d</b>            |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>e</b>                                               | Government grants (contributions) . .                                                                                                      | <b>1e</b>            | 63,944,737.          |                                                    |                                         |                                                                           |
|                                                                   | <b>f</b>                                               | All other contributions, gifts, grants,<br>and similar amounts not included above .                                                        | <b>1f</b>            |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>g</b>                                               | Noncash contributions included in lines 1a-1f \$                                                                                           |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>h</b>                                               | <b>Total. Add lines 1a-1f . . . . .</b>                                                                                                    |                      | 63,944,737.          |                                                    |                                         |                                                                           |
| <b>Program Service Revenue</b>                                    | <b>Business Code</b>                                   |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>2a</b>                                              |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>b</b>                                               |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>c</b>                                               |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>d</b>                                               |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>e</b>                                               |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>f</b>                                               | All other program service revenue . . . . .                                                                                                |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>g</b>                                               | <b>Total. Add lines 2a-2f . . . . .</b>                                                                                                    |                      | 0                    |                                                    |                                         |                                                                           |
| <b>Other Revenue</b>                                              | <b>3</b>                                               | Investment income (including dividends, interest, and<br>other similar amounts) . . . . .                                                  |                      | 1,049,073.           |                                                    |                                         | 1,049,073.                                                                |
|                                                                   | <b>4</b>                                               | Income from investment of tax-exempt bond proceeds . . . . .                                                                               |                      | 0                    |                                                    |                                         |                                                                           |
|                                                                   | <b>5</b>                                               | Royalties . . . . .                                                                                                                        |                      | 0                    |                                                    |                                         |                                                                           |
|                                                                   |                                                        | (i) Real                                                                                                                                   | (ii) Personal        |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>6a</b>                                              | Gross rents . . . . .                                                                                                                      |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>b</b>                                               | Less rental expenses . . . . .                                                                                                             |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>c</b>                                               | Rental income or (loss) . . . . .                                                                                                          |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>d</b>                                               | Net rental income or (loss) . . . . .                                                                                                      |                      | 0                    |                                                    |                                         |                                                                           |
|                                                                   |                                                        | (i) Securities                                                                                                                             | (ii) Other           |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>7a</b>                                              | Gross amount from sales of<br>assets other than inventory . . . . .                                                                        |                      | 7,289,377.           |                                                    |                                         |                                                                           |
|                                                                   | <b>b</b>                                               | Less cost or other basis<br>and sales expenses . . . . .                                                                                   |                      | 3,601,119.           |                                                    |                                         |                                                                           |
|                                                                   | <b>c</b>                                               | Gain or (loss) . . . . .                                                                                                                   |                      | 3,688,258.           |                                                    |                                         |                                                                           |
|                                                                   | <b>d</b>                                               | Net gain or (loss) . . . . .                                                                                                               |                      | 3,688,258.           |                                                    |                                         | 3,688,258.                                                                |
|                                                                   | <b>8a</b>                                              | Gross income from fundraising<br>events (not including \$ _____<br>of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>b</b>                                               | Less direct expenses . . . . .                                                                                                             |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>c</b>                                               | Net income or (loss) from fundraising events . . . . .                                                                                     |                      | 0                    |                                                    |                                         |                                                                           |
|                                                                   | <b>9a</b>                                              | Gross income from gaming activities<br>See Part IV, line 19 . . . . .                                                                      |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>b</b>                                               | Less direct expenses . . . . .                                                                                                             |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | <b>c</b>                                               | Net income or (loss) from gaming activities . . . . .                                                                                      |                      | 0                    |                                                    |                                         |                                                                           |
|                                                                   | <b>10a</b>                                             | Gross sales of inventory, less<br>returns and allowances . . . . .                                                                         |                      |                      |                                                    |                                         |                                                                           |
| <b>b</b>                                                          | Less cost of goods sold . . . . .                      |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
| <b>c</b>                                                          | Net income or (loss) from sales of inventory . . . . . |                                                                                                                                            | 0                    |                      |                                                    |                                         |                                                                           |
| <b>Miscellaneous Revenue</b>                                      |                                                        |                                                                                                                                            | <b>Business Code</b> |                      |                                                    |                                         |                                                                           |
| <b>11a</b>                                                        |                                                        |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
| <b>b</b>                                                          |                                                        |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
| <b>c</b>                                                          |                                                        |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
| <b>d</b>                                                          | All other revenue . . . . .                            |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
| <b>e</b>                                                          | <b>Total. Add lines 11a-11d . . . . .</b>              |                                                                                                                                            | 0                    |                      |                                                    |                                         |                                                                           |
| <b>12</b>                                                         | <b>Total revenue. See instructions . . . . .</b>       |                                                                                                                                            | 68,682,068           |                      |                                                    | 4,737,331.                              |                                                                           |

**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)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 .                                                                                                                                          | 0                     |                                 |                                        |                             |
| 2 Grants and other assistance to individuals in the United States See Part IV, line 22 . . . . .                                                                                                                                                    | 0                     |                                 |                                        |                             |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 . . . .                                                                                                        | 0                     |                                 |                                        |                             |
| 4 Benefits paid to or for members . . . . .                                                                                                                                                                                                         | 0                     |                                 |                                        |                             |
| 5 Compensation of current officers, directors, trustees, and key employees . . . . .                                                                                                                                                                | 6,488,693.            | 2,934,166.                      | 3,554,527.                             |                             |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .                                                                                           | 0                     |                                 |                                        |                             |
| 7 Other salaries and wages . . . . .                                                                                                                                                                                                                | 13,264,676.           | 11,057,092.                     | 2,207,584.                             |                             |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .                                                                                                                                      | 0                     |                                 |                                        |                             |
| 9 Other employee benefits . . . . .                                                                                                                                                                                                                 | 1,537,228.            | 1,083,239.                      | 453,989.                               |                             |
| 10 Payroll taxes . . . . .                                                                                                                                                                                                                          | 781,307.              | 579,713.                        | 201,594.                               |                             |
| 11 Fees for services (non-employees)                                                                                                                                                                                                                | 0                     |                                 |                                        |                             |
| a Management . . . . .                                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| b Legal . . . . .                                                                                                                                                                                                                                   | 712,479.              | 105,316.                        | 607,163.                               |                             |
| c Accounting . . . . .                                                                                                                                                                                                                              | 216,771.              |                                 | 216,771.                               |                             |
| d Lobbying . . . . .                                                                                                                                                                                                                                | 0                     |                                 |                                        |                             |
| e Professional fundraising services. See Part IV, line 17                                                                                                                                                                                           | 0                     |                                 |                                        |                             |
| f Investment management fees . . . . .                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| g Other . . . . .                                                                                                                                                                                                                                   | 871,850.              | 791,624.                        | 80,226.                                |                             |
| 12 Advertising and promotion . . . . .                                                                                                                                                                                                              | 296,553.              |                                 | 296,553.                               |                             |
| 13 Office expenses . . . . .                                                                                                                                                                                                                        | 914,664.              | 346,924.                        | 567,740.                               |                             |
| 14 Information technology . . . . .                                                                                                                                                                                                                 | 582,844.              | 555,897.                        | 26,947.                                |                             |
| 15 Royalties . . . . .                                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| 16 Occupancy . . . . .                                                                                                                                                                                                                              | 2,273,684.            | 1,259,485.                      | 1,014,199.                             |                             |
| 17 Travel . . . . .                                                                                                                                                                                                                                 | 1,325,800.            | 1,097,119.                      | 228,681.                               |                             |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials                                                                                                                                                   | 0                     |                                 |                                        |                             |
| 19 Conferences, conventions, and meetings . . . .                                                                                                                                                                                                   | 547,035.              | 62,803.                         | 484,232.                               |                             |
| 20 Interest . . . . .                                                                                                                                                                                                                               | 0                     |                                 |                                        |                             |
| 21 Payments to affiliates . . . . .                                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 22 Depreciation, depletion, and amortization . . . .                                                                                                                                                                                                | 549,590.              | 253,539.                        | 296,051.                               |                             |
| 23 Insurance . . . . .                                                                                                                                                                                                                              | 377,742.              |                                 | 377,742.                               |                             |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)                                                 |                       |                                 |                                        |                             |
| a <u>WORK PROGRAM FOR CIA AND IC</u> . . . . .                                                                                                                                                                                                      | 20,796,034.           | 20,737,937.                     | 58,097.                                |                             |
| b <u>RESEARCH MATERIALS</u> . . . . .                                                                                                                                                                                                               | 131,729.              | 99,167.                         | 32,562.                                |                             |
| c <u>DUES AND SUBSCRIPTIONS</u> . . . . .                                                                                                                                                                                                           | 73,847.               | 31,179.                         | 42,668.                                |                             |
| d <u>ALL OTHER EXPENSES</u> . . . . .                                                                                                                                                                                                               | 71,923.               | 65,203.                         | 6,720.                                 |                             |
| e All other expenses . . . . .                                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| 25 Total functional expenses. Add lines 1 through 24e                                                                                                                                                                                               | 51,814,449.           | 41,060,403.                     | 10,754,046.                            |                             |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . . | 0                     |                                 |                                        |                             |

**Part X Balance Sheet**

|                                                                     |                                                                                                                                                                                                                                                                                 | (A)<br>Beginning of year |              | (B)<br>End of year |
|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------|--------------------|
| <b>Assets</b>                                                       | 1 Cash - non-interest-bearing                                                                                                                                                                                                                                                   | 0                        | 1            | 0                  |
|                                                                     | 2 Savings and temporary cash investments                                                                                                                                                                                                                                        | 96,401,383.              | 2            | 41,941,575.        |
|                                                                     | 3 Pledges and grants receivable, net                                                                                                                                                                                                                                            | 15,474,317.              | 3            | 0                  |
|                                                                     | 4 Accounts receivable, net                                                                                                                                                                                                                                                      | 51,137.                  | 4            | 108,221.           |
|                                                                     | 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L                                                                                                                           | 0                        | 5            | 0                  |
|                                                                     | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) | 0                        | 6            | 0                  |
|                                                                     | 7 Notes and loans receivable, net                                                                                                                                                                                                                                               | 0                        | 7            | 0                  |
|                                                                     | 8 Inventories for sale or use                                                                                                                                                                                                                                                   | 0                        | 8            | 0                  |
|                                                                     | 9 Prepaid expenses and deferred charges                                                                                                                                                                                                                                         | 712,801.                 | 9            | 763,964.           |
|                                                                     | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D                                                                                                                                                                                         | 10a 5,538,440.           |              |                    |
|                                                                     | b Less accumulated depreciation                                                                                                                                                                                                                                                 | 10b 3,652,258.           | 737,269.     | 10c 1,886,182.     |
|                                                                     | 11 Investments - publicly traded securities                                                                                                                                                                                                                                     | 945,417.                 | 11           | 79,430,085.        |
|                                                                     | 12 Investments - other securities. See Part IV, line 11                                                                                                                                                                                                                         | 2,881,642.               | 12           | 4,031,615.         |
|                                                                     | 13 Investments - program-related. See Part IV, line 11                                                                                                                                                                                                                          | 59,728,322.              | 13           | 88,855,817.        |
|                                                                     | 14 Intangible assets                                                                                                                                                                                                                                                            | 0                        | 14           | 0                  |
|                                                                     | 15 Other assets. See Part IV, line 11                                                                                                                                                                                                                                           | 1,103,654.               | 15           | 1,642,387.         |
| 16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) | 178,035,942.                                                                                                                                                                                                                                                                    | 16                       | 218,659,846. |                    |
| <b>Liabilities</b>                                                  | 17 Accounts payable and accrued expenses                                                                                                                                                                                                                                        | 10,195,539.              | 17           | 13,445,441.        |
|                                                                     | 18 Grants payable                                                                                                                                                                                                                                                               | 0                        | 18           | 0                  |
|                                                                     | 19 Deferred revenue                                                                                                                                                                                                                                                             | 67,968,365.              | 19           | 73,512,902.        |
|                                                                     | 20 Tax-exempt bond liabilities                                                                                                                                                                                                                                                  | 0                        | 20           | 0                  |
|                                                                     | 21 Escrow or custodial account liability. Complete Part IV of Schedule D                                                                                                                                                                                                        | 0                        | 21           | 0                  |
|                                                                     | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L                                                                                                         | 0                        | 22           | 0                  |
|                                                                     | 23 Secured mortgages and notes payable to unrelated third parties                                                                                                                                                                                                               | 0                        | 23           | 0                  |
|                                                                     | 24 Unsecured notes and loans payable to unrelated third parties                                                                                                                                                                                                                 | 0                        | 24           | 0                  |
|                                                                     | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D                                                                                                        | 0                        | 25           | 0                  |
|                                                                     | 26 <b>Total liabilities.</b> Add lines 17 through 25                                                                                                                                                                                                                            | 78,163,904.              | 26           | 86,958,343.        |
| <b>Net Assets or Fund Balances</b>                                  | 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                                                                                                                                                                                                                                                      | 99,872,038.              | 27           | 131,701,503.       |
|                                                                     | 28 Temporarily restricted net assets                                                                                                                                                                                                                                            | 0                        | 28           | 0                  |
|                                                                     | 29 Permanently restricted net assets                                                                                                                                                                                                                                            | 0                        | 29           | 0                  |
|                                                                     | 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 <b>Total net assets or fund balances</b>                                                                                                                                                                                                                                     | 99,872,038.              | 33           | 131,701,503.       |
| 34 <b>Total liabilities and net assets/fund balances</b>            | 178,035,942.                                                                                                                                                                                                                                                                    | 34                       | 218,659,846. |                    |

Form 990 (2011)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI. ☒ X

|   |                                                                                                                          |   |              |
|---|--------------------------------------------------------------------------------------------------------------------------|---|--------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) . . . . .                                                      | 1 | 68,682,068.  |
| 2 | Total expenses (must equal Part IX, column (A), line 25) . . . . .                                                       | 2 | 51,814,449.  |
| 3 | Revenue less expenses. Subtract line 2 from line 1 . . . . .                                                             | 3 | 16,867,619.  |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .                      | 4 | 99,872,038.  |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) . . . . .                                           | 5 | 14,961,846.  |
| 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 | 131,701,503. |

**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 _____<br>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? . . . . .                                                                                                                                                                                                                                                     |     | X  |
| b Were the organization's financial statements audited by an independent accountant? . . . . .                                                                                                                                                                                                                                                                   | X   |    |
| c If "Yes" to line 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? . . . . .<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | X   |    |
| 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<br><input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate 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? . . . . .                                                                                                                                                                                            |     | X  |
| 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                                                                                                                                           |     |    |

Form **990** (2011)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

IN-Q-TEL, INC.

Employer identification number

52-2149962

**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 described in 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 supported organization? ☐

|        |     |    |
|--------|-----|----|
|        | Yes | No |
| 11g(i) |     |    |
  - (ii) A family member of a person described in (i) above? ☐

|         |     |    |
|---------|-----|----|
|         | Yes | No |
| 11g(ii) |     |    |
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐

|          |     |    |
|----------|-----|----|
|          | Yes | No |
| 11g(iii) |     |    |
- h Provide the following information about the supported organization(s).

| (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)                                |          |                                                                                             |                                                                         |    |                                                                  |    |                                                             |    |                         |
| (B)                                |          |                                                                                             |                                                                         |    |                                                                  |    |                                                             |    |                         |
| (C)                                |          |                                                                                             |                                                                         |    |                                                                  |    |                                                             |    |                         |
| (D)                                |          |                                                                                             |                                                                         |    |                                                                  |    |                                                             |    |                         |
| (E)                                |          |                                                                                             |                                                                         |    |                                                                  |    |                                                             |    |                         |
| <b>Total</b>                       |          |                                                                                             |                                                                         |    |                                                                  |    |                                                             |    |                         |

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

Schedule A (Form 990 or 990-EZ) 2011

**Part II Support Schedule for Organizations Described in Sections 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    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|-------------|-------------|-------------|--------------|
| <b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .                                                                                                   | 55,577,038. | 50,433,734 | 56,418,127. | 56,459,458. | 63,944,737. | 282,833,144. |
| <b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .                                                                                                    |             |            |             |             |             |              |
| <b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .                                                                                            |             |            |             |             |             |              |
| <b>4</b> <b>Total.</b> Add lines 1 through 3. . . . .                                                                                                                                                                 | 55,577,038. | 50,433,734 | 56,418,127. | 56,459,458  | 63,944,737  | 282,833,144. |
| <b>5</b> 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). . . . . |             |            |             |             |             |              |
| <b>6</b> <b>Public support.</b> Subtract line 5 from line 4 . . . . .                                                                                                                                                 |             |            |             |             |             | 282,833,144. |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ▶                                                                                                                                                            | (a) 2007    | (b) 2008    | (c) 2009   | (d) 2010    | (e) 2011    | (f) Total                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|------------|-------------|-------------|--------------------------|
| <b>7</b> Amounts from line 4 . . . . .                                                                                                                                                                   | 55,577,038. | 50,433,734. | 56,418,127 | 56,459,458. | 63,944,737. | 282,833,144.             |
| <b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .                                                        | 55,629.     |             | 763,383    | 2,860,962   | 1,049,073   | 4,729,047.               |
| <b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .                                                                                    |             |             |            |             |             |                          |
| <b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .                                                                                       |             |             |            |             |             |                          |
| <b>11</b> <b>Total support.</b> Add lines 7 through 10 . . . . .                                                                                                                                         |             |             |            |             |             | 287,562,191.             |
| <b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .                                                                                                                      |             |             |            |             | 12          |                          |
| <b>13</b> <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . . |             |             |            |             |             | <input type="checkbox"/> |

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

|                                                                                                                                                                                                                                                                                                                                                                                                                        |           |                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------------------------------------|
| <b>14</b> Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . . .                                                                                                                                                                                                                                                                                                             | <b>14</b> | 98.36 %                             |
| <b>15</b> Public support percentage from 2010 Schedule A, Part II, line 14 . . . . .                                                                                                                                                                                                                                                                                                                                   | <b>15</b> | 98.66 %                             |
| <b>16a</b> <b>33 1/3% support test - 2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .                                                                                                                                                                           |           | <input checked="" type="checkbox"/> |
| <b>b</b> <b>33 1/3% support test - 2010.</b> If the organization did not check a 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 . . . . .                                                                                                                                                                        |           | <input type="checkbox"/>            |
| <b>17a</b> <b>10%-facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .    |           | <input type="checkbox"/>            |
| <b>b</b> <b>10%-facts-and-circumstances test - 2010.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . |           | <input type="checkbox"/>            |
| <b>18</b> <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .                                                                                                                                                                                                                                                          |           | <input type="checkbox"/>            |

**Part III Support Schedule for Organizations Described in Section 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 section 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.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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**SCHEDULE D  
(Form 990)**

Department of the Treasury  
Internal Revenue Service  
Name of the organization

IN-Q-TEL, INC.

**Supplemental Financial Statements**

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2011**

**Open to Public Inspection**

Employer identification number

52-2149962

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

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

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

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

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

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

|                                                                                              |                                                                              |
|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat                                       | <input type="checkbox"/> Preservation of a certified historic structure      |
| <input type="checkbox"/> Preservation of open space                                          |                                                                              |

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

|                                                                                                                                                      | Held at the End of the Tax Year |
|------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| a Total number of conservation easements . . . . .                                                                                                   | 2a                              |
| b Total acreage restricted by conservation easements . . . . .                                                                                       | 2b                              |
| c Number of conservation easements on a certified historic structure included in (a) . . . . .                                                       | 2c                              |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register . . . . . | 2d                              |

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958), 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 (ASC 958) relating to these items:

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

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

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Schedule D (Form 990) 2011

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

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

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

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

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

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

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

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

|                                           | Amount |
|-------------------------------------------|--------|
| c Beginning balance . . . . .             | 1c     |
| d Additions during the year . . . . .     | 1d     |
| e Distributions during the year . . . . . | 1e     |
| f Ending balance . . . . .                | 1f     |

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

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

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

|                                                            | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|------------------------------------------------------------|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance . . . . .                     |                  |                |                    |                      |                     |
| b Contributions . . . . .                                  |                  |                |                    |                      |                     |
| c Net investment earnings, gains, and 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 current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ► \_\_\_\_\_ %  
 b Permanent endowment ► \_\_\_\_\_ %  
 c Temporarily restricted endowment ► \_\_\_\_\_ %  
 The percentages in lines 2a, 2b, and 2c should equal 100%

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

- (i) unrelated organizations . . . . .  
 (ii) related organizations . . . . .

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

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

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 . . . . .                                                                        |                                      | 3,575,642.                      | 2,495,619.                   | 1,080,023.     |
| d Equipment . . . . .                                                                                     |                                      | 1,437,505.                      | 681,686.                     | 755,819.       |
| e Other . . . . .                                                                                         |                                      | 525,293.                        | 474,953.                     | 50,340.        |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)). . . . . |                                      |                                 |                              | 1,886,182.     |

Schedule D (Form 990) 2011

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

| (a) Description of security or category<br>(including name of security) | (b) Book value | (c) Method of valuation<br>Cost or end-of-year market value |
|-------------------------------------------------------------------------|----------------|-------------------------------------------------------------|
| (1) Financial derivatives . . . . .                                     |                |                                                             |
| (2) Closely-held equity interests . . . . .                             |                |                                                             |
| (3) Other _____                                                         |                |                                                             |
| (A) _____                                                               |                |                                                             |
| (B) _____                                                               |                |                                                             |
| (C) _____                                                               |                |                                                             |
| (D) _____                                                               |                |                                                             |
| (E) _____                                                               |                |                                                             |
| (F) _____                                                               |                |                                                             |
| (G) _____                                                               |                |                                                             |
| (H) _____                                                               |                |                                                             |
| (I) _____                                                               |                |                                                             |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 12.) ▶     |                |                                                             |

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

| (a) Description of investment type                                  | (b) Book value | (c) Method of valuation<br>Cost or end-of-year market value |
|---------------------------------------------------------------------|----------------|-------------------------------------------------------------|
| (1) PREFERRED STOCK                                                 | 60,137,134.    | FMV                                                         |
| (2) COMMON STOCK                                                    | 2,637,181.     | FMV                                                         |
| (3) WARRANTS - PREFERRED STOCK                                      | 22,302,782.    | FMV                                                         |
| (4) WARRANTS - COMMON STOCK                                         | 1,171,073.     | FMV                                                         |
| (5) CONVERTIBLE NOTES                                               | 2,607,647.     | FMV                                                         |
| (6)                                                                 |                |                                                             |
| (7)                                                                 |                |                                                             |
| (8)                                                                 |                |                                                             |
| (9)                                                                 |                |                                                             |
| (10)                                                                |                |                                                             |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 13.) ▶ |                |                                                             |

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

| (a) Description                                                     | (b) Book value |
|---------------------------------------------------------------------|----------------|
| (1)                                                                 |                |
| (2)                                                                 |                |
| (3)                                                                 |                |
| (4)                                                                 |                |
| (5)                                                                 |                |
| (6)                                                                 |                |
| (7)                                                                 |                |
| (8)                                                                 |                |
| (9)                                                                 |                |
| (10)                                                                |                |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶ |                |

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

| 1. (a) Description of liability                                     | (b) Book value |
|---------------------------------------------------------------------|----------------|
| (1) Federal income taxes                                            |                |
| (2)                                                                 |                |
| (3)                                                                 |                |
| (4)                                                                 |                |
| (5)                                                                 |                |
| (6)                                                                 |                |
| (7)                                                                 |                |
| (8)                                                                 |                |
| (9)                                                                 |                |
| (10)                                                                |                |
| (11)                                                                |                |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶ |                |

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

|    |                                                                                          |    |             |
|----|------------------------------------------------------------------------------------------|----|-------------|
| 1  | Total revenue (Form 990, Part VIII, column (A), line 12)                                 | 1  | 68,682,068. |
| 2  | Total expenses (Form 990, Part IX, column (A), line 25)                                  | 2  | 51,814,449. |
| 3  | Excess or (deficit) for the year Subtract line 2 from line 1                             | 3  | 16,867,619. |
| 4  | Net unrealized gains (losses) on investments                                             | 4  | 14,961,846. |
| 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 through 8                                           | 9  | 14,961,846. |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | 10 | 31,829,465. |

**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  | 83,643,914. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12:           |    |             |
| a | Net unrealized gains on investments                                           | 2a | 14,961,846. |
| b | Donated services and use of facilities                                        | 2b |             |
| c | Recoveries of prior year grants                                               | 2c |             |
| d | Other (Describe in Part XIV)                                                  | 2d |             |
| e | Add lines 2a through 2d                                                       | 2e | 14,961,846. |
| 3 | Subtract line 2e from line 1                                                  | 3  | 68,682,068. |
| 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 |             |
| 5 | Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) | 5  | 68,682,068. |

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

|   |                                                                                  |    |             |
|---|----------------------------------------------------------------------------------|----|-------------|
| 1 | Total expenses and losses per audited financial statements                       | 1  | 51,814,449. |
| 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 |             |
| e | Add lines 2a through 2d                                                          | 2e |             |
| 3 | Subtract line 2e from line 1                                                     | 3  | 51,814,449. |
| 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 |             |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5  | 51,814,449. |

**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, line 2; 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

**Part XIV** Supplemental Information *(continued)*

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2011**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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

► Attach to Form 990. ► See separate instructions.

Name of the organization

IN-Q-TEL, INC.

Employer identification number

52-2149962

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

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

**2** For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

**3** Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed )

| (a) Region                                                  | (b) Number of offices in the region | (c) Number of employees, agents, and independent contractors in region | (d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures for and investments in region |
|-------------------------------------------------------------|-------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------|
| (1) NORTH AMERICA                                           |                                     |                                                                        | PROGRAM SERVICES                                                                                                                            | TECHNOLOGY DEVELOPMENT                                                                             | 780,582.                                             |
| (2) EUROPE                                                  |                                     |                                                                        | PROGRAM SERVICES                                                                                                                            | TECHNOLOGY DEVELOPMENT                                                                             | 825,000.                                             |
| (3) EAST ASIA AND THE PACIFIC                               |                                     |                                                                        | PROGRAM SERVICES                                                                                                                            | TECHNOLOGY DEVELOPMENT                                                                             | 140,000.                                             |
| (4) NORTH AMERICA                                           |                                     |                                                                        | INVESTMENTS                                                                                                                                 |                                                                                                    | 1,651,070.                                           |
| (5) EUROPE                                                  |                                     |                                                                        | INVESTMENTS                                                                                                                                 |                                                                                                    | 2,664,161.                                           |
| (6) EAST ASIA AND THE PACIFIC                               |                                     |                                                                        | INVESTMENTS                                                                                                                                 |                                                                                                    | 125,000.                                             |
| (7)                                                         |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (8)                                                         |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (9)                                                         |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (10)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (11)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (12)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (13)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (14)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (15)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (16)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (17)                                                        |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| <b>3a</b> Sub-total . . . . .                               |                                     |                                                                        |                                                                                                                                             |                                                                                                    | 6,185,813.                                           |
| <b>b</b> Total from continuation sheets to Part I . . . . . |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| <b>c</b> Totals (add lines 3a and 3b)                       |                                     |                                                                        |                                                                                                                                             |                                                                                                    | 6,185,813.                                           |

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Schedule F (Form 990) 2011

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

Part II can be duplicated if additional space is needed.

| 1    | (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|------|--------------------------|----------------------------------------------|------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
| (1)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (2)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (3)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (4)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (5)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (6)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (7)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (8)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (9)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (10) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (11) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (12) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (13) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (14) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (15) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (16) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |

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

3 Enter total number of other organizations or entities

**Part III** Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.  
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Region | (c) Number of recipients | (d) Amount of cash grant | (e) Manner of cash disbursement | (f) Amount of non-cash assistance | (g) Description of non-cash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---------------------------------|------------|--------------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
| (1)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (2)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (3)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (4)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (5)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (6)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (7)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (8)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (9)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (10)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (11)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (12)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (13)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (14)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (15)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (16)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (17)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (18)                            |            |                          |                          |                                 |                                   |                                        |                                                       |

Schedule F (Form 990) 2011

**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, Return by a U.S. Transferor of Property to a Foreign Corporation (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, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (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, Information 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 F (Form 990) 2011

**Part V Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region), Part II, line 1 (accounting method), Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2011**

**Open to Public  
Inspection**

Name of the organization

IN-Q-TEL, INC.

Employer identification number

52-2149962

**Part I Questions Regarding Compensation**

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

- |                                                                    |                                                                          |
|--------------------------------------------------------------------|--------------------------------------------------------------------------|
| <input checked="" 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 on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of 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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

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

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

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

**Only section 501(c)(3) and 501(c)(4) organizations 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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

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

Schedule J (Form 990) 2011

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is 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, applicable column (D) and (E) amounts 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 as deferred in prior Form 990 |
|----------------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|---------------------------------------------------------|
|                | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |                                                |                         |                                 |                                                         |
| 1 C. DARBY     | (i) 617,902.<br>(ii) 0                             | 1,009,149.<br>0                     | 63,300.<br>0                        | 249,400.<br>0                                  | 24,206.<br>0            | 1,963,957.<br>0                 | 0                                                       |
| 2 S. BOWSHER   | (i) 569,118.<br>(ii) 0                             | 701,887.<br>0                       | 1,734.<br>0                         | 229,400.<br>0                                  | 24,075.<br>0            | 1,526,214.<br>0                 | 0                                                       |
| 3 B. ADAMS     | (i) 288,431.<br>(ii) 0                             | 193,725.<br>0                       | 2,584.<br>0                         | 29,400.<br>0                                   | 15,179.<br>0            | 529,319.<br>0                   | 0                                                       |
| 4 M. STROTTMAN | (i) 286,206.<br>(ii) 0                             | 192,472.<br>0                       | 1,663.<br>0                         | 29,400.<br>0                                   | 29,060.<br>0            | 538,801.<br>0                   | 0                                                       |
| 5 E. POULOS    | (i) 276,496.<br>(ii) 0                             | 180,563.<br>0                       | 1,931.<br>0                         | 29,400.<br>0                                   | 3,012.<br>0             | 491,402.<br>0                   | 0                                                       |
| 6 B. GLEICHAUF | (i) 253,909.<br>(ii) 0                             | 147,000.<br>0                       | 2,307.<br>0                         | 29,400.<br>0                                   | 22,105.<br>0            | 454,721.<br>0                   | 0                                                       |
| 7 W. STRECKER  | (i) 295,783.<br>(ii) 0                             | 195,750.<br>0                       | 6,858.<br>0                         | 29,400.<br>0                                   | 15,597.<br>0            | 543,388.<br>0                   | 0                                                       |
| 8 E. KAUFMANN  | (i) 280,506.<br>(ii) 0                             | 162,089.<br>0                       | 553.<br>0                           | 9,800.<br>0                                    | 12,158.<br>0            | 465,106.<br>0                   | 0                                                       |
| 9 P. BORBELY   | (i) 250,696.<br>(ii) 0                             | 149,294.<br>0                       | 4,623.<br>0                         | 9,800.<br>0                                    | 17,584.<br>0            | 431,997.<br>0                   | 0                                                       |
| 10 G. HOYEM    | (i) 270,891.<br>(ii) 0                             | 137,425.<br>0                       | 1,242.<br>0                         | 9,800.<br>0                                    | 24,078.<br>0            | 443,436.<br>0                   | 0                                                       |
| 11 S. DAVIDSON | (i) 235,191.<br>(ii) 0                             | 137,196.<br>0                       | 515.<br>0                           | 9,800.<br>0                                    | 22,676.<br>0            | 405,378.<br>0                   | 0                                                       |
| 12 M. BREIER   | (i) 256,915.<br>(ii) 0                             | 149,360.<br>0                       | 1,242.<br>0                         | 9,800.<br>0                                    | 24,028.<br>0            | 441,345.<br>0                   | 0                                                       |
| 13 T. PEARSALL | (i) 125,763.<br>(ii) 0                             | 79,365.<br>0                        | 869.<br>0                           | 8,407.<br>0                                    | 22,259.<br>0            | 236,663.<br>0                   | 0                                                       |
| 14 P. CIGANER  | (i) 256,170.<br>(ii) 0                             | 0<br>0                              | 3,860.<br>0                         | 9,800.<br>0                                    | 8,649.<br>0             | 278,479.<br>0                   | 0                                                       |
| 15             | (i) 0<br>(ii) 0                                    | 0<br>0                              | 0<br>0                              | 0<br>0                                         | 0<br>0                  | 0<br>0                          | 0                                                       |
| 16             | (i) 0<br>(ii) 0                                    | 0<br>0                              | 0<br>0                              | 0<br>0                                         | 0<br>0                  | 0<br>0                          | 0                                                       |

Schedule J (Form 990) 2011

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

FORM 990, PART VII & SCHEDULE J, PART II

IN ADDITION TO C. DARBY'S RESPONSIBILITIES AS PRESIDENT AND CEO OF

IN-Q-TEL, MR. DARBY SERVES AS A TRUSTEE ON THE COMPANY'S BOARD OF

TRUSTEES. MR. DARBY HAS WAIVED ANY COMPENSATION RELATED TO HIS TRUSTEE

DUTIES AND HIS INCOME AS REPORTED IN THIS FORM IS ENTIRELY ATTRIBUTABLE

TO HIS DUTIES AS PRESIDENT AND CEO.

FORM 990, SCHEDULE J, PART I, LINE 1A

IN-Q-TEL'S CORPORATE TRAVEL POLICY STATES, "WITH THE EXCEPTION OF FOREIGN

BUSINESS TRAVEL, AND NOTWITHSTANDING THE CEO AND EXECUTIVE VICE

PRESIDENTS, ALL OTHER IQT EMPLOYEES ARE REQUIRED TO TRAVEL IN COACH OR

ECONOMY CLASS. EXCEPTIONS MUST BE PRE-APPROVED BY THE CEO OR CFO."

WHILE THE CORPORATE TRAVEL POLICY SPECIFICALLY ADDRESSES IN-Q-TEL

EMPLOYEE TRAVEL, IN-Q-TEL BOARD OF TRUSTEES ARE PROVIDED THE OPTION TO

TRAVEL TO QUARTERLY BOARD MEETINGS IN BUSINESS CLASS AND RECEIVE

REIMBURSEMENT.

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

FORM 990, SCHEDULE J, PART I LINE 4B

AT THE REQUEST OF THE BOARD OF TRUSTEES, MR. DARBY AGREED TO RENEW HIS

EMPLOYMENT CONTRACT WITH IQT EXTENDING THROUGH JANUARY 1, 2016. THIS

AGREEMENT BECAME EFFECTIVE JANUARY 1, 2011 AND INCLUDED THE FOLLOWING:

- BASE SALARY OF \$630,000, FROZEN AT THAT LEVEL FOR THE DURATION OF THE

**CONTRACT**

- AN ANNUAL PERFORMANCE BASED BONUS DECIDED BY THE BOARD BASED ON PRESET

**CRITERIA**

- ONE-TIME SIGNING BONUS OF \$400,000

- SUPPLEMENTAL NON-QUALIFIED DEFERRED COMPENSATION AS A RETENTION

MECHANISM, PAYABLE UPON COMPLETION OF THE CONTRACT TERM. THE AMOUNT

ACCRUED DURING CALENDAR YEAR 2011 IS \$220,000.

AT THE REQUEST OF MR. DARBY AND APPROVED BY THE BOARD OF TRUSTEES, MR.

BOWSHER ENTERED INTO AN EMPLOYMENT CONTRACT WITH IQT EXTENDING THROUGH

JANUARY 1, 2014. THIS CONTRACT BECAME EFFECTIVE JANUARY 1, 2011 AND

INCLUDED THE FOLLOWING:

- BASE SALARY OF \$580,000, FROZEN AT THAT LEVEL FOR THE DURATION OF THE

**CONTRACT**

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

- AN ANNUAL PERFORMANCE BASED BONUS DECIDED BY PRESET CRITERIA
- ONE-TIME SIGNING BONUS OF \$200,000
- SUPPLEMENTAL NON-QUALIFIED DEFERRED COMPENSATION AS A RETENTION MECHANISM, PAYABLE UPON COMPLETION OF THE CONTRACT TERM. THE AMOUNT ACCRUED DURING CALENDAR YEAR 2011 IS \$200,000.

FORM 990, SCHEDULE J, PART I, LINE 4C

PLEASE REFER TO THE SCHEDULE O DISCLOSURE ON THE IN-Q-TEL EMPLOYEE FUND, LLC.

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Name of the organization

IN-Q-TEL, INC.

**Supplemental Information to Form 990 or 990-EZ**

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

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2011**

**Open to Public  
Inspection**

Employer identification number

52-2149962

PART VI, LINE 11B

REVIEW OF FORM 990

THE FORM 990 WAS PREPARED BY THE COMPANY'S EXTERNAL TAX ADVISORY FIRM WITH THE ASSISTANCE OF IN-Q-TEL'S FINANCE TEAM. THE FORM 990 WAS ALSO REVIEWED BY CERTAIN MEMBERS OF THE COMPANY'S EXECUTIVE TEAM, INCLUDING THE CFO AND GENERAL COUNSEL. ADDITIONALLY, THE AUDIT AND ETHICS COMMITTEE OF THE BOARD OF TRUSTEES REVIEWED THE FORM 990 DURING ONE OF ITS QUARTERLY MEETINGS. AFTER REVIEW BY THE AUDIT AND ETHICS COMMITTEE, THE FORM 990 WAS DISTRIBUTED TO ALL MEMBERS OF THE BOARD OF TRUSTEES PRIOR TO BEING FILED.

PART VI, LINE 12C

CONFLICTS OF INTEREST POLICY

FOR EVERY TRANSACTION SUBJECT TO BOARD/COMMITTEE APPROVAL, THE MEMBERS OF THE BOARD AND COMMITTEE ARE ASKED TO IDENTIFY ANY CONFLICTS. THE "DEAL TEAMS" ALSO IDENTIFY CONFLICTS INVOLVING IQT OFFICERS OR EMPLOYEES IN TRANSACTIONS IN THE DOCUMENTS SUBMITTED FOR APPROVAL. ADDITIONALLY, EACH YEAR IN CONNECTION WITH THE PREPARATION OF THE FORM 990, A QUESTIONNAIRE IS SENT TO IQT TRUSTEES, OFFICERS AND KEY EMPLOYEES ASKING FOR IDENTIFICATION OF CONFLICTS.

PART VI, LINE 15A & 15B

COMPENSATION EXPLANATION

IN FORMULATING IQT'S COMPENSATION SYSTEM, THE BOARD OF TRUSTEES COMPLIES

Name of the organization  
IN-Q-TEL, INC.

Employer identification number  
52-2149962

WITH ITS RESPONSIBILITIES UNDER THE INTERNAL REVENUE CODE OF 1986, AS AMENDED ("CODE"), TO PAY REASONABLE COMPENSATION TO IQT'S EMPLOYEES AND TO AVOID ANY "EXCESS BENEFIT TRANSACTIONS" UNDER SECTION 4958 OF THE CODE. IN OVERSEEING IQT'S COMPENSATION SYSTEM, THE BOARD ADHERES TO THE FOLLOWING PRINCIPLES:

- THE COMPENSATION SYSTEM IS APPROVED BY THE BOARD OR A COMMITTEE OF THE BOARD COMPOSED ENTIRELY OF INDEPENDENT TRUSTEES WHO ARE NOT EMPLOYEES OF, OR INDEPENDENT CONTRACTORS TO, IQT.
- THE BOARD, OR COMMITTEE THEREOF, OBTAINS AND RELIES UPON APPROPRIATE COMPENSATION DATA FOR COMPARABLE ENTITIES PRIOR TO MAKING COMPENSATION DETERMINATIONS; AND
- THE BASIS FOR ITS DETERMINATION IS DOCUMENTED CONCURRENTLY WITH THE BOARD OR COMMITTEE MAKING THAT DETERMINATION.

HUMAN RESOURCES & COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES AS SET FORTH IN ITS CHARTER, IQT'S HUMAN RESOURCES AND COMPENSATION COMMITTEE (THE "HR AND COMPENSATION COMMITTEE" OR "COMMITTEE") HAS BEEN CHARGED BY THE BOARD OF TRUSTEES TO ASSIST THE BOARD IN OVERSEEING IQT'S COMPENSATION SYSTEM. SPECIFICALLY, THE COMMITTEE PERFORMS THE FOLLOWING DUTIES:

- ENSURES THAT IQT'S COMPENSATION PROGRAM AND OTHER EMPLOYEE BENEFITS ARE COMPARABLE TO APPROPRIATE MARKETS.
- DETERMINES, WITH INPUT FROM THE CIA, AN OVERALL ANNUAL COMPANY

Name of the organization  
IN-Q-TEL, INC.

Employer identification number  
52-2149962

"PERFORMANCE SCORE" THAT REFLECTS THE EXTENT AND MANNER IN WHICH IQT HAS BEEN SUCCESSFUL IN PURSUING ITS MISSION.

- CONDUCTS AN ANNUAL REVIEW OF THE CHIEF EXECUTIVE OFFICER'S ("CEO'S") PERFORMANCE, AND MAKES RECOMMENDATIONS TO THE BOARD OF TRUSTEES ON THE CEO'S COMPENSATION AND BENEFITS FOR THE NEXT YEAR.
- ON AN ANNUAL BASIS, REVIEW THE CEO'S RECOMMENDATIONS REGARDING THE COMPENSATION AND BENEFITS OF THE OTHER DISQUALIFIED PERSONS, AS DEFINED IN SECTION 4958 OF THE INTERNAL REVENUE CODE, AND DETERMINES THEIR COMPENSATION AND BENEFITS FOR THE NEXT YEAR.
- ON AN ANNUAL BASIS, REVIEWS THE DETERMINATION OF COMPENSATION AND BENEFITS OF THE OTHER EMPLOYEES MADE BY THE CEO OR THE CEO'S DESIGNEE.
- ENGAGES AN INDEPENDENT COMPENSATION CONSULTING FIRM TO PERFORM A PERIODIC STUDY OF IQT'S COMPENSATION PROGRAM AND ADMINISTRATION, OR PARTS THEREOF. (THIS STUDY INCLUDES, BUT IS NOT LIMITED TO, A REVIEW OF DATA THE COMPANY USED TO BENCHMARK POSITIONS, DOCUMENTATION OF BASE SALARY ADJUSTMENTS, AND ANNUAL INCENTIVE PLAN AWARDS.) FOLLOWING COMPLETION OF SUCH STUDY, THE COMPENSATION CONSULTING FIRM DELIVERS A REPORT TO THE COMPENSATION COMMITTEE DISCUSSING IQT'S ADHERENCE TO ITS COMPENSATION POLICIES.
- WORKS WITH IQT'S IN-HOUSE AND OUTSIDE COUNSEL TO ENSURE THAT IQT'S COMPENSATION STRUCTURE AND PLANS COMPLY WITH INTERNAL REVENUE CODE AND OTHER LEGAL REQUIREMENTS.
- KEEPS THE BOARD OF TRUSTEES INFORMED OF KEY COMPENSATION AND HUMAN RESOURCE ISSUES AFFECTING IQT.

Name of the organization

IN-Q-TEL, INC.

Employer identification number

52-2149962

PART VI, LINE 19

DOCUMENTS AVAILABLE TO THE PUBLIC

IN-Q-TEL DOES NOT MAKE THIS INFORMATION AVAILABLE TO THE PUBLIC.

SCHEDULE R, PART V

EIP DISCLOSURE STATEMENT

IN-Q-TEL MAINTAINS AN INVESTMENT IN A SEPARATE RELATED ENTITY CALLED  
IN-Q-TEL EMPLOYEE FUND, LLC. THIS ENTITY WAS CREATED AS PART OF AN  
EMPLOYEE INCENTIVE PROGRAM (EIP) WHICH INVOLVED MAKING SIDE-BY-SIDE  
EQUITY INVESTMENTS WITH IN-Q-TEL. THE EIP WAS SUSPENDED IN JUNE 2007 AND  
NO FURTHER INVESTMENTS ARE BEING MADE.

PART XI, LINE 5

UNREALIZED GAINS ON INVESTMENTS: \$14,961,846

ATTACHMENT 1FORM 990, PART III - PROGRAM SERVICE, LINE 4A

IN-Q-TEL (IQT) WAS ESTABLISHED IN 1999 AS A PRIVATE,  
NOT-FOR-PROFIT COMPANY TO HELP THE CIA AND BROADER U.S.  
INTELLIGENCE COMMUNITY (IC) IDENTIFY, ADAPT, AND DELIVER  
CUTTING-EDGE TECHNOLOGIES THAT ADDRESS NATIONAL SECURITY NEEDS.  
IQT'S STRATEGIC INVESTMENT MODEL GIVES IT THE AGILITY - OFTEN  
LACKING WITHIN TRADITIONAL GOVERNMENT CONTRACTING APPROACHES - TO  
FIND AND NURTURE ENTREPRENEURS AND COMPANIES THAT CAN PROVIDE A  
SUPPLY CHAIN OF INNOVATION WHICH ENABLES THE IC TO BENEFIT FROM  
COMMERCIAL TECHNOLOGY ADVANCES.

Name of the organization  
IN-Q-TEL, INC.

Employer identification number  
52-2149962

ATTACHMENT 1 (CONT'D)

IQT'S MISSION IS TO TAKE THE CALCULATED INVESTMENT RISKS NECESSARY TO SUPPORT LEADING-EDGE, BUT OFTEN UNPROVEN TECHNOLOGIES, AND MATURE THEM TO OPERATIONAL READINESS TO HELP THE CIA AND BROADER IC ACHIEVE THEIR MISSION.

## APPROACH

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## IQT WORKS AS:

- \* A STRATEGIC INVESTMENT FIRM, INVESTING IN COMPANIES AND HELPING NASCENT COMMERCIAL TECHNOLOGIES MATURE INTO COMMERCIAL-OFF-THE-SHELF (COTS) PRODUCTS THE GOVERNMENT CAN BUY AT LOWER COSTS THAN ALTERNATIVE APPROACHES;
- \* A TECHNOLOGY ACCELERATOR, FOSTERING DEVELOPMENT AND INTRODUCTION OF TECHNOLOGIES NEEDED BY THE IC; AND
- \* AN IDEA LAB AND FORUM FOR INNOVATION, PROVIDING THE IC WITH INSIGHT AND ACCESS TO BOTH NEW TECHNOLOGIES AND LEADING INNOVATORS AND THINKERS.

## IDENTIFYING INNOVATIVE TECHNOLOGIES:

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AS A STRATEGIC INVESTOR, IQT MAKES INVESTMENTS IN STARTUP COMPANIES THAT HAVE DEVELOPED COMMERCIAL-FOCUSED TECHNOLOGIES THAT WILL PROVIDE STRONG, NEAR-TERM ADVANTAGES (TYPICALLY WITHIN 36 MONTHS) TO THE IC MISSION. IQT DESIGNS ITS STRATEGIC INVESTMENTS TO ACCELERATE PRODUCT DEVELOPMENT AND DELIVERY, AND

Name of the organization  
IN-Q-TEL, INC.

Employer identification number  
52-2149962

ATTACHMENT 1 (CONT'D)

SPECIFICALLY TO HELP COMPANIES ADD CAPABILITIES THAT ITS INTELLIGENCE COMMUNITY CUSTOMERS NEED. ADDITIONALLY, IQT EFFECTIVELY LEVERAGES ITS DIRECT INVESTMENTS BY ATTRACTING A SIGNIFICANT AMOUNT OF PRIVATE SECTOR FUNDS, OFTEN FROM TOP-TIER VENTURE CAPITAL FIRMS, TO CO-INVEST IN OUR PORTFOLIO COMPANIES. ON AVERAGE, FOR EVERY DOLLAR THAT IQT INVESTS IN A COMPANY, THE VENTURE CAPITAL COMMUNITY HAS INVESTED OVER TEN DOLLARS, HELPING TO DELIVER CRUCIAL NEW CAPABILITIES AT LOWER COST TO THE GOVERNMENT.

IQT'S AREAS OF FOCUS ARE: PHYSICAL AND BIOLOGICAL TECHNOLOGIES, AND INFORMATION AND COMMUNICATION TECHNOLOGIES.

BUILDING STRONG COMPANIES FOR STRONG TECHNOLOGIES:

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USING PRODUCT DEVELOPMENT FUNDING AND EQUITY INVESTING, IQT CREATES INCENTIVES FOR COMPANIES TO PUT THEIR BEST TALENT INTO SOLVING THE TOUGHEST TECHNOLOGY PROBLEMS FACING THE CIA AND BROADER INTELLIGENCE COMMUNITY. ONCE AN INVESTMENT IS MADE, IQT WORKS WITH THE COMPANY AND THE CUSTOMER TO ADAPT THE TECHNOLOGY ACCORDING TO CUSTOMER NEED, AND FACILITATES SOLUTION DELIVERY. THE ADVANTAGES TO THE IC ARE SIGNIFICANT: LOWER INITIAL AND LONG-TERM COSTS, FASTER DEVELOPMENT, AND ONGOING PRODUCT ENHANCEMENTS TO MEET THE DEMANDS OF THE COMMERCIAL MARKET.

Name of the organization

IN-Q-TEL, INC.

Employer identification number

52-2149962

ATTACHMENT 1 (CONT'D)

SERVING NEW INTELLIGENCE COMMUNITY CUSTOMERS:

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TODAY, IQT HAS EXPANDED ITS IC PARTNERSHIPS TO INCLUDE THE CIA, THE DEFENSE INTELLIGENCE AGENCY (DIA), THE DEPARTMENT OF HOMELAND SECURITY SCIENCE & TECHNOLOGY DIRECTORATE (DHS S&T), THE NATIONAL GEOSPATIAL-INTELLIGENCE AGENCY (NGA), AND OTHERS.

PROGRAM SERVICE ACCOMPLISHMENTS:

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IN FURTHERANCE OF ITS EXEMPT PURPOSES, IQT'S ACHIEVEMENTS SINCE INCEPTION IN 1999 THROUGH MARCH 31, 2012 INCLUDE THE FOLLOWING:

1. INVESTED IN MORE THAN 180 PORTFOLIO COMPANIES, MANY OF WHICH HAVE PRODUCED TECHNOLOGIES THAT HAVE CONTRIBUTED DIRECTLY TO IC MISSIONS. TECHNOLOGY DELIVERED BY IQT, FOR EXAMPLE, MAKES IT POSSIBLE TO FUSE DATA FROM MAPS, IMAGES, TEXT AND OTHER SOURCES; VISUALIZE INFORMATION IN WAYS NOT PREVIOUSLY POSSIBLE; RAPIDLY PROCESS VAST AMOUNTS OF INFORMATION IN MULTIPLE LANGUAGES; MAKE SENSE OF SEEMINGLY UNCONNECTED INFORMATION; AND IDENTIFY THE CRITICAL INTELLIGENCE FASTER AND MORE EFFECTIVELY.

2. CULTIVATED A NETWORK OF MORE THAN 200 VENTURE CAPITAL FIRMS, 100 LABS AND RESEARCH ORGANIZATIONS, FURTHER BROADENING THE IC'S ACCESS TO INNOVATIVE TECHNOLOGIES.

Name of the organization  
IN-Q-TEL, INC.

Employer identification number  
52-2149962

ATTACHMENT 1 (CONT'D)

3. LEVERAGED MORE THAN \$3.9 BILLION IN PRIVATE-SECTOR FUNDS TO  
SUPPORT TECHNOLOGY FOR THE CIA AND THE IC.

GOVERNANCE AND OVERSIGHT:

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IQT IS BOUND BY A CHARTER AGREEMENT WITH THE CIA, WHICH SETS OUT  
THE RELATIONSHIP BETWEEN THE TWO ORGANIZATIONS, AND BY AN ANNUAL  
CONTRACT WITH THE CIA. IQT IS NOT PART OF THE CIA AND IS NOT A  
GOVERNMENT AGENCY.

THE COMPANY IS GOVERNED BY A BOARD OF TRUSTEES COMPRISED OF FORMER  
OFFICIALS FROM THE DEFENSE AND INTELLIGENCE COMMUNITIES, AS WELL  
AS CEOS OF MAJOR COMPANIES, UNIVERSITY LEADERS, AND LEADERS IN THE  
INVESTMENT INDUSTRY.

IQT IS AN INDEPENDENT, NOT-FOR-PROFIT CORPORATION. THE CIA KEEPS  
CONGRESS INFORMED OF THE COMPANY'S ACTIVITIES.

IQT HAS BEEN THE FOCUS OF A NUMBER OF STUDIES THAT DESCRIBE AND  
REVIEW THE ORGANIZATION. TWO ARE CITED BELOW.

\* BUSINESS EXECUTIVES FOR NATIONAL SECURITY (BENS)  
IN A REPORT TO CONGRESS, AN INDEPENDENT PANEL OF BUSINESS  
EXECUTIVES RECOMMENDED THAT IN-Q-TEL SERVE AS THE CIA'S  
"TECHNOLOGY ACCELERATOR." THE PANEL CONCLUDED THAT IN-Q-TEL HAS

Name of the organization  
IN-Q-TEL, INC.

Employer identification number  
52-2149962

ATTACHMENT 1 (CONT'D)

ACHIEVED SIGNIFICANT EARLY PROGRESS AND THAT "CREATING A MODEL  
LIKE IN-Q-TEL MAKES GOOD BUSINESS SENSE."

THE ASSESSMENT WAS MADE BY A PANEL FROM BUSINESS EXECUTIVES FOR  
NATIONAL SECURITY, A NATIONAL, NON-PARTISAN, AND NOT-FOR-PROFIT  
ORGANIZATION OF BUSINESS LEADERS - 30 OF WHOM FORMED THE  
INDEPENDENT PANEL AFTER THE CIA SELECTED BENS TO CONDUCT THE  
CONGRESSIONALLY MANDATED STUDY. THE REPORT, "ACCELERATING THE  
ACQUISITION AND IMPLEMENTATION OF NEW TECHNOLOGIES FOR  
INTELLIGENCE: THE REPORT OF THE INDEPENDENT PANEL ON THE CENTRAL  
INTELLIGENCE AGENCY IN-Q-TEL VENTURE," WAS SUBMITTED TO THE CIA  
AND CONGRESS.

JUNE 2001

SOURCE-BUSINESS EXECUTIVES FOR NATIONAL SECURITY  
WWW.BENS.ORG

\* HARVARD BUSINESS SCHOOL CASE STUDY

THIS HARVARD BUSINESS SCHOOL CASE STUDY PROVIDES BACKGROUND ABOUT  
IN-Q-TEL'S HISTORY AND STRATEGY, LAYING THE GROUNDWORK FOR  
IN-Q-TEL TO CONSIDER THE CASE FOR EXPANSION.

BY JOSH LERNER, FELDA HARDYMON, KEVIN BOOK, ANN LEAMON FEBRUARY  
12, 2004 SOURCE-HARVARD BUSINESS SCHOOL  
[HTTP://HARVARDBUSINESSONLINE.HBSP.HARVARD.EDU/B02/EN/CASES](http://HARVARDBUSINESSONLINE.HBSP.HARVARD.EDU/B02/EN/CASES)

Name of the organization  
IN-Q-TEL, INC.

Employer identification number  
52-2149962

ATTACHMENT 1 (CONT'D)

/CASES\_HOME.JHTML

IN ADDITION, IQT HAS PARTICIPATED IN REVIEWS BY THE CIA'S  
INSPECTOR GENERAL OFFICE AND THE U.S. SENATE SELECT COMMITTEE ON  
INTELLIGENCE TO ASSESS THE EFFECTIVENESS OF TECHNOLOGY SOLUTIONS  
FROM ITS INVESTMENTS IN SOLVING CHALLENGING PROBLEMS IN THE  
INTELLIGENCE COMMUNITY.

ATTACHMENT 2

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

| <u>NAME AND ADDRESS</u>                                                                 | <u>DESCRIPTION OF SERVICES</u> | <u>COMPENSATION</u> |
|-----------------------------------------------------------------------------------------|--------------------------------|---------------------|
| CLOUDERA INC.<br>220 PORTAGE AVENUE<br>PALO ALTO, CA 94306                              | TECH. DEVELOPMENT              | 1,872,883.          |
| WARWICK MILLS<br>301 TURNPIKE ROAD<br>NEW IPSWICH, NH 03071                             | TECH. DEVELOPMENT              | 1,651,090.          |
| CLEVERSAFE INC.<br>222 SOUTH RIVERSIDE PLAZA, STE 1700<br>CHICAGO, IL 60606             | TECH. DEVELOPMENT              | 1,556,275.          |
| ADVANCED PHOTONIX INC.<br>2925 BOARDWALK<br>ANN ARBOR, MI 48104                         | TECH. DEVELOPMENT              | 1,300,000.          |
| DIGITAL REASONING SYSTEMS INC.<br>730 COOL SPRINGS BLVD., STE 110<br>FRANKLIN, TN 37067 | TECH. DEVELOPMENT              | 1,153,000.          |
| TOTAL COMPENSATION                                                                      |                                | <u>7,533,248.</u>   |

**SCHEDULE R**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

**2011**

▶ 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.

**Open to Public  
Inspection**

Name of the organization

IN-Q-TEL, INC.

Employer identification number

52-2149962

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

|     | (a)<br>Name, address, and EIN of disregarded entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
|-----|-----------------------------------------------------|-------------------------|--------------------------------------------------|---------------------|---------------------------|----------------------------------|
| (1) | -----                                               |                         |                                                  |                     |                           |                                  |
| (2) | -----                                               |                         |                                                  |                     |                           |                                  |
| (3) | -----                                               |                         |                                                  |                     |                           |                                  |
| (4) | -----                                               |                         |                                                  |                     |                           |                                  |
| (5) | -----                                               |                         |                                                  |                     |                           |                                  |
| (6) | -----                                               |                         |                                                  |                     |                           |                                  |

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

|     | (a)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section (if section 501(c)(3)) | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled entity? |
|-----|-------------------------------------------------------|-------------------------|--------------------------------------------------|---------------------------------------------------|-----------------------------------------------------|----------------------------------|----------------------------------------------|
|     |                                                       |                         |                                                  |                                                   |                                                     |                                  | Yes No                                       |
| (1) | -----                                                 |                         |                                                  |                                                   |                                                     |                                  |                                              |
| (2) | -----                                                 |                         |                                                  |                                                   |                                                     |                                  |                                              |
| (3) | -----                                                 |                         |                                                  |                                                   |                                                     |                                  |                                              |
| (4) | -----                                                 |                         |                                                  |                                                   |                                                     |                                  |                                              |
| (5) | -----                                                 |                         |                                                  |                                                   |                                                     |                                  |                                              |
| (6) | -----                                                 |                         |                                                  |                                                   |                                                     |                                  |                                              |
| (7) | -----                                                 |                         |                                                  |                                                   |                                                     |                                  |                                              |

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

Schedule R (Form 990) 2011

JSA

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**Part III** Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

| (a)<br>Name, address, and EIN<br>of<br>related organization           | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Predominant<br>income (related,<br>unrelated,<br>excluded from<br>tax under<br>sections 512-514) | (f)<br>Share of total<br>income | (g)<br>Share of end-of-year<br>assets | (h)<br>Disproportionate<br>allocations? |    | (i)<br>Code V-UBI<br>amount in box 20<br>of<br>Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|-----------------------------------------------------------------------|-------------------------|--------------------------------------------------------------|-------------------------------------|---------------------------------------------------------------------------------------------------------|---------------------------------|---------------------------------------|-----------------------------------------|----|----------------------------------------------------------------------------|-------------------------------------------|----|--------------------------------|
|                                                                       |                         |                                                              |                                     |                                                                                                         |                                 |                                       | Yes                                     | No |                                                                            | Yes                                       | No |                                |
| (1) IQF EMPLOY FUND, LLC 54-2043626<br>PO BOX 749 ARLINGTON, VA 22216 | INVESTMENTS             | DE                                                           | N/A                                 | EXCLUDED                                                                                                | 32,698.                         | 1,712,944                             |                                         | X  |                                                                            |                                           | X  | 33.158%                        |
| (2) -----                                                             |                         |                                                              |                                     |                                                                                                         |                                 |                                       |                                         |    |                                                                            |                                           |    |                                |
| (3) -----                                                             |                         |                                                              |                                     |                                                                                                         |                                 |                                       |                                         |    |                                                                            |                                           |    |                                |
| (4) -----                                                             |                         |                                                              |                                     |                                                                                                         |                                 |                                       |                                         |    |                                                                            |                                           |    |                                |
| (5) -----                                                             |                         |                                                              |                                     |                                                                                                         |                                 |                                       |                                         |    |                                                                            |                                           |    |                                |
| (6) -----                                                             |                         |                                                              |                                     |                                                                                                         |                                 |                                       |                                         |    |                                                                            |                                           |    |                                |
| (7) -----                                                             |                         |                                                              |                                     |                                                                                                         |                                 |                                       |                                         |    |                                                                            |                                           |    |                                |

**Part IV** Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to 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)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or<br>foreign country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of<br>end-of-year assets | (h)<br>Percentage<br>ownership |
|-------------------------------------------------------|-------------------------|--------------------------------------------------------|-------------------------------------|--------------------------------------------------------|---------------------------------|---------------------------------------|--------------------------------|
| (1) -----                                             |                         |                                                        |                                     |                                                        |                                 |                                       |                                |
| (2) -----                                             |                         |                                                        |                                     |                                                        |                                 |                                       |                                |
| (3) -----                                             |                         |                                                        |                                     |                                                        |                                 |                                       |                                |
| (4) -----                                             |                         |                                                        |                                     |                                                        |                                 |                                       |                                |
| (5) -----                                             |                         |                                                        |                                     |                                                        |                                 |                                       |                                |
| (6) -----                                             |                         |                                                        |                                     |                                                        |                                 |                                       |                                |
| (7) -----                                             |                         |                                                        |                                     |                                                        |                                 |                                       |                                |

Schedule R (Form 990) 2011

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to 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 of this schedule**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?

|                                                                                                                   | Yes                                 | No                                  |
|-------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| <b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity . . . . .   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>b</b> Gift, grant, or capital contribution to related organization(s) . . . . .                                | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>c</b> Gift, grant, or capital contribution from related organization(s) . . . . .                              | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>d</b> Loans or loan guarantees to or for related organization(s) . . . . .                                     | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>e</b> Loans or loan guarantees by related organization(s) . . . . .                                            | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>f</b> Sale of assets to related organization(s) . . . . .                                                      | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>g</b> Purchase of assets from related organization(s) . . . . .                                                | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>h</b> Exchange of assets with related organization(s) . . . . .                                                | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>i</b> Lease of facilities, equipment, or other assets to related organization(s) . . . . .                     | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>j</b> Lease of facilities, equipment, or other assets from related organization(s) . . . . .                   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>k</b> Performance of services or membership or fundraising solicitations for related organization(s) . . . . . | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>l</b> Performance of services or membership or fundraising solicitations by related organization(s) . . . . .  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>m</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) . . . . .  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>n</b> Sharing of paid employees with related organization(s) . . . . .                                         | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>o</b> Reimbursement paid to related organization(s) for expenses . . . . .                                     | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>p</b> Reimbursement paid by related organization(s) for expenses . . . . .                                     | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>q</b> Other transfer of cash or property to related organization(s) . . . . .                                  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>r</b> Other transfer of cash or property from related organization(s) . . . . .                                | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

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

**Part VI** Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

| (a)<br>Name, address, and EIN of entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Predominant income (related, unrelated, excluded from tax under section 512-514) | (e)<br>Are all partners section 501(c)(3) organizations? |    | (f)<br>Share of total income | (g)<br>Share of end-of-year assets | (h)<br>Disproportionate allocations? |    | (i)<br>Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j)<br>General or managing partner? |    | (k)<br>Percentage ownership |
|-----------------------------------------|-------------------------|--------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|----|------------------------------|------------------------------------|--------------------------------------|----|----------------------------------------------------------------|-------------------------------------|----|-----------------------------|
|                                         |                         |                                                  |                                                                                         | Yes                                                      | No |                              |                                    | Yes                                  | No |                                                                | Yes                                 | No |                             |
| (1)-----                                |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (2)-----                                |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (3)-----                                |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (4)-----                                |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (5)-----                                |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (6)-----                                |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (7)-----                                |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (8)-----                                |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (9)-----                                |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (10)-----                               |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (11)-----                               |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (12)-----                               |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (13)-----                               |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (14)-----                               |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (15)-----                               |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (16)-----                               |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |

**Part VII** Supplemental Information

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

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **►**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ **►**

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

|                                                                                           |                                                                                         |                                                |
|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions | Name of exempt organization or other filer, see instructions.                           | Employer identification number (EIN) or        |
|                                                                                           | IN-Q-TEL, INC.                                                                          | <input checked="" type="checkbox"/> 52-2149962 |
|                                                                                           | Number, street, and room or suite no. If a P.O. box, see instructions.                  | Social security number (SSN)                   |
|                                                                                           | P.O. BOX 749                                                                            | <input type="checkbox"/>                       |
|                                                                                           | City, town or post office, state, and ZIP code. For a foreign address, see instructions |                                                |
|                                                                                           | ARLINGTON, VA 22219                                                                     |                                                |

Enter the Return code for the return that this application is for (file a separate application for each return) 

| Application is For                       | Return Code | Application Is For       | Return Code |
|------------------------------------------|-------------|--------------------------|-------------|
| Form 990                                 | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 990-EZ                              | 01          | Form 4720                | 09          |
| Form 990-PF                              | 04          | Form 5227                | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                | 12          |

- The books are in the care of ► THE ORGANIZATION

Telephone No. ► 703-248-3000

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐ **►**

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)           . If this is for the whole group, check this box ☐ **►**. If it is for part of the group, check this box ☐ **►** and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until NOVEMBER 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20        or

► ☒ tax year beginning APRIL 1, 20 11, and ending MARCH 31, 20 12.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

|    |                                                                                                                                                                                     |    |    |     |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|-----|
| 3a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                    | 3a | \$ | N/A |
| b  | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | N/A |
| c  | <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.      | 3c | \$ | N/A |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

|                                                                                            |                                                                                                                 |                                                                                           |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Enter filer's identifying number, see instructions                                                              |                                                                                           |
|                                                                                            | Name of exempt organization or other filer, see instructions.<br>IN-Q-TEL, INC.                                 | Employer identification number (EIN) or<br><input checked="" type="checkbox"/> 52-2149962 |
|                                                                                            | Number, street, and room or suite no. If a P.O. box, see instructions.<br>P.O. BOX 749                          | Social security number (SSN)<br><input type="checkbox"/>                                  |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br>ARLINGTON, VA 22219 |                                                                                           |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **01**

| Application Is For                       | Return Code | Application Is For | Return Code |
|------------------------------------------|-------------|--------------------|-------------|
| Form 990                                 | 01          |                    |             |
| Form 990-BL                              | 02          | Form 1041-A        | 08          |
| Form 990-EZ                              | 01          | Form 4720          | 09          |
| Form 990-PF                              | 04          | Form 5227          | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069          | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870          | 12          |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **THE ORGANIZATION**

Telephone No. **703-248-3000**FAX No. 

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **FEBRUARY 15**, 20 **13**.
- For calendar year , or other tax year beginning **APRIL 1**, 20 **11**, and ending **MARCH 31**, 20 **12**.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension **AWAITING INFORMATION FROM THIRD PARTIES WHICH IS NECESSARY TO PREPARE AND COMPLETE AN ACCURATE RETURN.**

|           |                                                                                                                                                                                                                                   |           |    |     |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|-----|
| <b>8a</b> | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                                                                  | <b>8a</b> | \$ | N/A |
| <b>b</b>  | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | <b>8b</b> | \$ | N/A |
| <b>c</b>  | <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                    | <b>8c</b> | \$ | N/A |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title **TAX MANAGER**Date **11-15-2012**