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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

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012 , 2012, and ending 06-30-2013

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

C Name of organization
URBAN LAND INSTITUTE

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1025 THOMAS JEFFERSON STREET N W NO 500-W

City or town, state or country, and ZIP + 4
WASHINGTON, DC 20007

D Employer identification number
53-0159845

E Telephone number
(202)624-7000

G Gross receipts $ 58,572,679

F Name and address of principal officer
PATRICK L PHILLIPS
1025 THOMAS JEFFERSON STREET N W NO
500-
WASHINGTON,DC 20007

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW ULI ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1936 | **M** State of legal domicile IL

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
TO PROVIDE LEADERSHIP IN THE RESPONSIBLE USE OF LAND AND IN CREATING AND SUSTAINING THRIVING COMMUNITIES WORLDWIDE

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	186
6	Total number of volunteers (estimate if necessary)	6	2,909
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,384,697
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-250

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	4,088,464	6,119,788
	9	Program service revenue (Part VIII, line 2g)	49,105,924	50,329,637
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	174,521	200,005
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	53,368,909	56,649,430
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,386,647	2,178,916
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	18,654,968	19,369,703
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶1,210,148		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	33,136,107	34,009,984
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	53,177,722	55,558,603
	19	Revenue less expenses Subtract line 18 from line 12	191,187	1,090,827

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	54,470,542	56,139,587
	21	Total liabilities (Part X, line 26)	14,194,969	14,702,678
	22	Net assets or fund balances Subtract line 21 from line 20	40,275,573	41,436,909

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

****** | 2014-01-22
Signature of officer | Date

PATRICK L PHILLIPS CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM E TURCO CPA				P00369217

Firm's name ▶ MCGLADREY LLP | Firm's EIN ▶ 42-0714325

Firm's address ▶ 9737 WASHINGTONIAN BLVD 400
GAITHERSBURG, MD 208787340 | Phone no (301) 296-3600

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

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . ☑

1 Briefly describe the organization's mission

TO PROVIDE LEADERSHIP IN THE RESPONSIBLE USE OF LAND AND IN CREATING AND SUSTAINING THRIVING COMMUNITIES WORLDWIDE

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 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 $ 21,655,858 including grants of $ 26,508) (Revenue $ 18,208,427)

DISTRICT COUNCILS THE PURPOSE OF THE DISTRICT COUNCILS PROGRAM IS TO PROVIDE ULI'S PRESENCE AT THE LOCAL LEVEL, THROUGH THE DEVELOPMENT AND PRESENTATION OF PROGRAMS OF WORK THAT ADDRESS LOCAL REAL ESTATE AND URBAN PLANNING ISSUES THE ACTIVITIES RECORDED HERE REPRESENT THE ACTIVITIES PERFORMED DIRECTLY BY THE DISTRICT COUNCILS WHICH ARE ACCOUNTED FOR SEPARATELY WITHIN ULI, AS WELL AS, THE COSTS INCURRED BY ULI AT THE NATIONAL LEVEL TO SUPPORT THE DISTRICT COUNCIL PROGRAM THE MAJORITY OF THE COSTS AT THE NATIONAL LEVEL ARE FOR PROGRAM SUPPORT AND LOGISTICAL SUPPORT, AS WELL AS, COMMUNITY OUTREACH EFFORTS IN THE AREAS OF REGIONAL COOPERATION, URBAN REVITALIZATION, AND EDUCATING HIGH SCHOOL STUDENTS ON LAND USE AND DEVELOPMENT ISSUES

4b (Code) (Expenses $ 5,899,005 including grants of $) (Revenue $ 12,639,971)

MEETINGS/CONFERENCES THE MEETING PROGRAM REPRESENTS THE REVENUES AND EXPENSES RELATED TO ULI'S SPRING AND FALL ANNUAL MEETINGS WHILE THE CONFERENCE PROGRAM FOCUSES ON DEVELOPMENT TOPICS OF IMMEDIATE INTEREST

4c (Code) (Expenses $ 5,862,789 including grants of $) (Revenue $ 1,916,821)

CENTERS-AREAS OF CONTENT FOCUS THE ULI TERWILLIGER CENTER FOR WORKFORCE HOUSING SUPPORTS DEVELOPMENT OF HOUSING AFFORDABLE TO MODERATE- INCOME WORKERS ESTABLISHED IN 2007, THE CENTER WILL IDENTIFY AND ELIMINATE BARRIERS TO WORKFORCE HOUSING PRODUCTION BY RAISING AWARENESS OF THE AFFORDABILITY GAP AND ADVOCATING CHANGES IN PUBLIC POLICY ULI'S EUROPEAN RESEARCH CENTER OVERSEES STRATEGY AND DELIVERY FOR BROAD RANGE OF PROJECTS INCLUDING EMERGING TRENDS EUROPE, LESSEN, AND INFOBURSTS THE ULI/DANIEL ROSE CENTER FOR PUBLIC LEADERSHIP IN LAND USE WAS ESTABLISHED IN 2009 ITS MISSION IS TO EMPOWER LEADERS IN THE PUBLIC SECTOR TO ENVISION, BUILD AND SUSTAIN SUCCESSFUL 21ST CENTURY COMMUNITIES BY PROVIDING ACCESS TO INFORMATION, BEST PRACTICES, PEER NETWORKS AND OTHER RESOURCES TO FOSTER CREATIVE, EFFICIENT AND SUSTAINABLE LAND USE PRACTICES THE CAPITAL MARKETS CENTER MISSION IS TO PROVIDE LEADERSHIP IN FOSTERING AND ENHANCING A HEALTHY AND PRODUCTIVE REAL ESTATE INDUSTRY AND REAL ESTATE CAPITAL MARKETS SECTOR THAT IN TURN PROMOTE THRIVING AND SUSTAINABLE COMMUNITIES AND REAL ESTATE MARKETS WORLDWIDE, THROUGH RESEARCH, TREND ANALYSIS, EDUCATION, EVENTS, PUBLICATIONS, WEBSITES AND WEB-BASED RESOURCES, THROUGH LEADERSHIP THE INFRASTRUCTURE CENTER CONSIDERS THE ROLE OF INFRASTRUCTURE IN THE DEVELOPMENT AND OPERATIONS OF THE URBAN FORM THERE ARE THREE MAJOR WORK STREAMS ANALYSIS AND COMMENT ON FEDERAL POLICY AND FUNDING, DIRECT WORK WITH DISTRICT COUNCILS TO ASSIST THEM IN LAND USE PLANNING AND DEVELOPMENT, PARTICULARLY AROUND TRANSIT CORRIDOR DEVELOPMENT, AND RESEARCH AND PRODUCTION OF AN ANNUAL INFRASTRUCTURE REPORT WHICH CONSIDERS INFRASTRUCTURE ISSUES ON A WORLD WIDE BASIS THE CENTER FOR SUSTAINABILITY ENCOMPASSES ULI'S CLIMATE CHANGE, LAND USE AND ENERGY (CLUE) INITIATIVE WHICH CONDUCTS RESEARCH AND PROGRAMMING ACROSS PRIMARY TOPIC AREAS INCLUDING 1) THE CHANGING NATURE OF BUSINESS PRACTICES AT THE NEXUS OF FINANCE, ENERGY AND BUILDINGS, 2) NEW FORMS OF PUBLIC-PRIVATE PARTNERSHIPS THAT ALIGN REAL ESTATE WITH A NEW GENERATION OF PUBLIC BENEFITS, AND 3) THE EMERGING ROLE OF NEW TECHNOLOGIES IN TRANSFORMING LOCAL MARKETS TO ACHIEVE COMMUNITY SUSTAINABILITY GOALS THE URBAN INVESTMENT NETWORK PROVIDES A FORUM FOR EXCHANGE OF KNOWLEDGE BETWEEN PUBLIC AND PRIVATE STAKEHOLDERS TO INCREASE THE LEVEL OF INVESTMENT IN URBAN DEVELOPMENT AND REGENERATION IN EUROPE THE ROBERT C LARSON LEADERSHIP INITIATIVE ENABLES ULI TO ADD LEADERSHIP DEVELOPMENT ACTIVITIES TO ITS PROGRAM OF WORK AND EXTEND THE INSTITUTE'S REACH TO MANY MORE CURRENT AND POTENTIAL LEADERS THE INITIATIVE ALSO SUPPORTS THE WORK OF THE ULI WOMEN'S LEADERSHIP INITIATIVE WHOSE MISSION IS TO RAISE THE VISIBILITY AND NUMBER OF WOMEN LEADERS IN ULI AND THE REAL ESTATE INDUSTRY THE ULI GREENPRINT CENTER IS A CATALYST FOR CHANGE, TAKING MEANINGFUL, IMMEDIATE AND MEASUREABLE ACTIONS TO GENERATE REAL ESTATE SOLUTIONS THAT IMPROVE THE ENVIRONMENT THROUGH ENERGY EFFICIENCY WHILE DEMONSTRATING THE CORRELATION WITH INCREASED PROPERTY VALUES GREENPRINT FOCUSES ON REDUCING THE CARBON FOOTPRINT OF EXISTING BUILDINGS, WHICH CURRENTLY REPRESENT ONE THIRD OF GLOBAL CARBON EMISSIONS, AND WORKS TO ACHIEVE ITS CARBON REDUCTION GOALS THROUGH EDUCATION AND ACTION THE CENTER USES THE COLLECTIVE POWER OF ITS MEMBERSHIP TO LEAD BY EXAMPLE IN LOWERING CARBON EMISSIONS BY EXPLORING AND IMPLEMENTING ENERGY-REDUCING TECHNOLOGIES, SHARING THEIR PERFORMANCE RESULTS WITH THE PUBLIC THROUGH THE GREENPRINT PERFORMANCE REPORT

See Additional Data Table

4d Other program services (Describe in Schedule O)

(Expenses $ 12,548,838 including grants of $ 2,152,408) (Revenue $ 17,564,418)

4e **Total program service expenses** ▶ 45,966,490

Part IV Checklist of Required Schedules

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

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	211			
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	186			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			2b	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a	Yes	
b	If "Yes," enter the name of the foreign country ▶UK , BE , HK , AE See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O			13a		
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	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	15		
	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				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	13		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .		5		No
6	Did the organization have members or stockholders?		6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		No

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶CA , CT , DC , GA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☑ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

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 ▶MICHAEL TERSECK ULI 1025 THOMAS JEFFERSON STREET N W NO WASHINGTON, DC (202) 624-7000

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, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) PETER S RUMMELL CHAIR	7 50	X		X				0	0	0
(2) LYNN THURBER SECRETARY	2 00	X		X				0	0	0
(3) CHARLES B LEITNER TREASURER	2 00	X		X				0	0	0
(4) JEREMEY NEWSUM IMMEDIATE PAST CHAIRMAN	2 00	X						0	0	0
(5) JAMES J CURTIS ULI FOUNDATION CHAIRMAN	2 00	X						0	0	0
(6) JOSEPH F AZRACK MEMBER	2 00	X						0	0	0
(7) RANDALL BONE MEMBER	2 00	X						0	0	0
(8) RAYMOND CHOW MEMBER	2 00	X						0	0	0
(9) MICHAEL D FASCITELLI MEMBER	2 00	X						0	0	0
(10) ROBERT C LIEBER MEMBER	2 00	X						0	0	0
(11) SCOTT D MALKIN MEMBER	2 00	X						0	0	0
(12) TODD W MANSFIELD MEMBER	2 00	X						0	0	0
(13) HAMID R MOGHADAM MEMBER	2 00	X						0	0	0
(14) JOHN H ZEHNER MEMBER	2 00	X						0	0	0
(15) PATRICK L PHILLIPS CEO	38 00	X		X				625,455	0	23,571
(16) RICHARD ROSAN PRESIDENT, ULI FOUNDATION	38 00			X				459,554	0	18,340
(17) CHERYL G CUMMINS EXECUTIVE OFFICER	38 00			X				405,163	0	19,476

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) MICHAEL J TERSECK CFO	38 00			X				354,570	0	16,781
(19) JOSEPH MONTGOMERY PRESIDENT, EMEA	38 00			X				335,677	0	2,458
(20) MARILLE UTTER EXECUTIVE VICE PRESIDENT	38 00				X			275,085	0	8,250
(21) JOHN P FITZGERALD SENIOR VICE PRESIDENT	38 00				X			258,798	0	20,815
(22) LELA AGNEW EXECUTIVE VICE PRESIDENT	38 00				X			240,308	0	6,600
(23) DAVID HOWARD EXECUTIVE VICE PRESIDENT	38 00				X			234,331	0	23,141
(24) MARY BETH CORRIGAN SENIOR VICE PRESIDENT	38 00				X			202,821	0	11,455
(25) LORI G HATCHER SENIOR VICE PRESIDENT	38 00				X			183,875	0	10,047
(26) MAUREEN L MCAVEY FELLOW	38 00					X		242,214	0	16,859
(27) THOMAS MURPHY FELLOW	38 00					X		196,803	0	11,488
(28) GAYLE L BERENS SENIOR VICE PRESIDENT	38 00					X		188,829	0	16,971
(29) MICHAEL L HORST SENIOR VICE PRESIDENT	38 00					X		188,387	0	17,250
(30) DEBRA L THROCKMORTON SENIOR VICE PRESIDENT	38 00					X		186,353	0	13,962

		(D)	(E)	(F)
1b	**Sub-Total** ▶			
c	**Total from continuation sheets to Part VII, Section A** ▶			
d	**Total (add lines 1b and 1c)** ▶	4,578,223	0	237,464

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶58

			Yes	No
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*	**3**		No
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*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
FREEMAN AUDIO VISUAL SOLUTIONS PO BOX 650519 DALLAS TX 752650519	MEETING AUDIOVISUAL CONSULTING	1,577,190
RELIANCE TELESERVICE 1510 RITCHIE HWY STE 204 ARNOLD MD 21012	CUSTOMER SERVICE	902,424
THE BASTIAN GROUP PO BOX 3610 EVERGREEN CO 80437	MEETING LOGISTICS CONSULTING	530,678
FREEMAN PO BOX 650036 DALLAS TX 752650036	MEETING DECORATING CONSULTING	450,287
TRANSPACIFIC ENTERPRISES 1-7-5 HIGASHIKUNITACHI, TOKYOJA186-0002	MEETING, EVENT & MANAGEMENT SERVICES	417,773

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶28

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII . . . . ⌐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations . . . 1d	5,119,788				
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	1,000,000				
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f . . . . ▶		6,119,788			
Program Service Revenue			Business Code				
	2a	DISTRICT COUNCILS	900099	18,208,427	18,208,427		
	b	MEETINGS & CONFERENCES	900099	12,639,971	12,639,971		
	c	MEMBERSHIP DUES	900099	11,943,106	11,943,106		
	d	PUB /URBAN LAND MAG	541800	2,247,811	863,114	1,384,697	
	e	CENTERS	900099	1,916,821	1,916,821		
	f	All other program service revenue		3,373,501	3,373,501		
	g	**Total.** Add lines 2a–2f . . . . ▶		50,329,637			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . ▶		122,305			122,305
	4	Income from investment of tax-exempt bond proceeds . . ▶					
	5	Royalties . . . . ▶					
			(i) Real / (ii) Personal				
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss) . . . . ▶					
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	2,000,949				
	b	Less cost or other basis and sales expenses	1,923,249				
	c	Gain or (loss)	77,700				
	d	Net gain or (loss) . . . . ▶		77,700			77,700
	8a	Gross income from fundraising events (not including $ ______ of contributions reported on line 1c) See Part IV, line 18 . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from fundraising events . . ▶					
	9a	Gross income from gaming activities See Part IV, line 19 . . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from gaming activities . . . ▶					
	10a	Gross sales of inventory, less returns and allowances . a					
	b	Less cost of goods sold . . b					
	c	Net income or (loss) from sales of inventory . . ▶					
		Miscellaneous Revenue	Business Code				
	11a						
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d . . . . ▶					
	12	**Total revenue.** See Instructions . . . . . ▶		56,649,430	48,944,940	1,384,697	200,005

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)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	2,031,783	2,031,783		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	147,133	147,133		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	3,010,730	1,025,949	1,832,091	152,690
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	13,298,890	11,004,488	1,942,797	351,605
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	759,286	560,071	175,738	23,477
9 Other employee benefits	1,263,580	932,053	292,457	39,070
10 Payroll taxes	1,037,217	765,080	240,066	32,071
11 Fees for services (non-employees)				
a Management				
b Legal	187,300	1,000	186,300	
c Accounting	150,869	23,843	127,026	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	32,536	32,536		
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	9,679,553	8,264,313	1,190,097	225,143
12 Advertising and promotion	51,949	23,894	23,943	4,112
13 Office expenses	1,817,244	1,572,508	183,966	60,770
14 Information technology	1,010,167	45,841	964,326	
15 Royalties . .				
16 Occupancy	1,690,442	1,200,168	412,106	78,168
17 Travel	2,182,641	1,828,536	318,504	35,601
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	97,312	97,312		
19 Conferences, conventions, and meetings	9,235,233	8,943,743	180,540	110,950
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,052,396	799,681	212,423	40,292
23 Insurance	199,800	34,758	165,042	
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 DISTRICT COUNCIL DUES S	2,835,210	2,833,386	1,824	
b DISTRICT COUNCIL ADMINI	1,958,012	1,958,012		
c MEMBER RECOGNITION	630,471	569,527	11,534	49,410
d CREDIT CARD FEES	604,154	599,165	2,127	2,862
e All other expenses	594,695	671,710	-80,942	3,927
25 **Total functional expenses.** Add lines 1 through 24e	55,558,603	45,966,490	8,381,965	1,210,148
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 ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X . . . . ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		400	1	400
	2	Savings and temporary cash investments		7,281,036	2	8,196,259
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		1,072,611	4	1,494,310
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other 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) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		220,775	8	216,662
	9	Prepaid expenses and deferred charges		821,353	9	982,106
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 9,656,939			
	b	Less accumulated depreciation	10b 7,625,503	2,701,105	10c	2,031,436
	11	Investments—publicly traded securities		3,255,653	11	3,388,980
	12	Investments—other securities See Part IV, line 11		664,532	12	729,714
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		38,453,077	15	39,099,720
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		54,470,542	16	56,139,587
Liabilities	17	Accounts payable and accrued expenses		4,629,264	17	5,401,777
	18	Grants payable			18	
	19	Deferred revenue		8,802,445	19	8,687,328
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		763,260	25	613,573
	26	**Total liabilities.** Add lines 17 through 25		14,194,969	26	14,702,678
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		14,124,667	27	15,456,553
	28	Temporarily restricted net assets		26,150,906	28	25,980,356
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		40,275,573	33	41,436,909
	34	Total liabilities and net assets/fund balances		54,470,542	34	56,139,587

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	56,649,430
2	Total expenses (must equal Part IX, column (A), line 25)	2	55,558,603
3	Revenue less expenses Subtract line 2 from line 1	3	1,090,827
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	40,275,573
5	Net unrealized gains (losses) on investments	5	70,509
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	41,436,909

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 ☐ Cash ☑ Accrual ☐ Other ________ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separate basis			
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?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
URBAN LAND INSTITUTE

Employer identification number
53-0159845

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 - Non-functionally integrated

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?

		Yes	No
(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?	**11g(i)**		
(ii) A family member of a person described in (i) above?	**11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**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 monetary support
			Yes	**No**	**Yes**	**No**	**Yes**	**No**	
Total									

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (see instructions) | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 |

15 Public support percentage for 2011 Schedule A, Part II, line 14 | 15 |

16a **33 1/3% support test—2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test—2011.** 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 ▶ ☐

17a **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III **Support Schedule for Organizations Described in 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	22,325,568	17,957,317	21,071,906	15,384,567	18,062,894	94,802,252
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	34,201,618	29,396,005	28,872,908	36,411,348	37,001,834	165,883,713
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	56,527,186	47,353,322	49,944,814	51,795,915	55,064,728	260,685,965
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	1,540,000	524,000	1,400,000	1,550,000	1,433,000	6,447,000
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						0
c Add lines 7a and 7b	1,540,000	524,000	1,400,000	1,550,000	1,433,000	6,447,000
8 **Public support** (Subtract line 7c from line 6)						254,238,965

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	56,527,186	47,353,322	49,944,814	51,795,915	55,064,728	260,685,965
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	447,742	207,468	126,749	99,687	122,305	1,003,951
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	447,742	207,468	126,749	99,687	122,305	1,003,951
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)	56,974,928	47,560,790	50,071,563	51,895,602	55,187,033	261,689,916

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	97 150 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	97 060 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	0 380 %
18 Investment income percentage from **2011** Schedule A, Part III, line 17	18	0 530 %

19a **33 1/3% support tests—2012.** 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—2011.** 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).

Facts And Circumstances Test

Explanation

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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

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
2012
Open to Public Inspection

Name of the organization
URBAN LAND INSTITUTE

Employer identification number
53-0159845

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)

☐ Preservation of land for public use (e g , recreation or education)
☐ Preservation of an historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ 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 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 XIII, 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 XIII, 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 ▶ $ ______________

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
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

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

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 XIII 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 XIII Check here if the explanation has been provided in Part XIII . . . . ☐

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	32,899,541	32,814,722	27,994,045	26,669,506	24,840,519
b Contributions	21,978,119	20,458,072	21,758,675	17,256,213	21,548,823
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	21,011,224	20,373,253	16,937,998	15,931,674	19,719,836
f Administrative expenses					
g End of year balance	33,866,436	32,899,541	32,814,722	27,994,045	26,669,506

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ▶ 23 290 %

b Permanent endowment ▶

c Temporarily restricted endowment ▶ 76 710 %

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

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

4 Describe in Part XIII 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		2,847,883	1,998,147	849,736
d Equipment		1,979,931	1,794,522	185,409
e Other		4,829,125	3,832,834	996,291
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				2,031,436

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
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 Cost or end-of-year market value
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) ACCRUED INTEREST RECEIVABLE	12,030
(2) TRANSFER TO THE ULI FOUNDATION	10,000,000
(3) BENEFICIAL INTEREST IN ULIF	25,928,755
(4) DUE FROM ULIF	3,158,935
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . ▶	39,099,720

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

1 (a) Description of liability	(b) Book value
Federal income taxes	
DEFERRED RENT	613,573
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	613,573

2. Fin 48 (ASC 740) Footnote In Part XIII, 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) Check here if the text of the footnote has been provided in Part XIII ☑

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	56,785,985
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	70,509		
b	Donated services and use of facilities	2b	98,582		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	169,091
3	Subtract line **2e** from line **1**			3	56,616,894
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	32,536		
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	32,536
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	56,649,430

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

1	Total expenses and losses per audited financial statements			1	55,624,649
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	98,582		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	98,582
3	Subtract line **2e** from line **1**			3	55,526,067
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	32,536		
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	32,536
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	55,558,603

Part XIII 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, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	DISTRICT COUNCILS ARE THE LOCAL COMPONENTS OF ULI'S PROGRAM OF WORK THEY ARE INTEGRAL ELEMENTS OF ULI AND FUNCTION TO FURTHER THE OVERALL VISION, MISSION AND PURPOSE OF ULI AS SUCH, DISTRICT COUNCILS ADHERE TO ULI'S ARTICLES OF INCORPORATION, BYLAWS, AND ANY/ALL OTHER POLICIES AND PROCEDURES ADOPTED BY ULI'S BOARD OF TRUSTEES DISTRICT COUNCILS ARE MANAGED BY A LOCAL ULI MEMBER EXECUTIVE COMMITTEE, THE CHAIR OF WHICH IS APPOINTED BY THE CHAIRMAN OF ULI AND RATIFIED BY ULI'S TRUSTEES, AND IS REQUIRED TO REPORT REGULARLY ON ACTIVITIES AND FINANCIAL RESULTS RESULTS OF ALL OF THE DISTRICT COUNCILS' LOCAL ACTIVITIES, EXCLUDING ULI SUPPORT FOR THE DISTRICT COUNCILS, ARE SHOWN SEPARATELY FROM THE OPERATIONS OF ULI'S WASHINGTON, D C OFFICE THE NET ASSETS RESULTING FROM THE DISTRICT COUNCIL ACTIVITIES HAVE BEEN DESIGNATED FOR THEIR USE FINANCIAL RESULTS OF THE DISTRICT COUNCILS ARE INCLUDED WITH ULI WHEN REPORTING TO THE INTERNAL REVENUE SERVICE TEMPORARILY RESTRICTED NET ASSETS WHICH ARE PURPOSE RESTRICTED, REPRESENT ASSETS HELD BY ULIF THAT ARE AVAILABLE FOR ULI PROGRAMS
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	ULI AND ULIF ARE GENERALLY EXEMPT FROM FEDERAL INCOME TAXES UNDER THE PROVISIONS OF SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE IN ADDITION, ULI AND ULIF QUALIFY FOR CHARITABLE CONTRIBUTION DEDUCTIONS, AND HAVE BEEN CLASSIFIED AS ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS INCOME WHICH IS NOT RELATED TO EXEMPT PURPOSES, LESS APPLICABLE DEDUCTIONS, IS SUBJECT TO FEDERAL AND STATE CORPORATE INCOME TAXES NEITHER ULI NOR ULIF HAD UNRELATED BUSINESS INCOME TAX FOR THE YEARS ENDED JUNE 30, 2013 AND 2012 ULI AND ULIF ARE NOT AWARE OF ANY UNCERTAIN TAX POSITIONS AND THEREFORE, NO TAX LIABILITIES HAVE BEEN RECORDED AT JUNE 30, 2013 AND 2012 GENERALLY, ULI AND ULIF ARE NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U S FEDERAL, STATE OR LOCAL TAX AUTHORITIES BEFORE 2010

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
URBAN LAND INSTITUTE

Employer identification number
53-0159845

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

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

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

3 Activites 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
	EUROPE	2	13	PROGRAM SERVICES	SEE PART V FOR DESCRIPTION OF ACTIVITIES IN THE REGION	4,347,792
	EAST ASIA AND THE PACIFIC	1	4	PROGRAM SERVICES	SEE PART V FOR DESCRIPTION OF ACTIVITIES IN THE REGION	2,715,723
3a	Sub-total	3	17			7,063,515
b	Total from continuation sheets to Part I	0	0			0
c	**Totals** (add lines 3a and 3b)	3	17			7,063,515

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. 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 of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

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)

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 organizationmay 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, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*	☐ Yes	☑ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*	☐ Yes	☑ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*	☐ Yes	☑ No

Part V Supplemental Information

Complete this part to provide the information 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).

Identifier	ReturnReference	Explanation
	SCHEDULE F, PART I, LINE 3 (E),DESCRIPTIONS OF ACTIVITIES IN ASIA	THIS REGION COVERS MANY OF THE SAME PROGRAM AREAS AS EUROPE THE FOLLOWING THEREFORE IS A JUST A LISTING OF THE PROGRAM HIGHLIGHTS AS IT RELATES TO EACH OF THOSE AREAS - AS OF JUNE 30, 2013 ASIA MEMBERSHIP TOTALED 1,177 - ASIA HAD 3 COUNCILS, NORTH ASIA (HONG KONG), SOUTH ASIA (SINGAPORE), AND JAPAN (TOKYO) - HELD 2 CONFERENCES (WINTER AND SUMMER) IN TOKYO JAPAN, AND 1 IN CHINA - HELD 4 CONTINUING EDUCATION WORKSHOPS IN THE REGION - CONDUCTED 1 ADVISORY SERVICE PANEL IN THE PHILIPPINES - PUBLISHED AN EMERGING TRENDS IN REAL ESTATE ASIA PACIFIC, WHICH PROVIDES AN OUTLOOK ON ASIA PACIFIC REAL ESTATE INVESTMENT AND DEVELOPMENT TRENDS, REAL ESTATE FINANCE AND CAPITAL MARKETS, TRENDS BY PROPERTY SECTOR AND METROPOLITAN AREA, AND OTHER REAL ESTATE ISSUES PERTINENT TO THE COUNTRIES IN ASIA
	SCHEDULE F, PART I, LINE 3 (E),DESCRIPTIONS OF ACTIVITIES IN EUROPE	MEMBERSHIP-GROW MEMBERSHIP WHILE MAINTAINING EXISTING MEMBERS, PROVIDING THEM WITH THE ULI EXPERIENCE WHICH IS AN OPEN EXCHANGE OF IDEAS, NETWORKING OPPORTUNITIES, AND THE ABILITY TO WORK WITH THE LEADERS OF THE LAND USE INDUSTRY DEVELOPERS, BUILDERS, ENGINEERS, ATTORNEYS, PLANNERS, INVESTORS, FINANCIAL ADVISORS, ACADEMICS, ARCHITECTS AND PUBLIC OFFICIALS MEMBERS HAVE ACCESS TO OBJECTIVE INFORMATION AND THE EXPERIENCE OF THOSE ACTIVE IN EVERY DISCIPLINE OF REAL ESTATE DEVELOPMENT, INVESTMENT, AND REGULATION AS OF JUNE 30, 2013, ULI HAD 1,779 MEMBERS IN EUROPE DISTRICT COUNCILS-THE PURPOSE OF THE DISTRICT COUNCILS PROGRAM IS TO PROVIDE ULI'S PRESENCE AT THE LOCAL LEVEL THRU THE DEVELOPMENT AND PRESENTATION OF PROGRAMS OF WORK THAT ADDRESS LOCAL REAL ESTATE AND URBAN PLANNING ISSUES THE ACTIVITIES RECORDED HERE REPRESENT THE ACTIVITIES PERFORMED DIRECTLY BY THE DISTRICT COUNCILS ULI HAS 13 DISTRICT COUNCILS IN EUROPE EITHER IN DEVELOPMENT OR GROWING COUNCILS-ULI COUNCILS PROVIDE A FORUM FOR INFORMATION EXCHANGE ON THE STATE-OF-THE-ART OF A VARIETY OF DEVELOPMENT SECTORS FULL MEMBERS ARE ELIGIBLE TO SERVE ON THESE COUNCILS ULI CURRENTLY HAS 5 GLOBAL COUNCILS WHICH FOCUS ON SPECIALIZED FIELDS IN LAND USE AND DEVELOPMENT MEETINGS/CONFERENCES-THIS PROGRAM FOCUSES ON DEVELOPMENT TOPICS OF IMMEDIATE INTEREST INCLUDING THE ANNUAL CONFERENCE IN PARIS WHICH COVERS INTERNATIONAL REAL ESTATE FINANCE AND INVESTMENT, AN ANNUAL LEADERSHIP RETREAT, AND ONE TOPICAL/TRENDS CONFERENCES PUBLISHING-PRODUCES AN ANNUAL EMERGING TRENDS IN REAL ESTATE EUROPE REPORT THIS REPORT IS PUBLISHED BY THE URBAN LAND INSTITUTE (ULI) AND PRICEWATERHOUSECOOPERS IS BASED ON SURVEYS AND INTERVIEWS WITH APPROXIMATELY 600 INDUSTRY EXPERTS, WHICH COVERS 27 MARKETS IN COUNTRIES THROUGHOUT EUROPE THE REPORT CONTAINS PREDICTIONS FOR INDIVIDUAL PROPERTY SECTORS AS WELL AS MARKETS, ALONG WITH INSIGHTS REGARDING REAL ESTATE CAPITAL MARKETS AND THE ECONOMY IN GENERAL ADVISORY SERVICES-ULI PROVIDES TECHNICAL EXPERTISE OF ITS MEMBERS TO CITIES, PRIVATE DEVELOPERS, AND OTHER ORGANIZATIONS THAT NEED OBJECTIVE ANALYSIS AND ADVICE ON HOW TO SOLVE DIFFICULT LAND USE, DEVELOPMENT, AND REDEVELOPMENT PROBLEMS EUROPE CONDUCTED ONE ADVISORY SERVICE PANELS IN BUDAPEST, HUNGARY DEVELOPMENT-THIS DEPARTMENT HAS THE RESPONSIBILITY OF RAISING THE SPONSORSHIP FUNDS FOR ALL EUROPE'S CONFERENCES/PROGRAMS AREAS OF CONTENT FOCUS - ULI'S EUROPEAN RESEARCH CENTER OVERSEES STRATEGY AND DELIVERY FOR BROAD RANGE OF PROJECTS INCLUDING EMERGING TRENDS EUROPE, LESSEN, AND INFOBURSTS - THE URBAN INVESTMENT NETWORK PROVIDES A FORUM FOR EXCHANGE OF KNOWLEDGE BETWEEN PUBLIC AND PRIVATE STAKEHOLDERS TO INCREASE THE LEVEL OF INVESTMENT IN URBAN DEVELOPMENT AND REGENERATION IN EUROPE

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
URBAN LAND INSTITUTE

Employer identification number
53-0159845

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ULI FOUNDATION 1025 THOMAS JEFFERSON ST NW STE 500 WASHINGTON, DC 20007	23-7133957	501(C)(3)	1,967,408				GENERAL SUPPORT
(2) RAILROAD PARK FOUNDATION PO BOX 13691 BIRMINGHAM, AL 35233	63-1280818	501(C)(3)	10,000				URBAN OPEN SPACE AWARD
(3) AMERICAN ACADEMY IN ROME 7 EAST 60TH STREET NEW YORK, NY 100221001	13-1623881	501(C)(3)	50,000				JC NICHOLS PRIZE-AWARD WINNER HAD ULI GIVE 1/2 PRIZE TO ACADEMY

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ 3

3 Enter total number of other organizations listed in the line 1 table . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

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

Part IV **Supplemental Information.**

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 MOST OF THE FUNDING PROVIDED TO INDIVIDUALS AND ORGANIZATIONS ARE AWARDS FOR PARTICIPATION IN ULI'S AWARD PROGRAMS (MOST NOTABLY THE JC NICHOLS PRIZE FOR VISIONARIES IN URBAN DEVELOPMENT AND THE GERALD D HINES STUDENT URBAN DESIGN COMPETITION) THE ONE PROGRAM, COMMUNITY ACTION GRANTS, IS A GRANT PROGRAM DOCUMENTATION REGARDING COMMUNITY ACTION GRANT PROGRAM PROVIDED WITH 2008 FORM FILING NO CHANGES TO PROGRAM THE URBAN OPEN SPACE AWARD CELEBRATES AND PROMOTES VIBRANT, SUCCESSFUL URBAN OPEN SPACES BY ANNUALLY RECOGNIZING AND REWARDING AN OUTSTANDING EXAMPLE OF A PUBLIC DESTINATION THAT HAS ENRICHED AND REVITALIZED ITS SURROUNDING COMMUNITY THE AWARD WAS CREATED THROUGH THE GENEROSITY OF AMANDA M BURDEN, NEW YORK CITY PLANNING COMMISSIONER AND 2009 LAUREATE OF THE ULI J C NICHOLS PRIZE FOR VISIONARIES IN URBAN DEVELOPMENT IN 2011 THE KRESGE FOUNDATION, METLIFE FOUNDATION, AND THE ULI FOUNDATION JOINED FORCES TO CONTINUE THE ULI URBAN OPEN SPACE AWARD THROUGH 2014 THE WINNER OF THE ULI URBAN OPEN SPACE AWARD RECEIVES A COMMEMORATIVE PLAQUE AND IS RECOGNIZED IN AN AWARDS CEREMONY HELD IN CONJUNCTION WITH ULI'S FALL MEETING A $10,000 CASH PRIZE IS AWARDED TO THE INDIVIDUAL OR ORGANIZATION MOST RESPONSIBLE FOR THE CREATION OF THE WINNING OPEN SPACE PROJECT FURTHER RECOGNITION INCLUDES PRESS RELEASES AND ANNOUNCEMENTS IN URBAN LAND MAGAZINE AND ON ULI ORG MEMBERS OF THE JURY SERVE EVALUATING THE ULI URBAN OPEN SPACE AWARD AND THE ULI AWARDS FOR EXCELLENCE, APPLYING THE SAME RIGOROUS PROCEDURE FOR EACH THESE SPECIFIC AWARDS JURY MEMBERS ARE SELECTED INTERNATIONALLY TO ACHIEVE REGIONAL BALANCE AND REPRESENT SEVERAL FACETS OF DEVELOPMENT EXPERTISE, INCLUDING FINANCE, ARCHITECTURE, LAND PLANNING AND DEVELOPMENT, PUBLIC AFFAIRS, DESIGN, AND PROFESSIONAL SERVICES ELIGIBLE PROJECTS MUST - BE LOCATED IN AN URBANIZED AREA IN NORTH AMERICA, - HAVE BEEN OPEN TO THE PUBLIC AT LEAST ONE YEAR AND NO MORE THAN 15 YEARS, - BE PREDOMINANTLY OUTDOORS AND INVITING TO THE PUBLIC, - BE A LIVELY GATHERING SPACE, PROVIDING ABUNDANT AND VARIED SEATING, SUN AND SHADE, TREES AND PLANTINGS WITH ATTRACTIONS AND FEATURES THAT OFFER MANY DIFFERENT WAYS FOR VISITORS TO ENJOY THE SPACE, - BE USED INTENSIVELY ON A DAILY BASIS, AND ACT AS A DESTINATION FOR A BROAD SPECTRUM OF USERS THROUGHOUT THE YEAR, - HAVE A POSITIVE ECONOMIC IMPACT ON ITS SURROUNDINGS, - PROMOTE PHYSICAL, SOCIAL, AND ECONOMIC HEALTH OF THE LARGER COMMUNITY, AND - PROVIDE LESSONS, STRATEGIES, AND TECHNIQUES THAT CAN BE USED OR ADAPTED IN OTHER COMMUNITIES

Additional Data

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Software ID:
Software Version:
EIN: 53-0159845
Name: URBAN LAND INSTITUTE

Form 990, Schedule I, Part III, Grants and Other Assistance to Individuals in the United States

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
AWARDS FOR HINES STUDENT DESIGN COMPETITION	20	75,000			
JC NICHOLS AWARD	1	50,000			
DISTRICT COUNCIL URBAN PLAN PROGRAM	50	7,190			
DISTRICT COUNCIL FALL MEETING SCHOLARSHIPS	2	1,500			
AUSTIN DISTRICT COUNCIL-STEVE LEBLANC SCHOLARS	1	500			
ULI MINNESOTA/ULI CASE COMPETITION	8	5,000			
ULI DETROIT/JEFF BLAU SCHOLARSHIP	5	5,000			
NORTH FLORIDA DISTRICT COUNCIL AWARDS FOR EXCELLENCE	1	2,200			
ULI GERMANY GOLDEN GINKO LEAF	1		743	FMV	GINGKO TREE

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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, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
URBAN LAND INSTITUTE

Employer identification number
53-0159845

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☐ First-class or charter travel ☑ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the 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, but explain in Part III ☑ Compensation committee ☐ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☐ Form 990 of other organizations ☑ 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?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	**4c**		No
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization? If "Yes," to line 5a or 5b, describe in Part III	**5b**		No
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization? If "Yes," to line 6a or 6b, describe in Part III	**6b**		No
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured 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	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

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 and Title		**(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				
See Additional Data Table								

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

Identifier	Return Reference	Explanation
	PART I, LINE 1A	JOHN P FITZGERALD - FOREIGN HOUSING ALLOWANCE $72,243, TAXABLE COMPENSATION
	PART I, LINE 7	BONUSES ARE DISCRETIONARY AND ARE BASED UPON PERFORMANCE CRITERIA ESTABLISHED BY THE INDIVIDUAL'S SUPERVISOR WHICH IS THEN EVALUATED BY THAT SUPERVISOR AT THE END OF THE FISCAL YEAR THE SUPERVISOR RECOMMENDS THE INDIVIDUAL'S BONUS WHICH IS SUBJECT TO FINAL APPROVAL BY THE CEO IN THE CASE OF THE CEO, THE PERFORMANCE CRITERIA IS ESTABLISHED BY THE CHAIRMAN AND EVALUATED BY THE ULI COMPENSATION COMMITTEE IN THE CASE OF THE CFO, EXECUTIVE OFFICER, ULIF PRESIDENT, AND PRESIDENT OF EMEA, THE CRITERIA IS ESTABLISHED BY THE CEO AND EVALUATED BY HIM IN CONJUNCTION WITH THE ULI COMPENSATION COMMITTEE THE % OF BASE COMPENSATION AN INDIVIDUAL IS ELIGIBLE (BUT NOT GUARANTEED) TO RECEIVE IS BASED UPON THEIR POSITION (VP AND ABOVE), OR THEIR EMPLOYMENT CONTRACT IF THEY HAVE ONE (I E , CEO, CFO, EXECUTIVE OFFICER, ULIF PRESIDENT, AND PRESIDENT, EMEA)
SUPPLEMENTAL INFORMATION	PART III	THE COMPENSATION INFORMATION SHOWN IN PART VII OF THE FORM 990, AS WELL AS SCHEDULE J, IS PRESENTED ON A CALENDAR YEAR BASIS IN ACCORDANCE WITH IRS FORM 990 FILING INSTRUCTIONS

Additional Data

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Software ID:
Software Version:
EIN: 53-0159845
Name: URBAN LAND INSTITUTE

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation	(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
PATRICK L PHILLIPS	(i)	536,565	75,000	13,890	15,000	8,571	649,026	0
	(ii)	0	0	0	0	0	0	0
RICHARD ROSAN	(i)	386,722	25,000	47,832	15,000	3,340	477,894	0
	(ii)	0	0	0	0	0	0	0
CHERYL G CUMMINS	(i)	347,648	40,000	17,515	15,000	4,476	424,639	0
	(ii)	0	0	0	0	0	0	0
MICHAEL J TERSECK	(i)	307,097	35,000	12,473	15,000	1,781	371,351	0
	(ii)	0	0	0	0	0	0	0
JOSEPH MONTGOMERY	(i)	241,083	28,019	66,575	0	2,458	338,135	0
	(ii)	0	0	0	0	0	0	0
MARILLE UTTER	(i)	252,313	20,000	2,772	5,885	2,366	283,336	0
	(ii)	0	0	0	0	0	0	0
JOHN P FITZGERALD	(i)	132,207	10,000	116,591	8,676	17,139	284,613	0
	(ii)	0	0	0	0	0	0	0
LELA AGNEW	(i)	221,768	18,000	540	6,600	5,315	252,223	0
	(ii)	0	0	0	0	0	0	0
DAVID HOWARD	(i)	215,791	18,000	540	8,310	14,831	257,472	0
	(ii)	0	0	0	0	0	0	0
MARY BETH CORRIGAN	(i)	188,735	13,000	1,086	11,347	108	214,276	0
	(ii)	0	0	0	0	0	0	0
LORI G HATCHER	(i)	167,454	9,000	7,421	10,047	0	193,922	0
	(ii)	0	0	0	0	0	0	0
MAUREEN L MCAVEY	(i)	224,760	12,000	5,454	13,556	3,303	259,073	0
	(ii)	0	0	0	0	0	0	0
THOMAS MURPHY	(i)	191,469	0	5,334	11,488	0	208,291	0
	(ii)	0	0	0	0	0	0	0
GAYLE L BERENS	(i)	179,403	7,500	1,926	10,995	5,976	205,800	0
	(ii)	0	0	0	0	0	0	0
MICHAEL L HORST	(i)	177,933	5,000	5,454	10,928	6,322	205,637	0
	(ii)	0	0	0	0	0	0	0
DEBRA L THROCKMORTON	(i)	176,467	8,800	1,086	10,659	3,303	200,315	0
	(ii)	0	0	0	0	0	0	0

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
URBAN LAND INSTITUTE

Employer identification number
53-0159845

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . . ▶ $

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

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

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

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

(a) Name of interested person	**(b)** Relationship between interested person and the organization	**(c)** Amount of transaction	**(d)** Description of transaction	**(e)** Sharing of organization's revenues?	
				Yes	**No**
(1) SARA LEITNER	DAUGHTER OF ULI TREASURER, CHARLES LEITNER AND EMPLOYEE OF ULI	41,200	COMPENSATION FOR SERVICES RENDERED		No

Part V **Supplemental Information**
Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
URBAN LAND INSTITUTE

Employer identification number
53-0159845

Identifier	Return Reference	Explanation
	FORM 990, PAGE 1, PART I, LINE 6, NUMBER OF VOLUNTEERS	WE INCLUDE ALL TRUSTEES, MEMBERS ON THE ESTABLISHED COMMITTEES AND ADVISORY GROUPS,AND ESTIMATE A CERTAIN NUMBER OF VOLUNTEERS FOR EACH DISTRICT COUNCIL AND FOR EACH ADVISORY SERVICE PANEL THAT IS PROVIDED
	FORM 990, PART VI, SECTION A, LINE 4	FOLLOWING ARE LIST OF KEY CHANGES IN THE ULI BYLAWS - MOVE GOVERNANCE AND NOMINATING COMMITTEE DETAILS FROM BYLAWS TO GOVERNANCE MANUAL (AS ARE ALL OTHER BOARD COMMITTEES) - ADD A REFERENCE TO THE TRUSTEES ROLES AND RESPONSIBILITIES COMPACT (TO ACKNOWLEDGE ITS EXISTENCE AND IMPORTANCE) - CLEAN-UP THE WORDING DESCRIBING TRUSTEE ELECTIONS WORK (TO SIMPLIFY, CLARIFY TASKS) - MOVE THE OVERSIGHT OF THE GOVERNANCE MANUAL TO THE BOARD FROM THE TRUSTEES (AS IT IS AN OPERATIONAL, WORKING DOCUMENT) - UPDATE THE NAME FOR THE GLOBAL STRATEGY COMMITTEE (FROM THE INTERNATIONAL COMMITTEE) (TO CLARIFY) - CORRECT THE NUMBERS FOR THE BOARD TO CORRESPOND TO CHICAGO LAW (WHERE ULI IS INCORPORATED) (FROM A MINIMUM OF 12 TO A MINIMUM OF 13) - UPDATE THE DUTIES OF THE BOARD - CLEAN-UP DESCRIPTION OF ULI COMMITTEES - WITHIN THE BOARD, WITHIN THE OPERATING COMMITTEE, OTHERS (TO CORRECTLY GROUP TEAMS WITH THEIR OVERSIGHT AUTHORITY)
	FORM 990, PART VI, SECTION A, LINE 6	ULI MEMBERS INCLUDE DEVELOPERS, ARCHITECTS, PUBLIC OFFICIALS, PLANNERS, REAL ESTATE BROKERS, APPRAISERS, ACCOUNTANTS, ATTORNEYS, ENGINEERS, FINANCIERS, ACADEMICS, STUDENTS AND LIBRARIANS
	FORM 990, PART VI, SECTION A, LINE 7A	THE TRUSTEES ELECT THE ULI CHAIRMAN, THE ULIF CHAIRMAN, THE ULI BOARD OF DIRECTORS, THE ULIF BOARD OF DIRECTORS AND ULI LIFE TRUSTEES THE BOARD OF DIRECTORS APPOINTS/APPROVES THE ULI EUROPE CHAIRMAN, THE ULI ASIA CHAIRMAN, AND THE ULI OPERATING COMMITTEE MEMBERS THE FULL MEMBERS ELECT THE TRUSTEES (WHO ALSO SERVE AS THE MEMBERS OF ULIF)
	FORM 990, PART VI, SECTION A, LINE 7B	THE BOARD OF DIRECTORS IS ULI'S GOVERNING BODY THE FOLLOWING ARE THINGS THEY MUST BRING TO THE TRUSTEES FOR ACTION THE TRUSTEES HAVE AUTHORITY OVER THE ARTICLES OF INCORPORATION, THE BYLAWS (ULI AND ULIF), ADOPTING A PLAN OR MERGER OR CONSOLIDATION WITH ANOTHER CORPORATION, AUTHORIZING THE VOLUNTARY DISSOLUTION OF THE ORGANIZATION OR REVOKING PROCEEDINGS THEREFORE, AUTHORIZING THE SALE, LEASE, EXCHANGE OR MORTGAGE OF ALL OR SUBSTANTIALLY ALL OF THE PROPERTY AND ASSETS OF THE ORGANIZATION
	FORM 990, PART VI, SECTION B, LINE 11	PROCESS FOR MAKING THE FINAL 990 AVAILABLE TO THE VOTING MEMBERS OF THE GOVERNING BODY PRIOR TO ITS BEING FILED WITH THE IRS - AUDITORS WILL REVIEW THE 990 WITH THE AUDIT COMMITTEE - THE FINAL 990 WILL BE HOUSED IN A SECURE AREA OF THE ULI WEBSITE. - NOTICE OF THE LOCATION OF THE 990 WILL BE EMAILED TO EACH BOARD MEMBER AND THEY WILL BE ADVISED THAT THEY HAVE TWO WEEKS IN WHICH TO REVIEW AND PROVIDE ANY COMMENTS TO ULI MANAGEMENT
	FORM 990, PART VI, SECTION B, LINE 12C	ON AN ANNUAL BASIS THE BOARD OF DIRECTORS ARE SENT A COMMUNICATION REQUESTING THAT THEY IDENTIFY ANY RELATIONSHIPS DEFINED AS A CONFLICT RESPONDS ARE SUBMITTED TO THE CFO
	FORM 990, PART VI, SECTION B, LINE 15	ON A REGULAR BASIS, ULI RETAINS AN INDEPENDENT, OUTSIDE CONSULTANT TO REVIEW THE COMPENSATION FOR ITS EXECUTIVES AS PART OF THIS PROCESS, THE CONSULTANT IDENTIFIES COMPARABLE ORGANIZATIONS AND OBTAINS THE MOST CURRENT COMPENSATION DATA AVAILABLE FOR THEM THEN, THE CONSULTANT PREPARES A DETAILED WRITTEN REPORT THAT COMPARES ULI'S CURRENT EXECUTIVE COMPENSATION AGAINST SIMILAR POSITIONS IN LIKE ORGANIZATIONS THE WRITTEN REPORT ALSO DESCRIBES THE STUDY METHODOLOGY AND STATES THE CONSULTANT'S OPINION REGARDING THE REASONABLENESS OF ULI'S EXECUTIVE COMPENSATION RELATIVE TO THE IDENTIFIED MARKET COMPARABLES
	FORM 990, PART VI, SECTION C, LINE 19	URBAN LAND INSTITUTE DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, NOR ITS FINANCIAL STATEMENTS (WHETHER OR NOT AUDITED) AVAILABLE TO THE GENERAL PUBLIC AS FEDERAL TAX LAW DOES NOT REQUIRE THAT SUCH DOCUMENTS BE MADE PUBLICLY AVAILABLE.
OTHER FEES	FORM 990, PART IX, LINE 11G	CONSULTING PROGRAM SERVICE EXPENSES 8,264,313 MANAGEMENT AND GENERAL EXPENSES 1,190,097 FUNDRAISING EXPENSES 225,143 TOTAL EXPENSES 9,679,553

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ 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.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization
URBAN LAND INSTITUTE

Employer identification number
53-0159845

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
(1) ULI FOUNDATION 1025 THOMAS JEFFERSON ST NW STE 500 WASHINGTON, DC 20007 23-7133957	FUNDRAISING IN SUPPORT OF ULI RESEARCH AND EDUCATION	DC	501(C)(3)	LINE 7	URBAN LAND INSTITUTE		No

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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity? Yes	(i) No

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

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

			Yes	No
1	During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	**1a**		**No**
b	Gift, grant, or capital contribution to related organization(s)	**1b**	**Yes**	
c	Gift, grant, or capital contribution from related organization(s)	**1c**	**Yes**	
d	Loans or loan guarantees to or for related organization(s)	**1d**		**No**
e	Loans or loan guarantees by related organization(s)	**1e**		**No**
f	Dividends from related organization(s)	**1f**		**No**
g	Sale of assets to related organization(s)	**1g**		**No**
h	Purchase of assets from related organization(s)	**1h**		**No**
i	Exchange of assets with related organization(s)	**1i**		**No**
j	Lease of facilities, equipment, or other assets to related organization(s)	**1j**		**No**
k	Lease of facilities, equipment, or other assets from related organization(s)	**1k**		**No**
l	Performance of services or membership or fundraising solicitations for related organization(s)	**1l**	**Yes**	
m	Performance of services or membership or fundraising solicitations by related organization(s)	**1m**		**No**
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	**1n**	**Yes**	
o	Sharing of paid employees with related organization(s)	**1o**	**Yes**	
p	Reimbursement paid to related organization(s) for expenses	**1p**		**No**
q	Reimbursement paid by related organization(s) for expenses	**1q**		**No**
r	Other transfer of cash or property to related organization(s)	**1r**		**No**
s	Other transfer of cash or property from related organization(s)	**1s**		**No**

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

(a) Name of other organization	**(b)** Transaction type (a-s)	**(c)** Amount involved	**(d)** Method of determining amount involved
(1) ULI FOUNDATION	B	1,967,408	CASH
(2) ULI FOUNDATION	C	5,284,415	CASH

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 53-0159845
Name: URBAN LAND INSTITUTE

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation

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Additional Data

Software ID:
Software Version:
EIN: 53-0159845
Name: URBAN LAND INSTITUTE

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

Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and (4) organizations and 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.

(Code) (Expenses $ 2,076,348 including grants of $) (Revenue $ 11,943,106)

MEMBERSHIP SERVICES THE REVENUES OF THIS PROGRAM REPRESENT THE MEMBERSHIP DUES FROM MEMBERS THE EXPENSES RELATE TO MEMBERSHIP RECRUITMENT AND RETENTION EFFORTS, AS WELL AS ORDER PROCESSING AND FULL MEMBER ADMISSIONS ACTIVITIES

(Code) (Expenses $ 1,838,729 including grants of $) (Revenue $ 2,247,811)

PUBLISHING/URBAN LAND MAGAZINE PUBLISHING REPRESENTS THE SALES AND RELATED EXPENSES OF ULI'S BOOK PUBLISHING PROGRAM THE URBAN LAND MAGAZINE IS A SIGNIFICANT MEMBERSHIP BENEFIT IT PROMOTES ULI'S VISION AND MISSION BY PUBLISHING ON LAND USE POLICY AND REAL ESTATE PRACTICE, EDUCATING TO IMPROVE THE TOTAL ENVIRONMENT, AND ESTABLISHING ULI AS AN INFLUENTIAL INDUSTRY VOICE AND LEADER

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

Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and (4) organizations and 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.

(Code) (Expenses $ 1,450,333 including grants of $) (Revenue $ 1,331,149)

COUNCILS ULI COUNCILS PROVIDE A FORUM FOR INFORMATION EXCHANGE ON THE STATE-OF-THE-ART OF A VARIETY OF DEVELOPMENT SECTORS MEMBERSHIP IS BY APPOINTMENT AND LIMITED TO FULL MEMBERS ULI CURRENTLY HAS 49 DOMESTIC AND 5 GLOBAL COUNCILS, FOCUSING ON AREAS OF ACTIVITY IN DEVELOPMENT PRODUCTS, DEVELOPMENT PROCESSES, AND INTERNATIONAL ISSUES

(Code) (Expenses $ 1,083,998 including grants of $) (Revenue $ 1,150,016)

ADVISORY SERVICES ULI PROVIDES TECHNICAL EXPERTISE OF ITS MEMBERS TO CITIES, PRIVATE DEVELOPERS, AND OTHER ORGANIZATIONS THAT NEED OBJECTIVE ANALYSIS AND ADVICE ON HOW TO SOLVE DIFFICULT LAND USE, DEVELOPMENT, AND REDEVELOPMENT PROBLEMS

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

Describe the exempt purpose achievements for each of the organization's three largest program services by expenses.
Section 501(c)(3) and (4) organizations and 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.

(Code) (Expenses $ 970,557 including grants of $) (Revenue $)

FELLOWS SENIOR RESIDENT FELLOWS ARE EXPERTS IN THEIR RESPECTIVE FIELDS AND WORK CLOSELY WITH THE MOST INFLUENTIAL PEOPLE IN THE INDUSTRY BY EXTERNALIZING ULI'S POLICY AND PRACTICE AGENDA, THE SENIOR RESIDENT FELLOWS POSITIONS ULI AT THE FOREFRONT OF POLICY DEBATES, AND DEVELOP AND BROADEN ULI'S REACH

(Code) (Expenses $ 721,878 including grants of $) (Revenue $ 769,278)

PROFESSIONAL DEVELOPMENT THIS DEPARTMENT CONTAINS THE ACTIVITIES OF ULI'S CONTINUING EDUCATION PROGRAMS

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

Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and (4) organizations and 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.

(Code) (Expenses $ 32,536 including grants of $) (Revenue $)

INVESTMENTS ULI'S INVESTMENTS PRIMARY PURPOSE IS TO PROVIDE A READILY ACCESSIBLE SOURCE OF CASH IN THE EVENT OF AN ECONOMIC DOWNTURN PRESERVATION OF CAPITAL AND LIQUIDITY ARE THE PARAMOUNT FEATURES OF THIS INVESTMENT PROGRAM THE TIME HORIZON OF THESE INVESTMENTS THEREFORE HAS TO BE SHORT TO INTERMEDIATE TERM, WITH A RELATIVELY LOW RISK PROFILE

(Code) (Expenses $ 1,689,712 including grants of $) (Revenue $ 32,143)

COMMUNICATIONS/VIRTUAL ULI THIS INCLUDES INTERNAL AND EXTERNAL COMMUNICATIONS PROGRAMS - MEDIA RELATIONS, BRANDING, CORPORATE COMMUNICATIONS, AND WEB PAGE SUPPORT

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

Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and (4) organizations and 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.

(Code) (Expenses $ 717,339 including grants of $ 185,000) (Revenue $ 89,015)

AWARDS ULI IS WIDELY RECOGNIZED AS THE PREEMINENT VOICE FOR ENCOURAGING AND FOSTERING HIGH STANDARDS OF LAND USE PLANNING AND REAL ESTATE DEVELOPMENT ULI CELEBRATES THE PEOPLE AND PROJECTS THAT EMBODY BEST PRACTICE THROUGH THE AWARDS FOR EXCELLENCE PROGRAM, THE ULI J C NICHOLS PRIZE FOR VISIONARIES IN URBAN DEVELOPMENT, THE ULI GERALD D HINES STUDENT URBAN DESIGN COMPETITION, AND THE ULI AMANDA BURDEN URBAN OPEN SPACE AWARD

(Code) (Expenses $ 1,967,408 including grants of $ 1,967,408) (Revenue $)

ULI FOUNDATION ULIF TRANSFERS 100% OF FUNDS RAISED THROUGH THE ANNUAL FUND PROGRAM TO ULI TO SUPPORT ONGOING ULI PROGRAMS IN RETURN, ULI ADDS TO ITS ANNUAL BUDGET ALL ULIF OPERATING EXPENSES THROUGH THE FORM OF A CONTRIBUTION TO ULIF

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

Describe the exempt purpose achievements for each of the organization's three largest program services by expenses.
Section 501(c)(3) and (4) organizations and 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.

(Code) (Expenses $ including grants of $) (Revenue $ 1,900)

ULI DEVELOPMENT

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
PETER S RUMMELL CHAIR	7 50	X		X				0	0	0
LYNN THURBER SECRETARY	2 00	X		X				0	0	0
CHARLES B LEITNER TREASURER	2 00	X		X				0	0	0
JEREMEY NEWSUM IMMEDIATE PAST CHAIRMAN	2 00	X						0	0	0
JAMES J CURTIS ULI FOUNDATION CHAIRMAN	2 00	X						0	0	0
JOSEPH F AZRACK MEMBER	2 00	X						0	0	0
RANDALL BONE MEMBER	2 00	X						0	0	0
RAYMOND CHOW MEMBER	2 00	X						0	0	0
MICHAEL D FASCITELLI MEMBER	2 00	X						0	0	0
ROBERT C LIEBER MEMBER	2 00	X						0	0	0
SCOTT D MALKIN MEMBER	2 00	X						0	0	0
TODD W MANSFIELD MEMBER	2 00	X						0	0	0
HAMID R MOGHADAM MEMBER	2 00	X						0	0	0
JOHN H ZEHNER MEMBER	2 00	X						0	0	0
PATRICK L PHILLIPS CEO	38 00	X		X				625,455	0	23,571
RICHARD ROSAN PRESIDENT, ULI FOUNDATION	38 00			X				459,554	0	18,340
CHERYL G CUMMINS EXECUTIVE OFFICER	38 00			X				405,163	0	19,476
MICHAEL J TERSECK CFO	38 00			X				354,570	0	16,781
JOSEPH MONTGOMERY PRESIDENT, EMEA	38 00			X				335,677	0	2,458
MARILLE UTTER EXECUTIVE VICE PRESIDENT	38 00				X			275,085	0	8,250
JOHN P FITZGERALD SENIOR VICE PRESIDENT	38 00				X			258,798	0	20,815
LELA AGNEW EXECUTIVE VICE PRESIDENT	38 00				X			240,308	0	6,600
DAVID HOWARD EXECUTIVE VICE PRESIDENT	38 00				X			234,331	0	23,141
MARY BETH CORRIGAN SENIOR VICE PRESIDENT	38 00				X			202,821	0	11,455
LORI G HATCHER SENIOR VICE PRESIDENT	38 00				X			183,875	0	10,047

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
MAUREEN L MCAVEY FELLOW	38 00					X		242,214	0	16,859
THOMAS MURPHY FELLOW	38 00					X		196,803	0	11,488
GAYLE L BERENS SENIOR VICE PRESIDENT	38 00					X		188,829	0	16,971
MICHAEL L HORST SENIOR VICE PRESIDENT	38 00					X		188,387	0	17,250
DEBRA L THROCKMORTON SENIOR VICE PRESIDENT	38 00					X		186,353	0	13,962